

GenOn Energy, Inc.  
Form 10-K  
March 03, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
x OF 1934  
For the Fiscal Year ended December 31, 2013.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
o OF 1934  
For the Transition period from \_\_\_\_\_ to \_\_\_\_\_  
GenOn Energy, Inc.  
(Exact name of registrant as specified in its charter)  
75-0655566 (I.R.S. Employer Identification No.)  
Commission File Number: 001-16455

GenOn Americas Generation, LLC  
(Exact name of registrant as specified in its charter)  
51-0390520 (I.R.S. Employer Identification No.)  
Commission File Number: 333-63240

GenOn Mid-Atlantic, LLC  
(Exact name of registrant as specified in its charter)  
58-2574140 (I.R.S. Employer Identification No.)  
Commission File Number: 333-61668

Delaware  
(State or other jurisdiction of incorporation or  
organization)

211 Carnegie Center Princeton, New Jersey 08540  
(Address of principal executive offices) (Zip Code)  
(609) 524-4500

(Registrants' telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:  
None  
Securities registered pursuant to Section 12(g) of the Act:  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.  
GenOn Energy, Inc. o Yes p No  
GenOn Americas Generation, LLC o Yes p No  
GenOn Mid-Atlantic, LLC o Yes p No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Edgar Filing: GenOn Energy, Inc. - Form 10-K

GenOn Energy, Inc.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
GenOn Americas Generation, LLC	<input type="checkbox"/> Yes	<input type="checkbox"/> No
GenOn Mid-Atlantic, LLC	<input type="checkbox"/> Yes	<input type="checkbox"/> No

---

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. (As a voluntary filer not subject to filing requirements, the registrant nevertheless filed all reports which would have been required to be filed by Section 15(d) of the Exchange Act during the preceding 12 months had the registrant been required to file reports pursuant to Section 15(d) of the Securities Exchange Act of 1934 solely as a result of having registered debt securities under the Securities Act of 1933.)

GenOn Energy, Inc.  Yes  No  
 GenOn Americas Generation, LLC  Yes  No  
 GenOn Mid-Atlantic, LLC  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

GenOn Energy, Inc.  Yes  No  
 GenOn Americas Generation, LLC  Yes  No  
 GenOn Mid-Atlantic, LLC  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

GenOn Energy, Inc.   
 GenOn Americas Generation, LLC   
 GenOn Mid-Atlantic, LLC

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
GenOn Energy, Inc.	<input type="radio"/>	<input type="radio"/>	<input checked="" type="checkbox"/>	<input type="radio"/>
GenOn Americas Generation, LLC	<input type="radio"/>	<input type="radio"/>	<input checked="" type="checkbox"/>	<input type="radio"/>
GenOn Mid-Atlantic, LLC	<input type="radio"/>	<input type="radio"/>	<input checked="" type="checkbox"/>	<input type="radio"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

GenOn Energy, Inc.  Yes  No  
 GenOn Americas Generation, LLC  Yes  No  
 GenOn Mid-Atlantic, LLC  Yes  No

Each Registrant's outstanding equity interests are held by its respective parent and there are no equity interests held by nonaffiliates.

Registrant	Parent
GenOn Energy, Inc.	NRG Energy, Inc.
GenOn Americas Generation, LLC	GenOn Americas, Inc.
GenOn Mid-Atlantic, LLC	GenOn North America, LLC

This combined Form 10-K is separately filed by GenOn Energy, Inc., GenOn Americas Generation, LLC and GenOn Mid-Atlantic, LLC. Information contained in this combined Form 10-K relating to GenOn Energy, Inc., GenOn Americas Generation, LLC and GenOn Mid-Atlantic, LLC is filed by such registrant on its own behalf and each registrant makes no representation as to information relating to registrants other than itself.

The registrants have not incorporated by reference any information into this Form 10-K from any annual report to securities holders, proxy statement or prospectus filed pursuant to 424(b) or (c) of the Securities Act.

NOTE: WHEREAS GENON ENERGY, INC., GENON AMERICAS GENERATION, LLC AND GENON MID-ATLANTIC, LLC MEET THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION I(1)(a) AND (b) OF FORM 10-K, THIS COMBINED FORM 10-K IS BEING FILED WITH THE REDUCED DISCLOSURE FORMAT PURSUANT TO GENERAL INSTRUCTION I(2).

---

TABLE OF CONTENTS

<u>Glossary of Terms</u>	<u>2</u>
<u>PART I</u>	<u>5</u>
<u>Item 1 — Business</u>	<u>5</u>
<u>Item 1A — Risk Factors Related to the Registrants</u>	<u>11</u>
<u>Item 1B — Unresolved Staff Comments</u>	<u>22</u>
<u>Item 2 — Properties</u>	<u>23</u>
<u>Item 3 — Legal Proceedings</u>	<u>25</u>
<u>Item 4 — Mine Safety Disclosures</u>	<u>25</u>
<u>PART II</u>	<u>26</u>
<u>Item 5 — Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>26</u>
<u>Item 6 — Selected Financial Data</u>	<u>26</u>
<u>Item 7 — Management's Narrative Analysis of the Results of Operations and Financial Condition</u>	<u>27</u>
<u>Item 7A — Quantitative and Qualitative Disclosures About Market Risk</u>	<u>40</u>
<u>Item 8 — Financial Statements and Supplementary Data</u>	<u>42</u>
<u>Item 9 — Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>43</u>
<u>Item 9A — Controls and Procedures</u>	<u>43</u>
<u>Item 9B — Other Information</u>	<u>43</u>
<u>PART III</u>	<u>44</u>
<u>Item 10 — Directors, Executive Officers and Corporate Governance</u>	<u>44</u>
<u>Item 11 — Executive Compensation</u>	<u>44</u>
<u>Item 12 — Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>44</u>
<u>Item 13 — Certain Relationships and Related Transactions, and Director Independence</u>	<u>44</u>
<u>Item 14 — Principal Accounting Fees and Services</u>	<u>44</u>
<u>PART IV</u>	<u>45</u>
<u>Item 15 — Exhibits, Financial Statement Schedules</u>	<u>45</u>
<u>EXHIBIT INDEX</u>	<u>144</u>

Glossary of Terms

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below:

Ancillary Services	Services that ensure reliability and support the transmission of electricity from generation sites to customer loads. Such services include regulation service, reserves and voltage support
ARO	Asset retirement obligation
ASC	The FASB Accounting Standards Codification, which the FASB established as the source of authoritative U.S. GAAP
ASU	Accounting Standards Updates – updates to the ASC
Bankruptcy Court	United States, Bankruptcy Court for the Northern District of Texas, Fort Worth Division
Baseload	Units expected to satisfy minimum baseload requirements of the system and produce electricity at an essentially constant rate and run continuously
CAA	Federal Clean Air Act
CAIR	Clean Air Interstate Rule
CAISO	California Independent System Operator
CCGT	Combined Cycle Gas Turbine
CenterPoint	CenterPoint Energy, Inc. and its subsidiaries, on and after August 31, 2002, and Reliant Energy, Incorporated and its subsidiaries, prior to August 31, 2002
CFTC	U.S. Commodity Futures Trading Commission
Clean Water Act	Federal Water Pollution Control Act
CO <sub>2</sub>	Carbon dioxide
CSAPR	Cross-State Air Pollution Rule
Deactivation	Includes retirement, mothballing and long-term protective layup. In each instance, the deactivated unit cannot be currently called upon to generate electricity.
Dodd-Frank Act	Dodd-Frank Wall Street Reform and Consumer Protection Act
EPA	United States Environmental Protection Agency
EPC	Engineering, Procurement and Construction
Exchange Act	The Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
GenOn	GenOn Energy, Inc. (formerly known as RRI Energy, Inc.) and, except where the context indicates otherwise, its subsidiaries
GenOn Americas	GenOn Americas, Inc.
GenOn Americas Generation	GenOn Americas Generation, LLC and, except where the context indicates otherwise, its subsidiaries
GenOn Energy Holdings	GenOn Energy Holdings, Inc. (formerly known as Mirant Corporation) and, except where the context indicates otherwise, its subsidiaries
GenOn Mid-Atlantic	GenOn Mid-Atlantic, LLC and, except where the context indicates otherwise, its subsidiaries, which include the coal generation units at two generating facilities under operating leases
GenOn North America	GenOn North America, LLC
GenOn Plans	Collectively, the NRG GenOn LTIP, The GenOn Energy, Inc. 2002 Long-Term Incentive Plan, the GenOn Energy, Inc. 2002 Stock Plan and the Mirant Corporation 2005 Omnibus Incentive Compensation Plan
IRC	Internal Revenue Code of 1986, as amended
IRC §	IRC section
ISO	Independent System Operator, also referred to as RTO

ISO-NE  
kWh  
LIBOR

ISO New England Inc.  
Kilowatt-hours  
London Inter-Bank Offered Rate

2

---

Long-term protective layup	A descriptive term for GenOn's plans with respect to the Shawville coal-fired units, including retiring the units from service in accordance with the PJM tariff, maintenance of the units in accordance with the lease requirements and continued payment of the lease rent. Although the units are not decommissioned and reactivation remains a technical possibility, GenOn does not expect to make any further investment in environmental controls for the units. Further, reactivation after the long-term protective layup would likely involve numerous new permits and substantial additional investment.
Marsh Landing	NRG Marsh Landing, LLC (formerly known as GenOn Marsh Landing, LLC)
MC Asset Recovery	MC Asset Recovery, LLC
MDE	Maryland Department of the Environment
Merit Order	A term used for the ranking of power stations in order of ascending marginal cost
Mirant	GenOn Energy Holdings, Inc. (formerly known as Mirant Corporation) and, except where the context indicates otherwise, its subsidiaries
Mirant/RRI Merger	The merger completed on December 3, 2010 pursuant to the Mirant/RRI Merger Agreement
Mirant/RRI Merger Agreement	The agreement by and among Mirant Corporation, RRI Energy, Inc. and RRI Energy Holdings, Inc. dated as of April 11, 2010
Mirant Debtors	GenOn Energy Holdings, Inc. (formerly known as Mirant Corporation) and certain of its subsidiaries
MISO	Midcontinent Independent System Operator, Inc.
MMBtu	Million British Thermal Units
Mothballed	The unit has been removed from service and is unavailable for service, but has been laid up in a manner such that it can be brought back into service with an appropriate amount of notification, typically weeks or months
MW	Megawatts
MWh	Saleable megawatt hours net of internal/parasitic load megawatt-hours
Net Exposure	Counterparty credit exposure to GenOn, GenOn Americas Generation or GenOn Mid-Atlantic, as applicable, net of collateral
Net Generation	The net amount of electricity produced, expressed in kWhs or MWhs, that is the total amount of electricity generated (gross) minus the amount of electricity used during generation.
NERC	North American Electric Reliability Corporation
NJDEP	New Jersey Department of Environmental Protection
NOL	Net Operating Loss
NOV	Notice of violation
NO <sub>x</sub>	Nitrogen oxide
NPDES	National pollutant discharge elimination system
NPNS	Normal Purchase Normal Sale
NRG	NRG Energy, Inc. and, except where the context indicates otherwise, its subsidiaries
NRG GenOn LTIP	NRG 2010 Stock Plan for GenOn employees
NRG Merger	The merger completed on December 14, 2012 pursuant to the NRG Merger Agreement
NRG Merger Agreement	The agreement by and among NRG, GenOn and Plus Merger Corporation (a direct wholly-owned subsidiary of NRG) dated as of July 20, 2012
NRG Merger Exchange Ratio	The right of GenOn Energy, Inc. stockholders to receive 0.1216 shares of common stock of NRG Energy, Inc. in the NRG Merger
NYISO	New York Independent System Operator
NYMEX	New York Mercantile Exchange



NYSPSC

New York State Public Service Commission

OCI

Other comprehensive income

PADEP

Pennsylvania Department of Environmental Protection

Peaking

Units expected to satisfy demand requirements during the periods of greatest or peak load on the system

PG&E

Pacific Gas & Electric

3

---

PJM	PJM Interconnection, LLC
PJM market	The wholesale and retail electric market operated by PJM primarily in all or parts of Delaware, the District of Columbia, Illinois, Maryland, New Jersey, Ohio, Pennsylvania, Virginia and West Virginia
Plan	The plan of reorganization that was approved in conjunction with Mirant Corporation's emergence from bankruptcy protection on January 3, 2006
PPA	Power Purchase Agreement
Registrants	GenOn, GenOn Americas Generation and GenOn Mid-Atlantic, collectively
REMA	GenOn REMA, LLC and its subsidiaries, which include three generating facilities under operating leases
Repowering	Technologies utilized to replace, rebuild, or redevelop major portions of an existing electrical generating facility, not only to achieve a substantial emission reduction, but also to increase facility capacity, and improve system efficiency
RGGI	Regional Greenhouse Gas Initiative
RMR	Reliability Must-Run
RRI Energy	RRI Energy, Inc.
RTO	Regional Transmission Organization
SCR	Selective Catalytic Reduction
SEC	United States Securities and Exchange Commission
Securities Act	The Securities Act of 1933, as amended
SO <sub>2</sub>	Sulfur dioxide
U.S.	United States of America
U.S. GAAP	U.S. Generally accepted accounting principles
VIE	Variable Interest Entity

## PART I

## Item 1 — Business (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

## General

The Registrants are wholesale power generation subsidiaries of NRG, which aspires to be a leader in the way the industry and consumers think about, use, produce and deliver energy and energy services in major competitive power markets in the United States. GenOn is an indirect wholly-owned subsidiary of NRG. GenOn Americas Generation and GenOn Mid-Atlantic are indirect wholly-owned subsidiaries of GenOn. GenOn Mid-Atlantic is a wholly-owned subsidiary of GenOn North America and an indirect wholly-owned subsidiary of GenOn Americas Generation. The Registrants are engaged in the ownership and operation of power generation facilities; the trading of energy, capacity and related products; and the transacting in and trading of fuel and transportation services.

The Registrants' generation facilities are located in the U.S. and comprise generation facilities across the merit order. The sale of capacity and power from baseload and intermediate generation facilities accounts for a majority of the Registrants' generation revenues. In addition, the Registrants' generation portfolio provides each with opportunities to capture additional revenues by selling power during periods of peak demand, offering capacity or similar products, and providing ancillary services to support system reliability.

GenOn previously had the following segments: Eastern PJM, Western PJM/MISO, California, Energy Marketing and Other Operations. GenOn Americas Generation previously had the following segments: Eastern PJM, Northeast, California, Energy Marketing and Other Operations. In the fourth quarter of 2012, in conjunction with the NRG Merger, GenOn and GenOn Americas Generation began reporting the following segments: East, South Central, West and Corporate, with GenOn Mid-Atlantic operating only in the East.

The following table summarizes GenOn's generation portfolio as of December 31, 2013, by operating segment.

Generation Type	(In MW)			
	East	South Central	West	Total
Natural gas	6,389	1,198	4,435	12,022
Coal	5,898	—	—	5,898
Oil	2,077	—	—	2,077
Total generation capacity	14,364	1,198	4,435	19,997

The following table summarizes GenOn Americas Generation's generation portfolio as of December 31, 2013, by operating segment.

Generation Type	(In MW)		
	East	West	Total
Natural gas	2,938	1,029	3,967
Coal	2,433	—	2,433
Oil	1,452	—	1,452
Total generation capacity	6,823	1,029	7,852

The following table summarizes GenOn Mid-Atlantic's generation portfolio as of December 31, 2013.

Generation Type	(In MW)
	East
Natural gas	2,433
Coal	1,942
Oil	308
Total generation capacity	4,683

### NRG Merger

On December 14, 2012, NRG completed the acquisition of GenOn. NRG issued, as consideration for the acquisition, 0.1216 shares of NRG common stock for each outstanding share of GenOn, including restricted stock units outstanding on the acquisition date, except for fractional shares which were paid in cash. See Item 15 — Note 3, NRG Merger and Dispositions, to the Consolidated Financial Statements for additional discussion.

The NRG Merger was accounted for by NRG using acquisition accounting and through the application of “push-down” accounting, the purchase price paid by NRG was allocated to the Registrants' assets, liabilities and equity as of the acquisition date. Accordingly, the successor financial statements reflect a new basis of accounting and predecessor and successor period financial results are presented, but not comparable.

The most significant impacts of the new basis of accounting during the successor periods were (i) reduced depreciation expense due to the step-down of depreciable assets, (ii) lower interest expense for the remaining life of long-term debt due to its revaluation and related debt premium amortization along with the repayment of the senior secured term loan due 2017, and (iii) reduced cost of operations due to the amortization of lease obligations and out-of-market contracts.

The results of operations for successor periods included herein reflect certain acquisition-related transaction and integration costs which are not expected to have a continuing impact on the results going forward, and those amounts are included within a separate line within the Registrants' consolidated results of operations.

### Competition

Wholesale power generation is a capital-intensive, commodity-driven business with numerous industry participants. The Registrants compete on the basis of the location of their plants and ownership of portfolios of plants in various regions, which increases the stability and reliability of its energy revenues. Wholesale power generation is a regional business that is currently highly fragmented and diverse in terms of industry structure. As such, there is a wide variation in terms of the capabilities, resources, nature and identity of the companies the Registrants compete with depending on the market. Competitors include regulated utilities, other independent power producers, and power marketers or trading companies, including those owned by financial institutions, municipalities and cooperatives.

### Competitive Strengths

The Registrants' power generation assets are diversified by fuel-type, dispatch level and region, which helps mitigate the risks associated with fuel price volatility and market demand cycles. The Registrants' baseload and intermediate facilities provide each with a significant source of cash flow, while the peaking facilities provide the Registrants with opportunities to capture upside potential that can arise from time to time during periods of high demand.

Many of the Registrants' generation assets are located within densely populated areas, which tend to have more robust wholesale pricing as a result of relatively favorable local supply-demand balance. The Registrants have generation assets located in or near the New York City, Washington, D.C., Baltimore, Pittsburgh, Los Angeles and San Francisco metropolitan areas and New Jersey. These facilities are often ideally situated for repowering or the addition of new capacity, because their location and existing infrastructure provide significant advantages over undeveloped sites.

### New and On-going Company Initiatives

#### Operational Improvement Activities

The Registrants announced their intention to continue operations at the Avon Lake and New Castle facilities, which are currently in operation and had been scheduled for deactivation in April 2015. The Registrants intend to add natural gas capabilities at these facilities, with such capabilities expected to be completed by the summer of 2016.

## Coal Operations

The following table summarizes GenOn's U.S. Coal capacity and the corresponding revenues and average natural gas prices and positions resulting from Coal hedge agreements extending beyond December 31, 2013, and through 2018 for the East region:

East	2014	2015	2016	2017	2018	Annual Average for 2014-2018
	(Dollars in millions unless otherwise stated)					
Net Coal Capacity (MW) <sup>(a)</sup>	5,806	5,317	4,526	4,086	4,086	4,764
Forecasted Coal Capacity (MW) <sup>(b)</sup>	2,898	2,074	1,577	1,496	1,525	1,914
Total Coal Sales (MW) <sup>(c)</sup>	2,378	852	433	368	—	806
Percentage Coal Capacity Sold Forward <sup>(d)</sup>	82	% 41	% 27	% 25	% —	% 42
Total Forward Hedged Revenues <sup>(e)</sup>	\$1,247	\$434	\$235	\$166	\$—	
Weighted Average Hedged Price (\$ per MWh) <sup>(e)</sup>	\$59.88	\$58.17	\$62.00	\$51.27	\$—	
Average Equivalent Natural Gas Price (\$ per MMBtu)	\$5.73	\$5.29	\$5.46	\$4.54	\$—	
Gas Price Sensitivity Up \$0.50/MMBtu on Coal Units	\$81	\$100	\$84	\$88	\$104	
Gas Price Sensitivity Down \$0.50/MMBtu on Coal Units	\$(38 )	\$(59 )	\$(48 )	\$(48 )	\$(65 )	
Heat Rate Sensitivity Up 1 MMBtu/MWh on Coal Units	\$72	\$113	\$88	\$89	\$90	
Heat Rate Sensitivity Down 1 MMBtu/MWh on Coal Units	\$(33 )	\$(77 )	\$(61 )	\$(59 )	\$(58 )	

Net Coal capacity represents nominal summer net MW capacity of power generated as adjusted for the Company's (a) ownership position excluding capacity from inactive/mothballed units, see Item 2 - Properties for units scheduled to be deactivated.

Forecasted generation dispatch output (MWh) based on forward price curves as of December 31, 2013, which is (b) then divided by number of hours in a given year to arrive at MW capacity. The dispatch takes into account planned and unplanned outage assumptions.

Includes amounts under power sales contracts and natural gas hedges. The forward natural gas quantities are reflected in equivalent MWh based on forward market implied heat rate as of December 31, 2013, and then combined with power sales to arrive at equivalent MWh hedged which is then divided by number of hours in given (c) year to arrive at MW hedged. The Coal Sales include swaps and delta of options sold which is subject to change.

For detailed information on the Company's hedging methodology through use of derivative instruments, see discussion in Item 15 - Note 5, Accounting for Derivative Instruments and Hedging Activities, to the Consolidated Financial Statements.

(d) Percentage hedged is based on total Coal sales as described in (c) above divided by the forecasted Coal capacity.

(e) Represents all U.S. Coal sales, including energy revenue and demand charges, excluding revenues derived from capacity auctions.

## Regulatory Matters

As operators of power plants and participants in wholesale energy markets, certain of the Registrants' entities are subject to regulation by various federal and state government agencies. These include the Commodities Futures Trading Commission and FERC, as well as other public utility commissions in certain states where the Registrants' generating assets are located. In addition, the Registrants are subject to the market rules, procedures and protocols of the various ISO markets in which they participate. The Registrants must also comply with the mandatory reliability requirements imposed by NERC and the regional reliability entities in the regions where they operate.

## East Region

New York

Demand Curve Reset — On November 29, 2013, the NYISO filed at FERC its triennial adjustment of its capacity market parameters for the 2014-2017 periods. The NYISO installed capacity requirement is determined by an administratively-set demand curve reflecting, among other things, the estimated net cost of new entry, or CONE, or a proxy generating unit. In its filing, the NYISO proposes to utilize a frame unit, without selective catalytic reduction, or SCR, for the Rest of State region, and a Frame unit with a SCR for Lower Hudson Valley, New York City and Long Island zones as its proxy generating unit. The use of this proxy unit is expected to decrease capacity prices in the New York City and Lower Hudson Valley zones. FERC accepted the filing on January 28, 2014, with a May 1, 2014 effective date for the new demand curves. The Registrants filed for rehearing on certain aspects of FERC's rules.

7

---

**NYSPSC Order Rescinding Danskammer Retirement** — On October 29, 2013, the NYSPSC took emergency action to rescind its approval for the 530 MW Danskammer facility to retire on October 30, 2013. The NYSPSC's stated goal was to allow the facility to return to service in order to constrain rate increases in New York. The NYSPSC approved the emergency Order and granted an extension until March 17, 2014 for Helios Capital LLC to file its plan to operate or retire the unit. The return to service of this facility may affect capacity prices received by the Registrants for their resource in the Lower Hudson Valley capacity zone.

**Independent Power Producers of New York Complaint** — On May 10, 2013, generators in New York filed a complaint at FERC against the NYISO. The generators asked FERC to direct the NYISO to require that capacity from existing generation resources that would have exited the market but for out-of-market payments under RMR type agreements be excluded from the capacity market altogether or be offered at levels no lower than the resources' going-forward costs. The generators point to the recent reliability services agreements entered into between the NYSPSC and generators, including Dunkirk Power, and seek to prevent below-cost offers from artificially suppressing prices in the New York Control Area Installed Capacity Spot Market Auction. A number of New York Transmission Owners protested the filing and the case is pending.

**PJM**

**Maryland Environmental Regulations** — MDE has announced that it intends to promulgate more stringent regulations regarding NOx emissions, which could negatively affect some of the Company's coal units in Maryland. Accordingly, on November 29, 2013, NRG submitted a notice of deactivation to retire Chalk Point Units 1 and 2 and Dickerson Units 1, 2, and 3 on May 31, 2017. The deactivation is based on draft environmental regulations that, if adopted, could require uneconomic capital investment and render the units uneconomic to operate going forward.

**Import Limits** — On November 29, 2013, PJM filed at FERC to add a limit on the amount of capacity from external resources that PJM can reliably import into the PJM Region. If approved by FERC, the capacity import limit may decrease the amount of capacity imports allowed into PJM, as compared to recent auctions. The Registrants support this filing, which is still pending at FERC. The outcome of this proceeding could have a material impact on future PJM capacity prices.

**Limited Demand Response Caps & Demand Response Operability Filings** — On November 29, 2013, PJM proposed at FERC changes to the way in which it procures demand response resources, including placing a ceiling, or hard cap, on the amount of limited and extended summer demand response resources that can clear the auction, but are available for only part of the delivery year. The PJM proposal also removes the de facto ceiling on the amount of annual demand response resources procured in the auction, which are resources required to participate in the PJM markets on a year-round basis. The intent of these changes is to drive price separation between the three demand response products, and ensure that the annual product receives the highest payment from the market. The Registrants supported the filing at FERC and the matter is still pending rehearing. The eventual outcome of this proceeding could have a material impact on future PJM capacity prices.

Additionally, on December 24, 2013, PJM filed at FERC to implement changes governing demand response resources' participation in the PJM capacity market in an attempt to enhance the operational flexibility of demand response resources during the operating day. The host of changes proposed by PJM included proposals to require most demand response resources to respond in 30 minutes and reduce the minimum call time from two hours to one hour. Approval of these changes would likely limit the amount of demand response resources eligible to participate in the PJM capacity market. The Registrants filed a limited protest that, among other things, sought clarification on the exemptions offered to the 30 minute notification time and challenging the exemption offered to behind-the-meter generation. The matter is pending at FERC and again the outcome of this proceeding could have a material impact on future PJM capacity prices.

**MOPR Litigation** — On April 12, 2011, FERC issued an order addressing a complaint filed by PJM Power Providers Group seeking to require PJM to address the potential adverse impacts of out-of-market generation on the PJM Reliability Pricing Model, capacity market, as well as PJM's subsequent submission seeking revisions to the capacity market design, in particular the MOPR. In its order, FERC generally strengthened the MOPR and the protections against market price distortion from out-of-market generation. On November 17, 2011, FERC largely denied rehearing of its April 12, 2011 order. Several parties have appealed FERC's decision to federal court, and those

appeals have been consolidated in the Third Circuit Court of Appeals. Oral arguments were held on September 10, 2013. The outcome of this proceeding could also have a material impact on the future PJM capacity prices.

8

---



**MOPR Revisions** — On December 7, 2012, PJM filed comprehensive revisions to its MOPR rules at FERC. On May 2, 2013, FERC accepted PJM's proposal in part and rejected it in part. Among other things, FERC approved the portions of the PJM proposal that exempt many new entrants from MOPR rules, including projects proposed by merchant generators, public power entities and certain self-supply entities. This exemption is subject to certain conditions designed to limit the financial incentive of such entities to suppress market prices. However, FERC rejected PJM's proposal to eliminate the unit specific review process, and instead directed PJM to continue allowing units to demonstrate their actual costs and revenues and bid into the auction at that price. On June 3, 2013, NRG filed a request for rehearing of the FERC order and subsequently protested the manner in which PJM proposed to implement the FERC order. These challenges are both pending.

**New Jersey and Maryland's Generator Contracting Programs** — In 2011, the New Jersey Board of Public Utilities, or NJBPU, awarded three Standard Offer Capacity Agreements, or SOCAs as part of New Jersey's Long-Term Capacity Agreement Pilot Program. The stated goal of the program was to encourage the construction of new generation capacity in New Jersey. One of the SOCAs was awarded to an NRG affiliate, which has since been terminated. In late 2011, the MD PSC awarded a similar contract to another generation developer.

The constitutionality of the SOCAs awarded by the NJBPU to NRG and other entities were challenged in the U.S. District Court for the District of New Jersey. On October 11, 2013, the New Jersey Federal Court held that the SOCAs violated the Supremacy Clause of the U.S. Constitution because they intruded on the authority Congress had granted to FERC under the Federal Power Act to set wholesale energy prices, which authority FERC had expressed through the PJM capacity auction. Additionally, the Court found that the SOCA poses an obstacle to FERC's implementation of the PJM capacity auction. Based on these findings, the New Jersey Federal Court found the SOCAs to be null and void.

In a similar challenge lodged in the U.S. District Court for the District of Maryland against the Maryland contract, the Maryland Court ruled on September 30, 2013, the Maryland contract violated the Supremacy Clause of the U.S. Constitution and was preempted. The Court based this holding on its finding that the compensation under the Maryland contract amounted to the MD PSC effectively setting the wholesale price when Congress had vested that authority in FERC, thus preempting state regulatory action to establish the wholesale price.

Both the New Jersey and Maryland decisions have been appealed to the United States Court of Appeals for the Third Circuit and the United States Court of Appeals for the Fourth Circuit, respectively. On January 24, 2014, NRG filed an amicus brief in the Third Circuit case in support of the petitioners and challenging the District Court holdings that the contracts violated the U.S. Constitution. On February 11, 2014, NRG filed a similar amicus brief in the Fourth Circuit.

**New England (GenOn and GenOn Americas Generation)**

**Performance Incentive Proposal** — On January 17, 2014, ISO-NE filed at FERC to fundamentally revamp its forward capacity market, or FCM, by making a resource's forward capacity market compensation dependent on resource output during short intervals of operating reserve scarcity. The ISO-NE proposal would replace the existing shortage event penalty structure with a new performance incentive, or PI, mechanism, resulting in capacity payments to resources that would be the combination of two components: (1) a base capacity payment and (2) a performance payment or charge. The performance payment or charge would be entirely dependent upon the resource's delivery of energy or operating reserves during scarcity conditions, and could be larger than the base payment.

NEPOOL, the ISO-NE stakeholder group, filed an alternative proposal to ISO-NE's PI proposal at FERC, under which the market rules would be revised to maintain the FCM capacity product as a tool to ensure resource adequacy, and would place real-time performance incentive-related improvements directly into the energy and reserve markets. The Company supports the NEPOOL alternative. The matter is pending at FERC.

**FCM Rules for 2014 Forward Capacity Auction** — On January 24, 2014, FERC accepted ISO-NE's proposal to revamp its Insufficient Supply and Insufficient Competition rules, which resulted in a declaration of the Insufficient Competition condition and a \$7.025/kW-month price to all existing resources. Rehearing of the order remains pending.

**South Central Region (GenOn)**

On July 5, 2013, AmerenEnergy Resources Generating Company, or Ameren, filed a complaint against MISO pertaining to the compensation for generators asked by MISO to provide service past their retirement date due to reliability concerns. Ameren asked FERC to require MISO to provide such generators their full cost of service as compensation and not merely cover the generator's incremental costs of operation going-forward costs. GenOn supports the Ameren complaint. The matter remains pending.

9

---

### Environmental Matters

The Registrants are subject to a wide range of environmental regulations in the development, ownership, construction and operation of projects. These laws and regulations generally require that governmental permits and approvals be obtained before construction and maintained during operation of power plants. Environmental regulations have become increasingly stringent and the Registrants expect this trend to continue. The electric generation industry is likely to face new requirements to address various emissions, including greenhouse gases, as well as combustion byproducts, water discharge and use, and threatened and endangered species. In general, future laws and regulations are expected to require the addition of emissions controls or other environmental quality equipment or the imposition of certain restrictions on the operations of the Registrants' facilities, which could have a material effect on the Registrants' operations. Complying with environmental requirements involves significant capital and operating expenses. The Registrants decide to invest capital for environmental controls based on the relative certainty of the requirements, an evaluation of compliance options, and the expected economic returns on capital.

See Item 15- Note 19, Regulatory Matters, Note 20, Environmental Matters, and Note 21, Guarantees, to the Consolidated Financial Statements.

### Environmental Capital Expenditures

Based on current rules, technology and plans based on proposed rules, GenOn estimates that environmental capital expenditures from 2014 through 2018 required to meet GenOn's regulatory environmental laws will be approximately \$120 million for GenOn, which includes \$12 million for GenOn Americas Generation, which was adjusted for the sale of Kendall on January 31, 2014. The estimate for GenOn Americas Generation includes \$6 million for GenOn Mid-Atlantic. These costs are primarily associated with controls to satisfy MATS at Conemaugh and NO<sub>x</sub> controls for Sayreville and Gilbert. In addition, although GenOn expects to place Shawville in long-term protective layup and reactivation remains a technical possibility, GenOn does not expect to make any further investment in environmental controls for this facility. Reactivation after a long-term protective layup would likely involve numerous new permits and substantial additional investment. The Registrants continue to explore cost effective compliance alternatives to further reduce costs.

See Item 15- Note 8, Retirements, Mothballing or Long-Term Protective Layup of Generating Facilities, to the Consolidated Financial Statements.

### East Region

RGGI — In 2013, each of the RGGI member states finalized a rule that collectively reduced the CO<sub>2</sub> emissions cap from 165 million tons to 91 million tons in 2014 with a 2.5% reduction each year from 2015 to 2020. The Registrants expect earnings at their plants in Massachusetts, New York, and particularly those in Maryland, to be negatively affected. The extent to which they would be negatively affected depends on the price of the CO<sub>2</sub> emissions allowances, which in turn will be significantly influenced by future natural gas prices, power prices, generation resource mix, dispatch order, and any nuclear plant retirements.

### Employees

As of December 31, 2013, GenOn had 2,255 employees of which 675 employees were part of GenOn Americas Generation and 464 employees were part of GenOn Mid-Atlantic, approximately 54.6%, 67.5% and 70.0%, respectively, of whom were covered by bargaining agreements. During 2013, the Registrants did not experience any labor stoppages or labor disputes at any of their facilities.

### Available Information

The Registrants' annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Exchange Act are available free of charge through NRG's website, [www.nrgenergy.com](http://www.nrgenergy.com), as soon as reasonably practicable after they are electronically filed with, or furnished to the SEC.

## Item 1A — Risk Factors

The Registrants are subject to the following factors that could have a material adverse effect on their future performance, results of operations, financial condition and cash flows. In addition, such factors could affect their ability to service indebtedness and other obligations, to raise capital and could affect their future growth opportunities. Also, see Cautionary Statement Regarding Forward-Looking Information and Item 7 — Management's Narrative Analysis of the Results of Operations and Financial Condition of this Form 10-K.

### Risks Related to the Operation of the Registrants' Businesses

GenOn is a wholly-owned subsidiary of NRG and is highly dependent on NRG for services under a master services agreement.

GenOn relies on NRG for its administrative and management functions and services including human resources-related functions, accounting, tax administration, information systems, legal services, treasury and planning, operations and asset management, risk and commercial operations, and other support services under a management services agreement. GenOn anticipates continuing to rely upon NRG to provide many of these services. If NRG terminates the management services agreement or defaults in the performance of its obligations under the agreement, GenOn may be unable to contract with a substitute service provider on similar terms or at all, and the costs of substituting service providers may be substantial. In addition, in light of NRG's familiarity with GenOn's assets, a substitute service provider may not be able to provide the same level of service due to lack of preexisting synergies. If GenOn cannot locate a service provider that is able to provide it with substantially similar services as NRG does under the management services agreement on similar terms, it would likely have a material adverse effect on GenOn's business, financial condition, results of operation and cash flows.

The interests of NRG as GenOn's equity holder may conflict with the interests of holders of debt.

GenOn is owned and controlled by NRG. The interests of NRG may not in all cases be aligned with the interests of the holders of GenOn's debt or the debt and lease obligations of GenOn's subsidiaries. If GenOn encounters financial difficulties or becomes unable to pay its debts as they mature, NRG does not have any liability for any obligations under the GenOn notes or the notes and lease obligations of the GenOn subsidiaries. In addition, NRG may have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in its judgment, could enhance its equity investments, even though such transactions might involve risks to GenOn's business or the holders of GenOn's and its subsidiaries' debt. Furthermore, NRG may own businesses that directly or indirectly compete with GenOn. NRG also may pursue acquisition opportunities that may be complementary to NRG's business, and as a result, those acquisition opportunities may not be available to GenOn.

The Registrants' financial results are unpredictable because most of their generating facilities operate without long-term power sales agreements, and their revenues and results of operations depend on market and competitive forces that are beyond their control.

The Registrants provide energy, capacity, ancillary and other energy services from their generating facilities in a variety of markets and to bi-lateral counterparties, including participating in wholesale energy markets, entering into tolling agreements, sales of resource adequacy and participation in capacity auctions. The Registrants revenues from selling capacity are a significant part of their overall revenues. The Registrants are not guaranteed recovery of their costs or any return on their capital investments through mandated rates.

The market for wholesale electric energy and energy services reflects various market conditions beyond the Registrants' control, including the balance of supply and demand, transmission congestion, competitors' marginal and long-term costs of production, the price of fuel, and the effect of market regulation. The price at which the Registrants can sell their output may fluctuate on a day-to-day basis, and their ability to transact may be affected by the overall liquidity in the markets in which the Registrants operate. These markets remain subject to regulations that limit their ability to raise prices during periods of shortage to the degree that would occur in a fully deregulated market. In addition, unlike most other commodities, electric energy can be stored only on a very limited basis and generally must be produced at the time of use. As a result, the wholesale power markets are subject to substantial price fluctuations over relatively short periods of time and can be unpredictable.

The Registrants' revenues, results of operations and cash flows are influenced by factors that are beyond their control, including those set forth above, as well as:

the failure of market regulators to develop and maintain efficient mechanisms to compensate merchant generators for the value of providing capacity needed to meet demand;  
actions by regulators, ISOs, RTOs and other bodies that may artificially modify supply and demand levels and prevent capacity and energy prices from rising to the level necessary for recovery of the Registrants' costs, investment and an adequate return on investment;

11

---

- legal and political challenges to or changes in the rules used to calculate capacity payments in the markets in which the Registrants operate or the establishment of bifurcated markets, incentives, other market design changes or bidding requirements that give preferential treatment to new generating facilities over existing generating facilities or otherwise reduce capacity payments to existing generating facilities;
- the ability of wholesale purchasers of power to make timely payment for energy or capacity, which may be adversely affected by factors such as retail rate caps, refusals by regulators to allow utilities to recover fully their wholesale power costs and investments through rates, catastrophic losses and losses from investments by utilities in unregulated businesses;
- increases in prevailing market prices for fuel oil, coal, natural gas and emission allowances that may not be reflected in prices the Registrants receive for sales of energy;
- increases in electricity supply as a result of actions of the Registrants' current competitors or new market entrants, including the development of new generating facilities or alternative energy sources that may be able to produce electricity less expensively than the Registrants' generating facilities and improvements in transmission that allow additional supply to reach their markets;
- increases in credit standards, margin requirements, market volatility or other market conditions that could increase the Registrants' obligations to post collateral beyond amounts that are expected, including additional collateral costs associated with OTC hedging activities as a result of future OTC regulations adopted pursuant to the Dodd-Frank Act;
- decreases in energy consumption resulting from demand-side management programs such as automated demand response, which may alter the amount and timing of consumer energy use;
- the competitive advantages of certain competitors, including continued operation of older power facilities in strategic locations after recovery of historic capital costs from ratepayers;
- existing or future regulation of the markets in which the Registrants operate by the FERC, ISOs and RTOs, including any price limitations and other mechanisms to address some of the price volatility or illiquidity in these markets or the physical stability of the system;
- the Registrants' obligation under any default sharing mechanisms in RTO and ISO markets, such mechanisms exist to spread the risk of defaults by transmission owning companies or other RTO members across all market participants;
- regulatory policies of state agencies that affect the willingness of the Registrants' customers to enter into long-term contracts generally, and contracts for capacity in particular;
- access to contractors and equipment;
- changes in the rate of growth in electricity usage as a result of such factors as national and regional economic conditions and implementation of conservation programs;
- seasonal variations in energy and natural gas prices, and capacity payments; and
  - seasonal fluctuations in weather, in particular abnormal weather conditions.

As discussed above, the market for wholesale electric energy and energy services reflects various market conditions beyond the Registrants' control, including the balance of supply and demand, the Registrants' competitors' marginal and long-term costs of production, and the effect of market regulation. The Registrants cannot ensure that higher earnings or price increases will result from industry retirements of coal-fired generating facilities or that higher earnings from their remaining facilities will offset or more than offset reduced earnings from facility deactivations. Changes in the wholesale energy markets or in the Registrants generating facility operations could result in impairments or other charges.

If the ongoing evaluation of the Registrants' business results in decisions to deactivate or dispose of additional facilities, the Registrants could have impairments or other charges. These evaluations involve significant judgments about the future. Actual future market prices, project costs and other factors could be materially different from current estimates.

The Registrants are exposed to the risk of fuel cost volatility because they must pre-purchase coal and oil.

Most of the Registrants' fuel contracts are at fixed prices with terms of two years or less. Although the Registrants purchase coal and oil based on expected requirements, they still face the risks of fuel price volatility if they require more or less fuel than expected.



The Registrants' cost of fuel may not reflect changes in energy and fuel prices in part because they must pre-purchase inventories of coal and oil for reliability and dispatch requirements, and thus the price of fuel may have been determined at an earlier date than the price of energy generated from the fuel. Similarly, the price the Registrants can obtain from the sale of energy may not rise at the same rate, or may not rise at all, to match a rise in fuel costs. The Registrants are exposed to the risk of their fuel providers and fuel transportation providers failing to perform.

The Registrants purchase most of their coal from a limited number of suppliers. Because of a variety of operational issues, the Registrants' coal suppliers may not provide the contractual quantities on the dates specified within the agreements, or the deliveries may be carried over to future periods. Also, interruptions to planned or contracted deliveries to the Registrants' generating facilities can result from a lack of, or constraints in, coal transportation because of rail, river or road system disruptions, adverse weather conditions and other factors.

If the Registrants' coal suppliers do not perform in accordance with the agreements, the Registrants may have to procure higher priced coal in the market to meet their needs, or higher priced power in the market to meet their obligations. In addition, generally the Registrants coal suppliers do not have investment grade credit ratings nor do they post collateral with the Registrants and, accordingly, the Registrants may have limited ability to collect damages in the event of default by such suppliers.

For the Registrants' oil-fired generating facilities, the Registrants typically purchase fuel from a limited number of suppliers. If the Registrants' oil suppliers do not perform in accordance with the agreements, the Registrants may have to procure higher priced oil in the market to meet their needs, or higher priced power in the market to meet their obligations. For the Registrants' gas-fired generating facilities, any curtailments or interruptions on transporting pipelines could result in curtailment of operations or increased fuel supply costs. Operation of the Registrants' generating facilities involve risks that could result in disruption, curtailment or inefficiencies in their operations.

The operation of the Registrants' generating facilities involves various operating risks, including, but not limited to:

- the output and efficiency levels at which those generating facilities perform;
- interruptions in fuel supply and quality of available fuel;
- disruptions in the delivery of electricity;
- adverse zoning;
- breakdowns or equipment failures (whether a result of age or otherwise);
- violations of permit requirements or changes in the terms of, or revocation of, permits;
- releases of pollutants to air, soil, surface water or groundwater;
- ability to transport and dispose of coal ash at reasonable prices;
- curtailments or other interruptions in natural gas supply;
- shortages of equipment or spare parts;
- labor disputes, including strikes, work stoppages and slowdowns;
- the aging workforce at many of the Registrants' facilities;
- operator errors;
- curtailment of operations because of transmission constraints;
- failures in the electricity transmission system, which may cause large energy blackouts;
- implementation of unproven technologies in connection with environmental improvements; and
- catastrophic events such as fires, explosions, floods, earthquakes, hurricanes or other similar occurrences.

These factors could result in a material decrease, or the elimination of, the revenues generated by the Registrants' facilities or a material increase in the Registrants' costs of operations.



The Registrants operate in a limited number of markets and a significant portion of revenues are derived from the PJM market. The effect of adverse developments in the markets, especially the PJM market, may be greater on the Registrants than on more geographically diversified competitors.

As of December 31, 2013, GenOn's generating capacity is 57% in PJM, 25% in CAISO, 10% in NYISO and ISO-NE, 6% in the Southeast and 2% in MISO, and GenOn Americas Generation's generating capacity is 53% in PJM, 23% in CAISO and 24% in NYISO and ISO-NE. As of December 31, 2013, all of GenOn Mid-Atlantic's generating capacity is in PJM. Approximately 78% of GenOn's gross margin during 2013 was attributable to the East operating segment. Adverse developments in these regions, especially in the PJM market, may adversely affect the Registrants. Further, the effect of such adverse regional developments may be greater on the Registrants than on more geographically diversified competitors.

The Registrants are exposed to possible losses that may occur from the failure of a counterparty to perform according to the terms of a contractual arrangement, particularly in connection with GenOn Mid-Atlantic's non-collateralized power hedges with financial institutions.

Non-collateralized power hedges with financial institutions represent 24% of the net notional power position for GenOn, 35% of the net notional power position for GenOn Americas Generation and 35% of the net notional power position for GenOn Mid-Atlantic at December 31, 2013. Such hedges are senior unsecured obligations of GenOn Mid-Atlantic and the counterparties, and do not require either party to post cash collateral for initial margin or for securing exposure as a result of changes in power or natural gas prices. Deterioration in the financial condition of such counterparties could result in their failure to pay amounts owed to GenOn Mid-Atlantic or to perform obligations or services owed to GenOn Mid-Atlantic beyond collateral posted.

Policies at the national, regional and state levels to regulate GHG emissions, as well as climate change, could adversely impact the Registrants' results of operations, financial condition and cash flows.

The impact of further legislation or regulation of GHGs on the Registrants' financial performance will depend on a number of factors, including the level of GHG standards, the extent to which mitigation is required, the applicability of offsets, and the extent to which the Registrants would be entitled to receive CO<sub>2</sub> emissions credits without having to purchase them in an auction or on the open market.

The Registrants operate generating units in Maryland, Massachusetts, and New York that are subject to RGGI, which is a regional cap and trade system. In February 2013, RGGI, Inc. released a model rule that when adopted by the member states will reduce the number of allowances available and potentially increase the price of each allowance. Each of these states has finalized a rule that reduces the number of allowances, which the Registrants believe would increase the price of each allowance. These new rules could adversely impact the Registrants' results of operations, financial condition and cash flows.

The California CO<sub>2</sub> cap and trade program for electric generating units greater than 25 MW commenced in 2013. The impact on the Registrants depends on the cost of the allowances and the ability to pass these costs through to customers.

GHG emissions from power plants are regulated under various section of the Clean Air Act. In 2012, EPA proposed stringent standards for GHG emissions from certain new fossil-fueled electric generating units (simple-cycle CTs are not covered). The proposed standard is in effect until the rule is finalized or re-proposed. EPA has released a pre-publication version of its re-proposed rule for new units, which the Registrants expect will be published in the first quarter of 2014. The re-proposal is expected to include simple cycle CTs that exceed a certain capacity factor and is expected to create a different but still stringent standard for coal-fired units. EPA intends to issue another rule in 2014 that will require states to develop CO<sub>2</sub> standards that would apply to existing fossil-fueled generating facilities. This rule could adversely impact the Registrants' results of operations, financial condition and cash flows.

Hazards customary to the power production industry include the potential for unusual weather conditions, which could affect fuel pricing and availability, the Registrants' route to market or access to customers, i.e., transmission and distribution lines, or critical plant assets. To the extent that climate change contributes to the frequency or intensity of weather related events, the Registrants' operations and planning process could be affected.

Changes in technology may significantly affect the Registrants' generating business by making their generating facilities less competitive.

The Registrants generate electricity using fossil fuels at large central facilities. This method results in economies of scale and lower costs than newer technologies such as fuel cells, microturbines, windmills and photovoltaic solar cells. It is possible that advances in those technologies, or governmental incentives for renewable energies, will reduce their costs to levels that are equal to or below that of most central station electricity production.

14

---

The expected decommissioning and/or site remediation obligations of certain of the Registrants' generating facilities may negatively affect their cash flows.

Some of the Registrants' generating facilities and related properties are subject to decommissioning and/or site remediation obligations that may require material expenditures. Furthermore, laws and regulations may change to impose material additional decommissioning and remediation obligations on the Registrants in the future. Terrorist attacks and/or cyber-attacks may result in the Registrants' inability to operate and fulfill their obligations, and could result in material repair costs.

As power generators, the Registrants face heightened risk of terrorism, including cyber terrorism, either by a direct act against one or more of their generating facilities or an act against the transmission and distribution infrastructure that is used to transport the power. Although the entire industry is exposed to these risks, the Registrants' generating facilities and the transmission and distribution infrastructure located in the PJM market are particularly at risk because of the proximity to major population centers, including governmental and commerce centers.

The Registrants rely on information technology networks and systems to operate their generating facilities, engage in asset management activities, and process, transmit and store electronic information. Security breaches of this information technology infrastructure, including cyber-attacks and cyber terrorism, could lead to system disruptions, generating facility shutdowns or unauthorized disclosure of confidential information related to their employees, vendors and counterparties. Confidential information includes banking, vendor, counterparty and personal identity information.

Systemic damage to one or more of the Registrants' generating facilities and/or to the transmission and distribution infrastructure could result in the inability to operate in one or all of the markets the Registrants serve for an extended period of time. If the Registrants' generating facilities are shut down, they would be unable to respond to the ISOs and RTOs or fulfill their obligations under various energy and/or capacity arrangements, resulting in lost revenues and potential fines, penalties and other liabilities. Pervasive cyber-attacks across the industry could affect the ability of ISOs and RTOs to function in some regions. The cost to restore the Registrants' generating facilities after such an occurrence could be material.

The Registrants' operations are subject to hazards customary to the power generating industry. The Registrants may not have adequate insurance to cover all of these hazards.

Power generation involves hazardous activities, including acquiring, transporting and unloading fuel, operating large pieces of high-speed rotating equipment and delivering electricity to transmission and distribution systems. In addition to natural risks (such as earthquake, flood, storm surge, lightning, hurricane, tornado and wind), hazards (such as fire, explosion, collapse and machinery failure) are inherent risks in the Registrants' operations. The Registrants are also susceptible to terrorist attacks, including cyber-attacks, against their generating facilities or the transmission and distribution infrastructure that is used to transport their power. These hazards can cause significant injury to personnel or loss of life, severe damage to and destruction of property, plant and equipment, contamination of, or damage to, the environment and suspension of operations. The occurrence of any one of these events may result in one or more of the Registrants being named as a defendant in lawsuits asserting claims for substantial damages, environmental cleanup costs, personal injury and fines and/or penalties. The Registrants do not maintain specialized insurance for possible liability resulting from a cyber-attack on their systems that may shut down all or part of the transmission and distribution system. However, the Registrants maintain an amount of insurance protection that they consider adequate and customary for merchant power producers. The Registrants cannot assure that their insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which they may be subject.

Lawsuits, regulatory proceedings and tax proceedings could adversely affect the Registrants' future financial results.

From time to time, the Registrants are named as a party to, or their property is the subject of, lawsuits, regulatory proceedings or tax proceedings. The Registrants are currently involved in various proceedings which involve highly subjective matters with complex factual and legal questions. Their outcome is uncertain. Any claim that is successfully asserted against the Registrants could require significant expenditures by them. Even if the Registrants prevail, any proceedings could be costly and time-consuming, could divert the attention of management and key

personnel from their business operations and could result in adverse changes in their insurance costs.

15

---

#### Risks Related to Economic and Financial Market Conditions

The Registrants are exposed to systemic risk of the financial markets and institutions and the risk of non-performance of the individual lenders under GenOn's undrawn credit facilities.

Maintaining sufficient liquidity in the Registrants' business for maintenance and operating expenditures, capital expenditures and collateral is crucial in order to mitigate the risk of future financial distress to the Registrants. Accordingly, GenOn maintains a revolving credit facility with NRG to manage its expected liquidity needs and contingencies.

A negative market perception of the Registrants' value could impair their ability to issue or refinance debt.

A sustained downturn in general economic conditions, including low power and commodity prices, could result in an actual or perceived weakness in the Registrants' overall financial health.

A negative market perception of the Registrants' value could result in their inability to obtain and maintain an appropriate credit rating. In this event, they may be unable to access debt markets or refinance future debt maturities, or they may be required to post additional collateral to operate their business.

As financial institutions consolidate and operate under more restrictive capital constraints and regulations, including the Dodd-Frank Act, there could be less liquidity in the energy and commodity markets for hedge transactions and fewer creditworthy counterparties.

The Registrants hedge economically a substantial portion of their PJM coal-fired generation and certain of their other generation. A significant portion of their hedges are financial swap transactions between GenOn Mid-Atlantic and financial counterparties that are senior unsecured obligations of such parties and do not require either party to post cash collateral, either for initial margin or for securing exposure as a result of changes in power or natural gas prices. Global financial institutions have been active participants in these energy and commodity markets. As global financial institutions consolidate and operate under more restrictive capital constraints and regulations, including the Dodd-Frank Act, there could be less liquidity in the energy and commodity markets, which could have a material adverse effect on the Registrants' ability to hedge economically and transact with creditworthy counterparties. The Registrants' business is subject to substantial governmental regulation and may be adversely affected by legislative or regulatory changes, as well as liability under, or any future inability to comply with, existing or future regulations or requirements.

The CFTC, among other things, has regulatory authority over the trading of physical commodities, futures and other derivatives under the Commodity Exchange Act. On July 21, 2010, President Obama signed the Dodd-Frank Act, which, among other things, aims to improve transparency and accountability in the futures and derivatives markets. The Dodd-Frank Act increased the CFTC's regulatory authority on matters related to futures and over-the-counter derivatives trading, including, but not limited to, trading practices, trade clearance, transaction reporting and recordkeeping, position limits, and market participant capital and margin requirements. The Dodd-Frank Act further defined several new categories of regulated market participants, including swap dealers and major swap participants, both of which must meet extensive compliance requirements. The Registrants have reached the conclusion that they are neither a swap dealer nor a major swap participant and have taken and will continue to take measures to otherwise comply with the Dodd-Frank Act.

The Registrants continuously monitors the ongoing efforts of the CFTC to implement the Dodd-Frank Act and to otherwise revise the rules and regulations applicable to the futures and over-the-counter derivatives markets. The CFTC's remaining efforts in this regard concern, among other things, the implementation of the Volcker rule and of other new rules relating to margin collateral and position limits for futures and other derivatives. Such changes could negatively impact the Registrants' ability to hedge their portfolio in an efficient, cost-effective manner by, among other things, potentially limiting the Registrants' ability to utilize liens as collateral for derivatives transactions and decreasing liquidity in the forward commodity and derivatives markets. The Registrants expects that, in 2014, the CFTC will further clarify the scope of the Dodd-Frank Act and issue additional final rules.

Many of the factors that cause changes in commodity prices are outside the Registrants' control and may materially increase their cost of producing power or lower the price at which they are able to sell their power.

The Registrants' generating business is subject to changes in power prices and fuel and emission costs, and these commodity prices are influenced by many factors outside the Registrants' control, including weather, seasonal variation in supply and demand, market liquidity, transmission and transportation inefficiencies, availability of competitively priced alternative energy sources, demand for energy commodities, production of natural gas, coal and crude oil, natural disasters, wars, embargoes and other catastrophic events, and federal, state and environmental regulation and legislation. In addition, significant fluctuations in the price of natural gas may cause significant fluctuations in the price of electricity. Significant fluctuations in commodity prices may affect the financial results and financial position by increasing the cost of producing power and decreasing the amounts the Registrants receive from the sale of power.

The Registrants' hedging activities will not fully protect them from fluctuations in commodity prices.

The Registrants engage in hedging activities related to sales of electricity and purchases of fuel and emission allowances. The income and losses from these activities are recorded as operating revenues and cost of operations. The Registrants may use forward contracts and other derivative financial instruments to manage market risk and exposure to volatility in prices of electricity, coal, natural gas, emissions and oil. The effectiveness of these hedges is dependent upon the correlation between the forward contracts and the other derivative financial instruments used as a hedge and the market risk of the asset or assets being hedged. The Registrants cannot provide assurance that these strategies will be successful in managing their price risks, or that they will not result in net losses to the Registrants as a result of future volatility in electricity, fuel and emission markets. Actual power prices and fuel costs may differ from expectations.

The Registrants hedging activities include natural gas derivative financial instruments that they use to hedge economically power prices for their baseload generation. The effectiveness of these hedges is dependent upon the correlation between power and natural gas prices in the markets where the Registrants operate. If those prices are not sufficiently correlated, the Registrants' financial results and financial position could be adversely affected.

Additionally, GenOn and GenOn Americas Generation expect to have an open position in the market, within their established guidelines, resulting from their fuel and emissions management activities. To the extent open positions exist, fluctuating commodity prices can affect their financial results and financial position, either favorably or unfavorably. As a result of these and other factors, the Registrants cannot predict the outcome that risk management decisions may have on their business, operating results or financial position. Although management devotes considerable attention to these issues, their outcome is uncertain.

The Registrants' policies and procedures cannot eliminate the risks associated with their hedging activities.

The risk management procedures the Registrants have in place may not always be followed or may not always work as planned. If any of the employees were able to violate the system of internal controls, including the risk management policy, and engage in unauthorized hedging and related activities, it could result in significant penalties and financial losses. In addition, risk management tools and metrics such as value at risk, gross margin at risk, and stress testing are partially based on historic price movements. If price movements significantly or persistently deviate from historical behavior, risk limits may not fully protect the Registrants from significant losses. The Registrants' hedging and GenOn Americas Generation's fuel oil management activities may increase the volatility of the U.S. GAAP financial results.

Derivatives from the Registrants' hedging and GenOn Americas Generation's fuel oil management activities are recorded on the balance sheets at fair value pursuant to the accounting guidance for derivative financial instruments. None of the Registrants' derivatives that are recorded at fair value are designated as hedges under this guidance, and changes in their fair values currently are recognized in earnings as unrealized gains or losses. As a result, the Registrants' U.S. GAAP financial results-including gross margin, operating income and balance sheet ratios-will, at times, be volatile and subject to fluctuations in value primarily because of changes in forward electricity and fuel prices.



### Risks Related to Governmental Regulation and Laws

The Registrants costs of compliance with environmental laws are significant and can affect their future operations and financial results.

The Registrants are subject to extensive and evolving environmental laws, particularly in regard to their coal-fired facilities. Environmental laws, particularly with respect to air emissions, disposal of ash, wastewater discharge and cooling water systems, are generally becoming more stringent, which may require the Registrants to install controls or restrict their operations. Failure to comply with environmental requirements could require the Registrants to shut down or reduce production at their facilities or create liabilities. The Registrants incur significant costs in complying with these regulations and, if they fail to comply, could incur significant penalties. The Registrants' cost estimates for environmental compliance are based on existing regulations or their view of reasonably likely regulations, and their assessment of the costs of labor and materials and the state of evolving technologies. The Registrants' decision to make these investments is often subject to future market conditions. Changes to the preceding factors, new or revised environmental regulations, litigation and new legislation and/or regulations, as well as other factors, could cause their actual costs to vary outside the range of their estimates, further constrain their operations, increase their environmental compliance costs and/or make it uneconomical to operate some of their facilities.

Federal, state and regional initiatives to regulate greenhouse gas emissions could have a material impact on the Registrants' financial performance and condition. The actual impact will depend on a number of factors, including the overall level of greenhouse gas reductions required under any such regulations, the final form of the regulations or legislation, and the price and availability of emission allowances if allowances are a part of any final regulatory framework.

The Registrants are required to surrender emission allowances equal to emissions of specific substances to operate their facilities. Surrender requirements may require purchase of allowances, which may be unavailable or only available at costs that would make it uneconomical to operate their facilities.

Certain environmental laws, including the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 and comparable state laws, impose strict and, in many circumstances, joint and several liability for costs of remediating contamination. Some of the Registrants' facilities have areas with known soil and/or groundwater contamination. The Registrants could be required to spend significant sums to remediate contamination, regardless of whether they caused such contamination, (a) if there are releases or discoveries of hazardous substances at their generating facilities, at disposal sites they currently use or have used, or at other locations for which they may be liable, or (b) if parties contractually responsible to them for contamination fail to or are unable to respond when claims or obligations regarding such contamination arise.

Under current and forecasted market conditions, capital expenditures required by GenOn's permit for the Shawville facility are not economic.

GenOn's NPDES permit requires installation of cooling towers or reduction in plant operation by July 2015 at its leased Shawville facility. Accordingly, GenOn plans to place the coal-fired units at the Shawville facility, which is leased, in a long-term protective layup in April 2015. Under the lease agreement for Shawville, GenOn's obligations generally are to pay the required rent and to maintain the leased assets in accordance with the lease documentation, including in compliance with prudent competitive electric generating industry practice and applicable laws. GenOn will continue to evaluate its options under the lease, including termination of the lease for economic obsolescence and/or keeping the facility in long-term protective layup during the term of the lease. In the event of an early termination, GenOn would seek a termination for obsolescence under the lease agreement and could be required to make a termination payment equal to the difference between the termination value and the proceeds received in connection with the sale of the facility to a third-party, together with such other amounts, if any, required under the lease. At December 31, 2013, the total notional minimum lease payments for the remaining terms of the lease aggregated \$184 million and the termination value for the lease was \$221 million.



The Registrants' coal-fired generating units produce certain byproducts that involve extensive handling and disposal costs and are subject to government regulation. Changes in these regulations, or their administration, by legislatures, state and federal regulatory agencies, or other bodies may affect the costs of handling and disposing of these byproducts.

As a result of the coal combustion process, the Registrants produce significant quantities of ash at their coal-fired generating units that must be disposed of at sites permitted to handle ash. One of the Registrants' landfills in Maryland has reached design capacity and it is expected that another site in Maryland may reach full capacity in the next few years. As a result, the Registrants are developing new ash management facilities and have constructed a facility to prepare ash from certain of the Maryland facilities for beneficial uses. However, the costs associated with developing new ash management facilities could be material, and the amount of time to complete such developments could extend beyond the time when new facilities are needed. Likewise, the new facility for preparing ash for beneficial uses may not operate as expected; or the ash may not be marketed and sold as expected. Additionally, costs associated with third-party ash handling and disposal are material and could have an adverse effect on the Registrants' financial performance and condition.

The Registrants also produce gypsum as a byproduct of the SO<sub>2</sub> scrubbing process at their coal-fired generating facilities, much of which is sold to third parties for use in drywall production. Should their ability to sell such gypsum to third parties be restricted as a result of the lack of demand or otherwise, their gypsum disposal costs could rise materially.

The EPA has proposed two alternatives for regulating byproducts such as ash and gypsum. One of these alternatives would regulate these byproducts as "special wastes" in a manner similar to the regulation of hazardous wastes. If these byproducts are regulated as special wastes, the cost of disposing of these byproducts would increase materially and may limit the Registrants' ability to recycle them for beneficial use.

The Registrants' business is subject to complex government regulations. Changes in these regulations, or their administration, by legislatures, state and federal regulatory agencies, or other bodies may affect the prices at which the Registrants are able to sell the electricity they produce, the costs of operating their generating facilities or their ability to operate their facilities.

The majority of the Registrants' generation is sold at market prices under market-based rate authority granted by the FERC. If certain conditions are not met, the FERC has the authority to withhold or rescind market-based rate authority and require sales to be made based on cost-of-service rates. A loss of the Registrants' market-based rate authority could have a materially negative impact on their generating business.

Even when market-based rate authority has been granted, the FERC may impose various forms of market mitigation measures, including price caps and operating restrictions, when it determines that potential market power might exist and that the public interest requires such potential market power to be mitigated. In addition to direct regulation by the FERC, most of the Registrants' facilities are subject to rules and terms of participation imposed and administered by various ISOs and RTOs. Although these entities are themselves ultimately regulated by the FERC, they can impose rules, restrictions and terms of service that are quasi-regulatory in nature and can have a material adverse impact on the Registrants' business. For example, ISOs and RTOs may impose bidding and scheduling rules, both to curb the potential exercise of market power and to ensure market functions. Such actions may materially affect the Registrants' ability to sell and the price they receive for their energy, capacity and ancillary services.

To conduct the Registrants' business, they must obtain and periodically renew licenses, permits and approvals for their facilities. These licenses, permits and approvals can be in addition to any required environmental permits. No assurance can be provided that they will be able to obtain and comply with all necessary licenses, permits and approvals for these facilities.

Conflicts may occur between reliability needs and environmental rules, particularly with increasingly stringent environmental restrictions. Without a consent decree or adjustments to permit requirements, which require long lead times to obtain, the Registrants remain subject to environmental penalties or liabilities that may occur as a result of operating in compliance with reliability requirements. Further, the Registrants could be subject to citizen suits in these types of circumstances, even if they have received a consent decree or permit adjustment exempting them from environmental requirements.

The Registrants cannot predict whether the federal or state legislatures will adopt legislation relating to the restructuring of the energy industry. There are proposals in many jurisdictions that would either roll back or advance the movement toward competitive markets for the supply of electricity, at both the wholesale and retail levels. In addition, any future legislation favoring large, vertically integrated utilities and a concentration of ownership of such utilities could affect the Registrants' ability to compete successfully, and their business and results of operations could be adversely affected. Similarly, any regulations or laws that favor new generation over existing generation could adversely affect their business.

### Risks Related to Level of Indebtedness

The Registrants' substantial indebtedness and operating lease obligations could limit their ability to react to changes in the economy or the industry and prevent them from meeting or refinancing their obligations.

At December 31, 2013, GenOn's consolidated indebtedness was \$3.1 billion, GenOn Americas Generation's consolidated indebtedness was \$948 million and GenOn Mid-Atlantic's consolidated indebtedness was \$10 million. In addition, the present values of lease payments under the respective GenOn Mid-Atlantic and REMA operating leases were approximately \$1.1 billion and \$592 million, respectively (assuming a 10% and 9% discount rate, respectively) and the termination values of the respective GenOn Mid-Atlantic and REMA operating leases were \$1.2 billion and \$698 million, respectively.

The Registrants' substantial indebtedness and operating lease obligations could have important consequences for their liquidity, results of operations, financial position and prospects, including their ability to grow in accordance with their strategies. These consequences include the following:

- they may limit their ability to obtain additional debt for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- a substantial portion of their cash flows from operations must be dedicated to the payment of rent and principal and interest on their indebtedness and will not be available for other purposes, including for working capital, capital expenditures, acquisitions and other general corporate purposes;
- the debt service requirements of their indebtedness and their lease obligations could make it difficult for them to satisfy or refinance their financial obligations;
- certain of the Registrants' borrowings, including borrowings under the NRG credit agreement, are at variable rates of interest, exposing the Registrants to the risk of increased interest rates;
- they may limit their flexibility in planning for and reacting to changes in the industry;
- they may place the Registrants at a competitive disadvantage compared to other, less leveraged competitors;
- GenOn's and GenOn Americas Generation's credit agreement with NRG contains restrictive covenants that limit their ability to engage in activities that may be in their long-term best interest; and
- the Registrants may be more vulnerable in a downturn in general economic conditions or in their business and they may be unable to carry out capital expenditures that are important to their long-term growth or necessary to comply with environmental regulations.

GenOn and its subsidiaries that are holding companies, including GenOn Americas Generation, may not have access to sufficient cash to meet their obligations if their subsidiaries, in particular GenOn Mid-Atlantic, are unable to make distributions.

GenOn and certain of its subsidiaries, including GenOn Americas Generation and GenOn Americas, are holding companies and, as a result, are dependent upon dividends, distributions and other payments from their operating subsidiaries to generate the funds necessary to meet their obligations. In particular, a substantial portion of the cash from their operations is generated by GenOn Mid-Atlantic. The ability of certain of their subsidiaries to pay dividends and make distributions is restricted under the terms of their debt or other agreements, including the operating leases of GenOn Mid-Atlantic and REMA. Under their respective operating leases, GenOn Mid-Atlantic and REMA are not permitted to make any distributions and other restricted payments unless: (a) they satisfy the fixed charge coverage ratio for the most recently ended period of four fiscal quarters; (b) they are projected to satisfy the fixed charge coverage ratio for each of the two following periods of four fiscal quarters, commencing with the fiscal quarter in which such payment is proposed to be made; and (c) no significant lease default or event of default has occurred and is continuing. In the event of a default under the respective operating leases or if the respective restricted payment tests are not satisfied, GenOn Mid-Atlantic and REMA would not be able to distribute cash. At December 31, 2013, GenOn Mid-Atlantic and REMA did not satisfy the restricted payments test.

Each of GenOn and GenOn Americas Generation may be unable to generate sufficient cash to service their debt and leases and to post required amounts of cash collateral necessary to hedge economically market risk.

The ability of each of GenOn or GenOn Americas Generation to pay principal and interest on their debt and the rent on their leases depends on their future operating performance. If their cash flows and capital resources are insufficient to allow them to make scheduled payments on their debt, GenOn or GenOn Americas Generation may

have to reduce or delay capital expenditures, sell assets, restructure or refinance. There can be no assurance that the terms of their debt or leases will allow these alternative measures, that the financial markets will be available to them on acceptable terms or that such measures would satisfy their scheduled debt service and lease rent obligations. If either GenOn or GenOn Americas Generation do not comply with the payment and other material covenants under their debt and lease agreements, they could default under their debt or leases.

20

---

Their asset management activities may require them to post collateral either in the form of cash or letters of credit. At December 31, 2013, GenOn and GenOn Americas Generation had posted no cash collateral. At December 31, 2013, GenOn had no of letters of credit issued under the NRG credit agreement to support its asset management activities, trading activities, rent reserve requirements and other commercial arrangements. Although the Registrants seek to structure transactions in a way that reduces their potential liquidity needs for collateral, they may be unable to execute their hedging strategy successfully if they are unable to post the amount of collateral required to enter into and support hedging contracts.

GenOn and GenOn Americas Generation are active participants in energy exchange and clearing markets, which require a per-contract initial margin to be posted. The initial margins are determined by the exchanges through the use of proprietary models that rely on a variety of inputs and factors, including market conditions. They have limited notice of any changes to the margin rates. Consequently, they are exposed to changes in the per unit margin rates required by the exchanges and could be required to post additional collateral on short notice. The terms of the Registrants' credit facilities and leases restrict their current and future operations, particularly their ability to respond to changes or take certain actions.

The Registrants' credit facilities and leases contain a number of restrictive covenants that impose significant operating and financial restrictions on them and may limit their ability to engage in acts that may be in their long-term best interest, including restrictions on their ability to:

- incur additional indebtedness;
- pay dividends or make other distributions;
- prepay, redeem or repurchase certain debt;
- make loans and investments;
- sell assets;
- incur liens;
- enter into transactions with affiliates;
- enter into sale-leaseback transactions; and
- consolidate, merge or sell all or substantially all of their assets.

### Cautionary Statement Regarding Forward Looking Information

This Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. The words "believe", "project", "anticipate", "plan", "expect", "intend", "estimate" and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Registrants' actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors, risks and uncertainties include the following:

- General economic conditions, changes in the wholesale power markets and fluctuations in the cost of fuel;
- Volatile power supply costs and demand for power;
- Hazards customary to the power production industry and power generation operations such as fuel and electricity price volatility, unusual weather conditions, catastrophic weather-related or other damage to facilities, unscheduled generation outages, maintenance or repairs, unanticipated changes to fuel supply costs or availability due to higher demand, shortages, transportation problems or other developments, environmental incidents, or electric transmission or gas pipeline system constraints and the possibility that the Registrants may not have adequate insurance to cover losses as a result of such hazards;
- The effectiveness of the Registrants' risk management policies and procedures, and the ability of the Registrants' counterparties to satisfy their financial commitments;
- Counterparties' collateral demands and other factors affecting the Registrants' liquidity position and financial condition;
- The Registrants' ability to operate their businesses efficiently, manage capital expenditures and costs tightly, and generate earnings and cash flows from their asset-based businesses in relation to their debt and other obligations;
- The Registrants' ability to enter into contracts to sell power and procure fuel on acceptable terms and prices;
- The liquidity and competitiveness of wholesale markets for energy commodities;
- Government regulation, including compliance with regulatory requirements and changes in market rules, rates, tariffs and environmental laws and increased regulation of carbon dioxide and other greenhouse gas emissions;
- Price mitigation strategies and other market structures employed by ISOs or RTOs that result in a failure to adequately compensate the Registrants' generation units for all of their costs;
- The Registrants' ability to borrow additional funds and access capital markets, as well as GenOn's substantial indebtedness and the possibility that the Registrants may incur additional indebtedness going forward;
- Operating and financial restrictions placed on the Registrants and their subsidiaries that are contained in the indentures governing GenOn's outstanding notes, and in debt and other agreements of certain of the Registrants' subsidiaries and project affiliates generally;
- The Registrants' ability to implement their strategy of developing and building new power generation facilities;
- The Registrants' ability to implement their strategy of finding ways to meet the challenges of climate change, clean air and protecting natural resources while taking advantage of business opportunities;
- The Registrants' ability to implement their strategy of increasing the return on invested capital through operational performance improvements and a range of initiatives at plants and corporate offices to reduce costs or generate revenues;
- The Registrants' ability to successfully evaluate investments in new business and growth initiatives;
- The Registrants' ability to successfully integrate and manage any acquired businesses; and
- The Registrants' ability to develop and maintain successful partnering relationships.

Forward-looking statements speak only as of the date they were made, and the Registrants undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause the Registrants' actual results to differ materially from those contemplated in any forward-looking statements included in this Annual Report on Form 10-K should not be construed as exhaustive.

Item 1B — Unresolved Staff Comments

None.



## Item 2 — Properties (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Listed below are descriptions of Registrants' interests in facilities, operations and/or projects owned or leased as of December 31, 2013. The MW figures provided represent nominal summer net megawatt capacity of power generated as adjusted for the Registrants' ownership position excluding capacity from inactive/mothballed units as of December 31, 2013. The following table summarizes the Registrants' power production and cogeneration facilities by region:

Name and Location of Facility	Power Market	% Owned	Net Generation Capacity (MW) <sup>(a)</sup>	Primary Fuel-type
East Region:				
Chalk Point, Aquasco, MD <sup>(b)</sup>	PJM	100.00	667	Coal
Chalk Point, Aquasco, MD	PJM	100.00	1,690	Natural Gas
Dickerson, MD <sup>(b)</sup>	PJM	100.00	<sup>(c)</sup> 537	Coal
Dickerson, MD	PJM	100.00	<sup>(c)</sup> 312	Natural Gas
Morgantown, Newburg, MD	PJM	100.00	<sup>(c)</sup> 1,229	Coal
Morgantown, Newburg, MD	PJM	100.00	<sup>(c)</sup> 248	Oil
Total GenOn Mid-Atlantic:			4,683	
East Region:				
Bowline, West Haverstraw, NY	NYISO	100.00	758	Natural Gas
Canal, Sandwich, MA	ISO-NE	100.00	1,112	Oil
Kendall, Cambridge, MA	ISO-NE	100.00	256	Natural Gas
Martha's Vineyard, MA	ISO-NE	100.00	14	Oil
West Region:				
Pittsburg, CA	CAISO	100.00	1,029	Natural Gas
Total GenOn Americas Generation:			7,852	
East Region:				
Aurora, IL	PJM	100.00	878	Natural Gas
Avon Lake, OH <sup>(d)</sup>	PJM	100.00	732	Coal
Avon Lake, OH	PJM	100.00	21	Oil
Blossburg, PA	PJM	100.00	19	Natural Gas
Brunot Island, Pittsburgh, PA	PJM	100.00	259	Natural Gas
Cheswick, Springdale, PA	PJM	100.00	565	Coal
Conemaugh, New Florence, PA <sup>(e)</sup>	PJM	16.45	280	Coal
Conemaugh, New Florence, PA <sup>(e)</sup>	PJM	16.45	2	Oil
Gilbert, Milford, NJ <sup>(f)</sup>	PJM	100.00	536	Natural Gas
Glen Gardner, NJ <sup>(f)</sup>	PJM	100.00	160	Natural Gas
Hamilton, East Berlin, PA	PJM	100.00	20	Oil
Hunterstown CCGT, Gettysburg, PA	PJM	100.00	810	Natural Gas
Hunterstown CTS, Gettysburg, PA	PJM	100.00	60	Natural Gas
Keystone, Shelocta, PA <sup>(e)</sup>	PJM	16.67	283	Coal
Keystone, Shelocta, PA <sup>(e)</sup>	PJM	16.67	2	Oil
Mountain, Mount Holly Springs, PA	PJM	100.00	40	Oil
New Castle, West Pittsburg, PA <sup>(d)</sup>	PJM	100.00	325	Coal
New Castle, West Pittsburg, PA	PJM	100.00	3	Oil
Niles, OH	PJM	100.00	25	Oil
Orrtana, PA	PJM	100.00	20	Oil
Osceola, Holopaw, FL	FRCC	100.00	463	Natural Gas
Portland, Mount Bethel, PA <sup>(f)</sup>	PJM	100.00	158	Coal





Portland, Mount Bethel, PA	PJM	100.00	169	Oil
Sayreville, NJ	PJM	100.00	224	Natural Gas
Seward, New Florence, PA	PJM	100.00	525	Coal
Shawnee, East Stroudsburg, PA	PJM	100.00	20	Oil
Shawville, PA <sup>(e)</sup> <sup>(g)</sup>	PJM	100.00	597	Coal
Shawville, PA <sup>(e)</sup>	PJM	100.00	6	Oil
Titus, Birdsboro, PA	PJM	100.00	31	Oil
Tolna, Stewartstown, PA	PJM	100.00	39	Oil
Warren, PA	PJM	100.00	57	Natural Gas
Werner, South Amboy, NJ <sup>(f)</sup>	PJM	100.00	212	Oil
South Central Region:				
Choctaw, French Camp, MS	SERC-Entergy	100.00	800	Natural Gas
Sabine, Orange, TX <sup>(h)</sup>	SERC-Entergy	50.00	54	Natural Gas
Shelby County, Neoga, IL	MISO	100.00	344	Natural Gas
West Region:				
Coolwater, Dagget, CA	CAISO	100.00	636	Natural Gas
Ellwood, Goleta, CA	CAISO	100.00	54	Natural Gas
Etiwanda, Rancho Cucamonga, CA	CAISO	100.00	640	Natural Gas
Mandalay, Oxnard, CA	CAISO	100.00	560	Natural Gas
Ormond Beach, Oxnard, CA	CAISO	100.00	1,516	Natural Gas
Total GenOn:			19,997	

(a) Net generation capacity is approximate and actual capacity can vary depending on factors including weather conditions, operational conditions, and other factors.

On November 29, 2013, NRG submitted a notice of deactivation to retire Chalk Point Units 1 and 2 and Dickerson Units 1, 2, and 3 on May 31, 2017. The deactivation is based on draft environmental regulations

(b) that, if adopted, could require uneconomic capital investment and render the units uneconomic to operate going forward.

GenOn Mid-Atlantic leases 100% interests in the Dickerson and Morgantown coal generation units through facility lease agreements expiring in 2029 and 2034, respectively. GenOn Mid-Atlantic owns 312 MW and 248 MW of peaking capacity at the Dickerson and Morgantown generating facilities, respectively. GenOn Mid-Atlantic operates the Dickerson and Morgantown facilities.

(c) NRG has announced its intention to continue operations at the Avon Lake and New Castle facilities, which are currently in operation and had been scheduled for deactivation in April 2015. NRG intends to add natural gas capabilities at these facilities, which is expected to be completed by the summer of 2016.

(d) GenOn leases 100%, 16.67% and 16.45% interests in three Pennsylvania facilities (Shawville, Keystone and Conemaugh, respectively) through facility lease agreements expiring in 2026, 2034 and 2034, respectively. GenOn operates the Shawville, Keystone and Conemaugh facilities. The table includes GenOn's net share of the capacity of these facilities.

(e) GenOn intends to deactivate net generation capacity at the following facilities:

Facility	Expected Deactivation Date	Net Generation Capacity (MW)
Gilbert	May 2015	98
Glen Gardner	May 2015	160
Portland	June 2014	158
Werner	May 2015	210

(f) GenOn expects to place the coal-fired units at the Shawville generating facility (597 MW of the 603 MW) in long-term protective layup in April 2015.

(g) GenOn owns a 50% equity interest in the Sabine facility located in east Texas having a net generating capacity of 110 MW. An unaffiliated party owns the other 50% and an affiliated party to the other owner operates the facility. The table includes GenOn's net share of the capacity of this facility.

Other Properties

The Registrants own or lease oil and gas pipelines that serve its generating facilities. GenOn leases other offices. The Registrants believe that their properties are adequate for their present needs. Except for the Conemaugh, Keystone and Sabine facilities, the Registrants' interest as of December 31, 2013 is 100% for each property. The Registrants have satisfactory title, rights and possession to their owned facilities, subject to exceptions, which, in their opinion, would not have a material adverse effect on the use or value of the facilities.

Item 3 — Legal Proceedings (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

See Item 15 — Note 18, Commitments and Contingencies, to the Consolidated Financial Statements for discussion of the material legal proceedings to which the Registrants are a party.

Item 4 — Mine Safety Disclosures (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Not applicable.

25

---

PART II

Item 5 — Market for Registrants' Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

As a result of the NRG Merger, GenOn is a wholly-owned subsidiary of NRG. All of GenOn's common stock is held by its parent, NRG, and GenOn's common stock is not publicly traded. GenOn Americas Generation and GenOn Mid Atlantic are indirect wholly-owned subsidiaries of NRG. All of GenOn Americas Generation's membership interests are held by its parent, GenOn Americas. All of GenOn Mid Atlantic's membership interests are held by its parent, GenOn North America. GenOn Americas Generation's and GenOn Mid Atlantic's membership interests are not publicly traded.

Item 6 — Selected Financial Data (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Item 6 has been omitted from this report pursuant to the reduced disclosure format permitted by General Instruction I to Form 10-K.

Item 7 — Management's Narrative Analysis of the Results of Operations and Financial Condition (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Reference is made to the Registrants' Consolidated Statements of Operations to this Annual Report on Form 10-K, which presents the results of the Registrants' operations for the year ended 2013, the periods from December 15, 2012 through December 31, 2012 and from January 1, 2012 through December 14, 2012 and the year ended December 31, 2011, and also refer to Item 1 to this Form 10-K for additional discussion about the Registrants' business.

NRG Merger

On July 20, 2012, GenOn entered into the NRG Merger Agreement with NRG and a direct wholly-owned subsidiary of NRG. Upon the terms and subject to the conditions set forth in the NRG Merger Agreement, which was approved by the boards of directors of GenOn and NRG, a wholly-owned subsidiary of NRG merged with and into GenOn, with GenOn continuing as the surviving corporation and a wholly-owned subsidiary of NRG.

On December 14, 2012, NRG completed the acquisition of GenOn. NRG issued, as consideration for the acquisition, 0.1216 shares of NRG common stock for each outstanding share of GenOn, including restricted stock units outstanding, on the acquisition date, except for fractional shares which were paid in cash. See Item 15 — Note 3, NRG Merger and Dispositions, to the Consolidated Financial Statements.

The NRG Merger was accounted for by NRG using acquisition accounting and through the application of "push-down" accounting, the purchase price paid by NRG was allocated to the Registrants' assets, liabilities and equity as of the acquisition date based upon preliminary estimates. Accordingly, the successor financial statements reflect a new basis of accounting and predecessor and successor period financial results are presented, but not comparable.

The most significant impacts of the new basis of accounting during the successor periods were (i) reduced depreciation expense due to the step-down of depreciable assets, (ii) lower interest expense for the remaining life of long-term debt due to its revaluation and related debt premium amortization along with the repayment of the senior secured term loan due 2017, and (iii) reduced cost of operations due to the amortization of lease obligations and out-of-market contracts.

The results of operations for successor periods included herein reflect certain acquisition-related transaction and integration costs which are not expected to have a continuing impact on the results going forward, and those amounts are included within a separate line within the Registrants' consolidated results of operations.

Predecessor and Successor Reporting

As a result of the impact of pushdown accounting, the financial statements and certain note presentations separate each of the Registrants' presentations into two distinct periods, the period before the consummation of the NRG Merger (labeled predecessor) and the period after that date (labeled successor), to indicate the application of different basis of accounting between the periods presented.

Environmental Matters, Regulatory Matters and Legal Proceedings

Details of environmental matters are presented in Item 15 — Note 20, Environmental Matters, to the Consolidated Financial Statements. Details of regulatory matters are presented in Item 15 — Note 19, Regulatory Matters, to the Consolidated Financial Statements. Details of legal proceedings are presented in Item 15 — Note 18, Commitments and Contingencies, to the Consolidated Financial Statements. Some of this information relates to costs that may be material to the Registrants' financial results.

## Consolidated Results of Operations

GenOn

2013 Compared to 2012

The following table provides selected financial information for GenOn:

(In millions except otherwise noted)	Successor		Predecessor		Change % <sup>(a)</sup>
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012		
<b>Operating Revenues</b>					
Energy revenue <sup>(b)</sup>	\$1,960	\$59	\$1,766	7	%
Capacity revenue <sup>(b)</sup>	936	30	818	10	%
Mark-to-market for economic hedging activities	(356)	(16)	(157)	106	%
Contract amortization	—	—	(10)	(100)	%
Other revenues <sup>(c)</sup>	64	—	147	(56)	%
Total operating revenues	2,604	73	2,564	(1)	%
<b>Operating Costs and Expenses</b>					
Generation cost of sales <sup>(b)</sup>	1,142	41	1,219	(9)	%
Mark-to-market for economic hedging activities	(29)	(7)	(16)	26	%
Contract and emissions credit amortization	(14)	(4)	(23)	(48)	%
Other cost of operations	809	36	893	(13)	%
Total cost of operations	1,908	66	2,073	(11)	%
Depreciation and amortization	249	10	339	(29)	%
Impairment losses	—	—	47	(100)	%
Selling, general and administrative	214	8	166	23	%
Acquisition-related transaction and integration costs	70	53	11		
Total operating costs and expenses	2,441	137	2,636	(12)	%
Operating Income/(Loss)	163	(64)	(72)	N/A	
<b>Other Income/(Expense)</b>					
Other income, net	1	—	3	N/A	
Interest expense	(205)	(8)	(330)	(39)	%
Equity in earnings of unconsolidated affiliates	4	—	—	N/A	
Loss on debt extinguishment	(11)	—	—	N/A	
Total other expense	(211)	(8)	(327)	(37)	%
Loss before income tax expense	(48)	(72)	(399)	(90)	%
Income tax(benefit)/expense	(6)	—	15	(140)	%
Net Loss	\$(42)	\$(72)	\$(414)	(91)	%
<b>Business Metrics</b>					
Average natural gas price — Henry Hub (\$/MMBtu)	3.65	2.79	2.79	(35)	%
MWh sold (in thousands)	28,649	985	30,389		
MWh generated (in thousands)		993	31,688		

This column represents the difference between (a) the 2013 successor period and (b) the mathematical combination (a) of the 2012 successor period and the 2012 predecessor period and (c) divided by the combination of the 2012 predecessor and successor periods.

(b) Includes realized gains and losses from financially settled transactions.

(c) Includes unrealized trading gains and losses.

N/A - Not Applicable

28

---



Generation Gross Margin

(In millions)	Successor		Predecessor		Change % <sup>(a)</sup>	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012			
Energy revenue	\$1,960	\$59	\$1,766	7	%	
Capacity revenue	936	30	818	10	%	
Other revenues	64	—	147	(56)	)%	
Generation revenue	2,960	89	2,731	5	%	
Generation cost of sales	1,142	41	1,219	(9)	)%	
Generation gross margin	\$1,818	\$48	\$1,512	17	%	

This column represents the difference between (a) the 2013 successor period and (b) the mathematical combination (a) of the 2012 successor period and the 2012 predecessor period and (c) divided by the combination of the 2012 predecessor and successor periods.

Generation gross margin was \$1,818 million for the year ended December 31, 2013, \$48 million for the period from December 15, 2012 through December 31, 2012 and \$1,512 million for the period from January 1, 2012 through December 14, 2012. The changes during the period relate to:

	(In millions)
Higher gross margin due to a 10% increase in realized energy prices and a 5% decrease in fuel prices, partially offset by a small decrease in generation.	\$240
Higher gross margin due to a 22% increase in capacity volumes, primarily in PJM, and a 15% increase in capacity prices.	198
Lower gross margin due to the expiration of the RMR contracts in Western PJM and the deactivation of Contra Costa and lower prices and volumes on Resource Adequacy contracts in California	(132)
Changes in unrealized commercial optimization activities as well as trading activity and natural gas purchases that transitioned to NRG in the current year.	(62)
Higher gross margin as Marsh Landing reached commercial operations in May 2013 and was subsequently sold to NRG Yield LLC in July 2013	22
Other	(8)
	\$258

Mark-to-market for Economic Hedging Activities

Mark-to-market for economic hedging activities includes asset-backed hedges that have not been designated as cash flow hedges. The breakdown of gains and losses included in operating revenues and operating costs and expenses are as follows:

(In millions)	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	
Mark-to-market results in operating revenues				
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(409)	) \$(13)	) \$(456)	)
Net unrealized gains/(losses) on open positions related to economic hedges	53	(3)	) 299	)
Total mark-to-market losses in operating revenues	\$(356)	) \$(16)	) \$(157)	)
Mark-to-market results in operating costs and expenses				

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Reversal of previously recognized unrealized losses on settled positions related to economic hedges	42	9	149	
Net unrealized losses on open positions related to economic hedges	(13	) (2	) (133	)
Total mark-to-market gains in operating costs and expenses	\$29	\$7	\$16	

Mark-to-market results consist of unrealized gains and losses. The settlement of these transactions is reflected in the same caption as the items being hedged.

29

---

For the year ended December 31, 2013, the \$356 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period slightly offset by an increase in the value of forward sales of electricity and natural gas contracts as a result of decreases in forward power and natural gas prices. The \$29 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized loss from fuel contracts that settled during the period partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices.

For the period from December 15, 2012 through December 31, 2012, the \$16 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period and a decrease in the value of forward sales of electricity and natural gas contracts as a result of increases in forward power and natural gas prices. The \$7 million gain in operating costs and expenses from economic hedge positions was primarily driven by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period. The gain was partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward coal prices.

For the period from January 1, 2012 through December 14, 2012, the \$157 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period. The loss was partially offset by an increase in the value of forward sales of electricity and natural gas contracts as a result of decreases in forward power and natural gas prices. The \$16 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period. The gain was partially offset by a decrease in the value of forward purchases of fuel contracts, primarily as a result of decreases in forward coal prices. In accordance with ASC 815, the following table represents the results of GenOn's financial and physical trading of energy commodities. The realized and unrealized financial and physical trading results are included in other operating revenues. GenOn's trading activities are subject to limits within the risk management policy.

(In millions)	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	
Trading gains/(losses)				
Realized	\$10	\$3	\$7	
Unrealized	—	(4	) (2	)
Total trading gains/(losses)	\$10	\$(1	) \$5	

#### Other Cost of Operations

Other cost of operations were \$809 million for the year ended December 31, 2013, \$36 million for the period from December 15, 2012 through December 31, 2012 and \$893 million for the period from January 1, 2012 through December 14, 2012. The changes during the period relate to:

	(In millions)
Decrease due to the revaluation of operating lease liabilities in acquisition accounting in December 2012	\$(56 )
Decrease as prior year included inventory reserves for units already deactivated or scheduled to be deactivated	(35 )
Reversal of liability in prior year for Potomac River in connection with deactivation	31
Decrease in other costs primarily related to timing of maintenance and outage work, as well as certain allocated costs classified in general and administrative expense	(60 )
	\$(120 )



Depreciation and Amortization

Depreciation and amortization expense was \$249 million for the year ended December 31, 2013, \$10 million for the period from December 15, 2012 through December 31, 2012 and \$339 million for the period from January 1, 2012 through December 14, 2012. The current year expense reflects the revaluation of the property, plant and equipment recorded in acquisition accounting in December 2012.

Impairment Losses

Impairment losses of \$47 million in the 2012 predecessor period reflect the impairment of property, plant and equipment at the Portland and Titus generating facilities in 2012.

Loss on Debt Extinguishment

A loss on debt extinguishment of \$11 million was recorded in 2013, related to the redemption of the 2014 GenOn Senior Notes and consisted of a make whole premium payment offset by the write-off of the remaining unamortized premium.

Interest Expense

Interest expense was \$205 million for the year ended December 31, 2013, \$8 million for the period from December 15, 2012 through December 31, 2012 and \$330 million for the period from January 1, 2012 through December 14, 2012. The changes in the period were due to:

	(In millions)
Amortization of adjustments to fair value of debt	\$(72 )
Decrease for GenOn senior term loan	(39 )
Decrease for GenOn Senior unsecured notes, 2014	(23 )
Decrease for lower bank fees	(14 )
Increase for lower capitalized interest	17
Other	(2 )
	\$(133 )

## GenOn Americas Generation

2013 Compared to 2012

The following table provides selected financial information for GenOn Americas Generation:

(In millions except otherwise noted)	Successor		Predecessor		Change % <sup>(a)</sup>
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012		
<b>Operating Revenues</b>					
Energy revenue <sup>(b)</sup>	\$1,899	\$59	\$1,718	7	%
Capacity revenue <sup>(b)</sup>	869	28	739	13	%
Mark-to-market for economic hedging activities	(302)	(12)	(151)	85	%
Other revenues <sup>(c)</sup>	95	2	288	(67)	%
Total operating revenues	2,561	77	2,594	(4)	%
<b>Operating Costs and Expenses</b>					
Generation cost of sales <sup>(b)</sup>	1,870	59	1,944	(7)	%
Mark-to-market for economic hedging activities	(31)	(4)	(19)	35	%
Contract and emissions credit amortization	20	—	22	(9)	%
Other cost of operations	387	14	424	(12)	%
Total cost of operations	2,246	69	2,371	(8)	%
Depreciation and amortization	95	5	155	(41)	%
Selling, general and administrative	89	3	73	17	%
Total operating costs and expenses	2,430	77	2,599	(9)	%
Operating Income/(Loss)	131	—	(5)	N/A	
<b>Other Income/(Expense)</b>					
Other expense, net	1	—	—	N/A	
Interest expense	(73)	(3)	(75)	(6)	%
Total other expense	(72)	(3)	(75)	(8)	%
Income/(Loss) before income tax expense	59	(3)	(80)	N/A	
Income tax	—	—	—	N/A	
Net Income/(Loss)	\$59	\$(3)	\$(80)	N/A	
<b>Business Metrics</b>					
Average natural gas price — Henry Hub (\$/MMBtu)	3.65	2.79	2.79	(35)	%
MWh sold (in thousands)	8,884	421	12,730		
MWh generated (in thousands)	10,056	423	13,014		

This column represents the difference between (a) the 2013 successor period and (b) the mathematical combination (a) of the 2012 successor period and the 2012 predecessor period and (c) divided by the combination of the 2012 predecessor and successor periods.

(b) Includes realized gains and losses from financially settled transactions.

(c) Includes unrealized trading gains and losses.

N/A - Not Applicable

## Generation Gross Margin

(In millions)	Successor		Predecessor		Change % <sup>(a)</sup>
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012		
Energy revenue	\$1,899	\$59	\$1,718	7	%
Capacity revenue	869	28	739	13	%
Other revenues	95	2	288	(67)	)%
Generation revenue	2,863	89	2,745	1	%
Generation cost of sales	1,870	59	1,944	(7)	)%
Generation gross margin	\$993	\$30	\$801	19	%

This column represents the difference between (a) the 2013 successor period and (b) the mathematical combination (a) of the 2012 successor period and the 2012 predecessor period and (c) divided by the combination of the 2012 predecessor and successor periods.

Generation gross margin was \$993 million for the year ended December 31, 2013, \$30 million for the period from December 15, 2012 through December 31, 2012 and \$801 million for the period from January 1, 2012 through December 14, 2012. The changes during the period relate to:

	(In millions)
Higher gross margin due primarily to a 33% increase in realized energy prices and increased generation at Bowline, offset by a 30% decrease in generation resulting from the deactivation of Potomac River and lower generation at Morgantown and Chalk Point	\$80
Higher gross margin due primarily to higher capacity revenues, which increased 23% in volume and 10% in price, slightly offset by a decrease in contract capacity revenues due to the deactivation of Contra Costa	74
Primarily reflects prior year trading activities and natural gas purchases that were transitioned to NRG or affiliated companies in the current year	13
Other	(5)
	\$162

## Mark-to-market for Economic Hedging Activities

Mark-to-market for economic hedging activities includes asset-backed hedges that have not been designated as cash flow hedges. The breakdown of gains and losses included in operating revenues and operating costs and expenses are as follows:

(In millions)	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	
Mark-to-market results in operating revenues				
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(336)	\$(8)	\$(368)	)
Net unrealized gains/(losses) on open positions related to economic hedges	34	(4)	217	)
Total mark-to-market losses in operating revenues	(302)	(12)	(151)	)
Mark-to-market results in operating costs and expenses				
Reversal of previously recognized unrealized losses on settled positions related to economic hedges	40	6	127	)

Net unrealized losses on open positions related to economic hedges	(9	)	(2	)	(108	)
Total mark-to-market gains in operating costs and expenses	\$31		\$4		\$19	

Mark-to-market results consist of unrealized gains and losses. The settlement of these transactions is reflected in the same caption as the items being hedged.

33

---



For the year ended December 31, 2013, the \$302 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period slightly offset by an increase in the value of forward sales of electricity and natural gas contracts as a result of decreases in forward power and natural gas prices. The \$31 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized loss from fuel contracts that settled during the period partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices.

For the period from December 15, 2012 through December 31, 2012, the \$12 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period and a decrease in the value of forward sales of electricity and natural gas contracts as a result of increases in forward power and natural gas prices. The \$4 million gain in operating costs and expenses from economic hedge positions was primarily driven by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period. The gain was partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward coal prices.

For the period from January 1, 2012 through December 14, 2012, the \$151 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period. The loss was partially offset by an increase in the value of forward sales of electricity and natural gas contracts as a result of decreases in forward power and natural gas prices. The \$19 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period. The gain was partially offset by a decrease in the value of forward purchases of fuel contracts, primarily as a result of decreases in forward coal prices.

In accordance with ASC 815, the following table represents the results of GenOn Americas Generation's financial and physical trading of energy commodities. The realized and unrealized financial and physical trading results are included in other operating revenues. GenOn Americas Generation's trading activities are subject to limits within the risk management policy.

(In millions)	Successor		Predecessors	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	
Trading gains/(losses)				
Realized	\$10	\$3	\$7	
Unrealized	—	(4)	(2)	)
Total trading gains/(losses)	\$10	\$(1)	\$5	)

#### Other Cost of Operations

Other cost of operations were \$387 million for the year ended December 31, 2013, \$14 million for the period from December 15, 2012 through December 31, 2012 and \$424 million for the period from January 1, 2012 through December 14, 2012. The changes during the period relate to:

	(In millions)
Decrease due to the revaluation of operating lease liabilities in acquisition accounting in December 2012	\$(51)
Reversal of liability in prior year for Potomac in connection with its deactivation	31
Decrease in other costs primarily related to timing of maintenance and outage work, as well as certain allocated costs classified in general and administrative expense	(31)
	\$(51)

#### Depreciation and Amortization

Depreciation and amortization expense was \$95 million for the year ended December 31, 2013, \$5 million for the period from December 15, 2012 through December 31, 2012 and \$155 million for the period from January 1, 2012

through December 14, 2012. The current year expense reflects the revaluation of the property, plant and equipment recorded in acquisition accounting in December 2012.

GenOn Mid-Atlantic  
2013 Compared to 2012

The following table provides selected financial information for GenOn Mid-Atlantic:

(In millions except otherwise noted)	Successor		Predecessor		Change % <sup>(a)</sup>
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012		
<b>Operating Revenues</b>					
Energy revenue <sup>(b)</sup>	\$863	\$30	\$897	(7	)%
Capacity revenue <sup>(b)</sup>	305	10	197	47	%
Mark-to-market for economic hedging activities	(292	) (12	) (120	) 121	%
Other revenues	3	—	15	(80	)%
Total operating revenues	879	28	989	(14	)%
<b>Operating Costs and Expenses</b>					
Generation cost of sales <sup>(b)</sup>	340	15	465	(29	)%
Mark-to-market for economic hedging activities	(31	) (5	) (5	) N/A	
Contract and emissions credit amortization	18	—	20	(10	)%
Other cost of operations	277	11	314	(15	)%
Total cost of operations	604	21	794	(26	)%
Depreciation and amortization	77	4	114	(35	)%
Selling, general and administrative	66	2	46	38	%
Total operating costs and expenses	747	27	954	(24	)%
Operating Income	132	1	35	N/A	
<b>Other Income/(Expense)</b>					
Interest expense	(4	) —	(4	) —	%
Total other expense	(4	) —	(4	) —	%
Income before income tax expense	128	1	31	N/A	
Income tax	—	—	—	N/A	
Net Income	\$128	\$1	\$31	N/A	
<b>Business Metrics</b>					
Average natural gas price — Henry Hub (\$/MMBtu)	3.65	2.79	2.79	(35	)%
MWh sold (in thousands)	6,903	387	10,948		
MWh generated (in thousands)	7,950	387	10,948		

This column represents the difference between (a) the 2013 successor period and (b) the mathematical combination (a) of the 2012 successor period and the 2012 predecessor period and (c) divided by the combination of the 2012 predecessor and successor periods.

(b) Includes realized gains and losses from financially settled transactions.

N/A - Not Applicable

## Generation Gross Margin

(In millions)	Successor		Predecessor		Change % <sup>(a)</sup>
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012		
Energy revenue	\$863	\$30	\$897	(7	)%
Capacity revenue	305	10	197	47	%
Other revenues	3	—	15	(80	)%
Generation revenue	1,171	40	1,109	2	%
Generation cost of sales	340	15	465	(29	)%
Generation gross margin	\$831	\$25	\$644	24	%

This column represents the difference between (a) the 2013 successor period and (b) the mathematical combination (a) of the 2012 successor period and the 2012 predecessor period and (c) divided by the combination of the 2012 predecessor and successor periods.

Generation gross margin was \$831 million for the year ended December 31, 2013, \$25 million for the period from December 15, 2012 through December 31, 2012 and \$644 million for the period from January 1, 2012 through December 14, 2012. The change during the period due to:

	(In millions)
Higher capacity revenues due to a 10% increase in capacity prices and a 34% increase in volume as Morgantown covered certain capacity obligations at Potomac River, which was deactivated	\$98
Higher gross margin due to a 33% increase in realized energy prices and increased generation at Bowline, offset by a 30% decrease in generation resulting from the deactivation of Potomac River and lower generation at Morgantown and Chalk Point.	72
Other	(8
	)
	\$162

## Mark-to-market for Economic Hedging Activities

Mark-to-market for economic hedging activities includes asset-backed hedges that have not been designated as cash flow hedges. The breakdown of gains and losses included in operating revenues and operating costs and expenses are as follows:

(In millions)	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	
Mark-to-market results in operating revenues				
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(336	)	\$(8	)
Net unrealized gains/(losses) on open positions related to economic hedges	44	(4	)	235
Total mark-to-market losses in operating revenues	(292	)	(12	)
Mark-to-market results in operating costs and expenses				
Reversal of previously recognized unrealized losses on settled positions related to economic hedges	40	6	109	
Net unrealized losses on open positions related to economic hedges	(9	)	(1	)
Total mark-to-market gains in operating costs and expenses	\$31	\$5	\$5	

Mark-to-market results consist of unrealized gains and losses. The settlement of these transactions is reflected in the same caption as the items being hedged.

For the year ended December 31, 2013, the \$292 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period slightly offset by an increase in the value of forward sales of electricity and natural gas contracts as a result of decreases in forward power and natural gas prices. The \$31 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized loss from fuel contracts that settled during the period partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices.

For the period from December 15, 2012 through December 31, 2012, the \$12 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period and a decrease in the value of forward sales of electricity and natural gas contracts as a result of increases in forward power and natural gas prices. The \$5 million gain in operating costs and expenses from economic hedge positions was primarily driven by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period. The gain was partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward coal prices.

For the period from January 1, 2012 through December 14, 2012, the \$120 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period. The loss was partially offset by an increase in the value of forward sales of electricity and natural gas contracts as a result of decreases in forward power and natural gas prices. The \$5 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period. The gain was partially offset by a decrease in the value of forward purchases of fuel contracts, primarily as a result of decreases in forward coal prices.

#### Other Cost of Operations

Other cost of operations were \$277 million for the year ended December 31, 2013, \$11 million for the period from December 15, 2012 through December 31, 2012 and \$314 million for the period from January 1, 2012 through December 14, 2012. The changes during the period were due to:

	(In millions)
Decrease due to the reevaluation of operating lease liabilities in acquisition accounting in December 2012	\$(51 )
Decrease in other costs primarily related to timing of maintenance and outage work, as well as certain allocated costs classified in general and administrative expense	(28 )
Reversal of liability in prior year for Potomac River in connection with its deactivation	31
	\$(48 )

#### Depreciation and Amortization

Depreciation and amortization expense was \$77 million for the year ended December 31, 2013, \$4 million for the period from December 15, 2012 through December 31, 2012 and \$114 million for the period from January 1, 2012 through December 14, 2012. The current year expense reflects the revaluation of the property, plant and equipment recorded in acquisition accounting in December 2012.

#### Liquidity and Capital Resources

##### Liquidity Position

As of December 31, 2013, and 2012, the Registrants' liquidity was comprised of the following:

	As of December 31,	
	2013	2012
	(In millions)	
Cash and cash equivalents (GenOn excluding GenOn Mid-Atlantic and REMA)	\$566	\$662
Cash and cash equivalents (GenOn Mid-Atlantic) <sup>(1)</sup>	64	135
Cash and cash equivalents (REMA) <sup>(1)</sup>	130	28
Restricted cash	—	18
Total	760	843
Credit facility availability	151	239
Total liquidity	\$911	\$1,082

(1) At December 31, 2013, GenOn Mid-Atlantic and REMA did not satisfy the restricted payment tests and therefore, could not use such funds to distribute cash and make other restricted payments.

Management believes that the Registrants' liquidity position and cash flows from operations will be adequate to finance operating, maintenance and capital expenditures, to fund debt service obligations and other liquidity commitments. Management continues to regularly monitor the Company's ability to finance the needs of its operating, financing and investing activity within the dictates of prudent balance sheet management. See additional information

related to the Registrants' debt in Item 15 - Note 10, Debt and Capital Leases, to the Consolidated Financial Statements.

37

---

### Credit Ratings

Credit rating agencies rate a firm's public debt securities. These ratings are utilized by the debt markets in evaluating a firm's credit risk. Ratings influence the price paid to issue new debt securities by indicating to the market the Registrants' ability to pay principal and interest. Rating agencies evaluate a firm's industry, cash flow, leverage, liquidity, and hedge profile, among other factors, in their credit analysis of a firm's credit risk.

The following table summarizes the Registrants' credit ratings as of December 31, 2013:

	S&P	Moody's <sup>(a)</sup>
GenOn 7.875% Senior Notes, due 2017	B	B3
GenOn 9.500% Senior Notes, due 2018	B	B3
GenOn 9.875% Senior Notes, due 2020	B	B3
GenOn Americas Generation 8.500% Senior Notes, due 2021	BB-	B3
GenOn Americas Generation 9.125% Senior Notes, due 2031	BB-	B3

(a) On January 24, 2014, Moody's placed GenOn's ratings under review for downgrade

### Source of Liquidity

The principal sources of liquidity for the Registrants' future operating and capital expenditures are expected to be derived existing cash on hand and cash flows from operations. The Registrants' operating cash flows may be effected by, among other things, demand for electricity, the difference between the cost of fuel used to generate electricity and the market value of the electricity generated, commodity prices (including prices for electricity, emissions allowances, natural gas, coal and oil), operations and maintenance expenses in the ordinary course, planned and unplanned outages, terms with trade creditors, cash requirements for capital expenditures relating to certain facilities (including those necessary to comply with environmental regulations) and the potential impact of future environmental regulations.

### Uses of Liquidity

The Registrants' requirements for liquidity and capital resources, other than for operating its facilities, can generally be categorized by the following: (i) debt service obligations, as described more fully in Item 15 — Note 10, Debt and Capital Leases, to the Consolidated Financial Statements; (ii) capital expenditures, including maintenance and environmental and (iii) payments under the GenOn Mid-Atlantic and REMA operating leases.

### Capital Expenditures

The following tables and descriptions summarize the Registrant's capital expenditures, excluding accruals, for maintenance, environmental, and growth for the year ended December 31, 2013, and the estimated capital expenditure forecast for 2014.

	Maintenance (in millions)	Environmental	Growth	Total
2013:				
GenOn	147	63	91	301
GenOn Americas Generation	53	2	—	55
GenOn Mid-Atlantic	44	—	—	44
2014 Forecast:				
GenOn	99	84	117	300
GenOn Americas Generation	47	8	44	99
GenOn Mid-Atlantic	37	6	44	87



The following table summarizes the Registrants' estimated environmental capital expenditures for the referenced periods by region:

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
2014	\$84	\$8	\$6
2015	27	1	—
2016	4	3	—
2017	1	—	—
2018	4	—	—
Total	\$120	\$12	\$6

#### Operating Leases

GenOn Mid-Atlantic leases 100% interest in both the Dickerson and Morgantown coal units and associated property through 2029 and 2034, respectively, and has an option to extend the leases. Any extensions of the respective leases would be for less than 75% of the economic useful life of the facility, as measured from the beginning of the original lease term through the end of the proposed remaining lease term. The leases are accounted for as operating leases. Although there is variability in the scheduled payment amounts over the lease term, rent expense is recognized for these leases on a straight-line basis. The scheduled payment amounts for the leases are \$131 million and \$110 million for 2014 and 2015, respectively. At December 31, 2013, the total notional minimum lease payments for the remaining term of the leases aggregated \$1.3 billion and the aggregate termination value for the leases was approximately \$1.2 billion and generally decreases over time. In addition, the present value of lease payments at December 31, 2013 was approximately \$1.1 billion (assuming a 10% discount rate). NRG provides letters of credit in support of GenOn Mid-Atlantic's lease obligations in an aggregate amount equal to the greatest of the next six months scheduled rent payments, 50% of the next 12 months scheduled rent payments or \$75 million.

REMA leases 16.45% and 16.67% interests in the Conemaugh and Keystone coal facilities, respectively through 2034 and expects to make payments through 2029. REMA also leases a 100% interest in the Shawville coal facility through 2026 and expects to make payments through that date. At the expiration of these leases, there are several renewal options related to fair value. The leases are accounted for as operating leases. The scheduled payment amounts for the REMA leases are \$63 million and \$56 million for 2014 and 2015, respectively. At December 31, 2013, the total notional minimum lease payments for the remaining term of the leases aggregated \$698 million and the aggregate termination value for the leases was approximately \$698 million and generally decreases over time. In addition, the present value of lease payments at December 31, 2011 was approximately \$592 million (assuming a 9.4% discount rate). NRG provides letters of credit in support of REMA's lease obligations to post rent reserves in an aggregate amount equal to the greater of the next six months scheduled rent payment or 50% of the next 12 months scheduled rent payments.

Item 7A — Quantitative and Qualitative Disclosures About Market Risk (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

The Registrants are exposed to several market risks in their normal business activities. Market risk is the potential loss that may result from market changes associated with the Registrants' merchant power generation or with an existing or forecasted financial or commodity transaction. The types of risks the Registrants are exposed to are commodity price risk, interest rate risk and credit and performance risk. In order to manage commodity price and interest rate risks, the Registrants use various fixed-price forward purchase and sales contracts, futures and option contracts traded on NYMEX, and swaps and options traded in the over-the-counter financial markets to:

- Manage and hedge fixed-price purchase and sales commitments;
- Manage and hedge exposure to variable rate debt obligations;
- Reduce exposure to the volatility of cash market prices; and
- Hedge fuel requirements for the Registrants' generating facilities.

Commodity Price Risk

Commodity price risks result from exposures to changes in spot prices, forward prices, volatilities, and correlations between various commodities, such as natural gas, electricity, coal, oil, and emission credits. The Registrants manage the commodity price risk of their merchant generation operations by entering into various derivative or non-derivative instruments to hedge the variability in future cash flows from forecasted sales and purchases of electricity and fuel. These instruments include forwards, futures, swaps, and option contracts traded on various exchanges, such as NYMEX and Intercontinental Exchange, or ICE, as well as over-the-counter markets. The portion of forecasted transactions hedged may vary based upon management's assessment of market, weather, operation and other factors. While some of the contracts the Registrants use to manage risk represent commodities or instruments for which prices are available from external sources, other commodities and certain contracts are not actively traded and are valued using other pricing sources and modeling techniques to determine expected future market prices, contract quantities, or both. The Registrants use their best estimates to determine the fair value of those derivative contracts. However, it is likely that future market prices could vary from those used in recording mark-to-market derivative instrument valuation, and such variations could be material.

Interest Rate Risk

As of December 31, 2013, GenOn's debt fair value was \$3.1 billion and the carrying value was \$3.1 billion. GenOn estimates that a 1% decrease in market interest rates would have increased the fair value of its long-term debt by \$221 million. As of December 31, 2013, GenOn Americas Generation's debt fair value was \$883 million and the carrying value was \$938 million. GenOn Americas Generation estimates that a 1% decrease in market interest rates would have increased the fair value of its long-term debt by \$120 million.

Counterparty Credit Risk

Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. The Registrants monitor and manage credit risk through credit policies that include: (i) an established credit approval process; (ii) a daily monitoring of counterparties' credit limits; (iii) the use of credit mitigation measures such as margin, collateral, prepayment arrangements, or volumetric limits; (iv) the use of payment netting agreements; and (v) the use of master netting agreements that allow for the netting of positive and negative exposures of various contracts associated with a single counterparty. Risks surrounding counterparty performance and credit could ultimately impact the amount and timing of expected cash flows. The Registrants seek to mitigate counterparty risk by having a diversified portfolio of counterparties. The Registrants also have credit protection within various agreements to call on additional collateral support if and when necessary. Cash margin is collected and held at the Registrants to cover the credit risk of the counterparty until positions settle.

As of December 31, 2013, counterparty credit exposure to a significant portion of GenOn's counterparties was \$538 million and GenOn held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$538 million. Approximately 99% of GenOn's exposure before collateral is expected to roll off by the end of 2015. GenOn Americas Generation's counterparty credit exposure to a significant portion of counterparties was \$527 million and GenOn Americas Generation held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$527 million. Approximately 100% of GenOn Americas Generation's exposure before collateral is

expected to roll off by the end of 2015. GenOn Mid-Atlantic's counterparty credit exposure to a significant portion of counterparties was \$361 million and GenOn Mid-Atlantic held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$361 million. Approximately 100% of GenOn Mid-Atlantic's exposure before collateral is expected to roll off by the end of 2015.

The following tables highlight the credit quality and the net counterparty credit exposure by industry sector. Net counterparty credit exposure is defined as the aggregate net asset position for the Registrants with counterparties where netting is permitted under the enabling agreement and includes all cash flow, mark-to-market and NPNS, and non-derivative transactions. As of December 31, 2013, the exposure is shown net of collateral held and includes amounts net of receivables or payables.

## GenOn

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	68	%
Utilities, energy merchants, marketers and other	12	%
ISOs	20	%
Total	100	%

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Investment grade	98	%
Non-rated	2	%
Total	100	%

(a) Counterparty credit exposure excludes transportation contracts because of the unavailability of market prices.

GenOn has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$326 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

## GenOn Americas Generation

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	69	%
Utilities, energy merchants, marketers and other	11	%
ISOs	20	%
Total	100	%

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Investment grade	98	%
Non-rated	2	%
Total	100	%

(a) Counterparty credit exposure excludes transportation contracts because of the unavailability of market prices.

GenOn Americas Generation has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$377 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn Americas Generation does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

GenOn Mid-Atlantic

Category	Net Exposure <sup>(a)</sup> (% of Total)
Financial institutions	100 %

Category	Net Exposure <sup>(a)</sup> (% of Total)
Investment grade	100 %

(a) Counterparty credit exposure excludes transportation contracts because of the unavailability of market prices.

GenOn Mid-Atlantic has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$335 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn Mid-Atlantic does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

Credit Risk Related Contingent Features

Certain of the Registrants' hedging agreements contain provisions that require the Registrants to post additional collateral if the counterparty determines that there has been deterioration in credit quality, generally termed "adequate assurance" under the agreements, or require the Registrants to post additional collateral if there were a one notch downgrade in the Registrants' credit rating. The collateral required for contracts that have adequate assurance clauses that are in net liability positions as of December 31, 2013, was \$33 million for GenOn and GenOn Americas Generation. The collateral required for contracts with credit rating contingent features that are in a net liability position as of December 31, 2013, was \$0.5 million for GenOn and GenOn Americas Generation. In addition, GenOn and GenOn Americas Generation are parties to certain marginable agreements under which they have net liability positions, but the counterparties have not called for collateral due, which is approximately \$4 million as of December 31, 2013. As of December 31, 2013, GenOn Mid-Atlantic did not have any financial instruments with credit risk related contingent features.

Item 8 — Financial Statements and Supplementary Data (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

The financial statements and schedules of the Registrants are listed in Part IV, Item 15 of this Form 10-K.

Item 9 — Changes in and Disagreements with Accountants on Accounting and Financial Disclosure (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

None.

Item 9A — Controls and Procedures (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Under the supervision and with the participation of the Registrants' management, including principal executive officer, principal financial officer and principal accounting officer, the Registrants conducted an evaluation of the effectiveness of the design and operation of disclosure controls and procedures, as such term is defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act. Based on this evaluation, the Registrants' principal executive officer, principal financial officer and principal accounting officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this annual report on Form 10-K. Management's reports on the Registrants' internal control over financial reporting are incorporated under the caption "Management's Report on Internal Control over Financial Reporting" of the Registrants' Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Changes in Internal Control over Financial Reporting

There were no changes in the Registrants' internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred in the fourth quarter of 2013 that materially affected, or are reasonably likely to materially affect, the Registrants' internal control over financial reporting.

Inherent Limitations over Internal Controls

The Registrants' internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. GAAP. The Registrants' internal control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Registrants' assets;
  2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with U.S. GAAP, and that the Registrants' receipts and expenditures are being made only in accordance with authorizations of management and directors; and
  3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Registrants' assets that could have a material effect on the consolidated financial statements.
- Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations, including the possibility of human error and circumvention by collusion or overriding of controls. Accordingly, even an effective internal control system may not prevent or detect material misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Item 9B — Other Information (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

None.

## PART III

## Item 10 — Directors, Executive Officers and Corporate Governance

Item 10 has been omitted from this report for the Registrants pursuant to the reduced disclosure format permitted by General Instruction I to Form 10-K.

## Item 11 — Executive Compensation

Item 11 has been omitted from this report for the Registrants pursuant to the reduced disclosure format permitted by General Instruction I to Form 10-K.

## Item 12 — Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Item 12 has been omitted from this report for the Registrants pursuant to the reduced disclosure format permitted by General Instruction I to Form 10-K.

## Item 13 — Certain Relationships and Related Transactions, and Director Independence

Item 13 has been omitted from this report for the Registrants pursuant to the reduced disclosure format permitted by General Instruction I to Form 10-K.

## Item 14 — Principal Accounting Fees and Services (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

KPMG LLP conducts an integrated audit of NRG and its subsidiaries. Professional audit services and other services rendered by KPMG LLP subsequent to December 14, 2012 were allocated to the Registrants through the Services Agreement with NRG as described in Note 18, Commitments and Contingencies, to the Registrants' consolidated financial statements. Prior to the NRG Merger, the GenOn Audit Committee pre-approved all audit services and permissible non-audit services provided by the independent auditor. As provided in the NRG Audit Committee Charter, the NRG Audit Committee pre-approved all audit services and permissible non-audit services provided by the independent auditor from the time of the NRG Merger and for the remainder of fiscal year 2012 as well as fiscal 2013. The following table shows the aggregate fees related to the audit and other services provided by KPMG LLP for fiscal years 2013 and 2012. Amounts in the table for periods prior to the consummation of the NRG Merger on December 14, 2012 reflect amounts paid by the Registrants to KPMG LLP.

	2013	2012
	(in thousands)	
Audit Fees <sup>(a)</sup>	\$3,450	\$4,840
Audit-Related Fees <sup>(b)</sup>	—	197
Total	\$3,450	\$5,037

Includes fees and expenses related to the audits of the Registrants' consolidated financial statements for 2013 and 2012 and the effectiveness of GenOn's internal controls over financial reporting for 2012. This category also includes the review of financial statements included in the Registrants' Quarterly Reports on Form 10-Q, the audits (a) of various subsidiary financial statements required by statute or regulation, and services that are normally provided by the independent auditors in connection with regulatory filings or engagements, consultations provided on audit and accounting matters that arose during, or as a result of, the audits or the reviews of interim financial statements, and the preparation of any written communications on internal control matters.

(b) Consists of accounting consulting, assurance and related services that are reasonably related to the performance of the audit or review of the Registrants' financial statements, which during 2012 related to the NRG Merger, and are not reported above under "Audit Fees."

PART IV

Item 15 — Exhibits, Financial Statement Schedules (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

(a)(1) Financial Statements

The following consolidated financial statements of GenOn Energy, Inc., GenOn Americas Generation, LLC and GenOn Mid-Atlantic, LLC and related notes thereto, together with the reports thereon of KPMG LLP, are included herein:

GenOn Energy, Inc.

Consolidated Statements of Operations

Consolidated Statements of Comprehensive Loss

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Stockholder's Equity

GenOn Americas Generation, LLC

Consolidated Statements of Operations

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Member's Equity

GenOn Mid-Atlantic, LLC

Consolidated Statements of Operations

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Member's Equity

Combined Notes to Consolidated Financial Statements

(a)(2) Financial Statement Schedules

The following Consolidated Financial Statement Schedules of GenOn Energy, Inc., GenOn Americas Generation, LLC and GenOn Mid-Atlantic, LLC are filed as part of Item 15(d) of this report and should be read in conjunction with the Consolidated Financial Statements.

Schedule I — GenOn Energy, Inc. Financial Statements

Schedule I — GenOn Americas Generation, LLC Financial Statements

Schedule II — Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore, have been omitted.

(a)(3) Exhibits: See Exhibit Index submitted as a separate section of this report.

(b) Exhibits

See Exhibit Index submitted as a separate section of this report.

(c) Not applicable



MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Registrants' management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Registrants' management, including their principal executive officer, principal financial officer and principal accounting officer, the Registrants conducted an evaluation of the effectiveness of their internal control over financial reporting based on the framework in Internal Control — Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the Registrants' evaluation under the framework in Internal Control — Integrated Framework (1992), the Registrants' management concluded that their internal control over financial reporting was effective as of December 31, 2013.

The effectiveness of the Registrants' internal control over financial reporting as of December 31, 2013, has been audited by KPMG LLP, the Registrants' independent registered public accounting firm, as stated in its report which is included in this Form 10-K.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

GenOn Energy, Inc.:

We have audited the accompanying consolidated balance sheets of GenOn Energy, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income/ (loss), cash flows, and stockholder's equity for the year ended December 31, 2013 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor). In connection with our audits of the consolidated financial statements, we also have audited financial statement schedules "Schedule I. Condensed Financial Information of Registrant and Schedule II. Valuation and Qualifying Accounts for the year ended December 31, 2013 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor)." These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GenOn Energy, Inc. and subsidiaries as of December 31, 2013 and 2012 (Successor), and the results of their operations and their cash flows for the year ended December 31, 2013 and for the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor) in conformity with U.S generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP  
KPMG LLP

Philadelphia, Pennsylvania  
February 28, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

GenOn Americas Generation, LLC:

We have audited the accompanying consolidated balance sheets of GenOn Americas Generation, LLC and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations, cash flows, and member's equity for the year ended December 31, 2013 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor). In connection with our audits of the consolidated financial statements, we also have audited financial statement schedules "Schedule I. Condensed Financial Information of Registrant and Schedule II. Valuation and Qualifying Accounts for the year ended December 31, 2013 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor)." These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GenOn Americas Generation, LLC and subsidiaries as of December 31, 2013 and 2012 (Successor), and the results of their operations and their cash flows for the year ended December 31, 2013 and for the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor) in conformity with U.S generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP  
KPMG LLP

Philadelphia, Pennsylvania  
February 28, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

GenOn Mid-Atlantic, LLC:

We have audited the accompanying consolidated balance sheets of GenOn Mid-Atlantic, LLC and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations, cash flows, and member's equity for the year ended December 31, 2013 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor). In connection with our audits of the consolidated financial statements, we also have audited financial statement schedule "Schedule II. Valuation and Qualifying Accounts for the year ended December 31, 2013 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor)." These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GenOn Mid-Atlantic, LLC and subsidiaries as of December 31, 2013 and 2012 (Successor), and the results of their operations and their cash flows for the year ended December 31, 2013 and for the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011 (Predecessor) in conformity with U.S generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP  
KPMG LLP

Philadelphia, Pennsylvania  
February 28, 2014

## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
Operating Revenues				
Operating revenue	\$2,556	\$73	\$2,564	\$3,614
Operating revenues - affiliate	48	—	—	—
Total operating revenues	2,604	73	2,564	3,614
Operating Costs and Expenses				
Cost of operations	1,715	66	2,073	2,642
Cost of operations - affiliate	193	—	—	—
Depreciation and amortization	249	10	339	375
Impairment losses	—	—	47	133
Selling, general and administrative	203	8	166	255
Selling, general and administrative - affiliate	11	—	—	—
Acquisition-related transaction and integration costs	70	53	11	—
Total operating costs and expenses	2,441	137	2,636	3,405
Operating Income/(Loss)	163	(64)	(72)	209
Other Income/(Expense)				
Equity in earnings of unconsolidated affiliates	4	—	—	—
Other income, net	1	—	3	4
Interest expense	(193)	(8)	(330)	(379)
Interest expense - affiliate	(12)	—	—	—
Loss on debt extinguishment and refinancing expense	(11)	—	—	(23)
Total other expense	(211)	(8)	(327)	(398)
Loss Before Income Taxes	(48)	(72)	(399)	(189)
Income tax(benefit)/expense	(6)	—	15	—
Net Loss	\$(42)	\$(72)	\$(414)	\$(189)

See notes to Consolidated Financial Statements.

## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
Net Loss	\$ (42 )	\$ (72 )	\$ (414 )	\$ (189 )
Other Comprehensive Income/(Loss), net of reclassifications, net of tax of \$0:				
Unrealized (loss)/gain on derivatives	(1 )	1	(18 )	(55 )
Available-for-sale securities	—	—	—	(1 )
Defined benefit plans	101	1	(8 )	(89 )
Other, net	—	—	1	—
Other Comprehensive Income/(Loss)	100	2	(25 )	(145 )
Comprehensive Income/(Loss)	\$ 58	\$ (70 )	\$ (439 )	\$ (334 )

See notes to Consolidated Financial Statements.

GENON ENERGY, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2013	2012
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$760	\$825
Funds deposited by counterparties	56	140
Restricted cash	—	18
Accounts receivable — trade	178	138
Inventory	443	422
Derivative instruments	464	596
Derivative instruments — affiliate	5	8
Cash collateral paid in support of energy risk management activities	62	148
Prepayments and other current assets	194	261
Total current assets	2,162	2,556
Property, Plant and Equipment		
In service	3,311	3,138
Under construction	113	693
Total property, plant and equipment	3,424	3,831
Less accumulated depreciation	(248	) (1
Net property, plant and equipment	3,176	3,830
Other Assets		
Intangible assets, net of accumulated amortization of \$34 and \$1	65	78
Derivative instruments	181	511
Derivative instruments — affiliate	1	1
Deferred income taxes	—	209
Other non-current assets	149	234
Total other assets	396	1,033
Total Assets	\$5,734	\$7,419

See notes to Consolidated Financial Statements.

## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS (Continued)

	As of December 31,	
	2013	2012
	(In millions)	
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt and capital leases	\$5	\$32
Accounts payable	187	190
Accounts payable — affiliate	72	6
Derivative instruments	160	237
Derivative instruments — affiliate	3	8
Deferred income taxes	—	209
Cash collateral received in support of energy risk management activities	56	140
Accrued payroll	103	155
Accrued taxes	39	62
Accrued interest expense	44	46
Accrued expenses and other current liabilities	80	75
<b>Total current liabilities</b>	<b>749</b>	<b>1,160</b>
<b>Other Liabilities</b>		
Long-term debt and capital leases	3,128	4,170
Postretirement and other benefit obligations	185	324
Derivative instruments	18	123
Derivative instruments — affiliate	—	1
Out-of-market contracts	1,045	1,124
Other non-current liabilities	296	310
<b>Total non-current liabilities</b>	<b>4,672</b>	<b>6,052</b>
<b>Total Liabilities</b>	<b>5,421</b>	<b>7,212</b>
<b>Commitments and Contingencies</b>		
<b>Stockholder's Equity</b>		
Common stock: \$0.001 par value, 1 share authorized and issued at December 31, 2012 and 2013	—	—
Additional paid-in capital	325	277
Accumulated deficit	(114	) (72
Accumulated other comprehensive income	102	2
<b>Total Stockholder's Equity</b>	<b>313</b>	<b>207</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$5,734</b>	<b>\$7,419</b>

See notes to Consolidated Financial Statements.



GENON ENERGY, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Successor For the Year Ended December 31, 2013 (In millions)		Predecessor January 1, 2012 through December 14, 2012 (In millions)		For the Year Ended December 31, 2011
		December 15, 2012 through December 31, 2012			
Cash Flows from Operating Activities					
Net loss	\$(42	) \$(72	) \$(414	) \$(189	)
Adjustments to reconcile net loss to net cash provided/(used) by operating activities:					
Depreciation and amortization	249	10	339	375	
Amortization of financing costs and debt discount/premiums	(72	) (4	) 16	15	
Loss on debt extinguishment	(28	) —	—	23	
Amortization of out-of-market contracts and emission allowances	(45	) (2	) (45	) (33	)
Amortization of unearned equity compensation	9	6	19	14	
Gain on disposals and sales of assets	—	—	(9	) (6	)
Impairment losses	—	—	47	133	
Changes in derivative instruments	310	13	143	(224	)
Changes in collateral deposits supporting energy risk management activities	—	—	—	—	
Postretirement benefits curtailment (gain) loss	—	—	2	—	
Excess materials and supplies inventory reserve	—	—	35	—	
Lower of cost or market inventory adjustments	—	—	108	13	
Advance settlement of out-of-market contract obligation	—	—	(20	) —	
Potomac River settlement obligation and reversal	—	—	(32	) —	
Large scale remediation and settlement costs	—	—	(3	) 59	
Other, net	86	—	3	(5	)
Cash provided/(used) by changes in other working capital, net of acquisition and disposition effects:					
Accounts receivable - trade	(59	) (10	) 164	204	
Inventory	(25	) (1	) (56	) (21	)
Prepayments and other current assets	61	(27	) (31	) (38	)
Accounts payable	118	(67	) (111	) (183	)
Accrued expenses and other current liabilities	(71	) 18	36	14	
Other assets and liabilities	41	(16	) 17	(8	)
Net Cash Provided/(Used) by Operating Activities	532	(152	) 208	143	
Cash Flows from Investing Activities	175	—	—	—	

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Net proceeds from sale of NRG Marsh Landing				
Capital expenditures	(301	) (12	) (557	) (450
Proceeds from sale of assets, net	—	—	14	18
(Increase)/decrease in restricted cash, net	18	6	189	1,424
Other	(21	) —	2	(21
Net Cash (Used)/Provided by Investing Activities	(129	) (6	) (352	) 971
Cash Flows from Financing Activities				
Payment for treasury stock	—	—	—	—
Proceeds from issuance of long-term debt	110	—	283	107
Payment of debt issuance costs	—	—	—	(2
Payments for short and long-term debt	(578	) —	(695	) (2,078
Proceeds from exercises of stock options	—	—	—	3
Net Cash (Used)/Provided by Financing Activities	(468	) —	(412	) (1,970
Net (Decrease)/Increase in Cash and Cash Equivalents	(65	) (158	) (556	) (856
Cash and Cash Equivalents at Beginning of Period	825	983	1,539	2,395
Cash and Cash Equivalents at End of Period	\$760	\$825	\$983	\$1,539
Supplemental Disclosures				
Interest paid, net of amount capitalized	\$259	\$51	\$279	\$382
Income taxes (received)/paid, net	\$(75	) \$—	\$11	\$(9
See notes to Consolidated Financial Statements.				

## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF STOCKHOLDER'S EQUITY

	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income/(Loss)	Total Stockholder's Equity
	(In millions)				
Predecessor					
Balances as of December 31, 2010	\$1	\$7,432	\$(1,974 )	\$ (25 )	\$ 5,434
Net loss	—	—	(189 )	—	(189 )
Other comprehensive loss	—	—	—	(145 )	(145 )
Equity-based compensation	—	17	—	—	17
Balances as of December 31, 2011	\$1	\$7,449	\$(2,163 )	\$ (170 )	\$ 5,117
Net loss	—	—	(414 )	—	(414 )
Other comprehensive loss	—	—	—	(25 )	(25 )
Equity-based compensation	—	14	—	—	14
Balances as of December 14, 2012 <sup>(a)</sup>	\$1	\$7,463	\$(2,577 )	\$ (195 )	\$ 4,692
Successor					
Balances as of December 15, 2012 <sup>(a)</sup>	\$—	\$277	\$—	\$ —	\$ 277
Net loss	—	—	(72 )	—	(72 )
Other comprehensive income	—	—	—	2	2
Balances as of December 31, 2012	\$—	\$277	\$(72 )	\$ 2	\$ 207
Net income	—	—	(42 )	—	(42 )
Other comprehensive loss	—	—	—	100	100
Sale of Marsh Landing to NRG	—	48	—	—	48
Balances as of December 31, 2013	\$—	\$325	\$(114 )	\$ 102	\$ 313

<sup>(a)</sup> The differences in equity balances at December 14, 2012 and December 15, 2012 are due to the application of pushdown accounting reflecting the NRG Merger.

See notes to Consolidated Financial Statements.

GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
<b>Operating Revenues</b>				
Operating revenues	\$2,428	\$74	\$2,405	\$3,015
Operating revenues - affiliate	133	3	189	(77 )
Total operating revenues	2,561	77	2,594	2,938
<b>Operating Costs and Expenses</b>				
Cost of operations	890	28	1,064	1,038
Cost of operations - affiliate	1,356	41	1,307	1,374
Depreciation and amortization	95	5	155	177
Impairment losses	—	—	—	128
Selling, general and administrative	15	1	11	12
Selling, general and administrative - affiliate	74	2	62	76
Total operating costs and expenses	2,430	77	2,599	2,805
Operating Income/(Loss)	131	—	(5 )	133
<b>Other Income/(Expense)</b>				
Other expense, net	1	—	—	(1 )
Interest expense	(66 )	(3 )	(70 )	(88 )
Interest expense — affiliate	(7 )	—	(5 )	(5 )
Loss on debt extinguishment and refinancing expense	—	—	—	(23 )
Total other expense	(72 )	(3 )	(75 )	(117 )
Income/(Loss) Before Income Taxes	59	(3 )	(80 )	16
Income tax	—	—	—	—
Net Income/(Loss)	\$59	\$(3 )	\$(80 )	\$16

See notes to Consolidated Financial Statements.

GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2013	2012
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$63	\$148
Accounts receivable — trade, less allowance for doubtful accounts of \$2 and \$0	151	125
Note receivable — affiliate	299	198
Inventory	270	223
Derivative instruments	462	596
Derivative instruments — affiliate	84	60
Cash collateral paid in support of energy risk management activities	50	91
Prepayments and other current assets	105	99
Total current assets	1,484	1,540
Property, Plant and Equipment		
In service	1,287	1,213
Under construction	3	9
Total property, plant and equipment	1,290	1,222
Less accumulated depreciation	(96	) (1
Net property, plant and equipment	1,194	1,221
Other Assets		
Intangible assets, net of accumulated amortization of \$34 and \$1	64	76
Derivative instruments	181	511
Derivative instruments — affiliate	8	25
Other non-current assets	32	13
Total other assets	285	625
Total Assets	\$2,963	\$3,386
See notes to Consolidated Financial Statements.		

GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEETS (Continued)

	As of December 31,	
	2013	2012
	(In millions)	
<b>LIABILITIES AND MEMBER'S EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt and capital leases	\$5	\$5
Accounts payable	90	69
Accounts payable — affiliate	86	71
Derivative instruments	160	228
Derivative instruments — affiliate	107	134
Cash collateral received in support of energy risk management activities	56	140
Accrued expenses and other current liabilities	93	87
<b>Total current liabilities</b>	<b>597</b>	<b>734</b>
<b>Other Liabilities</b>		
Long-term debt and capital leases	943	955
Derivative instruments	18	82
Derivative instruments — affiliate	23	51
Out-of-market contracts	575	603
Other non-current liabilities	116	120
<b>Total non-current liabilities</b>	<b>1,675</b>	<b>1,811</b>
<b>Total Liabilities</b>	<b>2,272</b>	<b>2,545</b>
<b>Commitments and Contingencies</b>		
<b>Member's Equity</b>		
Member's interest	691	841
<b>Total Member's Equity</b>	<b>691</b>	<b>841</b>
<b>Total Liabilities and Member's Equity</b>	<b>\$2,963</b>	<b>\$3,386</b>
See notes to Consolidated Financial Statements.		

GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
Cash Flows from Operating Activities				
Net income/(loss)	\$59	\$(3 )	\$(80 )	\$16
Adjustments to reconcile net income/(loss) to net cash provided/(used) by operating activities:				
Depreciation and amortization	95	5	155	177
Amortization of financing costs and debt discount/premiums	(8 )	—	—	(1 )
Loss on debt extinguishment	—	—	—	23
Amortization of out-of-market contracts and emission allowances	(9 )	—	—	0
Gain on disposals and sales of assets	—	—	—	(3 )
Impairment losses	—	—	—	128
Changes in derivative instruments	270	12	134	(138 )
Excess materials and supplies inventory reserve	—	—	6	—
Lower of cost or market inventory adjustments	—	—	65	8
Potomac River settlement obligation and reversal	—	—	(32 )	—
Large scale remediation and settlement costs Other, net	— (36 )	— ) —	(3 ) —	) 59 —
Cash provided/(used) by changes in other working capital, net of acquisition and disposition effects:				
Accounts receivable – trade	(26 )	) (16 )	) 127	) 75
Accounts receivable – affiliate	—	—	(9 )	) (20 )
Inventory	(47 )	) (4 )	) (67 )	) 30
Prepayments and other current assets	(6 )	) (19 )	) (23 )	) (27 )
Accounts payable	1	(50 )	) (56 )	) 39
Accounts payable - affiliate	15	(40 )	) 47	39
Accrued expenses and other current liabilities	6	20	8	25
Other assets and liabilities	(4 )	) (19 )	) (2 )	) (66 )
Net Cash Provided/(Used) by Operating Activities	310	(114 )	) 270	364
Cash Flows from Investing Activities				
Capital expenditures	(55 )	) (4 )	) (190 )	) (159 )
Proceeds from sale of assets, net	—	—	2	9
Purchase of emission allowances, net of proceeds	(21 )	) —	—	—
Decrease in restricted cash, net	—	—	197	702

Edgar Filing: GenOn Energy, Inc. - Form 10-K

(Increase)/decrease in notes receivable - affiliate	(101	) 95	(211	) (181	)
Net Cash Provided/(Used) by Investing Activities	(177	) 91	(202	) 371	
Cash Flows from Financing Activities					
Payments for short and long-term debt	(3	) —	(4	) (1,405	)
Increase of notes payable-affiliate	—	—	52	49	
Capital contributions	70	—	18	474	
Distributions to member	(285	) —	(230	) (100	)
Redemption of preferred stock in affiliate	—	—	—	—	
Net Cash (Used)/Provided by Financing Activities	(218	) —	(164	) (982	)
Net (Decrease)/Increase in Cash and Cash Equivalents	(85	) (23	) (96	) (247	)
Cash and Cash Equivalents at Beginning of Period	148	171	267	514	
Cash and Cash Equivalents at End of Period	\$63	\$148	\$171	\$267	
Supplemental Disclosures					
Interest paid, net of amount capitalized	\$73	\$—	\$72	\$94	
Cash refunds received for income taxes	\$—	\$—	\$—	\$1	
Non-cash investing and financing activities					
Conversion to equity of notes payable to affiliate	\$—	\$—	\$—	\$2	

See notes to Consolidated Financial Statements.



GENON AMERICAS GENERATION, LLC SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF MEMBER'S EQUITY

	Member's Interest  (In millions)	Preferred Stock in Affiliate	Total Member's Equity
Predecessor			
Balances as of December 31, 2010	\$3,573	\$—	\$3,573
Net income	16	—	16
Distributions to member	(100	) —	(100
Capital contributions	476	—	476
Balances as of December 31, 2011	\$3,965	\$—	\$3,965
Net loss	(80	) —	(80
Distributions to member	(230	) —	(230
Capital contributions	18	—	18
Balances as of December 14, 2012 <sup>(a)</sup>	\$3,673	\$—	\$3,673
Successor			
Balances as of December 15, 2012 <sup>(a)</sup>	\$844	\$—	\$844
Net loss	(3	) —	(3
Balances as of December 31, 2012	\$841	\$—	\$841
Net income	59	—	59
Distributions to member	(209	) —	(209
Balances as of December 31, 2013	\$691	\$—	\$691

<sup>(a)</sup> The differences in equity balances at December 14, 2012 and December 15, 2012 are due to the application of pushdown accounting reflecting the NRG Merger.

See notes to Consolidated Financial Statements.

GENON MID-ATLANTIC, LLC AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
<b>Operating Revenues</b>				
Operating revenues	\$7	\$(3 )	\$143	\$260
Operating revenues — affiliate	872	31	846	1,087
Total operating revenues	879	28	989	1,347
<b>Operating Costs and Expenses</b>				
Cost of operations	583	8	202	311
Cost of operations — affiliate	21	13	592	644
Depreciation and amortization	77	4	114	131
Impairment losses	—	—	—	94
Selling, general and administrative	2	—	7	8
Selling, general and administrative — affiliate	64	2	39	49
Total operating costs and expenses	747	27	954	1,237
Operating Income	132	1	35	110
<b>Other Expense</b>				
Interest expense	(1 )	—	(1 )	(1 )
Interest expense — affiliate	(3 )	—	(3 )	(4 )
Total other expense	(4 )	—	(4 )	(5 )
Income Before Income Taxes	128	1	31	105
Income tax	—	—	—	—
Net Income	\$128	\$1	\$31	\$105

See notes to Consolidated Financial Statements.

GENON MID-ATLANTIC, LLC AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2013	2012
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$64	\$135
Accounts receivable — trade	4	4
Accounts receivable — affiliate	35	—
Inventory	158	137
Derivative instruments	298	285
Derivative instruments — affiliate	53	109
Prepayments and other current assets	81	46
Total current assets	693	716
Property, Plant and Equipment		
In service	1,061	1,017
Under construction	3	5
Total property, plant and equipment	1,064	1,022
Less accumulated depreciation	(77	) (1
Net property, plant and equipment	987	1,021
Other Assets		
Intangible assets, net of accumulated amortization of \$0 and \$0	11	11
Derivative instruments	60	351
Derivative instruments — affiliate	96	104
Prepaid rent	25	—
Total other assets	192	466
Total Assets	\$1,872	\$2,203
See notes to Consolidated Financial Statements.		

GENON MID-ATLANTIC, LLC AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS (Continued)

	As of December 31,	
	2013	2012
	(In millions)	
<b>LIABILITIES AND MEMBER'S EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt and capital leases	\$5	\$5
Accounts payable	16	16
Accounts payable — affiliate	—	2
Derivative instruments	—	3
Derivative instruments — affiliate	64	97
Cash collateral received in support of energy risk management activities	—	57
Accrued taxes and other current liabilities	49	46
Total current liabilities	134	226
<b>Other Liabilities</b>		
Long-term debt and capital leases	5	9
Derivative instruments — affiliate	9	55
Out-of-market contracts	575	603
Other non-current liabilities	71	75
Total non-current liabilities	660	742
Total Liabilities	794	968
<b>Commitments and Contingencies</b>		
<b>Member's Equity</b>		
Member's interest	1,078	1,235
Total Member's Equity	1,078	1,235
Total Liabilities and Member's Equity	\$1,872	\$2,203
See notes to Consolidated Financial Statements.		

GENON MID-ATLANTIC, LLC AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
<b>Cash Flows from Operating Activities</b>				
Net income	\$128	\$1	\$31	\$105
Adjustments to reconcile net income to net cash provided/(used) by operating activities:				
Depreciation and amortization	77	4	114	131
Loss on disposals and sales of assets	7	—	—	—
Amortization of out-of-market contracts and emission allowances	(11)	) —	—	—
Impairment losses	—	—	—	94
Changes in derivative instruments	260	7	115	(120)
Excess materials and supplies inventory reserve	—	—	4	—
Lower of cost or market inventory adjustments	—	—	65	8
Potomac River settlement obligation and reversal	—	—	(32)	) —
Large scale remediation and settlement costs	—	—	(3)	) 59
Cash provided/(used) by changes in other working capital, net of acquisition and disposition effects:				
Accounts receivable - trade	—	(2)	) 22	(4)
Accounts receivable - affiliate	—	—	10	125
Inventory	(21)	) (4)	) (46)	) (53)
Prepayments and other current assets	(69)	) (32)	) (16)	) (31)
Accounts payable	—	2	44	19
Accounts payable - affiliate	—	—	(7)	) (70)
Accrued expenses and other current liabilities	(8)	) 15	—	24
Other assets and liabilities	(102)	) (16)	) (11)	) (35)
Net Cash Provided/(Used) by Operating Activities	261	(25)	) 290	252
<b>Cash Flows from Investing Activities</b>				
Capital expenditures	(44)	) (3)	) (159)	) (147)
Proceeds from the sales of assets	—	—	1	1
Decrease/(increase) in restricted cash, net	—	—	197	(166)
Net Cash (Used)/Provided by Investing Activities	(44)	) (3)	) 39	(312)
<b>Cash Flows from Financing Activities</b>				

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Payments for short and long-term debt	(3	) —	(4	) (4	)
Capital contributions	—	—	—	30	
Distributions to member	(285	) —	(230	) (100	)
Net Cash Used by Financing Activities	(288	) —	(234	) (74	)
Net (Decrease)/Increase in Cash and Cash Equivalents	(71	) (28	) 95	(134	)
Cash and Cash Equivalents at Beginning of Period	135	163	68	202	
Cash and Cash Equivalents at End of Period	\$64	\$135	\$163	\$68	
Supplemental Disclosures					
Cash refunds received for income taxes	\$—	\$—	\$—	\$1	
See notes to Consolidated Financial Statements.					

64

---

GENON MID-ATLANTIC, LLC AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF MEMBER'S EQUITY

	Member's Interest  (In millions)	Preferred Stock in Affiliate	Total Member's Equity
Predecessor			
Balances as of December 31, 2010	\$3,892	\$—	\$3,892
Net income	105	—	105
Distributions to member	(100	) —	(100
Capital contributions	30	—	30
Balances as of December 31, 2011	\$3,927	\$—	\$3,927
Net income	31	—	31
Distributions to member	(230	) —	(230
Balances as of December 14, 2012 <sup>(a)</sup>	\$3,728	\$—	\$3,728
Successor			
Balances as of December 15, 2012 <sup>(a)</sup>	\$1,234	\$—	\$1,234
Net income	1	—	1
Balances as of December 31, 2012	\$1,235	\$—	\$1,235
Net income	128	—	128
Distributions to member	(285	) —	(285
Balances as of December 31, 2013	\$1,078	\$—	\$1,078

(a) The differences in equity balances at December 14, 2012 and December 15, 2012 are due to the application of pushdown accounting reflecting the NRG Merger.

See notes to Consolidated Financial Statements.

## COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Note 1 — Nature of Business (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

## General

GenOn is a wholesale generator with approximately 19,997 MW of net electric generating capacity located in the U.S. GenOn Americas Generation is a wholesale generator with approximately 7,852 MW of net electric generating capacity located, in many cases, near major metropolitan areas. GenOn Americas Generation's electric generating capacity is part of the 19,997 MW of net electric generating capacity of GenOn.

GenOn Mid-Atlantic operates and owns or leases 4,683 MW of net electric generating capacity in Maryland, near Washington, D.C. GenOn Mid-Atlantic's electric generating capacity is part of the 7,852 MW of net electric generating capacity of GenOn Americas Generation. GenOn Mid-Atlantic's generating facilities serve the Eastern PJM markets.

GenOn Americas Generation and GenOn Mid-Atlantic are Delaware limited liability companies and indirect wholly-owned subsidiaries of GenOn. GenOn Mid-Atlantic is a wholly-owned subsidiary of GenOn North America and an indirect wholly-owned subsidiary of GenOn Americas Generation.

GenOn's generation facilities consist of baseload, intermediate and peaking power generation facilities. The following table summarizes GenOn's generation portfolio by operating segment.

Generation Type	(In MW)			Total
	East	South Central	West	
Natural gas	6,389	1,198	4,435	12,022
Coal	5,898	—	—	5,898
Oil	2,077	—	—	2,077
Total generation capacity	14,364	1,198	4,435	19,997

GenOn Americas Generation facilities consist of baseload, intermediate and peaking power generation facilities. The following table summarizes GenOn Americas Generation's portfolio by operating segment.

Generation Type	(In MW)		Total
	East	West	
Natural gas	2,938	1,029	3,967
Coal	2,433	—	2,433
Oil	1,452	—	1,452
Total generation capacity	6,823	1,029	7,852

GenOn Mid-Atlantic facilities consist of baseload, intermediate and peaking power generation facilities. The following table summarizes GenOn Mid-Atlantic's portfolio in the East region.

Generation Type	(In MW)
	East
Natural gas	2,433
Coal	1,942
Oil	308
Total generation capacity	4,683

The Registrants sell power from their generation portfolio and offer capacity or similar products to retail electric providers and others, and provide ancillary services to support system reliability.

## NRG Merger

On December 14, 2012, NRG completed the acquisition of GenOn with GenOn continuing as a wholly-owned subsidiary of NRG. The NRG Merger is accounted for under the acquisition method of accounting. Fair value adjustments related to the NRG Merger have been pushed down to GenOn, GenOn Americas Generation and GenOn Mid-Atlantic, resulting in certain assets and liabilities of the Registrants being recorded at fair value at December 15, 2012. See Note 3, NRG Merger and Dispositions, for further discussion.





The Registrants' consolidated statements of operations subsequent to the NRG Merger include amortization expense relating to fair value adjustments and depreciation expense based on the fair value of the Registrants' property, plant and equipment. In addition, effective with the NRG Merger, the Registrants adopted accounting policies of NRG. Therefore, the Registrants' financial information prior to the NRG Merger is not comparable to its financial information subsequent to the NRG Merger.

As a result of the impact of pushdown accounting, the financial statements and certain note presentations separate the Registrants' presentations into two distinct periods, the period before the consummation of the NRG Merger (labeled predecessor) and the period after that date (labeled successor), to indicate the application of different basis of accounting between the periods presented.

#### Note 2 — Summary of Significant Accounting Policies (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic) Basis of Presentation and Principles of Consolidation

This is a combined annual report of the Registrants. The notes to the consolidated financial statements apply to the Registrants as indicated parenthetically next to each corresponding disclosure.

The Registrants' consolidated financial statements have been prepared in accordance with U.S. GAAP. The ASC, established by the FASB, is the source of authoritative U.S. GAAP to be applied by nongovernmental entities. In addition, the rules and interpretative releases of the SEC under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants.

The consolidated financial statements include the Registrants' accounts and operations and those of their subsidiaries in which the Registrants have a controlling interest. All significant intercompany transactions and balances have been eliminated in consolidation. The usual condition for a controlling financial interest is ownership of a majority of the voting interests of an entity. However, a controlling financial interest may also exist through arrangements that do not involve controlling voting interests. As such, the Registrants apply the guidance of ASC 810, Consolidations, or ASC 810, to determine when an entity that is insufficiently capitalized or not controlled through its voting interests, referred to as a VIE, should be consolidated.

#### Predecessor and Successor Reporting

On December 14, 2012, NRG completed the acquisition of GenOn with GenOn continuing as a wholly-owned subsidiary of NRG. The NRG Merger is accounted for under the acquisition method of accounting. Fair value adjustments related to the NRG Merger have been pushed down to GenOn, GenOn Americas Generation, and GenOn Mid-Atlantic, resulting in certain assets and liabilities of the Registrants being recorded at fair value at December 15, 2012. See Note 3, NRG Merger and Dispositions, for further discussion.

The Registrants' consolidated statements of operations subsequent to the NRG Merger include amortization expense relating to fair value adjustments and depreciation expense based on the fair value of the Registrants' property, plant and equipment. In addition, effective with the NRG Merger, the Registrants adopted accounting policies of NRG. Therefore, the Registrants' financial information prior to the NRG Merger is not comparable to its financial information subsequent to the NRG Merger.

As a result of the impact of pushdown accounting, the financial statements and certain note presentations separate the Registrants' presentations into two distinct periods, the period before the consummation of the NRG Merger (labeled predecessor) and the period after that date (labeled successor), to indicate the application of different basis of accounting between the periods presented.

#### Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with an original maturity of three months or less at the time of purchase.

#### Funds Deposited by Counterparties (GenOn)

Funds deposited by counterparties consist of cash held by GenOn as a result of collateral posting obligations from GenOn's counterparties. Some amounts are segregated into separate accounts that are not contractually restricted but, based on GenOn's intentions, are not available for the payment of general corporate obligations. Depending on market fluctuations and the settlement of the underlying contracts, GenOn will refund this collateral to the hedge counterparties pursuant to the terms and conditions of the underlying trades. Since collateral requirements fluctuate daily and GenOn cannot predict if any collateral will be held for more than twelve months, the funds deposited by

counterparties are classified as a current asset on GenOn's balance sheets, with an offsetting liability for this cash collateral received within current liabilities. Changes in funds deposited by counterparties are closely associated with GenOn's operating activities and are classified as an operating activity in GenOn's consolidated statements of cash flows.

67

---

### Restricted Cash

Restricted cash consists primarily of funds held to satisfy the requirements of certain debt agreements and funds held within the Registrants' projects that are restricted in their use. These funds are used to pay for current operating expenses and current debt service payments.

### Inventory

Inventory is valued at the lower of weighted average cost or market, and consists principally of fuel oil, coal and raw materials used to generate electricity or steam. The Registrants remove these inventories as they are used in the production of electricity or steam. Spare parts inventory is valued at a weighted average cost, since the Registrants expect to recover these costs in the ordinary course of business. The Registrants remove these inventories when they are used for repairs, maintenance or capital projects. Sales of inventory are classified as an operating activity in the consolidated statements of cash flows.

### Property, Plant and Equipment

Property, plant and equipment are stated at cost; however impairment adjustments are recorded whenever events or changes in circumstances indicate that their carrying values may not be recoverable. Significant additions or improvements extending asset lives are capitalized as incurred, while repairs and maintenance that do not improve or extend the life of the respective asset are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives. Certain assets and their related accumulated depreciation amounts are adjusted for asset retirements and disposals with the resulting gain or loss included in cost of operations in the consolidated statements of operations.

### Asset Impairments

Long-lived assets that are held and used are reviewed for impairment whenever events or changes in circumstances indicate carrying values may not be recoverable. Such reviews are performed in accordance with ASC 360. An impairment loss is recognized if the total future estimated undiscounted cash flows expected from an asset are less than its carrying value. An impairment charge is measured by the difference between an asset's carrying amount and fair value with the difference recorded in operating costs and expenses in the statements of operations. Fair values are determined by a variety of valuation methods, including appraisals, sales prices of similar assets and present value techniques.

### Project Development Costs and Capitalized Interest (GenOn and GenOn Americas Generation)

Project development costs are expensed in the preliminary stages of a project and capitalized when the project is deemed to be commercially viable. Commercial viability is determined by one or a series of actions including, among others, Board of Director approval pursuant to a formal project plan that subjects the Registrants to significant future obligations that can only be discharged by the use of an asset of the Registrants.

Interest incurred on funds borrowed to finance capital projects is capitalized until the project under construction is ready for its intended use. The amounts of interest capitalized were as follows:

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
GenOn	\$21	\$2	\$35	\$15
GenOn Americas Generation	2	—	3	3

When a project is available for operations, capitalized interest and project development costs are reclassified to property, plant and equipment and amortized on a straight-line basis over the estimated useful life of the project's related assets. Capitalized costs are charged to expense if a project is abandoned or management otherwise determines the costs to be unrecoverable.



## Intangible Assets

Intangible assets represent contractual rights held by the Registrants. The Registrants recognize specifically identifiable intangible assets when specific rights and contracts are acquired. As of December 31, 2013 and 2012, the Registrants' intangible assets are comprised of SO<sub>2</sub> emission allowances and CO<sub>2</sub> emission credits held for compliance with RGGI that are held-for-use and are amortized to cost of operations based on straight line or units of production basis. The following table presents the Registrants' amortization of intangible assets for each of the past three years:

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	2012	through	December 31,
	2013	through	December 14,	2011
		December 31,	2012	
	(In millions)	2012		
GenOn	\$25	\$1	\$5	\$23
GenOn Americas Generation	21	1	3	9
GenOn Mid-Atlantic	18	—	—	5

The following table presents estimated amortization of the Registrants' intangible assets for each of the next five years:

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
	(In millions)		
2014	\$24	\$24	\$22
2015	19	19	17
2016	22	22	19
2017	22	22	21
2018	27	27	25

Intangible assets determined to have indefinite lives are not amortized, but rather are tested for impairment at least annually or more frequently if events or changes in circumstances indicate that such acquired intangible assets have been determined to have finite lives and should now be amortized over their useful lives. The Registrants had no intangible assets with indefinite lives recorded as of December 31, 2013.

Emission allowances held-for-sale, which are included in other non-current assets on the Registrants' consolidated balance sheets, are not amortized; they are carried at the lower of cost or fair value and reviewed for impairment in accordance with ASC 360, Property, Plant, and Equipment.

## Out of Market Contracts

In connection with the NRG Merger, acquired out-of-market contracts were pushed down to the Registrants, as applicable, and primarily relate to GenOn Mid-Atlantic and REMA leases and long-term natural gas transportation and storage contracts. These out-of-market contracts are amortized to operating revenues and cost of operations, as applicable, based on the nature of the contracts and over their contractual lives. The following table presents the Registrants' amortization of out-of-market contracts for each of the past three years:

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	2012	through	December 31,
	2013	through	December 14,	2011
		December 31,	2012	
	(In millions)	2012		
GenOn	\$75	\$2	\$67	\$45
GenOn Americas Generation	28	1	—	—
GenOn Mid-Atlantic	28	1	—	—

Edgar Filing: GenOn Energy, Inc. - Form 10-K

The following table summarizes the estimated amortization related to the Registrants' out-of-market contracts:

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
	(In millions)		
2014	\$75	\$28	\$28
2015	76	28	28
2016	81	28	28
2017	76	28	28
2018	71	28	28

69

---

## Income Taxes

### GenOn

GenOn is a wholly-owned subsidiary of NRG that exists as a corporate regarded entity for income tax purposes. As a result, GenOn, GenOn Americas and NRG have direct liability for the majority of the federal and state income taxes resulting from GenOn's operations. GenOn has allocated income taxes as if it were a single consolidated taxpayer using the liability method in accordance with ASC 740, which requires that GenOn use the asset and liability method of accounting for deferred income taxes and provide deferred income taxes for all significant temporary differences. GenOn has two categories of income tax expense or benefit - current and deferred, as follows:

- Current income tax expense or benefit consists solely of current taxes payable less applicable tax credits, and
- Deferred income tax expense or benefit is the change in the net deferred income tax asset or liability, excluding amounts charged or credited to accumulated other comprehensive income.

To the extent that GenOn provides current tax expense or benefit, any related tax payable or receivable to NRG is reclassified to equity in the same period since GenOn does not have a tax sharing agreement with NRG.

GenOn reports some of its revenues and expenses differently for financial statement purposes than for income tax return purposes, resulting in temporary and permanent differences between GenOn's financial statements and income tax returns. The tax effects of such temporary differences are recorded as either deferred income tax assets or deferred income tax liabilities in GenOn's consolidated balance sheets. When necessary, deferred tax assets are reduced by a valuation allowance to reflect the amount that is estimated to be recoverable. In assessing the recoverability of the deferred tax assets, GenOn considers whether it is likely that some portion or all of the deferred tax assets will be realized.

The determination of a valuation allowance requires significant judgment as to the generation of taxable income during future periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including GenOn's past and anticipated future performance, the reversal of deferred tax liabilities and the implementation of tax planning strategies.

GenOn accounts for uncertain tax positions in accordance with ASC 740, which applies to all tax positions related to income taxes. Under ASC 740, tax benefits are recognized when it is more-likely-than-not that a tax position will be sustained upon examination by the authorities. The benefit recognized from a position that has surpassed the more-likely-than-not threshold is the largest amount of benefit that is more than 50% likely to be realized upon settlement. The Company recognizes interest and penalties accrued related to uncertain tax benefits as a component of income tax expense.

### GenOn Americas Generation

GenOn Americas Generation and most of its subsidiaries are limited liability companies that are treated as branches of GenOn Americas for income tax purposes. As a result, GenOn Americas, GenOn and NRG have direct liability for the majority of the federal and state income taxes relating to GenOn Americas Generation's operations. Several of GenOn Americas Generation's subsidiaries exist as regarded corporate entities for income tax purposes. For the subsidiaries that continue to exist as corporate regarded entities, GenOn Americas Generation allocates current and deferred income taxes to each corporate regarded entity as if such entity were a single taxpayer utilizing the asset and liability method to account for income taxes. To the extent GenOn Americas Generation provides tax expense or benefit, any related tax payable or receivable to NRG is reclassified to equity in the same period since GenOn Americas Generation does not have a tax sharing agreement with NRG.

GenOn Americas Generation reports some of its revenues and expenses differently for financial statement purposes than for income tax return purposes for the regarded corporate entities, resulting in temporary and permanent differences between GenOn Americas Generation's financial statements and income tax returns. The tax effects of such temporary differences are recorded as either deferred income tax assets or deferred income tax liabilities in GenOn Americas Generation's consolidated balance sheet. GenOn Americas Generation measures its deferred income tax assets and deferred income tax liabilities using income tax rates that are currently in effect. When necessary, deferred tax assets are reduced by a valuation allowance to reflect the amount that is estimated to be recoverable. In assessing the recoverability of the deferred tax assets, GenOn Americas Generation considers whether it is likely that some



portion or all of the deferred tax assets will be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in income in the period that includes the enactment date.

70

---

The determination of a valuation allowance requires significant judgment as to the generation of taxable income during future periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including GenOn Americas Generation's past and anticipated future performance, the reversal of deferred tax liabilities and the implementation of tax planning strategies.

GenOn Americas Generation accounts for uncertain tax positions in accordance with ASC 740, which applies to all tax positions related to income taxes for the regarded corporate entities. Under ASC 740, tax benefits are recognized when it is more-likely-than-not that a tax position will be sustained upon examination by the authorities. The benefit recognized from a position that has surpassed the more-likely-than-not threshold is the largest amount of benefit that is more than 50% likely to be realized upon settlement. The Company recognizes interest and penalties accrued related to uncertain tax benefits as a component of income tax expense.

#### GenOn Mid-Atlantic

GenOn Mid-Atlantic and GenOn Mid-Atlantic's subsidiaries are limited liability companies that are treated as branches of GenOn Americas for income tax purposes. As such, GenOn, GenOn Americas and NRG have direct liability for the majority of the federal and state income taxes relating to GenOn Mid-Atlantic's operations.

#### Revenue Recognition

**Energy** — Both physical and financial transactions are entered into to optimize the financial performance of the Registrants' generating facilities. Electric energy revenue is recognized upon transmission to the customer. Physical transactions, or the sale of generated electricity to meet supply and demand, are recorded on a gross basis in the Registrants' consolidated statements of operations. Financial transactions, or the buying and selling of energy for trading purposes, are recorded net within operating revenues in the consolidated statements of operations in accordance with ASC 815.

**Capacity** — Capacity revenues are recognized when contractually earned, and consist of revenues billed to a third party at either the market or a negotiated contract price for making installed generation capacity available in order to satisfy system integrity and reliability requirements.

**Natural Gas Sales (GenOn and GenOn Americas Generation)** — GenOn and GenOn Americas Generation record revenues from the sales of natural gas under the accrual method. These sales are sold at market-based prices. Sales that have been delivered but not billed by period end are estimated.

**PPAs (GenOn and GenOn Americas Generation)** — Certain of GenOn and GenOn Americas Generation's revenues are currently obtained through PPAs or other contractual arrangements. All of these PPAs are accounted for as operating leases in accordance with ASC 840, Leases, or ASC 840. ASC 840 requires minimum lease payments received to be amortized over the term of the lease and contingent rentals are recorded when the achievement of the contingency becomes probable. These leases have no minimum lease payments and all the rent is recorded as contingent rent on an actual basis when the electricity is delivered.

#### Derivative Financial Instruments

The Registrants account for derivative financial instruments under ASC 815, which requires the Registrants to record all derivatives on the balance sheet at fair value unless they qualify for a NPNS exception. Changes in the fair value of non-hedge derivatives are immediately recognized in earnings. Changes in the fair value of derivatives accounted for as hedges, if elected for hedge accounting, are either:

- Recognized in earnings as an offset to the changes in the fair value of the related hedged assets, liabilities and firm commitments; and
- Deferred and recorded as a component of accumulated OCI until the hedge transactions occur and are recognized in earnings.

The Registrants' primary derivative instruments are financial power and natural gas contracts, fuels purchase contracts, other energy related commodities, and interest rate instruments used to mitigate variability in earnings due to fluctuations in market prices and interest rates. On an ongoing basis, the Registrants assess the effectiveness of all derivatives that are designated as hedges for accounting purposes in order to determine that each derivative continues to be highly effective in offsetting changes in fair values or cash flows of hedged items. Internal analyses that measure the statistical correlation between the derivative and the associated hedged item determine the effectiveness of such an

energy contract designated as a hedge. If it is determined that the derivative instrument is not highly effective as a hedge, hedge accounting will be discontinued prospectively. If the derivative instrument is terminated, the effective portion of this derivative deferred in accumulated OCI will be frozen until the underlying hedged item is delivered

71

---

Revenues and expenses on contracts that qualify for the NPNS exception are recognized when the underlying physical transaction is delivered. While these contracts are considered derivative financial instruments under ASC 815, they are not recorded at fair value, but on an accrual basis of accounting. If it is determined that a transaction designated as NPNS no longer meets the scope exception, the fair value of the related contract is recorded on the balance sheet and immediately recognized through earnings.

The Registrants' trading activities are subject to limits in accordance with the Risk Management Policy. These contracts are recognized on the balance sheet at fair value and changes in the fair value of these derivative financial instruments are recognized in earnings.

#### Concentrations of Credit Risk

Financial instruments which potentially subject the Registrants to concentrations of credit risk consist primarily of accounts receivable and derivatives. Certain accounts receivable and derivative instruments are concentrated within entities engaged in the energy industry. These industry concentrations may impact the Registrants' overall exposure to credit risk, either positively or negatively, in that the customers may be similarly affected by changes in economic, industry or other conditions. Receivables and other contractual arrangements are subject to collateral requirements under the terms of enabling agreements. However, the Registrants believe that the credit risk posed by industry concentration is offset by the diversification and creditworthiness of the Registrants' customer base. See Note 4, Fair Value of Financial Instruments, for a further discussion of derivative concentrations.

#### Fair Value of Financial Instruments

The carrying amount of cash and cash equivalents, funds deposited by counterparties, receivables, accounts payables, and accrued liabilities approximate fair value because of the short-term maturity of these instruments. See Note 4, Fair Value of Financial Instruments, for a further discussion of fair value of financial instruments.

#### Asset Retirement Obligations

The Registrants account for their AROs in accordance with ASC 410-20, Asset Retirement Obligations, or ASC 410-20. Retirement obligations associated with long-lived assets included within the scope of ASC 410-20 are those for which a legal obligation exists under enacted laws, statutes, and written or oral contracts, including obligations arising under the doctrine of promissory estoppel, and for which the timing and/or method of settlement may be conditional on a future event. ASC 410-20 requires an entity to recognize the fair value of a liability for an ARO in the period in which it is incurred and a reasonable estimate of fair value can be made.

Upon initial recognition of a liability for an ARO, the Registrants capitalize the asset retirement cost by increasing the carrying amount of the related long-lived asset by the same amount. Over time, the liability is accreted to its future value, while the capitalized cost is depreciated over the useful life of the related asset. See Note 11, Asset Retirement Obligations, for a further discussion of AROs.

#### Pensions (GenOn)

GenOn offers pension benefits through defined benefit pension plans. In addition, GenOn provides postretirement health and welfare benefits for certain groups of employees. GenOn accounts for pension and other postretirement benefits in accordance with ASC 715, Compensation — Retirement Benefits. GenOn recognizes the funded status of its defined benefit plans in the statement of financial position and records an offset for gains and losses as well as all prior service costs that have not been included as part of GenOn's net periodic benefit cost to other comprehensive income. The determination of GenOn's obligation and expenses for pension benefits is dependent on the selection of certain assumptions. These assumptions determined by management include the discount rate, the expected rate of return on plan assets and the rate of future compensation increases. GenOn's actuarial consultants determine assumptions for such items as retirement age. The assumptions used may differ materially from actual results, which may result in a significant impact to the amount of pension obligation or expense recorded by GenOn.

GenOn measures the fair value of its pension assets in accordance with ASC 820, Fair Value Measurements and Disclosures, or ASC 820.

#### Business Combinations

The Registrants account for the business combinations in accordance with ASC 805, Business Combinations, or ASC 805. ASC 805 requires an acquirer to recognize and measure in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at fair value at the acquisition date. It

also recognizes and measures the goodwill acquired or a gain from a bargain purchase in the business combination and determines what information to disclose to enable users of an entity's financial statements to evaluate the nature and financial effects of the business combination. In addition, transaction costs are expensed as incurred.

72

---

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

In recording transactions and balances resulting from business operations, the Registrants use estimates based on the best information available. Estimates are used for such items as plant depreciable lives, tax provisions, actuarially determined benefit costs, the valuation of energy commodity contracts, environmental liabilities, legal costs incurred in connection with recorded loss contingencies, and assets acquired and liabilities assumed in business combinations, among others. In addition, estimates are used to test long-lived assets for impairment and to determine the fair value of impaired assets. As better information becomes available or actual amounts are determinable, the recorded estimates are revised. Consequently, operating results can be affected by revisions to prior accounting estimates.

#### Reclassifications

Certain prior-year amounts have been reclassified for comparative purposes. The reclassifications did not affect results from operations. The Registrants reclassified certain balances from cash and cash equivalents to funds deposited by counterparties, which impacted cash flows from operations in the prior years.

#### Recent Accounting Developments

ASU 2011-11 — Effective January 1, 2013, the Registrants adopted the provisions of ASU No. 2011-11, Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities, or ASU No. 2011-11, and began providing enhanced disclosures regarding the effect or potential effect of netting arrangements on an entity's financial position by improving information about financial instruments and derivative instruments that either (1) offset in accordance with either ASC 210-20-45 or ASC 810-20-45 or (2) are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset. Reporting entities are required to disclose both gross and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The disclosures required by ASU No. 2011-10 are required to be adopted retroactively. As this guidance provides only disclosure requirements, the adoption of this standard did not impact the Registrants' results of operations, cash flows or financial position.

ASU 2013-02 (GenOn) - Effective January 1, 2013, the Company adopted the provisions of ASU No. 2013-02, Other Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, or ASU No. 2013-02, and began reporting the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income within the notes to the financial statements if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income in the same reporting period. For other amounts not required by U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures which provide additional information about the amounts. The provisions of ASU No. 2013-02 are required to be adopted prospectively. As this guidance provides only presentation requirements, the adoption of this standard did not impact GenOn's results of operations, cash flows or financial position.

Other - The following accounting standard was issued in 2013 and was adopted January 1, 2014:

- ASU 2013-11 - In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, or ASU No. 2013-11. The amendments of ASU 2013-11 requires an entity to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction of a deferred tax asset for a net operating loss, or NOL, a similar tax loss or tax credit carryforwards rather than a liability when the uncertain tax position would reduce the NOL or other carryforward under the tax law of the applicable jurisdiction and the entity intends to use the deferred tax asset for that purpose. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 with early adoption permitted. The adoption of this standard will not impact the Company's results of operations or cash flows.



## Note 3 — NRG Merger and Dispositions (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

## Kendall Disposition (GenOn and GenOn Americas Generation)

On January, 31, 2014, NRG North America LLC, a wholly owned subsidiary of GenOn Americas Generations, completed the sale of NRG Kendall LLC to Veolia Energy North America Holdings, Inc. for cash consideration of \$50 million. There was no significant gain or loss recorded in results of operations of GenOn or GenOn Americas Generation during the first quarter of 2014 as the carrying value of the net assets of NRG Kendall LLC approximated fair value upon disposition.

## NRG Merger (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

On December 14, 2012, NRG completed the acquisition of GenOn. Consideration for the acquisition was valued at \$2.2 billion and was comprised of 0.1216 shares of NRG common stock for each outstanding share of GenOn, including restricted stock units outstanding on the acquisition date, except for fractional shares which were paid in cash.

The acquisition was recorded as a business combination, with identifiable assets acquired and liabilities assumed provisionally recorded at their estimated fair values on the acquisition date. The accounting for the business combination has been completed as of December 13, 2013. See Note 3, NRG Merger, in the Registrants' 2012 Form 10-K for additional information related to the NRG Merger.

The following tables summarize the historical carrying amounts, the acquisition accounting adjustments, the preliminary acquisition-date fair value and the measurement period adjustments through December 13, 2013 to the provisional allocation for assets acquired and liabilities assumed initially recorded in 2012 due to the ongoing evaluation of initial estimates during the measurement period.

## GenOn

	Historical carrying amount	Acquisition accounting adjustment	Acquisition-date fair value as reported in 2012 10-K	Measurement period adjustments	Revised acquisition-date fair value
	(In millions)				
<b>Assets</b>					
Cash	\$983	\$—	\$ 983	\$—	\$ 983
Other current and non-current assets	2,049	(664	) 1,385	28	1,413
Property, plant and equipment	6,286	(2,350	) 3,936	(115	) 3,821
Derivative assets	1,143	14	1,157	—	1,157
Deferred income taxes	220	—	220	—	220
Total assets	\$10,681	\$(3,000	) \$ 7,681	\$(87	) \$ 7,594
<b>Liabilities</b>					
Other current and non-current liabilities	\$1,299	\$13	\$ 1,312	\$54	\$ 1,366
Out-of-market contracts and leases	331	733	1,064	62	1,126
Derivative liabilities	414	(15	) 399	—	399
Deferred income taxes	220	—	220	—	220
Long-term debt and capital leases	3,725	478	4,203	3	4,206
Total liabilities	\$5,989	\$1,209	\$ 7,198	\$119	\$ 7,317
Net assets	\$4,692	\$(4,209	) \$ 483	\$(206	) \$ 277



## GenOn Americas Generation

	Historical carrying amount	Acquisition accounting adjustment	Acquisition-date fair value as reported in 2012 10-K	Measurement period adjustments	Revised acquisition-date fair value
(In millions)					
Assets					
Cash	\$171	\$—	\$ 171	\$—	\$ 171
Other current and non-current assets	1,509	(531 )	978	31	1,009
Property, plant and equipment	2,875	(1,546 )	1,329	(106 )	1,223
Derivative assets	1,226	12	1,238	—	1,238
Total assets	\$5,781	\$(2,065 )	\$ 3,716	\$(75 )	\$ 3,641
Liabilities					
Other current and non-current liabilities	\$705	\$(34 )	\$ 671	\$32	\$ 703
Out-of-market contracts and leases	—	540	540	64	604
Derivative liabilities	539	(10 )	529	—	529
Long-term debt and capital leases	862	99	961	—	961
Total liabilities	\$2,106	\$595	\$ 2,701	\$96	\$ 2,797
Net assets	\$3,675	\$(2,660 )	\$ 1,015	\$(171 )	\$ 844

## GenOn Mid-Atlantic

	Historical carrying amount	Acquisition accounting adjustment	Acquisition-date fair value as reported in 2012 10-K	Measurement period adjustments	Revised acquisition-date fair value
(In millions)					
Assets					
Cash	\$163	\$—	\$ 163	\$—	\$ 163
Other current and non-current assets	700	(502 )	198	(1 )	197
Property, plant and equipment	2,399	(1,178 )	1,221	(199 )	1,022
Derivative assets	851	12	863	—	863
Total assets	\$4,113	\$(1,668 )	\$ 2,445	\$(200 )	\$ 2,245
Liabilities					
Other current and non-current liabilities	\$198	\$6	\$ 204	\$27	\$ 231
Out-of-market contracts and leases	—	540	540	64	604
Derivative liabilities	172	(10 )	162	—	162
Long-term debt and capital leases	14	—	14	—	14
Total liabilities	\$384	\$536	\$ 920	\$91	\$ 1,011
Net assets	\$3,729	\$(2,204 )	\$ 1,525	\$(291 )	\$ 1,234

The estimated fair values of the property, plant and equipment were significantly lower than the book value, which reflects changes to expected market dynamics, including commodity prices, resulting in lower estimated cash flows and in some cases, shorter useful lives of the underlying assets. The measurement period adjustments for property, plant and equipment and out-of-market liabilities primarily reflect revisions of various estimates based on additional information available. In addition, measurement period adjustments were recorded for additional environmental reserves resulting from further review and revisions to various estimates. The difference between the historical tax basis of the assets and liabilities over the net amount assigned to the assets and liabilities in acquisition accounting was recorded as a net deferred tax asset. Based on cumulative pre-tax losses, a valuation allowance for the full amount of the net deferred tax assets was also recorded.



Note 4 — Fair Value of Financial Instruments (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)  
For cash and cash equivalents, funds deposited by counterparties, accounts receivable, accounts payable, accrued liabilities, restricted cash, and cash collateral paid and received in support of energy risk management activities, the carrying amount approximates fair value because of the short-term maturity of those instruments and are classified as Level 1 within the fair value hierarchy.

The estimated carrying values and fair values of GenOn and GenOn Americas Generation's debt are as follows:  
GenOn

	As of December 31,		2012	
	2013 Carrying Amount (In millions)	Fair Value	Carrying Amount	Fair Value

Liabilities

Long and short-term debt	\$3,120	\$3,058	\$4,185	\$4,209
--------------------------	---------	---------	---------	---------

The fair value of long and short-term debt that is estimated using reported market prices for instruments that are publicly traded is classified as Level 2 within the fair value hierarchy. The fair value of non-publicly traded debt is based on the income approach valuation technique using current interest rates for similar instruments with equivalent credit quality and is classified as Level 3 within the fair value hierarchy.

GenOn Americas Generation

	As of December 31,		2012	
	2013 Carrying Amount (In millions)	Fair Value	Carrying Amount	Fair Value

Liabilities

Long and short-term debt	\$938	\$883	\$946	\$967
--------------------------	-------	-------	-------	-------

The fair value of long and short-term debt is estimated using reported market prices for instruments that are publicly traded and is classified as Level 2 within the fair value hierarchy.

Fair Value Accounting under ASC 820

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities that the Registrants have the ability to access as of the measurement date. The Registrants' financial assets and liabilities utilizing Level 1 inputs include active exchange-traded securities, energy derivatives and interest-bearing funds.

Level 2 — inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. The Registrants' financial assets and liabilities utilizing Level 2 inputs include exchange-based derivatives, and over the counter derivatives such as swaps, options and forward contracts.

Level 3 — unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date. The Registrants' financial assets and liabilities utilizing Level 3 inputs include infrequently-traded and non-exchange-based derivatives which are measured using present value pricing models.

In accordance with ASC 820, the Registrants determine the level in the fair value hierarchy within which each fair value measurement in its entirety falls, based on the lowest level input that is significant to the fair value measurement in its entirety.

## Recurring Fair Value Measurements

Derivative assets and liabilities are carried at fair market value.

GenOn

The following tables present assets and liabilities measured and recorded at fair value on GenOn's consolidated balance sheet on a recurring basis and their level within the fair value hierarchy:

	As of December 31, 2013			
	Fair Value			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total
	(In millions)			
Derivative assets:				
Commodity contracts	\$141	\$507	\$3	\$651
Derivative liabilities:				
Commodity contracts	\$25	\$149	\$7	\$181
Other assets <sup>(b)</sup>	\$37	\$—	\$—	\$37

(a) There were no transfers during the year ended December 31, 2013 between Levels 1 and 2.

(b) Relates to mutual funds held in a rabbi trust for non-qualified deferred compensation plans for some key and highly compensated employees.

	As of December 31, 2012			
	Fair Value			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total
	(In millions)			
Derivative assets:				
Commodity contracts	\$139	\$946	\$31	\$1,116
Derivative liabilities:				
Commodity contracts	\$52	\$253	\$14	\$319
Interest rate contracts	—	50	—	50
Total liabilities	\$52	\$303	\$14	\$369
Other assets <sup>(b)</sup>	\$21	\$—	\$—	\$21

(a) There were no transfers during the year ended December 31, 2012 between Levels 1 and 2.

(b) Relates to mutual funds held in a rabbi trust for non-qualified deferred compensation plans for some key and highly compensated employees.

The following tables reconcile the beginning and ending balances for derivatives that are recognized at fair value in GenOn's consolidated financial statements at least annually using significant unobservable inputs for the year ended December 31, 2013 and for the periods from December 15, 2012 through December 31, 2012 and from January 1, 2012 through December 14, 2012:

	Successor		Predecessor	
	December 15,		January 1, 2012	
	through		through	
	For the year ended	December 31,	December 15,	December 14, 2012
	December 31,	2013	2012	
	Using Significant Unobservable Inputs (Level 3)		Using Significant Unobservable Inputs (Level 3)	
	Derivatives (a)		Derivatives (a)	
	(In millions)		(In millions)	
Balance as of beginning of period (b)	\$17	\$18	\$(31)	)
Total gains and losses (realized/unrealized) included in earnings (c)	(17)	) (3)	(37)	)
Purchases	(3)	) 2	—	)
Transfers out of Level 3 (d)	(1)	) —	—	)
Balance as of end of period	\$(4)	) \$17	\$(68)	)
The amount of the total gains/(losses) for the period included in earnings attributable to the change in unrealized derivatives relating to assets still held at end of period	\$—	) \$4	\$(80)	)

(a) Consists of derivatives assets and liabilities, net.

(b) The change in Level 3 balance is primarily driven by the change in accounting policy at the NRG Merger date to include all curves with broker-quoted coal contracts within the Level 2 designation.

(c) Contracts entered into are reported with total gains and losses included in earnings in the predecessor periods.

(d) Transfers out of Level 3 are related to the availability of external broker quotes and are valued as of the end of the reporting period.

#### GenOn Americas Generation

The following tables present assets and liabilities (including amounts with affiliates) measured and recorded at fair value on GenOn Americas Generation's consolidated balance sheet on a recurring basis and their level within the fair value hierarchy:

	As of December 31, 2013			
	Fair Value			
	Level 1(a)	Level 2 (a)	Level 3	Total
	(In millions)			
Derivative assets:				
Commodity contracts	\$153	\$575	\$7	\$735
Derivative liabilities:				
Commodity contracts	\$74	\$226	\$8	\$308

(a) There were no transfers during the year ended December 31, 2013 between Levels 1 and 2.

	As of December 31, 2012			
	Fair Value			
	Level 1(a)	Level 2 (a)	Level 3	Total

Edgar Filing: GenOn Energy, Inc. - Form 10-K

(In millions)

Derivative assets:				
Commodity contracts	\$170	\$991	\$31	\$1,192
Derivative liabilities:				
Commodity contracts	\$123	\$358	\$14	\$495

(a) There were no transfers during the year ended December 31, 2012 between Levels 1 and 2.

78

---

The following tables reconcile the beginning and ending balances for GenOn Americas Generation's derivatives that are recognized at fair value in the consolidated financial statements at least annually using significant unobservable inputs for the year ended December 31, 2013 and for the periods from December 15, 2012 through December 31, 2012 and from January 1, 2012 through December 14, 2012:

	Successor		Predecessor	
	December 15, For the year ended 2012 December 31, 2013		January 1, 2012 through December 14, 2012	
	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)		Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	
	Derivatives <sup>(a)</sup> (In millions)		Derivatives <sup>(a)</sup> (In millions)	
Balance as of beginning of period <sup>(b)</sup>	\$17	\$18	\$(32	)
Total gains and losses (realized/unrealized) included in earnings <sup>(c)</sup>	(17	) (3	) (33	)
Purchases	—	2	—	
Transfers out of Level 3 <sup>(d)</sup>	(1	) —	—	
Balance as of end of period	\$(1	) \$17	\$(65	)
The amount of the total gains/(losses) for the period included in earnings attributable to the change in unrealized derivatives relating to assets still held at end of period	\$—	\$4	\$(70	)

(a) Consists of derivatives assets and liabilities, net.

(b) The change in Level 3 balance is primarily driven by the change in accounting policy at the NRG Merger date to include all curves with broker-quoted coal contracts within the Level 2 designation.

(c) Contracts entered into are reported with total gains and losses included in earnings in the predecessor periods.

(d) Transfers out of Level 3 are related to the availability of external broker quotes and are valued as of the end of the reporting period.

#### GenOn Mid-Atlantic

The following tables present assets and liabilities (including amounts with affiliates) measured and recorded at fair value on GenOn Mid-Atlantic's consolidated balance sheet on a recurring basis and their level within the fair value hierarchy:

	As of December 31, 2013			
	Fair Value			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total
	(In millions)			
Derivative assets:				
Commodity contracts	\$87	\$420	\$—	\$507
Derivative liabilities:				
Commodity contracts	\$13	\$60	\$—	\$73

(a) There were no transfers during the year ended December 31, 2013 between Levels 1 and 2.

	As of December 31, 2012			
	Fair Value			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total

Edgar Filing: GenOn Energy, Inc. - Form 10-K

(In millions)

Derivative assets:				
Commodity contracts	\$63	\$778	\$8	\$849
Derivative liabilities:				
Commodity contracts	\$16	\$138	\$1	\$155

(a) There were no transfers during the year ended December 31, 2012 between Levels 1 and 2.

79

---



The following tables reconcile the beginning and ending balances for GenOn Mid-Atlantic's derivatives that are recognized at fair value in the consolidated financial statements at least annually using significant unobservable inputs for the year ended December 31, 2013 and for the periods from December 15, 2012 through December 31, 2012 and from January 1, 2012 through December 14, 2012:

	Successor	December 15, For the year ended 2012 December 31, 2013	Predecessor
	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	December 15, For the year ended 2012 December 31, 2012	January 1, 2012 through December 14, 2012
	Derivatives <sup>(a)</sup> (In millions)		Fair Value Measurement Using Significant Unobservable Inputs (Level 3) Derivatives <sup>(a)</sup> (In millions)
Balance as of beginning of period <sup>(b)</sup>	\$7	\$8	\$(64 )
Total gains and losses (realized/unrealized) included in earnings <sup>(c)</sup>	(7 )	(1 )	3 )
Balance as of end of period	\$—	\$7	\$(61 )
The amount of the total gains/(losses) for the period included in earnings attributable to the change in unrealized derivatives relating to assets still held at end of period	\$—	\$1	\$(36 )

(a) Consists of derivatives assets and liabilities, net.

(b) The change in Level 3 balance is primarily driven by the change in accounting policy at the NRG Merger date to include all curves with broker-quoted coal contracts within the Level 2 designation.

(c) Contracts entered into are reported with total gains and losses included in earnings in the predecessor periods. Realized and unrealized gains and losses included in earnings that are related to energy derivatives are recorded in operating revenues and cost of operations.

#### Derivative Fair Value Measurements

A portion of the Registrants' contracts are exchange-traded contracts with readily available quoted market prices. A majority of the Registrants' contracts are non-exchange-traded contracts valued using prices provided by external sources, primarily price quotations available through brokers or over-the-counter and on-line exchanges. For the majority of the Registrants' markets, quotes are from multiple sources. To the extent that the Registrants receive multiple quotes, prices reflect the average of the bid-ask mid-point prices obtained from all sources that the Registrants believe provide the most liquid market for the commodity. If the Registrants receive one quote, then the mid-point of the bid-ask spread for that quote is used. The terms for which such price information is available vary by commodity, region and product. A significant portion of the fair value of the Registrants' derivative portfolio is based on price quotes from brokers in active markets who regularly facilitate those transactions and the Registrants believe such price quotes are executable. The Registrants do not use third party sources that derive price based on proprietary models or market surveys. The remainder of the assets and liabilities represents contracts for which external sources or observable market quotes are not available. These contracts are valued based on various valuation techniques including but not limited to internal models based on a fundamental analysis of the market and extrapolation of observable market data with similar characteristics. Contracts valued with prices provided by models and other valuation techniques make up 0% of GenOn's derivative assets and 4% of GenOn's derivative liabilities, 1% of GenOn Americas Generation's derivative assets and 3% of GenOn Americas Generation's derivative liabilities and 0% of GenOn Mid-Atlantic's derivative assets and 0% of GenOn Mid-Atlantic's derivative liabilities.



The fair value of each contract is discounted using a risk free interest rate. In addition, the Registrants apply a credit reserve to reflect credit risk which is calculated based on published default probabilities. To the extent that the Registrants' net exposure under a specific master agreement is an asset, the Registrants use the counterparty's default swap rate. If the exposure under a specific master agreement is a liability, the Registrants use their default swap rate. The credit reserve is added to the discounted fair value to reflect the exit price that a market participant would be willing to receive to assume the Registrants' liabilities or that a market participant would be willing to pay for the Registrants' assets. The Registrants' credit reserves were as follows:

	As of December 31,	
	2013	2012
	(In millions)	(In millions)
GenOn	\$1	\$4
GenOn Americas Generation	1	4
GenOn Mid-Atlantic	3	4

The fair values in each category reflect the level of forward prices and volatility factors as of December 31, 2013, and may change as a result of changes in these factors. Management uses its best estimates to determine the fair value of commodity and derivative contracts the Registrants hold and sell. These estimates consider various factors including closing exchange and over-the-counter price quotations, time value, volatility factors and credit exposure. It is possible however, that future market prices could vary from those used in recording assets and liabilities from energy marketing and trading activities and such variations could be material.

Under the guidance of ASC 815, entities may choose to offset cash collateral paid or received against the fair value of derivative positions executed with the same counterparties under the same master netting agreements. The Registrants have chosen not to offset positions as defined in ASC 815. As of December 31, 2013, GenOn recorded \$62 million of cash collateral paid and \$56 million of cash collateral received on its balance sheet. As of December 31, 2013, GenOn Americas Generation recorded \$50 million of cash collateral paid and \$56 million of cash collateral received on its balance sheet. As of December 31, 2013, GenOn Mid-Atlantic had no outstanding cash collateral paid or received on its balance sheet.

#### Concentration of Credit Risk

In addition to the credit risk discussion as disclosed in Note 2, Summary of Significant Accounting Policies, the following item is a discussion of the concentration of credit risk for the Registrants' financial instruments. Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. The Registrants monitor and manage credit risk through credit policies that include: (i) an established credit approval process; (ii) a daily monitoring of counterparties' credit limits; (iii) the use of credit mitigation measures such as margin, collateral, prepayment arrangements, or volumetric limits (iv) the use of payment netting agreements; and (v) the use of master netting agreements that allow for the netting of positive and negative exposures of various contracts associated with a single counterparty. Risks surrounding counterparty performance and credit could ultimately impact the amount and timing of expected cash flows. The Registrants seek to mitigate counterparty risk by having a diversified portfolio of counterparties. The Registrants also have credit protection within various agreements to call on additional collateral support if and when necessary. Cash margin is collected and held at the Registrants to cover the credit risk of the counterparty until positions settle.

As of December 31, 2013, counterparty credit exposure to a significant portion of GenOn's counterparties was \$538 million and GenOn held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$538 million. Approximately 99% of GenOn's exposure before collateral is expected to roll off by the end of 2015. GenOn Americas Generation's counterparty credit exposure to a significant portion of counterparties was \$527 million and GenOn Americas Generation held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$527 million. Approximately 100% of GenOn Americas Generation's exposure before collateral is expected to roll off by the end of 2015. GenOn Mid-Atlantic's counterparty credit exposure to a significant portion of counterparties was \$361 million and GenOn Mid-Atlantic held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$361 million. Approximately 100% of GenOn Mid-Atlantic's exposure before collateral is expected to roll off by the end of 2015.



The following tables highlight the counterparty credit quality and the net counterparty credit exposure by industry sector. Net counterparty credit exposure is defined as the aggregate net asset position for the Registrants with counterparties where netting is permitted under the enabling agreement and includes all cash flow, mark-to-market and NPNS, and non-derivative transactions. As of December 31, 2013, the exposure is shown net of collateral held and includes amounts net of receivables or payables.

GenOn

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	68	%
Utilities, energy merchants, marketers and other	12	%
ISOs	20	%
Total	100	%
Category	Net Exposure <sup>(a)</sup> (% of Total)	
Investment grade	98	%
Non-rated	2	%
Total	100	%

(a) Counterparty credit exposure excludes transportation contracts because of the unavailability of market prices.

GenOn has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$326 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

GenOn Americas Generation

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	69	%
Utilities, energy merchants, marketers and other	11	%
ISOs	20	%
Total	100	%
Category	Net Exposure <sup>(a)</sup> (% of Total)	
Investment grade	98	%
Non-rated	2	%
Total	100	%

(a) Counterparty credit exposure excludes transportation contracts because of the unavailability of market prices.

GenOn Americas Generation has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$377 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn Americas Generation does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

GenOn Mid-Atlantic

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	100	%
Category	Net Exposure <sup>(a)</sup> (% of Total)	

Investment grade 100 %  
(a) Counterparty credit exposure excludes transportation contracts because of the unavailability of market prices. GenOn Mid-Atlantic has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$335 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn Mid-Atlantic does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

82

---

Note 5 — Accounting for Derivative Instruments and Hedging Activities (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

ASC 815 requires the Registrants to recognize all derivative instruments on the balance sheet as either assets or liabilities and to measure them at fair value each reporting period unless they qualify for a NPNS exception. The Registrants may elect to designate certain derivatives as cash flow hedges, if certain conditions are met, and defer the effective portion of the change in fair value of the derivatives to accumulated OCI, until the hedged transactions occur and are recognized in earnings. The ineffective portion of a cash flow hedge is immediately recognized in earnings. For derivatives that are not designated as cash flow hedges, the changes in the fair value will be immediately recognized in earnings. Certain derivative instruments may qualify for the NPNS exception and are therefore exempt from fair value accounting treatment. ASC 815 applies to the Registrants' energy related commodity contracts and interest rate swaps.

Energy-Related Commodities

To manage the commodity price risk associated with the Registrants' competitive supply activities and the price risk associated with wholesale power sales from the Registrants' electric generation facilities, the Registrants enter into a variety of derivative and non-derivative hedging instruments, utilizing the following:

- Forward contracts, which commit the Registrants to purchase or sell energy commodities or purchase fuels in the future.
- Futures contracts, which are exchange-traded standardized commitments to purchase or sell a commodity or financial instrument.
- Swap agreements, which require payments to or from counterparties based upon the differential between two prices for a predetermined contractual, or notional, quantity.
- Financial and non-financial option contracts, which convey to the option holder the right but not the obligation to purchase or sell a commodity.

The objectives for entering into derivative contracts used for economic hedging include:

- Fixing the price for a portion of anticipated future electricity sales that provides an acceptable return on the Registrants' electric generation operations.
  - Fixing the price of a portion of anticipated fuel purchases for the operation of the Registrants' power plants.
- GenOn, GenOn Americas Generation and GenOn Mid-Atlantic's trading and hedging activities are subject to limits within the risk management policy. These contracts are recognized on the balance sheet at fair value and changes in the fair value of these derivative financial instruments are recognized in earnings.

GenOn

As of December 31, 2013, GenOn's derivative assets and liabilities consisted primarily of the following:

- Forward and financial contracts for the purchase/sale of electricity and related products economically hedging GenOn's generation assets' forecasted output through 2017.
- Forward and financial contracts for the purchase of fuel commodities relating to the forecasted usage of GenOn's generation assets through 2015.

Also, as of December 31, 2013, GenOn had other energy-related contracts that did not meet the definition of a derivative instrument as follows:

- Load-following electric sale contracts extending through 2014;
- Power tolling contracts through 2014;
- Coal purchase contracts through 2020;
- Natural gas transportation contracts and storage agreements through 2023; and
- Coal transportation contracts through 2014.

### GenOn Americas Generation

As of December 31, 2013, GenOn Americas Generation's derivative assets and liabilities consisted primarily of the following:

• Forward and financial contracts for the purchase/sale of electricity and related products economically hedging GenOn Americas Generation's generation assets' forecasted output through 2017.

• Forward and financial contracts for the purchase of fuel commodities relating to the forecasted usage of GenOn Americas Generation's generation assets through 2015.

Also, as of December 31, 2013, GenOn Americas Generation had other energy-related contracts that did not meet the definition of a derivative instrument as follows:

• Load-following electric sale contracts extending through 2014;

• Power tolling contracts through 2014;

• Natural gas transportation contracts and storage agreements through 2023; and

• Coal transportation contracts through 2014.

### GenOn Mid-Atlantic

As of December 31, 2013, GenOn Mid-Atlantic's derivative assets and liabilities consisted primarily of the following:

• Forward and financial contracts for the purchase/sale of electricity and related products economically hedging GenOn Mid-Atlantic's generation assets' forecasted output through 2017.

• Forward and financial contracts for the purchase of fuel commodities relating to the forecasted usage of GenOn Mid-Atlantic's generation assets through 2015.

Also, as of December 31, 2013, GenOn Mid-Atlantic had other energy-related contracts that did not meet the definition of a derivative instrument as follows:

• Load-following electric sale contracts extending through 2014;

• Natural gas transportation contracts and storage agreements through 2023; and

• Coal transportation contracts through 2014.

### Interest Rate Swaps (GenOn)

In 2010, NRG Marsh Landing entered into interest rate protection agreements (interest rate swaps) in connection with its project financing, which have been designated as cash flow hedges. NRG Marsh Landing entered into the interest rate swaps to reduce the risks with respect to the variability of the interest rates for the term loans. On July 22, 2013, concurrent with the initial public offering of NRG Yield, Inc., GenOn sold its ownership interests in NRG Marsh Landing Holdings LLC to NRG Yield LLC, which included the assignment of the related interest rate swap liability.

### Volumetric Underlying Derivative Transactions

The following table summarizes the net notional volume buy/(sell) of the Registrants' open derivative transactions broken out by commodity, excluding those derivatives that qualified for the NPNS exception as of December 31, 2013, and December 31, 2012. Option contracts are reflected using delta volume. Delta volume equals the notional volume of an option adjusted for the probability that the option will be in-the-money at its expiration date.

	GenOn		GenOn Americas Generation		GenOn Mid-Atlantic	
	Total Volume		Total Volume		Total Volume	
	As of December 31,		As of December 31,		As of December 31,	
	2013	2012	2013	2012	2013	2012
Commodity Units	(In millions)	(In millions)	(In millions)	(In millions)	(In millions)	(In millions)
Coal Short Ton	6	5	4	4	4	4
Natural Gas MMBtu	(111)	(194)	(113)	(150)	(119)	(150)
Power MWh	(26)	(43)	(14)	(22)	(14)	(22)
Interest Dollars	\$—	\$475	\$—	\$—	\$—	\$—



## Fair Value of Derivative Instruments

The following tables summarize the fair value within the derivative instrument valuation on the balance sheet:  
GenOn

	Fair Value		Fair Value	
	Derivative Assets		Derivative Liabilities	
	December 31,	December 31,	December 31,	December 31,
	2013	2012	2013	2012
	(In millions)		(In millions)	
Derivatives Designated as Cash Flow Hedges:				
Interest rate contracts current	\$—	\$—	\$—	\$9
Interest rate contracts long-term	—	—	—	41
Total Derivatives Designated as Cash Flow Hedges	—	—	—	50
Derivatives Not Designated as Cash Flow Hedges:				
Commodity contracts current	469	604	163	236
Commodity contracts long-term	182	512	18	83
Total Derivatives Not Designated as Cash Flow Hedges	651	1,116	181	319
Total Derivatives	\$651	\$1,116	\$181	\$369

## GenOn Americas Generation

	Fair Value		Fair Value	
	Derivative Assets		Derivative Liabilities	
	December 31,	December 31,	December 31,	December 31,
	2013	2012	2013	2012
	(In millions)		(In millions)	
Derivatives Not Designated as Cash Flow Hedges:				
Commodity contracts current	\$546	\$656	\$267	\$362
Commodity contracts long-term	189	536	41	133
Total Derivatives Not Designated as Cash Flow Hedges	\$735	\$1,192	\$308	\$495

## GenOn Mid-Atlantic

	Fair Value		Fair Value	
	Derivative Assets		Derivative Liabilities	
	December 31,	December 31,	December 31,	December 31,
	2013	2012	2013	2012
	(In millions)		(In millions)	
Derivatives Not Designated as Cash Flow Hedges:				
Commodity contracts current	\$351	\$394	\$64	\$100
Commodity contracts long-term	156	455	9	55
Total Derivatives Not Designated as Cash Flow Hedges	\$507	\$849	\$73	\$155

The Registrants have elected to present derivative assets and liabilities on the balance sheet on a trade-by-trade basis and do no offset amounts at the counterparty master agreement level. In addition, collateral received or paid on the Registrants' derivative assets or liabilities are recorded on a separate line item on the balance sheet. The following tables summarize the offsetting of derivatives by counterparty master agreement level and collateral received or paid:

Gross Amounts Not Offset in the Statement of Financial Position					
	Gross Amounts of Recognized Assets/Liabilities (in millions)	Derivative Instruments	Cash Collateral (Held)/Posted	Net Amount	
December 31, 2013					
Commodity Contracts:					
Derivative assets	\$645	\$(154	) \$(56	) \$435	
Derivative assets- affiliate	6	(3	) —	3	
Derivative liabilities	(178	) 154	—	(24	)
Derivative liabilities- affiliate	(3	) 3	—	—	
Total derivative instruments	\$470	\$—	\$(56	) \$414	
GenOn Americas Generation					
Gross Amounts Not Offset in the Statement of Financial Position					
	Gross Amounts of Recognized Assets/Liabilities (in millions)	Derivative Instruments	Cash Collateral (Held)/Posted	Net Amount	
December 31, 2013					
Commodity Contracts:					
Derivative assets	\$643	\$(154	) \$(56	) \$433	
Derivative assets- affiliate	92	(92	) —	—	
Derivative liabilities	(178	) 154	—	(24	)
Derivative liabilities- affiliate	(130	) 92	—	(38	)
Total derivative instruments	\$427	\$—	\$(56	) \$371	
GenOn Mid-Atlantic					
Gross Amounts Not Offset in the Statement of Financial Position					
	Gross Amounts of Recognized Assets/Liabilities (in millions)	Derivative Instruments	Cash Collateral (Held)/Posted	Net Amount	
December 31, 2013					
Commodity Contracts:					
Derivative assets	\$358	\$—	\$—	\$358	
Derivative assets- affiliate	149	(73	) —	76	
Derivative liabilities	—	—	—	—	
Derivative liabilities- affiliate	(73	) 73	—	—	
Total derivative instruments	\$434	\$—	\$—	\$434	
GenOn					
Gross Amounts Not Offset in the Statement of Financial Position					
	Gross Amounts of Recognized Assets/Liabilities (in millions)	Derivative Instruments	Cash Collateral (Held)/Posted	Net Amount	
December 31, 2012					
Commodity Contracts:					
Derivative assets	\$1,107	\$(260	) \$(243	) \$604	
Derivative assets- affiliate	9	(9	) —	—	

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Derivative liabilities	(310	) 260	1	(49	)
Derivative liabilities- affiliate	(9	) 9	—	—	)
Total commodity contracts	797	—	(242	) 555	
Interest rate contracts:					
Derivative liabilities	(50	) —	—	(50	)
Total derivative instruments	\$747	\$—	\$(242	) \$505	

86

---

GenOn Americas Generation

	Gross Amounts Not Offset in the Statement of Financial Position			
	Gross Amounts of Recognized Assets/Liabilities (in millions)	Derivative Instruments	Cash Collateral (Held)/Posted	Net Amount
December 31, 2012				
Commodity Contracts:				
Derivative assets	\$1,107	\$(260)	\$(243)	\$604
Derivative assets- affiliate	85	(85)	—	—
Derivative liabilities	(310)	) 260	1	(49)
Derivative liabilities- affiliate	(185)	) 85	—	(100)
Total derivative instruments	\$697	\$—	\$(242)	\$455

GenOn Mid-Atlantic

	Gross Amounts Not Offset in the Statement of Financial Position			
	Gross Amounts of Recognized Assets/Liabilities (in millions)	Derivative Instruments	Cash Collateral (Held)/Posted	Net Amount
December 31, 2012				
Commodity Contracts:				
Derivative assets	\$636	\$(3)	\$(57)	\$576
Derivative assets- affiliate	213	(152)	—	61
Derivative liabilities	(3)	) 3	—	—
Derivative liabilities- affiliate	(152)	) 152	—	—
Total derivative instruments	\$694	\$—	\$(57)	\$637

Accumulated Other Comprehensive Loss (GenOn)

The following table summarizes the effects on GenOn's accumulated OCI balance attributable to cash flow hedge derivatives, net of tax of zero dollars:

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Accumulated OCI balance, beginning of period	\$1	\$—	\$(34)	) \$21
Recognized in OCI on interest rate derivatives	19	1	(16)	) (55)
Reclassified from accumulated OCI into earnings <sup>(a)(b)</sup>	(2)	) —	(2)	) —
Reversal as part of sale to NRG Yield LLC <sup>(d)</sup>	(18)	) —	—	—
Accumulated OCI balance, end of period	\$—	\$1	\$(52)	) \$(34)
Valuation adjustments	\$—	\$—	\$—	) \$4 <sup>(c)</sup>

(a) Amounts reclassified from accumulated OCI into income and amounts recognized in income from the ineffective portion of cash flow hedges are recorded in interest expense.

All of the forecasted transactions (future interest payments) were deemed probable of occurring; therefore, no cash flow hedges were discontinued and no amount was recognized in GenOn's results of operations as a result of discontinued cash flow hedges.

(c) Represents the default risk of the counterparties to these transactions and GenOn's own non performance risk. The effect of these valuation adjustments is recorded in interest expense.

(d) The reversal of accumulated OCI as part of the sale of NRG Marsh Landing to NRG Yield LLC resulted in the recognition of additional paid in capital.

Because a significant portion of the interest expense incurred by Marsh Landing during construction was capitalized, amounts included in accumulated other comprehensive loss associated with construction period interest payments were reclassified to property, plant and equipment and will be depreciated over the expected useful life of the Marsh Landing generating facility. Actual amounts reclassified into earnings could vary from the amounts currently recorded as a result of future changes in interest rates.

Impact of Derivative Instruments on the Statement of Operations

Unrealized gains and losses associated with changes in the fair value of derivative instruments not accounted for as cash flow hedges are reflected in current period earnings.

The following tables summarize the pre-tax effects of economic hedges that have not been designated as cash flow hedges and trading activity on the Registrants' statements of operations. These amounts are included within operating revenues and cost of operations.

GenOn

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Unrealized mark-to-market results				
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$ (367)	) \$ (4)	) \$ (307)	) \$ (243)
Net unrealized gains/(losses) on open positions related to economic hedges	40	(5)	166	465
Total unrealized mark-to-market (losses)/gains for economic hedging activities	(327)	) (9)	) (141)	) 222
Reversal of previously recognized unrealized (gains)/losses on settled positions related to trading activity	(1)	) (4)	) (8)	) 6
Net unrealized gains/(losses) on open positions related to trading activity	1	—	6	(4)
Total unrealized mark-to-market (losses)/gains for trading activity	—	(4)	(2)	2
Total unrealized (losses)/gains	\$ (327)	) \$ (13)	) \$ (143)	) \$ 224

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Revenue from operations — energy commodities	\$ (356)	) \$ (20)	) \$ (159)	) \$ 227
Cost of operations	29	7	16	(3)
Total impact to statement of operations	\$ (327)	) \$ (13)	) \$ (143)	) \$ 224

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Unrealized mark-to-market results				

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$ (296	)	\$ (2	)	\$ (241	)	\$ (220	)
Net unrealized gains/(losses) on open positions related to economic hedges	25		(6	)	109		356	
Total unrealized mark-to-market (losses)/gains for economic hedging activities	(271	)	(8	)	(132	)	136	
Reversal of previously recognized unrealized (gains)/losses on settled positions related to trading activity	(1	)	(4	)	(8	)	6	
Net unrealized gains/(losses) on open positions related to trading activity	1		—		6		(4	)
Total unrealized mark-to-market (losses)/gains for trading activity	—		(4	)	(2	)	2	
Total unrealized (losses)/gains	\$ (271	)	\$ (12	)	\$ (134	)	\$ 138	

88

Edgar Filing: GenOn Energy, Inc. - Form 10-K

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions)		(In millions)	
Revenue from operations — energy commodities	\$302	) \$(16	) \$(153	) \$140
Cost of operations	31	4	19	(2
Total impact to statement of operations	\$(271	) \$(12	) \$(134	) \$138
GenOn Mid-Atlantic				

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions)		(In millions)	
Unrealized mark-to-market results				
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(296	) \$(2	) \$(246	) \$(215
Net unrealized gains/(losses) on open positions related to economic hedges	35	(5	) 131	335
Total unrealized (losses)/gains	\$(261	) \$(7	) \$(115	) \$120

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions)		(In millions)	
Revenue from operations — energy commodities	\$(292	) \$(12	) \$(120	) \$119
Cost of operations	31	5	5	1
Total impact to statement of operations	\$(261	) \$(7	) \$(115	) \$120

Credit Risk Related Contingent Features (GenOn and GenOn Americas Generation)

Certain of GenOn and GenOn Americas Generation's hedging agreements contain provisions that require the Registrants to post additional collateral if the counterparty determines that there has been deterioration in credit quality, generally termed "adequate assurance" under the agreements, or require the Registrants to post additional collateral if there were a one notch downgrade in the Registrants' credit rating. The collateral required for contracts that have adequate assurance clauses that are in net liability positions as of December 31, 2013, was \$33 million for GenOn and GenOn Americas Generation. The collateral required for contracts with credit rating contingent features that are in a net liability position as of December 31, 2013, was \$0.5 million for GenOn and GenOn Americas Generation. In addition, GenOn and GenOn Americas Generation are parties to certain marginable agreements under which they have net liability positions, but the counterparties have not called for collateral due, which is approximately \$4 million as of December 31, 2013. At December 31, 2013, GenOn Mid-Atlantic did not have any financial instruments with credit-risk-related contingent features.

See Note 4, Fair Value of Financial Instruments, for discussion regarding concentration of credit risk.





Note 6 — Inventory (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Inventory consisted of:

GenOn	As of December 31,	
	2013	2012
	(In millions)	
Fuel oil	\$162	\$120
Coal	144	170
Spare parts	131	129
Other	6	3
Total Inventory	\$443	\$422
GenOn Americas Generation	As of December 31,	
	2013	2012
	(In millions)	
Fuel oil	\$133	\$91
Coal	81	77
Spare parts	55	54
Other	1	1
Total Inventory	\$270	\$223
GenOn Mid-Atlantic	As of December 31,	
	2013	2012
	(In millions)	
Fuel oil	\$39	\$23
Coal	81	77
Spare parts	37	37
Other	1	—
Total Inventory	\$158	\$137

Note 7 — Property, Plant and Equipment (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Major classes of property, plant, and equipment were as follows:

GenOn

	As of December 31,		Depreciable Lives
	2013	2012	
	(In millions)		
Facilities and equipment	\$3,130	\$2,953	2 - 34 Years
Land and improvements	181	185	
Construction in progress	113	693	
Total property, plant and equipment	3,424	3,831	
Accumulated depreciation	(248	) (1	)
Net property, plant and equipment	\$3,176	\$3,830	

GenOn Americas Generation

	As of December 31,		Depreciable Lives
	2013	2012	
	(In millions)		
Facilities and equipment	\$1,213	\$1,139	2 - 34 Years
Land and improvements	74	74	
Construction in progress	3	9	
Total property, plant and equipment	1,290	1,222	
Accumulated depreciation	(96	) (1	)
Net property, plant and equipment	\$1,194	\$1,221	

GenOn Mid-Atlantic

	As of December 31,		Depreciable Lives
	2013	2012	
	(In millions)		
Facilities and equipment	\$1,045	\$1,001	2 - 34 Years
Land and improvements	16	16	
Construction in progress	3	5	
Total property, plant and equipment	1,064	1,022	
Accumulated depreciation	(77	) (1	)
Net property, plant and equipment	\$987	\$1,021	

Note 8 — Retirements, Mothballing or Long-Term Protective Layup of Generating Facilities (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Facilities Announced for Deactivation Due to Returns on Investment (GenOn)

The Registrants are subject to extensive environmental regulation by federal, state and local authorities under a variety of statutes, regulations and permits that address discharges into the air, water and soil, and the proper handling of solid, hazardous and toxic materials and waste. Complying with increasingly stringent environmental requirements involves significant capital and operating expenses. To the extent forecasted returns on investments necessary to comply with environmental regulations are insufficient for a particular facility, the Registrants plan to deactivate that facility. In determining the forecasted returns on investments, the Registrants factor in forecasted energy and capacity prices, expected capital expenditures, operating costs, property taxes and other factors. GenOn deactivated the following coal-fired units at the referenced times: Elrama units 1-3 (290 MW) June 2012, Niles unit 2 (110 MW) June 2012, Elrama unit 4 (170 MW) and Niles unit 1 (110 MW) October 2012, and all Titus coal units (245 MW) September 2013. The Registrants expect to deactivate the following generating capacity, primarily coal-fired units, at the referenced times: Portland (400 MW) June 2014, Shawville (597 MW) place in long-term protective layup in April 2015, Gilbert (98 MW) May 2015, Glen Gardner (160 MW) May 2015, and Werner (212 MW) May 2015.

Potomac River Generating Facility

During 2011, NRG Potomac River LLC entered into an agreement with the City of Alexandria, Virginia to remove permanently from service its 480 MW Potomac River generating facility. The agreement, which amends the Project Schedule and Agreement, dated July 2008 with the City of Alexandria, provides for the retirement of the Potomac River generating facility on October 1, 2012, subject to the determination of PJM that the retirement of the facility will not affect reliability and the consent of Potomac Electric Power Company. PJM made the necessary determination and in June 2012 Potomac Electric Power Company gave its consent. As a result, the Potomac River generating facility was retired in October 2012. Upon retirement of the Potomac River generating facility, all funds in the escrow account (\$32 million) established under the July 2008 agreement were distributed to NRG Potomac River in October 2012. GenOn Mid-Atlantic therefore reversed \$32 million of the previously recorded obligation under the 2008 agreement with the City of Alexandria as a reduction in cost of operations during the period from January 1, 2012 through December 14, 2012.

Contra Costa Generating Facility (GenOn and GenOn Americas Generation)

NRG Delta LLC entered into an agreement with PG&E in September 2009 for 675 MW at Contra Costa for the period from November 2011 through April 2013. At the end of the agreement GenOn Americas Generation retired the Contra Costa facility.

Expenses, Property, Plant and Equipment, and Materials and Supplies Inventory Related to Deactivations

In connection with the decision to deactivate the generating facilities, the Registrants evaluated their spare parts inventory and determined that there was excess inventory. GenOn, GenOn Americas Generation and GenOn Mid-Atlantic established a reserve of \$35 million, \$6 million and \$4 million, respectively, recorded to operations and maintenance expense during the first quarter of 2012 relating to their excess inventory. In addition to the excess spare parts inventory reserve recorded in the first quarter of 2012, GenOn, GenOn Americas Generation and GenOn Mid-Atlantic incurred \$18 million, \$10 million and \$9 million, respectively, during the period from January 1, 2012 through December 14, 2012 for costs to deactivate generating facilities, which is included in cost of operations. During the period from December 15, 2012 through December 31, 2012, GenOn, GenOn Americas Generation and GenOn Mid-Atlantic incurred \$1 million, \$1 million and \$1 million, respectively, for these costs. At December 31, 2012, the aggregate carrying value of property, plant and equipment, net and spare parts for the generating facilities with an aggregate of 3,540 MW, and are expected to be deactivated in 2013, 2014 or 2015, was \$115 million and \$17 million, respectively, for GenOn.

If market conditions and/or environmental and regulatory factors or assumptions change in the future, forecasted returns on investments necessary to comply with environmental regulations could change resulting in possible incremental investments if returns improve or deactivation of additional generating units or facilities if returns deteriorate. Such deactivations could result in additional charges, including impairments, severance costs and other plant shutdown costs.



Note 9 — Impairments (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

2012 Impairments

Long-Lived Assets Impairments (GenOn)

On July 20, 2012, GenOn entered into the NRG Merger Agreement with NRG Energy and a direct wholly-owned subsidiary of NRG. GenOn viewed the execution of the NRG Merger Agreement as a triggering event under accounting guidance and evaluated its long-lived assets for impairment.

For purposes of impairment testing, a long-lived asset must be grouped at the lowest level of identifiable cash flows. Each of GenOn's generating facilities is viewed as an individual asset group. Upon completion of the assessment, GenOn determined that the Portland and Titus generating facilities were impaired as of September 30, 2012, as the carrying values exceeded the undiscounted cash flows.

GenOn's review of the long-lived assets included assumptions about the following: (a) electricity, fuel and emissions prices, (b) capacity prices, (c) impact of environmental regulations, including costs of CO<sub>2</sub> allowances under a potential cap-and-trade program, (d) timing and extent of generating capacity additions and retirements and (e) future capital expenditure requirements related to the generating facilities.

GenOn's assumptions related to future prices of electricity, fuel, emission allowances, and capacity were based on observable market prices to the extent available. Longer term power and capacity prices were derived from proprietary fundamental market modeling and analysis. The long-term capacity prices were based on estimated revenue requirements needed to incentivize new generation when needed to maintain reliability standards. For markets with established capacity markets, such as PJM, these estimates are generally consistent with the current structures. The assumptions regarding electricity demand were based on forecasts available from each ISO or NERC region, as applicable. Assumptions for generating capacity additions and retirements included publicly available announcements, which take into account renewable sources of electricity, as well as the need for capacity to maintain reliability in the longer term. In addition, GenOn previously announced its plans for deactivation of the Portland and Titus generating facilities. See Note 8, Retirements, Mothballing or Long-Term Protective Layup of Generating Facilities.

GenOn recorded impairment losses of \$37 million and \$10 million during the third quarter of 2012 in the consolidated statement of operations to reduce the carrying values of the Portland and Titus generating facilities, respectively, to their estimated fair values of \$17 million and \$15 million, respectively. The measurements utilized to determine fair value of Portland and Titus for impairment were categorized in Level 3 as of September, 30, 2012.

2011 Impairments

Granted Emission Credits

In August 2011, the EPA finalized the CSAPR, which was intended to replace the CAIR starting in 2012. Under the CSAPR program, the EPA established new allowances for all of the new CSAPR programs and did not permit any carryover Acid Rain Program or CAIR allowances into the CSAPR trading programs. As a result, the NO<sub>x</sub> allowances from the CAIR program would not have been used. Accordingly, the Registrants thought that the CAIR NO<sub>x</sub> allowances would have no value after 2011. Similarly, the SO<sub>2</sub> allowances used for compliance in the CAIR program (which used the already existing Acid Rain Program allowances that would have continued to be usable for compliance with the Acid Rain Program) would not have been usable for compliance with the CSAPR SO<sub>2</sub> program and the Registrants thought they would have negligible value after 2011.

As a result of the CSAPR, GenOn, GenOn Americas Generation and GenOn Mid-Atlantic recorded impairment losses of \$133 million, \$128 million and \$94 million, respectively, for the write-off of excess NO<sub>x</sub> and SO<sub>2</sub> emissions allowances during 2011.

As GenOn thought that CAIR NO<sub>x</sub> emissions allowances of \$45 million would have no value after 2011, such allowances were fully impaired. The excess Acid Rain Program SO<sub>2</sub> emissions allowances of \$91 million were impaired to their estimated fair value of \$3 million based on their current market prices obtained from brokers. The excess Acid Rain Program SO<sub>2</sub> emission allowances were categorized in Level 3 in the fair value hierarchy.

As GenOn Americas Generation thought that CAIR NO<sub>x</sub> emission allowances of \$43 million would have no value after 2011, such allowances were fully impaired. The excess Acid Rain Program SO<sub>2</sub> emission allowances of \$86 million were impaired to their estimated fair value of \$1 million based on their current market prices obtained from brokers. The excess Acid Rain Program SO<sub>2</sub> emission allowances were categorized in Level 3 in the fair value

hierarchy.

As GenOn Mid-Atlantic thought that CAIR NO<sub>x</sub> emission allowances of \$43 million would have no value after 2011, such allowances were fully impaired. The excess Acid Rain Program SO<sub>2</sub> emission allowances of \$52 million were impaired to their estimated fair value of \$1 million based on their current market prices obtained from brokers. The excess Acid Rain Program SO<sub>2</sub> emission allowances were categorized in Level 3 in the fair value hierarchy.

93

---

## Note 10 —Debt and Capital Leases (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Long-term debt and capital leases consisted of the following:

	As of December 31,		Interest Rate	
	2013	2012		
	(In millions, except rates)			
GenOn Mid-Atlantic:				
Chalk Point capital lease, due 2015	\$ 10	\$ 14	8.190	
Subtotal GenOn Mid-Atlantic	10	14		
GenOn Americas Generation:				
Senior unsecured notes, due 2021	503	509	8.500	
Senior unsecured notes, due 2031	435	437	9.125	
Subtotal GenOn Americas Generation <sup>(a)</sup>	948	960		
GenOn Energy:				
Senior unsecured notes, due 2014	—	617	7.625	
Senior unsecured notes, due 2017	782	800	7.875	
Senior unsecured notes, due 2018	780	801	9.500	
Senior unsecured notes, due 2020	621	631	9.875	
Other	2	3		
Subtotal GenOn Energy	2,185	2,852		
Marsh Landing:				
Senior secured term loan, due 2017	—	121	L+2.50	(b)
Senior secured term loan, due 2023	—	269	L+2.75	(b)
Subtotal Marsh Landing	—	390		
Subtotal	3,133	4,202		
Less current maturities	5	32		
Total long-term debt and capital leases	\$3,128	\$4,170		

(a) This amount includes GenOn Mid-Atlantic.

(b)L+ equals LIBOR plus x%.

Long-term debt includes the following premiums:

	As of December 31,	
	2013	2012 <sup>(a)</sup>
	(In millions)	
GenOn Americas Generation:		
Senior unsecured notes, due 2021	\$ 53	\$ 59
Senior unsecured notes, due 2031	35	37
GenOn Energy:		
Senior unsecured notes, due 2014	—	42
Senior unsecured notes, due 2017	58	75
Senior unsecured notes, due 2018	104	126
Senior unsecured notes, due 2020	71	81
Total premium	\$ 321	\$ 420

(a) As of December 31, 2012, adjustments to fair value of debt represent adjustments recorded in connection with the NRG Merger.



## GenOn Energy (GenOn)

Senior Secured Term Loan Facility and Revolving Credit Facility. In connection with the NRG Merger, the senior secured term loan was paid off and the revolving credit facility was terminated. See Note 18, Commitments and Contingencies, for discussion of GenOn's credit agreement with NRG.

Under the senior notes and the related indentures, the senior notes are the sole obligation of GenOn and are not guaranteed by any subsidiary or affiliate of GenOn. The senior notes are senior unsecured obligations of GenOn having no recourse to any subsidiary or affiliate of GenOn. The senior notes restrict the ability of GenOn and its subsidiaries to encumber their assets.

Redemption of 2014 GenOn Senior Notes. In June 2013, GenOn redeemed all of the 2014 Senior Notes with an aggregate outstanding principal amount of \$575 million at a redemption percentage of 106.778% of face value, as well as any accrued and unpaid interest as of the redemption date. In connection with the redemption, an \$11 million loss on the debt extinguishment of the 2014 Senior Notes was recorded during the three months ended June 30, 2013 which primarily consisted of a make whole premium payment offset by the write-off of unamortized premium. The GenOn Senior Notes due 2014, which had a face value of \$575 million, were recorded at their fair value of \$617 million on the NRG Merger date. The related \$42 million premium was being amortized to interest expense until the notes were redeemed in June 2013, as previously discussed.

Senior Unsecured Notes, Due 2018 and 2020. The senior notes and the related indentures restrict the ability of GenOn to incur additional liens and make certain restricted payments, including dividends and purchases of capital stock. At December 31, 2013, GenOn did not meet the consolidated debt ratio component of the restricted payments test and, therefore, the ability of GenOn to make restricted payments is limited to specified exclusions from the covenant, including up to \$250 million of such restricted payments. The senior notes are subject to acceleration of GenOn's obligations thereunder upon the occurrence of certain events of default, including: (a) default in interest payment for 30 days, (b) default in the payment of principal or premium, if any, (c) failure after 90 days of specified notice to comply with any other agreements in the indenture, (d) certain cross-acceleration events, (e) failure by GenOn or its significant subsidiaries to pay certain final and non-appelable judgments after 90 days and (f) certain events of bankruptcy and insolvency.

The senior notes due 2018 and 2020 were recorded at their fair values of \$801 million and \$631 million, respectively, on the NRG Merger date. The \$126 million and \$81 million premiums, respectively, are being amortized to interest expense over the life of the related notes.

Prior to October 15, 2018, GenOn may redeem the senior notes due 2018, in whole or in part, at a redemption price equal to 100% of the principal amount plus a premium and accrued and unpaid interest. The premium is the greater of: (i) 1% of the principal amount of the notes; or (ii) the excess of the following: the present value of 100% of the note, plus interest payments due on the note through maturity, discounted at a Treasury rate plus 0.50% over the principal amount of the note.

Prior to October 15, 2015, GenOn may redeem the senior notes due 2020, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes plus a premium and accrued and unpaid interest. The premium is the greater of: (i) 1% of the principal amount of the notes; or (ii) the excess of the following: the present value of 100% of the note, plus interest payments due on the note through maturity, discounted at a Treasury rate plus 0.50% over the principal amount of the note. In addition, on or after October 15, 2015, GenOn may redeem some or all of the notes at redemption prices expressed as percentages of principal amount as set forth in the following table, plus accrued and unpaid interest on the notes redeemed to the first applicable redemption rate:

Redemption Period	Redemption Percentage	
October 15, 2015 to October 14, 2016	104.938	%
October 15, 2016 to October 14, 2017	103.292	%
October 15, 2017 to October 14, 2018	101.646	%
October 15, 2018 and thereafter	100.000	%

Senior Unsecured Notes, Due 2017. The senior notes due 2017 of GenOn were recorded at their fair value \$800 million on the NRG Merger date. The \$75 million premium is being amortized to interest expense over the life of the

related notes.

Prior to maturity, GenOn may redeem all or a part of the senior notes due 2017 at a redemption price equal to 100% of the notes plus a premium and accrued and unpaid interest. The premium is the greater of: (i) 1% of the principal amount of the notes; or (ii) the excess of the following: the present value of 100% of the note, plus interest payments due on the note through maturity, discounted at a Treasury rate plus 0.50% over the principal amount of the note.

95

---

GenOn Americas Generation (GenOn and GenOn Americas Generation)

Senior Unsecured Notes. The senior notes due 2021 and 2031 are senior unsecured obligations of GenOn Americas Generation having no recourse to any subsidiary or affiliate of GenOn Americas Generation. The senior notes due 2021 and 2031 of GenOn Americas Generation were recorded at their fair values of \$509 million and \$437 million, respectively, on the NRG Merger date. The \$59 million and \$37 million premiums, respectively, are being amortized to interest expense over the life of the related notes.

Prior to maturity, GenOn Americas Generation may redeem all or a part of the senior notes due 2021 and 2031 at a redemption price equal to 100% of the notes plus a premium and accrued and unpaid interest. The premium is the greater of: (i) the discounted present value of the then-remaining scheduled payments of principal and interest on the outstanding notes, discounted at a Treasury rate plus 0.375%, less the unpaid principal amount; and (ii) zero.

Marsh Landing (GenOn)

Credit Facility. In October 2010, Marsh Landing entered into a credit agreement for up to approximately \$650 million of commitments to provide construction and permanent financing for the Marsh Landing generating facility. The credit facility consists of a \$155 million tranche A senior secured term loan facility, due 2017, a \$345 million tranche B senior secured term loan facility, due 2023, a \$50 million senior secured letter of credit facility to support Marsh Landing's debt service reserve requirements and a \$100 million senior secured letter of credit facility to support Marsh Landing's collateral requirements under its PPA with PG&E. Prior to the commercial operation date of the project, the collateral requirements under the PPA and construction contracts were met by a \$165 million cash collateralized letter of credit facility entered into by GenOn Energy Holdings on behalf of Marsh Landing in September 2010.

In May 2013, Marsh Landing met the conditions under the credit agreement to convert the construction loan for the facility to a term loan which will amortize on a predetermined basis. Prior to term conversion, Marsh Landing drew the remaining funds available under the facility in order to pay costs due for construction. Marsh Landing also issued a \$24 million letter of credit under the facility in support of its debt service requirements. Concurrently with the term conversion, the \$80 million cash collateralized letter of credit issued by GenOn Energy Holdings on behalf of Marsh Landing in support of its collateral requirements under the PPA with PG&E was returned and the related letter of credit facility was terminated. On July 22, 2013, concurrent with the initial public offering of NRG Yield, Inc., GenOn sold its ownership interests in Marsh Landing Holdings LLC to NRG Yield LLC, including the Marsh Landing term loan, as further described in Note 17, Related Party Transactions.

Capital Leases (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

Capital leases include a lease at GenOn Mid-Atlantic's Chalk Point generating facility for an 80 MW peaking unit. The annual principal payments under this lease are \$5 million in 2014 and 2015.

Restricted Net Assets (GenOn and GenOn Americas Generation)

GenOn and GenOn Americas Generation and certain of their subsidiaries are holding companies and, as a result, GenOn and GenOn Americas Generation and such subsidiaries are dependent upon dividends, distributions and other payments from their respective subsidiaries to generate the funds necessary to meet their obligations. In particular, a substantial portion of the cash from GenOn's and GenOn Americas Generation's operations is generated by GenOn Mid-Atlantic. The ability of certain of GenOn's and GenOn Americas Generation's subsidiaries to pay dividends and make distributions is restricted under the terms of their debt or other agreements, including the operating leases of GenOn Mid-Atlantic for GenOn and GenOn Americas Generation and REMA for GenOn. Under their respective operating leases, GenOn Mid-Atlantic and REMA are not permitted to make any distributions and other restricted payments unless: (a) they satisfy the fixed charge coverage ratio for the most recently ended period of four fiscal quarters; (b) they are projected to satisfy the fixed charge coverage ratio for each of the two following periods of four fiscal quarters, commencing with the fiscal quarter in which such payment is proposed to be made; and (c) no significant lease default or event of default has occurred and is continuing. In the event of a default under the respective operating leases or if the respective restricted payment tests are not satisfied, GenOn Mid-Atlantic and REMA would not be able to distribute cash. At December 31, 2013, GenOn Mid-Atlantic and REMA did not satisfy the restricted payments test.

Pursuant to the terms of their respective lease agreements, GenOn Mid-Atlantic and REMA are restricted from, among other actions, (a) encumbering assets, (b) entering into business combinations or divesting assets, (c) incurring additional debt, (d) entering into transactions with affiliates on other than an arm's length basis or (e) materially changing their business. Therefore, at December 31, 2013, all of GenOn Mid-Atlantic's and REMA's net assets (excluding cash) were deemed restricted for purposes of Rule 4-08(e)(3)(ii) of Regulation S-X. As of December 31, 2013, restricted net assets for GenOn Mid-Atlantic and REMA had restricted net assets of \$1,079 million and \$(959) million, respectively.

Consolidated Annual Maturities (GenOn and GenOn Americas Generation)

Annual payments based on the maturities of GenOn's debt for the years ending after December 31, 2013 are as follows:

	(In millions)
2017	725
2018	675
Thereafter	1,400
Total	\$2,800

Annual payments based on the maturities of GenOn Americas Generation's debt for the years ending after December 31, 2013 are as follows:

	(In millions)
2019 and thereafter	850
Total	\$850

Note 11 — Asset Retirement Obligations (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

The Registrants' AROs are primarily related to the future dismantlement of equipment on leased property and environmental obligations related to ash disposal, site closures and fuel storage facilities. In addition, the Registrants have also identified conditional AROs for asbestos removal and disposal, which are specific to certain power generation operations.

The following table represents the balance of ARO obligations as of December 31, 2012, along with the additions, reductions and accretion related to the Registrants' ARO obligations for the year ended December 31, 2013:

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
	(In millions)		
Balance as of December 31, 2012	\$172	\$73	\$25
Additions	2	—	—
Spending for current obligations and other settlements	(5	) (1	) —
Accretion — expense	10	4	2
Balance as of December 31, 2013	\$179	\$76	\$27

## Note 12 — Benefit Plans and Other Postretirement Benefits (GenOn)

## Defined Benefit Plans

GenOn provides pension benefits to eligible non-union and union employees through various defined benefit pension plans. These benefits are based on pay, service history and age at retirement. Most pension benefits are provided through tax-qualified plans that are funded in accordance with the Employee Retirement Income Security Act of 1974 and Internal Revenue Service requirements. Certain executive pension benefits that cannot be provided by the tax-qualified plans are provided through unfunded non-tax-qualified plans. The measurement date for the defined benefit plans was December 31 for all periods presented unless otherwise noted. GenOn also provides certain medical care and life insurance benefits for eligible retired employees. The measurement date for these postretirement benefit plans was December 31 for all periods presented unless otherwise noted.

As a result of the application of pushdown accounting, GenOn's benefit plan obligations were remeasured at the time of the NRG Merger. See Note 3, NRG Merger and Dispositions.

The net periodic pension cost/credit related to GenOn's pension and other postretirement benefit plans include the following components:

	Pension Benefits Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Service cost benefits earned	\$13	\$1	\$12	\$12
Interest cost on benefit obligation	25	1	23	23
Expected return on plan assets	(31	) (1	(30	) (29
Net reclassifications from accumulated other comprehensive loss <sup>(a)</sup>	—	—	9	4
Curtailments	—	—	1	—
Special termination benefits	—	—	1	—
Net periodic benefit cost	\$7	\$1	\$16	\$10

(a) Net reclassifications include actuarial loss and prior service cost.

	Other Postretirement Benefits Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Service cost benefits earned	\$1	\$—	\$1	\$1
Interest cost on benefit obligation	3	—	3	3
Net reclassifications from accumulated other comprehensive loss <sup>(a)</sup>	—	—	(3	) (4
Curtailments	—	—	1	—
Plan amendments	—	—	(3	) —
Unrecognized prior service cost	(1	) —	—	—
Net periodic benefit credit	\$3	\$—	\$(1	) \$—

(a) Net reclassifications include actuarial gain/loss and prior service credit.



A comparison of the pension benefit obligation, other postretirement benefit obligations and related plan assets for GenOn plans on a combined basis is as follows:

	Tax-Qualified Pension Benefits			Non-Tax-Qualified Pension Benefits		
	Successor	Predecessor		Successor	Predecessor	
	Year Ended	December	January 1,	Year Ended	December	January 1,
	December	through	through	December	through	through
	31, 2013	December	December	31, 2013	December	December
		31, 2012	14, 2012		31, 2012	14, 2012
	(In millions)		(In millions)	(In millions)		(In millions)
Benefit obligation at beginning of period	\$585	\$582	(a) \$523	\$14	\$14	(a) \$10
Service cost	13	1	12	—	—	—
Interest cost	25	1	22	1	—	1
Actuarial (gain)/loss	(55)	) 1	12	—	—	—
Benefit payments	(22)	) —	(18)	(2)	) —	(1)
Curtailments	—	—	1	(1)	) —	—
Plan amendments	—	—	—	—	—	—
Special termination benefits	—	—	1	—	—	—
Benefit obligation at end of period	546	585	553	(a) 12	14	10
Fair value of plan assets at beginning of period	406	402	(a) 353	—	—	—
Actual return on plan assets	67	4	32	—	—	—
Employer contributions	18	—	20	2	—	1
Benefit payments	(22)	) —	(18)	(2)	) —	(1)
Fair value of plan assets at end of period	469	406	387	—	—	—
Funded status at end of period — excess of obligation over assets	\$(77)	) \$(179)	) \$(166)	\$(12)	) \$(14)	) \$(10)

(a) As a result of the application of pushdown accounting, GenOn remeasured its pension benefit obligation and related plan assets at the time of the NRG Merger.



	Other Postretirement Benefits			Predecessor
	Successor	December 15, 2012		
	Year Ended December 31, 2013	through December 31, 2012		
	(In millions)			(In millions)
Benefit obligation at beginning of period	\$87	\$87	(a)	\$84
Service cost	1	—		1
Interest cost	3	—		3
Participant contributions	1	—		2
Actuarial (gain)/loss	(7)	) —		4
Benefit payments	(7)	) —		(7)
Curtailments	—	—		1
Plan amendments	(5)	) —		(3)
Benefit obligation at end of period	73	87		85 (a)
Fair value of plan assets at beginning of period	—	—		—
Employer contributions	6	—		5
Participant contributions	1	—		2
Benefit payments	(7)	) —		(7)
Fair value of plan assets at end of period	—	—		—
Funded status at end of period — excess of obligation over assets	\$(73)	) \$(87)	)	\$(85)

(a) As a result of the application of pushdown accounting, GenOn remeasured its postretirement benefit obligations at the time of the NRG Merger.

Amounts recognized in GenOn's balance sheets were as follows:

	Tax-Qualified Pension Benefits		Non-Tax-Qualified Pension Benefits		Other Postretirement Benefits	
	As of December 31, 2013	2012	As of December 31, 2013	2012	As of December 31, 2013	2012
	(In millions)		(In millions)		(In millions)	
Current liabilities	\$—	\$—	\$(12)	) \$(1)	) \$(6)	) \$(6)
Non-current liabilities	\$(77)	) \$(179)	) \$—	\$(13)	) \$(67)	) \$(81)

The accumulated benefit obligation exceeded the fair value of plan assets at December 31, 2013 and 2012 for the tax-qualified defined benefit pension plans. The total accumulated benefit obligation for the tax-qualified plans at December 31, 2013 and 2012 was \$517 million and \$543 million, respectively.

Amounts recognized in GenOn's other comprehensive income/loss and accumulated other comprehensive income/loss for the pension and other postretirement benefit plans were as follows:

	Tax-Qualified Pension Benefits		Non-Tax-Qualified Pension Benefits		Other Postretirement Benefits	
	Net Actuarial (Loss) Gain	Prior Service Cost	Net Actuarial Loss	Prior Service Cost	Net Actuarial (Loss) Gain	Prior Service Cost
(In millions)						
<b>Predecessor</b>						
Balance at December 31, 2011	\$(136)	\$(2)	\$(3)	\$(1)	\$(3)	\$10
Unrealized loss	(10)	—	—	—	(4)	—
Reclassification to net periodic benefit cost/credit	8	1	—	—	—	(3)
Total recognized in OCI for the period	(2)	1	—	—	(4)	(3)
Balance at December 14, 2012 <sup>(a)</sup>	\$(138)	\$(1)	\$(3)	\$(1)	\$(7)	\$7
<b>Successor</b>						
Balance at December 15, 2012 <sup>(a)</sup>	\$—	\$—	\$—	\$—	\$—	\$—
Unrealized gain	1	—	—	—	—	—
Total recognized in OCI for the period	1	—	—	—	—	—
Balance at December 31, 2012	\$1	\$—	\$—	\$—	\$—	\$—
Unrealized gain	91	—	—	—	7	5
Reclassification to net periodic benefit cost/credit	—	(1)	—	—	—	(1)
Total recognized in OCI for the period	91	(1)	—	—	7	4
Balance at December 31, 2013	\$92	\$(1)	\$—	\$—	\$7	\$4

<sup>(a)</sup> As a result of the application of pushdown accounting, the amounts remaining in accumulated other comprehensive loss at the time of the NRG Merger were eliminated.

The total net (gain)/loss recognized in net periodic benefit cost and other comprehensive income/loss for the pension plans for the year ended December 31, 2013, the period from December 15, 2012 through December 31, 2012, the period from January 1, 2012 through December 14, 2012 and the year ended December 31, 2011 were \$(84) million, \$0 million, \$17 million and \$88 million, respectively. The total net (gain)/loss recognized in net periodic benefit credit and other comprehensive income/loss for the other postretirement benefit plans for the year ended December 31, 2013, the period from December 15, 2012 through December 31, 2012, the period from January 1, 2012 through December 14, 2012 and the year ended December 31, 2011 were \$(7) million, \$0 million, \$6 million and \$11 million, respectively.

The estimated unrecognized gain for the pension and other postretirement benefit plans that will be amortized from accumulated other comprehensive loss to net period benefit cost during 2014 is approximately \$6 million.

## Fair Value Hierarchy of Plan Assets

GenOn's market-related value of its plan assets is the fair value of the assets. The fair values of GenOn's pension plan assets by asset category are as follows:

	As of December 31, 2013 (In millions)	As of December 31, 2012
Asset Categories:		
Investment Funds:		
U.S. equities	202	173
Non-U.S. equities	139	118
Fixed income securities	128	115
Total	\$469	\$406

In accordance with ASC 820, GenOn determines the level in the fair value hierarchy within which each fair value measurement in its entirety falls, based on the lowest level input that is significant to the fair value measurement in its entirety. GenOn's assets are all classified within Level 2 of the fair value hierarchy. GenOn's plan assets consist of non-exchange-traded investment funds whose fair values reflect the net asset value of the funds based on the fair value of the fund's underlying securities. The underlying securities held by these funds are valued using quoted prices in active markets for identical or similar assets. GenOn elected the practical expedient under the accounting guidance to measure the fair value of certain funds that use net asset value per share. Certain investment funds require redemption notification of 30 days or less for which no adjustment was made to their net asset value. There are no investments categorized as Level 3.

## Assumptions

The discount rates used at December 31, 2013 and 2012, were determined based on individual bond-matching models comprised of portfolios of high quality corporate bonds with projected cash flows and maturity dates reflecting the expected time horizon during which that benefit will be paid. Bonds included in the model portfolios are from a cross-section of different issuers, are AA-rated or better, and are non-callable so that the yield to maturity can be attained without intervening calls.

In determining the long-term rate of return for plan assets, GenOn evaluates historic and current market factors such as inflation and interest rates before determining long-term capital market assumptions. GenOn also considers the effects of diversification and portfolio rebalancing. To check for reasonableness and appropriateness, GenOn reviews data about other companies, including their historic returns.

For purposes of expense recognition prior to the NRG Merger, GenOn used a market-related value of assets that recognizes the difference between the expected return and the actual return on plan assets over a five-year period. Unrecognized asset gains or losses associated with GenOn's plan assets were recognized in the calculation of the market-related value of assets and subject to amortization in future periods.

The following table presents the significant assumptions used to calculate GenOn's benefit obligations:

	Pension Benefits		Other Postretirement Benefits		
	As of December 31,		As of December 31,		
	2013	2012	2013	2012	
Weighted-Average Assumptions					
Discount rate	5.02	% 4.22	% 4.53	% 3.99	%
Rate of compensation increase	2.91	% 2.82	% N/A	N/A	

GenOn's assumed healthcare cost trend rates used for other postretirement benefit obligations are:

	Other Postretirement Benefit Plans		
	As of December 31,		
	2013	2012	
Weighted-Average Assumptions			
Assumed medical inflation for next year:			
Before age 65	8.50	% 8.50	%
Age 65 and after	8.69	% 8.67	%
Assumed ultimate medical inflation rate	5.50	% 5.50	%
Year in which ultimate rate is reached	2019	2018	

An annual increase or decrease of 1% in the assumed healthcare cost trend rates would correspondingly increase or decrease the postretirement benefit obligation at December 31, 2013 by \$5 million.

The following table presents the significant assumptions used to calculate GenOn's benefit expense/credit:

	Pension Plans		Other Postretirement Benefit Plans		
	Successor		Predecessor		
	Year Ended	December 15,	Year Ended	Year Ended	
	December 31,	2012	January 1, 2012	December 31,	
	2013	through	through	2011	
		December 31,	December 14,		
		2012	2012		
Weighted-Average Assumptions					
Discount rate	4.22	% 4.25	% 4.56	% 5.12	%
Rate of compensation increase	2.82	% 2.82	% 2.79	% 2.81	%
Expected return on plan assets	7.50	% 7.50	% 8.25	% 8.25	%

	Pension Plans		Other Postretirement Benefit Plans		
	Successor		Predecessor		
	Year Ended	December 15,	Year Ended	Year Ended	
	December 31,	2012	January 1, 2012	December 31,	
	2013	through	through	2011	
		December 31,	December 14,		
		2012	2012		
Weighted-Average Assumptions					
Discount rate	3.99	% 4.01	% 4.26	% 4.80	%
Rate of compensation increase	N/A	N/A	N/A	3.00	%

GenOn's assumed healthcare cost trend rates used for other postretirement benefit net periodic benefit expense/credit are:

	Pension Plans		Other Postretirement Benefit Plans		
	Successor		Predecessor		
	Year Ended	December 15,	Year Ended	Year Ended	
	December 31,	2012	January 1, 2012	December 31,	
	2013	through	through	2011	
		December 31,	December 14,		
		2012	2012		
Weighted-Average Assumptions					
Discount rate	3.99	% 4.01	% 4.26	% 4.80	%
Rate of compensation increase	N/A	N/A	N/A	3.00	%

Weighted-Average Assumptions

Assumed medical inflation for next year:

Before age 65	8.50	%	8.50	%	7.50	%	8.00	%
Age 65 and after	8.67	%	8.67	%	7.71	%	8.20	%
Assumed ultimate medical inflation rate	5.50	%	5.50	%	5.50	%	5.50	%
Year in which ultimate rate is reached	2018		2018		2018		2018	

103

---

An annual increase or decrease of 1% in the assumed healthcare cost trend rates would correspondingly increase or decrease the total annual service and interest cost components of net period benefit credit during 2013 by \$5 million.

#### Pension Plan Assets

Pension plans' assets are managed solely in the interest of the plans' participants and their beneficiaries and are invested with the objective of earning the necessary returns to meet the time horizons of the accumulated and projected retirement benefit obligations. GenOn uses a mix of equities and fixed income investments intended to manage risk to a reasonable and prudent level. GenOn's risk tolerance is established through consideration of the plans' liabilities and funded status as well as corporate financial condition. Equity investments are diversified across U.S. and non-U.S. stocks. For U.S. stocks, GenOn employs both a passive and active approach by investing in index funds and actively managed funds. For non-U.S. stocks, GenOn is invested in both developed and emerging market equity funds. Fixed income investments are comprised of long-term U.S. government and corporate securities. Derivative securities can be used for diversification, risk-control and return enhancement purposes but may not be used for the purpose of leverage.

In the fourth quarter of 2011, GenOn adopted a new pension asset allocation methodology based on the results of a study completed by a third-party investment consulting firm. The methodology divides the pension plan assets into two primary portfolios: (i) return seeking assets, those assets intended to generate returns in excess of pension liability growth (U.S. and Non-U.S. equities) and (ii) liability-hedging assets, those assets intended to have characteristics similar to pension liabilities (fixed income securities). As GenOn's pension plans' funded status improves, the methodology actively moves the plan assets from return seeking assets toward liability-hedging assets.

The following table shows the target allocations for GenOn's plans and the percentage of fair value of plan assets by asset fund category (based on the nature of the underlying funds) for GenOn's qualified pension plans at December 31, 2013 and 2012:

	Target Allocations	Percentage of Fair Value of Plan Assets as of December 31,		
		2013	2012	
U.S. equities	42	% 43	% 43	%
Non-U.S. equities	28	29	29	
Fixed income securities	30	28	28	
Total	100	% 100	% 100	%

Investment risk and performance are monitored on an ongoing basis through quarterly portfolio reviews of each asset fund class to a related performance benchmark, if applicable, and annual pension liability measurements. Performance benchmarks adopted in the fourth quarter of 2011 are composed of the following indices:

Asset Class	Index
U.S. equities	Dow Jones U.S. Total Stock Market Index
Non-U.S. equities	MSCI All Country World Ex-U.S. IMI Index
Fixed income securities	Barclays Capital Long Term Government/Credit Index

#### Expected Contributions and Benefit Payments

GenOn expects to contribute approximately \$56 million to the tax-qualified pension plans during 2014. In addition, GenOn expects to contribute approximately \$12 million to the non-tax-qualified pension plans during 2014. As of December 31, 2013, GenOn has related rabbi trust investments of \$14 million to fund future benefit payments of the non-tax-qualified pension plans.

GenOn's expected future benefit payments for each of the next five years, and in the aggregate for the five years thereafter, are as follows:

	Pension Benefit Payments		Other Postretirement Benefit	
	Tax-Qualified	Non-Tax-Qualified	Benefit Payments	Medicare Prescription Drug Reimbursements
	(In millions)			
2014	\$24	\$ 12	\$6	\$ —
2015	27	—	7	—
2016	29	—	6	—
2017	28	—	6	—
2018	30	—	6	—
2019 through 2023	184	—	30	1

#### Employee Savings and Profit Sharing Plan

GenOn has employee savings plans under Sections 401(a) and 401(k) of the IRC whereby employees may contribute a portion of their eligible compensation to the employee savings plan, subject to limits under the IRC. GenOn also historically provided for a profit sharing arrangement for non-bargaining employees and some bargaining employees not accruing a benefit under the defined benefit pension plans, whereby GenOn contributed a fixed contribution of 2% of eligible pay per pay period and could make an annual discretionary contribution up to 3% of eligible pay based on GenOn's performance. Upon completion of the NRG Merger, NRG assumed GenOn's defined contribution 401(k) plans and amended the plan for the non-bargaining employees with NRG 401(k) plan features, effective January 1, 2013. On July 5, 2013, the GenOn defined contribution 401(k) plans were merged into the NRG 401(k) plan.

GenOn also sponsors non-qualified deferred compensation plans for key and highly compensated employees. GenOn's obligations under these plans were \$22 million and the related rabbi trust investments were \$31 million at December 31, 2013 and 2012, respectively. Upon completion of the NRG Merger, NRG assumed GenOn's non-qualified plans and their respective obligations.

Expense recognized for the matching, fixed profit sharing and discretionary profit sharing contributions for the year ended December 31, 2013, the period from December 15, 2012 through December 31, 2012, the period from January 1, 2012 through December 14, 2012 and the year ended December 31, 2011 were \$4 million, \$1 million, \$30 million and \$30 million, respectively.

#### Note 13— Capital Structure (GenOn)

On December 14, 2012, NRG and GenOn completed the NRG Merger. Upon closing, each issued and outstanding share of GenOn's common stock automatically converted into the right to receive 0.1216 shares of common stock of NRG based on the NRG Merger Exchange Ratio. See Note 3, NRG Merger and Dispositions.

	Common Stock (Shares in millions)
As of December 31, 2010	771
Transactions under stock plans	1
As of December 31, 2011	772
Transactions under stock plans	2
As of December 14, 2012	774
Impact of NRG Merger	(774 )
As of December 31, 2012 <sup>(a)</sup>	—

(a) There have been no common stock transactions subsequent to the NRG Merger.





## Note 14— Segment Reporting (GenOn and GenOn Americas Generation)

GenOn previously had the following segments: Eastern PJM, Western PJM/MISO, California, Energy Marketing and Other Operations. GenOn Americas Generation previously had the following segments: Eastern PJM, Northeast, California, Energy Marketing and Other Operations. In the fourth quarter of 2012, in conjunction with the NRG Merger, GenOn and GenOn Americas Generation began reporting the following segments: East, South Central, West and Corporate. All GenOn Mid-Atlantic entities are included within the GenOn East segment. There are distinct components with separate operating results and management structures for each segment, which are based on the geographical location of the power generation operations. GenOn and GenOn Americas Generation have recast the data from prior periods to reflect this change in reportable segments to conform to the current year presentation.

## GenOn

Successor	Year Ended December 31, 2013				
	East	South Central	West	Corporate	Total
	(In millions)				
Operating revenues	\$2,291	\$7	\$249	\$9	\$2,556
Operating revenues - affiliate	(4	) 38	12	2	48
Operating expenses <sup>(a)</sup>	1,590	34	130	234	1,988
Operating expenses - affiliate	299	34	50	(179	) 204
Depreciation and amortization	195	6	39	9	249
Operating loss	203	(29	) 42	(53	) 163
Other income/(loss), net	26	—	—	(25	) 1
Equity in earnings of unconsolidated affiliates/(loss)	—	4	—	—	4
Loss on debt extinguishment	—	—	—	(11	) (11
Interest expense	(67	) —	(5	) (121	) (193
Interest expense -affiliate	—	—	—	(12	) (12
Income/(loss) before income taxes	162	(25	) 37	(222	) (48
Income tax benefit	—	—	—	(6	) (6
Net income/(loss)	\$162	\$(25	) \$37	\$(216	) \$(42
Balance sheet					
Equity investment in affiliate	\$—	\$17	\$—	\$—	\$17
Capital expenditures <sup>(b)</sup>	\$157	\$3	\$81	\$39	\$280
Total assets	\$4,255	\$179	\$329	\$971	\$5,734

(a) Corporate operating expenses include \$70 million in acquisition-related costs.

(b) Includes accruals

Successor	December 15, 2012 through December 31, 2012				
	East	South Central	West	Corporate	Total
	(In millions)				
Operating revenues	\$66	\$—	\$7	\$—	\$73
Operating expenses	67	1	6	53	127
Depreciation and amortization	8	—	2	—	10
Operating loss	(9	) (1	) (1	) (53	) (64
Interest expense	—	—	—	(8	) (8
Loss before income taxes	(9	) (1	) (1	) (61	) (72
Income tax expense/(benefit)	—	—	—	—	—
Net loss	\$(9	) \$(1	) \$(1	) \$(61	) \$(72
Balance sheet					
Equity investment in affiliate	\$—	\$19	\$—	\$—	\$19
Capital expenditures <sup>(a)</sup>	\$17	\$8	\$21	\$1	\$47
Total assets	\$5,873	\$250	\$1,063	\$233	\$7,419

(a) Includes accruals.

106

---

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Predecessor	January 1, 2012 through December 14, 2012					
	East	South Central	West	Corporate	Total	
	(In millions)					
Operating revenues	\$2,153	\$29	\$379	\$3	\$2,564	
Operating expenses	1,994	16	226	14	2,250	
Depreciation and amortization	267	9	43	20	339	
Impairment losses	47	—	—	—	47	
Operating income/(loss)	(155	) 4	110	(31	) (72	)
Other income, net	—	2	—	1	3	
Interest expense	(1	) —	—	(329	) (330	)
Income/(loss) before income taxes	(156	) 6	110	(359	) (399	)
Income tax expense	—	—	—	15	15	
Net income/(loss)	\$(156	) \$6	\$110	\$(374	) \$(414	)
Capital expenditures <sup>(a)</sup>	\$251	\$8	\$284	\$10	\$553	
(a) Includes accruals.						
Predecessor	Year Ended December 31, 2011					
	East	South Central	West	Corporate	Total	
	(In millions)					
Operating revenues	\$3,125	\$37	\$449	\$3	\$3,614	
Operating expenses	2,428	36	371	62	2,897	
Depreciation and amortization	291	7	44	33	375	
Impairment losses	119	—	14	—	133	
Operating income/(loss)	287	(6	) 20	(92	) 209	
Other income/(loss), net	—	6	—	(2	) 4	
Interest (expense)/income	(12	) —	4	(371	) (379	)
Loss on debt extinguishment and refinancing expense	—	—	—	(23	) (23	)
Income/(loss) before income taxes	275	—	24	(488	) (189	)
Income tax expense/(benefit)	—	—	—	—	—	
Net income/(loss)	\$275	\$—	\$24	\$(488	) \$(189	)
Successor	Year Ended December 31, 2013					
	East	South Central	West	Corporate	Total	
	(In millions)					
Operating revenues	\$2,258	\$—	\$170	\$—	\$2,428	
Operating revenues—affiliate	87	41	5	—	133	
Operating expenses	870	—	35	—	905	
Operating expenses—affiliate	1,272	41	117	—	1,430	
Depreciation and amortization	86	—	9	—	95	
Operating income/(loss)	117	—	14	—	131	
Other income/(loss), net	—	—	—	1	1	
Equity in earnings of unconsolidated affiliates	0	0	0	0	0	
Interest expense	(5	) —	—	(68	) (73	)
Income/(loss) before income taxes	112	—	14	(67	) 59	
Income tax expense/(benefit)	—	—	—	—	—	
Net income/(loss)	\$112	\$—	\$14	\$(67	) \$59	
Balance sheet						

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Capital expenditures <sup>(a)</sup>	\$66	\$—	\$—	\$—	\$66
Total assets	\$2,484	\$17	\$162	\$300	\$2,963
(a) Includes accruals.					

107

---

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Successor	December 15, 2012 through December 31, 2012					
	East	South Central	West	Corporate	Elimination	Total
	(In millions)					
Operating revenues	\$70	\$—	\$4	\$—	\$—	\$74
Operating revenues—affiliate	3	—	—	—	—	3
Operating expenses	29	—	—	—	—	29
Operating expenses—affiliate	42	—	1	—	—	43
Depreciation and amortization	4	—	1	—	—	5
Operating income/(loss)	(2	) —	2	—	—	—
Other income/(loss), net	—	—	—	—	—	—
Interest expense	—	—	—	(3	) —	(3
Income/(loss) before income taxes	(2	) —	2	(3	) —	(3
Income tax expense/(benefit)	—	—	—	—	—	—
Net income/(loss)	\$(2	) \$—	\$2	\$(3	) \$—	\$(3
Balance sheet						
Capital expenditures <sup>(a)</sup>	\$6	\$—	\$—	\$—	\$—	\$6
Total assets	\$2,451	\$—	\$172	\$1,126	\$(363	) \$3,386

(a) Includes accruals.

Predecessor	January 1, 2012 through December 14, 2012					
	East	South Central	West	Corporate	Elimination	Total
	(In millions)					
Operating revenues	\$2,060	\$24	\$321	\$—	\$—	\$2,405
Operating revenues—affiliate	137	22	30	—	—	189
Operating expenses	950	—	123	2	—	1,075
Operating expenses—affiliate	1,143	30	195	1	—	1,369
Depreciation and amortization	136	—	14	5	—	155
Impairment losses	—	—	—	—	—	—
Operating income/(loss)	(32	) 16	19	(8	) —	(5
Other income/(loss), net	—	—	—	—	—	—
Interest expense	(5	) —	—	(70	) —	(75
Income/(loss) before income taxes	(37	) 16	19	(78	) —	(80
Income tax expense/(benefit)	—	—	—	—	—	—
Net income/(loss)	\$(37	) \$16	\$19	\$(78	) \$—	\$(80
Capital expenditures <sup>(a)</sup>	\$190	\$—	\$—	\$—	\$—	\$190

(a) Includes accruals.

Predecessor	Year Ended December 31, 2011					
	East	South Central	West	Corporate	Elimination	Total
	(In millions)					
Operating revenues	\$2,793	\$22	\$200	\$—	\$—	\$3,015
Operating revenues—affiliate	(87	) —	10	—	—	(77

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Operating expenses	1,005	—	36	9	—	1,050	
Operating expenses—affiliate	1,306	22	129	(7	) —	1,450	
Depreciation and amortization	155	—	15	7	—	177	
Impairment losses	114	—	14	—	—	128	
Operating income/(loss)	126	—	16	(9	) —	133	
Other loss, net	—	—	(1	) —	—	(1	)
Interest expense	(5	) —	(1	) (87	) —	(93	)
Loss on debt extinguishment and refinancing expense	—	—	—	(23	) —	(23	)
Income/(loss) before income taxes	121	—	14	(119	) —	16	
Income tax expense/(benefit)	—	—	—	—	—	—	
Net income/(loss)	\$121	\$—	\$14	\$(119	) \$—	\$16	

108

## Note 15 — Income Taxes (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

## Income Taxes

## GenOn

GenOn's income tax (benefit)/provision consisted of the following:

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions)		(In millions)	
Current tax (benefit)/provision:				
Federal	\$(6 )	\$—	\$15	\$(1 )
State	—	—	—	1
Total current (benefit)/provision for income taxes	\$(6 )	\$—	\$15	\$—

A reconciliation of GenOn's federal statutory income tax provision to the effective income tax (benefit)/provision adjusted for permanent and other items during 2013, 2012 and 2011, is as follows:

	Successor		Predecessor	
	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	Year Ended December 31, 2011
	(In millions, except percentages)		(In millions, except percentages)	
Provision for income taxes based on U.S. federal statutory income tax rate	\$2	\$(25 )	\$(140 )	\$(66 )
State and local income tax provision, net of federal income taxes	—	(1 )	(9 )	(8 )
Change in deferred tax asset valuation allowance	(2 )	23	166	183
Effect of equity-related transactions	—	1	(5 )	(49 )
Tax settlements	(6 )	—	6 <sup>(b)</sup>	(25 ) <sup>(a)</sup>
NRG Merger-related costs	—	2	—	—
Mirant/RRI Merger-related costs	—	—	—	(15 )
Mirant/RRI Merger-related write-off of NOL and state and local income tax provision, net of federal income taxes	—	—	—	(3 )
Mirant/RRI Merger-related write-off of NOL and other deferred tax assets	—	—	—	(21 )
Other, net	—	—	(3 )	4
Income tax (benefit)/provision	\$(6 )	\$—	\$15	\$—

(a) Settlements of tax disputes increased GenOn's tax basis in depreciable assets that had previously been written off as a result of Mirant's emergence from bankruptcy in 2006.

(b) Deferred tax attribute changes from 2002-2003 audit changes including effect of the CenterPoint tax allocation agreement.





The tax effects of temporary differences between the carrying amounts of assets and liabilities in GenOn's financial statements and their respective tax bases which give rise to deferred tax assets and liabilities are as follows:

	As of December 31,	
	2013	2012
	(In millions)	
Deferred Tax Assets:		
Employee benefits	\$ 134	\$ 149
Pension and other postretirement benefits	123	98
Contingencies and other liabilities	—	—
Federal loss carryforwards	384	375
State loss carryforwards	108	77
Property and intangible assets	1,563	1,594
Out-of-market contracts fair value adjustment	136	132
Debt premium, net	136	160
Other	117	41
Subtotal	2,701	2,626
Valuation allowance	(2,672	) (2,324
Net deferred tax assets	29	302
Deferred Tax Liabilities:		
Derivative contracts	(29	) (297
Debt discount, net	—	—
Other	—	(5
Net deferred tax liabilities	(29	) (302
Net deferred taxes	\$—	\$—

#### NOLs

As a result of the NRG Merger, GenOn experienced an ownership change as defined in IRC § 382. IRC § 382 provides, in general, that an ownership change occurs when there is a greater than 50-percentage point increase in ownership of a company's stock by new or existing stockholders who own (or are deemed to own under IRC § 382) 5% or more of the loss company's stock over a three year testing period. IRC § 382 limits the amount of pre-merger NOLs and built-in losses that can be used during any post-ownership change year to offset taxable income. GenOn has reduced the amount of federal NOLs that would have been available to offset post-merger taxable income based on a \$62 million annual limitation by \$2.3 billion. GenOn reduced the amount of state NOLs to the applicable size amount based upon state conformity to IRC § 382. In addition, based on the allocation of the provisional fair values in connection with the NRG Merger, GenOn reduced its tax basis in depreciable assets by \$938 million for financial reporting purposes due to the inability to utilize future tax depreciation deductions that are limited as built-in losses under IRC § 382.

At December 31, 2013, GenOn's federal NOL carryforward for financial reporting was \$1 billion with expiration dates from 2022 to 2032. Similarly, there is an aggregate amount of \$1.4 billion of state NOL carryforwards with various expiration dates (based on a review of the application of apportionment factors and other state tax limitations). The guidance related to accounting for income taxes requires that a valuation allowance be established when it is more-likely-than-not that all or a portion of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including GenOn's past and anticipated future performance, the reversal of deferred tax liabilities and the implementation of tax planning strategies.

At December 31, 2013, GenOn's deferred tax assets reduced by a valuation allowance are completely offset by GenOn's deferred tax liabilities. Objective positive evidence is necessary to support a conclusion that a valuation allowance is not needed for all or a portion of deferred tax assets when significant negative evidence exists. GenOn evaluates this position quarterly and makes judgments based on the facts and circumstances at that time. GenOn thinks that the realization of future taxable income sufficient to utilize existing deferred tax assets is less than more-likely-than-not at this time.

#### Tax Uncertainties

The recognition of contingent losses for tax uncertainties requires management to make significant assumptions about the expected outcomes of certain tax contingencies. Under the accounting guidance, GenOn must reflect in its income tax provision the full benefit of all positions that will be taken in GenOn's income tax returns, except to the extent that such positions are uncertain and fall below the benefit recognition requirements. In the event that GenOn determines that a tax position meets the uncertainty criteria, an additional liability or an adjustment to GenOn's NOLs, determined under the measurement criteria, will result. GenOn periodically reassesses the tax positions in its tax returns for open years based on the latest information available and determines whether any portion of the tax benefits reflected should be treated as unrecognized. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Successor		Predecessor
	Year Ended	December 15,	January 1, 2012
	December 31,	through	through
	2013	December 31,	December 14,
		2012	2012
	(In millions)		(In millions)
Unrecognized tax benefits, beginning of period	\$6	\$6	\$5
Increase based on tax positions related to the prior years	—	—	3
Decrease due to settlements and payments	(5	) —	(2
Decrease as a result of lapse in the statute of limitations	—	—	—
Unrecognized tax benefits, end of period	\$1	\$6	\$6

The unrecognized tax benefits included the review of tax positions relating to open tax years beginning in 2002 and continuing to the present. GenOn's major tax jurisdictions are the U.S. at the federal level and multiple state and local jurisdictions. Both the federal and state NOL carryforwards from any closed year are subject to examination until the year that such NOL carryforwards are utilized and that utilization year is closed for audit. GenOn does not anticipate any significant changes in its unrecognized tax benefits over the next 12 months. GenOn has not recognized any tax benefits for certain filing positions for which the outcome is uncertain and the effect is estimable.

Included in the unrecognized tax benefits balance at December 31, 2013 and 2012, GenOn had \$1 million and \$5 million, respectively, of unrecognized tax benefits that would affect the effective tax rate if they were recognized.

GenOn's tax provision in each period includes interest and penalties related to unrecognized tax benefits. The amount recorded in GenOn's consolidated balance sheet for interest and penalties related to the unrecognized tax benefits at both December 31, 2013 and 2012 is \$1 million.

GenOn continues to be subject to audit for multiple years by taxing authorities in various jurisdictions. Considerable judgment is required to determine the tax treatment of particular items that involve interpretations of complex tax laws. A tax liability is recorded for filing positions with respect to which the outcome is uncertain and the recognition criteria under the accounting guidance for uncertainty in income taxes has been met. Such liabilities are based on judgment and it can take many years to resolve a recorded liability such that the related filing position is no longer subject to question. GenOn has not recorded a liability for those proposed tax adjustments related to the current tax audits when GenOn continues to think its filing position meets the more-likely-than-not threshold prescribed in the accounting guidance related to accounting for uncertainty in income taxes. Any adverse outcomes arising from these matters could result in a material change in the amount of GenOn's deferred taxes.



GenOn ceased being a member of the CenterPoint consolidated tax group at September 30, 2002 and has been limited in GenOn's ability to use tax attributes generated during periods through that date. The Internal Revenue Service's audits of CenterPoint's federal income tax returns for the 1997 to 2002 tax reporting periods have been closed, subject to a review by the Internal Revenue Service of certain claims formally submitted by GenOn for the 2002 tax year. GenOn has a tax allocation agreement that addresses the allocation of taxes pertaining to GenOn's separation from CenterPoint. This agreement provides that GenOn may carryback net operating losses generated subsequent to September 30, 2002 to tax years when GenOn was part of CenterPoint's consolidated tax group. Any such carryback is subject to CenterPoint's consent and any existing statutory carryback limitations. For items relating to periods prior to September 30, 2002, GenOn will (a) recognize any net costs incurred by CenterPoint for settlement of temporary differences up to \$15 million (of which zero had been recognized through December 31, 2013 and 2012) as an equity contribution and (b) recognize any net benefits realized by CenterPoint for settlement of temporary differences up to \$1 million as an equity distribution. Generally, amounts for temporary differences in excess of the \$15 million and \$1 million thresholds will be settled in cash between GenOn and CenterPoint. Pursuant to this agreement, generally, taxes related to permanent differences are the responsibility of CenterPoint.

#### GenOn Americas Generation

As a result of the NRG Merger, GenOn experienced an ownership change as defined in IRC § 382. IRC § 382 provides, in general, that an ownership change occurs when there is a greater than 50 percentage point increase in ownership of a company's stock by new or existing stockholders who own (or are deemed to own under IRC § 382) 5% or more of the loss company's stock over a three year testing period. IRC § 382 limits the amount of pre-merger NOLs and built-in losses that can be used during any post-ownership change year to offset taxable income. The annual limitation on the amount of taxable income that can be offset by GenOn's pre-NRG Merger NOLs has been redetermined as of the date of the NRG Merger. GenOn Americas Generation's annual limitation on the amount of taxable income that can be offset by its pre-merger NOLs has also been redetermined as a consequence of the GenOn ownership change that resulted from the NRG Merger. GenOn Americas Generation has reduced to zero the amount of its pre-NRG Merger NOLs available to offset post-NRG Merger taxable income based on the expected limits determined in accordance with IRC § 382.

GenOn Americas Generation's income tax provision/(benefit) was \$0 for 2011 through 2013.

A reconciliation of GenOn Americas Generation's expected federal statutory income tax provision to the effective income tax provision adjusted for permanent and other items during 2013, 2012 and 2011, is as follows:

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions, except percentages)		(In millions, except percentages)	
Provision (benefit) for income taxes based on U.S. federal statutory income tax rate	\$22	\$(1 )	\$(28 )	\$5
State and local income tax provision, net of federal income taxes	6	—	(4 )	5
LLC income not subject to taxation	(28 )	1	32	(10 )
Income tax (benefit)/provision	\$—	\$—	\$—	\$—

#### Tax Uncertainties

The recognition of contingent losses for tax uncertainties requires management to make significant assumptions about the expected outcomes of certain tax contingencies. Under the accounting guidance, GenOn Americas Generation must reflect in its income tax provision the full benefit of all positions that will be taken in GenOn Americas Generation's income tax returns, except to the extent that such positions are uncertain and fall below the benefit

recognition requirements. In the event that GenOn Americas Generation determines that a tax position meets the uncertainty criteria, an additional liability or an adjustment to GenOn Americas Generation's NOLs, determined under the measurement criteria, will result. GenOn Americas Generation periodically reassesses the tax positions in its tax returns for open years based on the latest information available and determines whether any portion of the tax benefits reflected should be treated as unrecognized.

Both the federal and state NOL carryforwards from any closed year are subject to examination until the year that such NOL carryforwards are utilized and that utilization year is closed for audit. GenOn Americas Generation has not recorded any uncertain tax benefits.

112

---

## Pro Forma Income Tax Disclosures

## GenOn Americas Generation

GenOn Americas Generation is not subject to income taxes except for those subsidiaries of GenOn Americas Generation that are separate taxpayers. GenOn Americas, GenOn and NRG are otherwise directly responsible for income taxes related to GenOn Americas Generation's operations.

The pro forma income tax provision that would be reported if GenOn Americas Generation were to be allocated income taxes attributable to its operations was \$0 for the year ended December 31, 2013, the period from December 15, 2012 through December 31, 2012, the period from January 1, 2012 through December 14, 2012 and the year ended December 31, 2011.

The following table presents the pro forma reconciliation of GenOn Americas Generation's federal statutory income tax provision for continuing operations adjusted for reorganization items to the pro forma effective tax provision:

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions, except percentages)		(In millions, except percentages)	
Provision (benefit) for income taxes based on U.S. federal statutory income tax rate	21	(1 )	(28 )	5
State and local income tax provision (benefit), net of federal income taxes	6	—	(4 )	5
Change in deferred tax asset valuation allowance	(27 )	2	32	(74 )
Mirant/RRI Merger-related write-off of NOLs	—	—	—	83
Tax settlement	—	—	—	(23 ) <sup>(a)</sup>
Other, net	—	—	—	4
Income tax provision	—	1	—	—

(a) Settlement of tax disputes increased GenOn Americas Generation's tax basis in depreciable assets that previously had been written off as a result of Mirant's emergence from bankruptcy in 2006.

The tax effects of temporary differences between the carrying amounts of assets and liabilities in the consolidated balance sheets and their respective tax bases which give rise to the pro forma deferred tax assets and liabilities would be as follows:

	As of December 31,	
	2013	2012
	(In millions)	
Deferred Tax Assets:		
Pension and other postretirement benefits	\$85	\$—
Reserves	124	23
Loss carryforwards	34	176
Property and intangible assets	1,602	817
Out-of-market contracts fair value adjustment	55	212
Debt premium	42	39
Other, net	37	—
Subtotal	1,979	1,267
Valuation allowance	(1,936 )	(990 )
Net deferred tax assets	43	277
Deferred Tax Liabilities:		
Derivative contract assets and liabilities	(43 )	(276 )

Other, net	—	(1	)
Net deferred tax liabilities	(43	) (277	)
Net deferred taxes	\$—	\$—	

113

---

The guidance related to accounting for income taxes requires that a valuation allowance be established when it is more likely than-not that all or a portion of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including GenOn Americas Generation's past and anticipated future performance, the reversal of deferred tax liabilities and the implementation of tax planning strategies.

Objective positive evidence is necessary to support a conclusion that a valuation allowance is not needed for all or a portion of deferred tax assets when significant negative evidence exists. GenOn Americas Generation evaluates this position quarterly and makes its judgment based on the facts and circumstances at that time.

As a result of the NRG Merger, GenOn experienced an ownership change as defined in IRC § 382. IRC § 382 provides, in general, that an ownership change occurs when there is a greater than 50-percentage point increase in ownership of a company's stock by new or existing stockholders who own (or are deemed to own under IRC § 382) 5% or more of the loss company's stock over a three year testing period. IRC § 382 limits the amount of pre-merger NOLs that can be used during any post-ownership change year to offset taxable income. The annual limitation on the amount of taxable income that can be offset by GenOn's pre-NRG Merger NOLs has been redetermined as of the date of the NRG Merger. GenOn Americas Generation's annual limitation on the amount of taxable income that can be offset by its pre-merger pro forma NOLs has also been redetermined as a consequence of the GenOn ownership change that resulted from the NRG Merger. GenOn Americas Generation has reduced the amount of its pre-NRG Merger pro forma NOLs available to offset post-NRG Merger taxable income based on the expected limits determined in accordance with IRC § 382.

#### GenOn Mid-Atlantic

The following reflects a pro forma disclosure of the income tax provision that would be reported if GenOn Mid-Atlantic was to be allocated income taxes attributable to its operations. Pro forma income tax provision attributable to income before tax would consist of the following:

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions)		(In millions)	
Current provision (benefit):				
Federal	\$45	\$1	\$10	\$3
State	12	—	1	1
Deferred provision:				
Federal	—	(1 )	3	21
State	—	—	—	5
Total provision for income taxes	\$57	\$—	\$14	\$30

The following table presents the pro forma reconciliation of GenOn Mid-Atlantic's federal statutory income tax provision for continuing operations adjusted for reorganization items to the pro forma effective tax provision:

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions, except percentages)		(In millions, except percentages)	
Provision (benefit) for income taxes based on U.S. federal statutory income tax rate	\$45	\$—	\$11	\$37



Edgar Filing: GenOn Energy, Inc. - Form 10-K

State and local income taxes	12	—	1	4	
Tax settlement	—	—	—	(11	) <sup>(a)</sup>
Impairment of non-deductible goodwill	—	—	—	—	
Other, net	—	—	2	—	
Income tax provision	\$57	\$—	\$14	\$30	

(a) Settlement of tax disputes increased GenOn Mid-Atlantic's tax basis in depreciable assets that previously had been written off as a result of Mirant's emergence from bankruptcy in 2006.

114

---

The tax effects of temporary differences between the carrying amounts of assets and liabilities in the consolidated balance sheets and their respective tax bases which give rise to the pro forma deferred tax assets and liabilities would be as follows:

	As of December 31,	
	2013	2012
	(In millions)	
Deferred Tax Assets:		
Reserves	\$—	\$ 19
Loss carryforwards	—	1
Property and intangible assets	27	632
Out-of-market contracts fair value adjustment	108	212
Other, net	6	8
Net deferred tax assets	141	872
Deferred Tax Liabilities:		
Derivative contracts	—	(274 )
Net deferred tax liabilities	—	(274 )
Net deferred taxes	\$ 141	\$ 598

Pro Forma Tax Uncertainties

GenOn Mid-Atlantic has not recorded any uncertain tax benefits.

Note 16 — Stock-Based Compensation (GenOn)

Impact of NRG Merger

Effective December 14, 2012, in connection with the consummation of the NRG Merger, the name of the GenOn Energy, Inc. 2010 Omnibus Incentive Plan was changed to NRG 2010 Stock Plan for GenOn Employees, or NRG GenOn LTIP. Pursuant to the NRG Merger Agreement, upon completion of the NRG Merger, the following occurred to GenOn's stock-based incentive awards:

i. each outstanding GenOn stock option that was granted under the NRG GenOn LTIP, the GenOn Energy, Inc. 2002 Long-Term Incentive Plan, the GenOn Energy, Inc. 2002 Stock Plan and the Mirant Corporation 2005 Omnibus Incentive Compensation Plan, collectively, the GenOn Plans, before 2012 vested in full (to the extent not already vested) and was converted into an option to purchase NRG common stock (with the number of shares and per share exercise price appropriately adjusted based on the NRG Merger Exchange Ratio), on the terms and conditions otherwise applicable to those options prior to the NRG Merger;

ii. each outstanding GenOn stock option that was granted under the GenOn Plans during 2012 was converted into an option to purchase NRG common stock (with the number of shares and per share exercise price appropriately adjusted based on the NRG Merger Exchange Ratio), on the terms and conditions (including vesting schedules and conditions) otherwise applicable to those options prior to the NRG Merger;

iii. each outstanding restricted stock unit that was granted under the GenOn Plans before 2012 has vested in full (to the extent not already vested) and was exchanged for shares of NRG common stock in the NRG Merger based on the NRG Merger Exchange Ratio; and

iv. each outstanding restricted stock unit that was granted under the GenOn Plans in 2012, to the extent it remained unvested immediately prior to the NRG Merger, was converted into unvested restricted stock units of NRG (with the number of shares subject to such restricted stock unit appropriately adjusted based on the NRG Merger Exchange Ratio), on the terms and conditions otherwise applicable to those restricted stock units.

As of December 31, 2012, all unvested stock options that were converted to options to purchase NRG common stock and restricted stock units that were converted to NRG restricted stock units were recorded in NRG's consolidated balance sheet.

The following disclosures relate to the predecessor periods and the conversion of GenOn stock options and restricted stock units only. All information regarding weighted average exercise price of stock options, weighted average grant date fair value of stock options granted and weighted average grant date fair value for restricted stock units is based on historical GenOn stock prices and includes no adjustments for the NRG Merger Exchange Ratio.



### Non-Qualified Stock Options

GenOn granted service condition stock option awards to certain employees. Historically, stock options vested 33.33% per year for the three years and had a term of five years to ten years. GenOn recognized the related compensation expense on a straight-line basis over the requisite service period.

The weighted average grant date fair value per option granted was \$1.07 and \$1.68 for the period from January 1, 2012 to December 14, 2012 and the year ended December 31, 2011, respectively. There was no cash received from the exercise of options for the period of January 1, 2012 to December 14, 2012 and there was \$3 million of cash received from the exercise of options for the year ended December 31, 2011. There was no intrinsic value of options exercised and no tax benefits realized, as a result of net operating loss carryforwards, for the period of January 1, 2012 to December 14, 2012 and the year ended December 31, 2011, respectively.

The fair value of GenOn's non-qualified stock options was estimated on the date of grant using the Black-Scholes option-pricing model. Significant assumptions used in the fair value model with respect to the GenOn's non-qualified stock options are summarized below:

	January 1, 2012 through December 14, 2012		2011			
	Range	Weighted Average	Range	Weighted Average		
Expected volatility <sup>(a)</sup>	50.5	% 50.5	% 45-55%	47.2	%	
Expected term (in years) <sup>(b)</sup>	5	5	5	5		
Risk-free rate <sup>(c)</sup>	0.89	% 0.89	% 1.0-1.2%	2.1	%	

(a) GenOn estimated volatility based on historical and implied volatility (as applicable) of its common stock.

(b) The expected term is based on a binomial lattice model.

(c) The risk-free rate for periods within the contractual term of the stock option is based on the U.S. Treasury yield curve in effect at the time of the grant.

### Time-based Restricted Stock Units and Performance-based Restricted Stock Units

**Time-based Awards.** GenOn granted time-based restricted stock units to certain employees. These restricted stock units generally vested in three equal installments on each of the first, second and third anniversaries of the grant date. GenOn recognized the related compensation expense on a straight-line basis over the requisite service period. In addition, GenOn granted time-based restricted stock units to non-management members of the Board of Directors. These awards vested on the grant date and delivery of the underlying shares was deferred until the directorship terminated. During the period from January 1, 2012 to December 14, 2012, GenOn granted 3.2 million time-based restricted stock units.

**Performance-based Awards.** During the period from January 1, 2012 to December 14, 2012, GenOn granted 2.6 million performance-based restricted stock units to certain employees. These restricted stock units were linked to the 2012 short-term incentive plan performance goals, with performance measured in December 2012 to determine a multiplier between 0% and 200% of the targeted grant. These restricted stock units generally vested in three equal installments over a three-year period. GenOn recognized the related compensation expense on a straight-line basis over the requisite service period. In December 2012, the performance multiplier was determined to be 183% for the performance-based awards granted in 2012 and one-third of the restricted stock units vested at that time with the remaining unvested restricted stock units to vest in December 2013 and December 2014.

**General.** The grant date fair value of time-based and performance-based restricted stock units was equal to GenOn's closing stock price on the grant date.

The weighted average grant date fair value per restricted stock unit granted was \$2.43 and \$3.81 for the period from January 1, 2012 to December 14, 2012 and the year ended December 31, 2011, respectively. The fair value of vested restricted stock units was \$8 million for the period from January 1, 2012 to December 14, 2012 and \$0 for the year ended December 31, 2011.

### Compensation Expense

GenOn recognized compensation expense in selling, general and administrative expense in the consolidated statements of operations related to stock-based compensation. Stock-based compensation expense was \$19 million

and \$14 million for the period from January 1, 2012 to December 14, 2012 and the year ended December 31, 2011, respectively.

116

---

Note 17 - Related Party Transactions (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)  
Services Agreement with NRG (GenOn)

Subsequent to the NRG Merger (for the successor period), NRG provides GenOn, with various management, personnel and other services, which include human resources, regulatory and public affairs, accounting, tax, legal, information systems, treasury, risk management, commercial operations, and asset management, as set forth in the Services Agreement. The initial term of the Services Agreement was through December 31, 2013, with an automatic renewal absent a request for termination. The fee charged is determined based on a fixed amount as described in the Services Agreement and was calculated based on historical GenOn expenses prior to the NRG Merger. The annual fees under the Services Agreement are approximately \$193 million. NRG charges these fees on a monthly basis, less amounts incurred directly by GenOn. Management has concluded that this method of charging overhead costs is reasonable. For the year ended December 31, 2013, GenOn recorded costs related to these services of \$88 million.

Administrative Services Provided by NRG for the Successor Period and Provided by GenOn Energy for the Predecessor Periods (GenOn Americas Generation and GenOn Mid-Atlantic)

Prior to the NRG Merger, GenOn provided GenOn Americas Generation and GenOn Mid-Atlantic with various management, personnel and other services directly relating to their facilities. GenOn Americas Generation and GenOn Mid-Atlantic reimbursed GenOn for amounts equal to the costs of providing such services. In addition, GenOn's corporate overhead costs were allocated to its subsidiaries based on each operating subsidiary's planned operating expenses relative to all operating subsidiaries of GenOn. Subsequent to the NRG Merger, NRG provides GenOn Americas Generation and GenOn Mid-Atlantic with various management, personnel and other services consistent with those set forth in the Services Agreement discussed above between NRG and GenOn. GenOn's costs incurred under the Services Agreement with NRG are allocated to its subsidiaries based on each operating subsidiary's planned operating expenses relative to all operating subsidiaries of GenOn. These allocations and charges are not necessarily indicative of what would have been incurred had GenOn Americas Generation and GenOn Mid-Atlantic been unaffiliated entities. Management has concluded that this method of charging overhead costs is reasonable. Costs incurred by NRG and charged directly back to GenOn Americas and GenOn Mid-Atlantic are not considered to be affiliate costs for periods subsequent to the NRG Merger. Direct costs charged back to GenOn Americas Generation considered to be affiliate costs were \$130 million and \$137 million for the period from January 1, 2012 to December 14, 2012 and the year ended December 31, 2011, respectively. Direct costs charged back to GenOn Mid-Atlantic considered to be affiliate costs were \$85 million and \$83 million for the period from January 1, 2012 to December 14, 2012 and the year ended December 31, 2011, respectively.

The following costs were incurred under these arrangements:

GenOn Americas Generation

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	through	through	December 31,
	2013	December 31,	December 14,	2011
		2012	2012	
	(In millions)		(In millions)	
Allocated costs:				
Cost of operations — affiliate	9	2	50	48
Selling, general and administrative — affiliate	74	2	62	76
Total	\$83	\$4	\$112	\$124

GenOn Mid-Atlantic

	Successor		Predecessor	
	Year Ended	December 15,	January 1, 2012	Year Ended
	December 31,	2012	through	December 31,
	2013	through	December 14,	2011
			2012	

Edgar Filing: GenOn Energy, Inc. - Form 10-K

		December 31, 2012		
	(In millions)			(In millions)
Allocated costs:				
Cost of operations — affiliate	6	1	32	32
Selling, general and administrative — affiliate	64	2	39	49
Total	\$70	\$3	\$71	\$81

117

---

Services Provided by GenOn Energy Management for the Predecessor Periods (GenOn Americas Generation and GenOn Mid-Atlantic)

GenOn Americas Generation

Prior to the NRG Merger, GenOn Energy Management provided services to certain of GenOn's indirect operating subsidiaries through power, fuel supply and services agreements. The services included the bidding and dispatch of the generating units, fuel procurement and the execution of contracts, including economic hedges, to reduce price risk. These transactions were recorded as operating revenues — affiliate and cost of operations — affiliate, as appropriate, in the consolidated statements of operations. Amounts due from and to GenOn's indirect operating subsidiaries were recorded as accounts receivable — affiliate or accounts payables — affiliate, as appropriate. Substantially all energy marketing overhead expenses were allocated to GenOn's operating subsidiaries. For the year ended December 31, 2013, the period from January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011, GenOn Americas Generation recorded a reduction to cost of operations — affiliate of \$9 million, \$22 million and \$25 million, respectively, related to the allocations of energy marketing overhead expenses to affiliates that are not included in the GenOn Americas Generation consolidated statements of operations.

GenOn Mid-Atlantic

Prior to the NRG Merger, GenOn Mid-Atlantic received services from GenOn Energy Management which included the bidding and dispatch of the generating units, procurement of fuel and other products and the execution of contracts, including economic hedges, to reduce price risk. These transactions were recorded as operating revenues — affiliate and cost of operations — affiliate, as appropriate, in the consolidated statements of operations. Amounts due to and from GenOn Energy Management under the power, fuel supply and services agreements were recorded as accounts payables — affiliate or accounts receivables — affiliate, as appropriate. Under these agreements, GenOn Energy Management resold GenOn Mid-Atlantic's energy products in the PJM spot and forward markets and to other third parties. GenOn Mid-Atlantic was paid the amount received by GenOn Energy Management for such capacity and energy. GenOn Mid-Atlantic had counterparty credit risk in the event that GenOn Energy Management was unable to collect amounts owed from third parties for the resale of GenOn Mid-Atlantic's energy products. Substantially all energy marketing overhead expenses were allocated to GenOn's operating subsidiaries. For the year ended December 31, 2013, the period from January 1, 2012 through December 14, 2012 and the year ended December 31, 2011, GenOn Mid-Atlantic incurred \$3 million, \$4 million, and \$4 million, respectively, of energy marketing overhead expense. These costs are included in cost of operations — affiliate in GenOn Mid-Atlantic's consolidated statements of operations.

Credit Agreement with NRG (GenOn)

In connection with the closing of the NRG Merger, GenOn and GenOn Americas entered into a secured intercompany revolving credit agreement with NRG. This credit agreement provides for a \$500 million revolving credit facility, all of which is available for revolving loans and letters of credit. At December 14, 2012, the letters of credit outstanding under GenOn's revolving credit facility, which was terminated in connection with the NRG Merger, were transferred to this credit agreement. At December 31, 2013, \$349 million of letters of credit were outstanding under the NRG credit agreement for GenOn and of this amount, \$258 million were issued on behalf of GenOn Americas Generation. See Note 10, Debt and Capital Leases. At December 31, 2013, no loans were outstanding under this credit agreement. In connection with the execution of the agreement, certain of GenOn's subsidiaries (guarantors) entered into a guarantee agreement pursuant to which these guarantors guaranteed amounts borrowed and obligations incurred under the credit agreement. The credit agreement has a three year maturity and is payable at maturity, subject to certain exceptions primarily related to asset sales not in the ordinary course of business and borrowings of debt. In addition, they are restricted from incurring additional liens on their assets. At GenOn's election, the interest rate per year applicable to the loans under the credit agreement will be determined by reference to either (i) the base rate plus 2.50% per year or (ii) the LIBOR rate plus 3.50% per year. In addition, the credit agreement contains customary covenants and events of default.

Intercompany Cash Management Program (GenOn Americas Generation)

GenOn Americas Generation and certain of its subsidiaries participate in separate intercompany cash management programs whereby cash balances at GenOn Americas Generation and the respective participating subsidiaries are



transferred to central concentration accounts to fund working capital and other needs of the respective participants. The balances under this program are reflected as notes receivable — affiliate or notes payable — affiliate, as appropriate. The notes are due on demand and accrue interest on the net position, which is payable quarterly, at a rate determined by GenOn Energy Holdings. At December 31, 2013 and 2012, GenOn Americas Generation had a net current notes receivable from GenOn Energy Holdings of \$299 million and \$198 million, respectively, related to its intercompany cash management program. For the year ended December 31, 2013, and for the periods from December 15, 2012 through December 31, 2012 and January 1, 2012 through December 14, 2012, GenOn Americas Generation earned an insignificant amount of net interest income related to these notes.

118

---

#### Purchased Emission Allowances (GenOn Mid-Atlantic)

GenOn Energy Management maintains an inventory of certain purchased emission allowances related to the Regional Greenhouse Gas Initiative on behalf of GenOn Mid-Atlantic. The emission allowances are sold by GenOn Energy Management to GenOn Mid-Atlantic as they are needed for operations. GenOn Mid-Atlantic purchases emission allowances from GenOn Energy Management at GenOn Energy Management's original cost to purchase the allowances. For allowances that have been purchased by GenOn Energy Management from a GenOn Energy affiliate, the price paid by GenOn Energy Management is determined by market indices.

Emission allowances purchased from GenOn Energy Management that were utilized during the year ended December 31, 2013, the periods from December 15, 2012 through December 31, 2012 and January 1, 2012 through December 14, 2012 and during the year ended December 31, 2011 were \$17 million, \$1 million, \$20 million, and \$26 million, respectively, and are recorded in cost of operations — affiliate in GenOn Mid-Atlantic's consolidated statements of operations.

#### Operator of Leased Facilities (GenOn)

See Note 18, Commitments and Contingencies, for a discussion of the GenOn leased facilities (Conemaugh and Keystone) that GenOn also operates.

#### Sale of NRG Marsh Landing Holdings LLC to NRG Yield LLC (GenOn)

On July 22, 2013, concurrent with the initial public offering of NRG Yield, Inc., GenOn sold its ownership interests in NRG Marsh Landing Holdings LLC to NRG Yield LLC for a purchase price of \$199 million in cash plus the assumption of debt. The net assets of NRG Marsh Landing Holdings LLC were \$168 million at the time of the sale resulting in the recognition of additional paid-in capital of \$31 million.

The following table summarizes the net assets of Marsh Landing Holdings LLC sold to NRG Yield LLC:

	Historical carrying amount (In millions)
Assets	
Other current and non-current assets	\$52
Property, plant and equipment	666
Total assets	\$718
Liabilities	
Other current and non-current liabilities	\$50
Long-term debt	500
Total liabilities	\$550
Net assets	\$168

## Note 18— Commitments and Contingencies (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

## Commitments

## GenOn Mid-Atlantic Operating Leases

GenOn Mid-Atlantic leases a 100% interest in the Dickerson and Morgantown coal generation units and associated property through 2029 and 2034, respectively. GenOn Mid-Atlantic has an option to extend the leases. Any extensions of the respective leases would be for less than 75% of the economic useful life of the facility, as measured from the beginning of the original lease term through the end of the proposed remaining lease term. GenOn Mid-Atlantic accounts for these leases as operating leases and recognizes rent expense on a straight-line basis over the lease term. Rent expense totaled \$41 million for the year ended December 31, 2013, \$3 million for the period from December 15, 2012 through December 31, 2012, \$92 million, for the period from January 1, 2012 through December 14, 2012 and \$96 million for the year ended December 31, 2011. Rent expense is included in cost of operations. As of December 31, 2013 and 2012, GenOn Mid-Atlantic has paid \$97 million and \$30 million, respectively, of lease payments in excess of rent expense recognized, which is included in prepaid rent on the consolidated balance sheets. Of these amounts, \$71 million and \$30 million, respectively, is included in prepayments and other current assets (prepayments for GenOn).

For restrictions under these leases, see Note 10, Debt and Capital Leases.

As further described in Note 3, NRG Merger and Dispositions, as a result of pushdown accounting, GenOn Mid-Atlantic recorded the acquisition date fair value of the leasehold improvements of \$382 million, classified in property, plant and equipment. In addition, GenOn Mid-Atlantic recorded the acquisition date fair value of the leasehold interests, net of the present value of the lease obligation, equal to an out-of-market liability of \$604 million, classified in out-of-market contracts. This liability is amortized to rent expense on a straight-line basis over the term of the lease.

Future minimum lease commitments under the GenOn Mid-Atlantic operating leases for the years ending after December 31, 2013, are as follows:

	(In millions)
2014	\$ 131
2015	110
2016	150
2017	144
2018	105
Thereafter	686
Total	\$ 1,326

## REMA Operating Leases (GenOn)

GenOn, through its subsidiary, REMA, leases a 100% interest in the Shawville coal generation facility through 2026, and expects to make payments under the Shawville lease through that date, and leases 16.45% and 16.67% interest in the Keystone and Conemaugh coal generation facilities, respectively, through 2034, and expects to make payments under the Keystone and Conemaugh leases through 2029. At the expiration of these leases, there are several renewal options related to fair value. GenOn accounts for these leases as operating leases and records lease expense on a straight-line basis over the lease term. Rent expense totaled \$28 million, \$2 million, \$33 million and \$35 million for the year ended December 31, 2013, for the period from December 15, 2012 through December 31, 2012, for the period from January 1, 2012 through December 14, 2012, and for the year ended December 31, 2011, respectively, and is included in cost of operations. As of December 31, 2013, GenOn has paid \$22 million of lease payments in excess of rent expense recognized, which is included in prepayments on the consolidated balance sheets. There were no lease payments in excess of rent recognized as of December 31, 2012.

GenOn operates the Conemaugh and Keystone generating facilities under five year agreements that expire in December 2015 that, subject to certain provisions and notifications, could be terminated annually with one year's notice. GenOn is reimbursed by the other owners for the cost of direct services provided to the Conemaugh and Keystone facilities. Additionally, GenOn received fees of \$11 million, \$1 million, \$9 million and \$10 million for the year ended December 31, 2013, for the period from December 15, 2012 through December 31, 2012, for the period

from January 1, 2012 through December 14, 2012, and for the year ended December 31, 2011, respectively. These fees received, which are recorded as a reductions in cost of operations, are primarily used to cover REMA's administrative support costs of providing these services.

For restrictions under these leases, see Note 10, Debt and Capital Leases.

120

---

As further described in Note 3, NRG Merger and Dispositions, as a result of pushdown accounting, GenOn recorded the acquisition date fair value of the leasehold improvements of \$66 million, classified in property, plant and equipment. In addition, GenOn recorded the acquisition date fair value of the leasehold interests, net of the present value of the lease obligation, equal to an out-of-market liability of \$186 million, classified in out-of-market contracts. This liability is amortized to rent expense on a straight-line basis over the term of the lease.

Future minimum lease commitments under the REMA operating leases for the years ending after December 31, 2013, are as follows:

	(In millions)
2014	\$63
2015	56
2016	61
2017	63
2018	55
Thereafter	400
Total	\$698

During 2011, GenOn completed an analysis of the cost of environmental controls required for the Shawville generating facility, including the installation of cooling towers. After evaluation of the forecasted energy and capacity prices, expected capital expenditures, operating costs, property taxes and other factors, GenOn concluded that the forecasted returns on investments necessary to comply with the environmental regulations are insufficient.

Accordingly, GenOn plans to place the coal-fired units at the Shawville generating facility, which are leased, in a long-term protective layup in April 2015. Under the lease agreement for Shawville, GenOn's obligations generally are to pay the required rent and to maintain the leased assets in accordance with the lease documentation, including in compliance with prudent competitive electric generating industry practice and applicable laws. GenOn will continue to evaluate options under the lease, including termination of the lease for economic obsolescence, keeping the facility in long-term protective layup during the term of the lease, or continuing operations with a different fuel. See Note 8, Retirements, Mothballing or Long-Term Protective Layup of Generating Facilities, for a discussion of other generating facilities that GenOn expects to deactivate in 2014, 2015 or 2016.

#### Other Operating Leases

The Registrants have commitments under other operating leases with various terms and expiration dates. Included in other operating leases is GenOn's long-term lease for its corporate headquarters in Houston, Texas which expires in 2018. GenOn Mid-Atlantic has other operating leases which primarily relate to the Chalk Point generating facility. Rent expense for other operating leases is recorded to cost of operations or selling, general and administrative, as applicable, based on the nature of the lease.

The Registrants' rent expense associated with other operating leases was as follows:

	Successor		Predecessor	
	2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	2011
	(In millions)		(In millions)	
GenOn	\$17	\$1	\$15	\$20
GenOn Americas Generation	\$—	\$—	\$3	\$7
GenOn Mid-Atlantic	\$—	\$—	\$3	\$7

Future minimum lease commitments under the Registrants' other operating leases for the years ending after December 31, 2013, are as follows:

	GenOn <sup>(a)</sup>	GenOn Americas Generation (In millions)	GenOn Mid-Atlantic
2014	\$18	\$7	\$7
2015	16	6	6
2016	11	1	1
2017	10	1	1
2018	8	1	1
Thereafter	1	1	1
Total	\$64	\$17	\$17

(a) Amounts in the table exclude future sublease income of \$4 million annually, associated with GenOn's long-term lease for its corporate headquarters in Houston, Texas.

#### Fuel and Commodity Transportation Commitments

The Registrants have commitments under coal agreements and commodity transportation contracts, primarily related to natural gas and coal, of various quantities and durations. At December 31, 2013, the maximum remaining term under any individual fuel supply contract is 5 years and any transportation contract is 9 years.

As of December 31, 2013, the Registrants' commitments under such outstanding agreements are estimated as follows:

	GenOn	GenOn Americas Generation (In millions)	GenOn Mid-Atlantic
2014	\$167	\$29	\$29
2015	122	4	4
2016	119	4	4
2017	108	—	—
2018	36	—	—
Thereafter	129	—	—
Total	\$681	\$37	\$37

#### LTSA Commitments (GenOn)

LTSA commitments primarily relate to long-term service agreements that cover some periodic maintenance, including parts, on power generation turbines. The long-term maintenance agreements terminate from 2014 to 2038 based on turbine usage.

As of December 31, 2013, GenOn's commitments under such outstanding agreements are estimated as follows:

	GenOn (In millions)
2014	\$13
2015	14
2016	15
2017	14
2018	27
Thereafter	204
Total	\$287

### Other Commitments

The Registrants have other commitments under contractual arrangements with various terms and expiration dates. The Registrants' other commitments primarily include the operation and maintenance agreement and the fly ash sales agreement entered into by GenOn Mid-Atlantic in connection with its ash beneficiation facility. The ash beneficiation facility agreements will expire in 2031. GenOn Mid-Atlantic has other similar agreements for gypsum. In addition to the GenOn Mid-Atlantic agreements, GenOn has other commitments which primarily relate to its southern California generating facilities.

As of December 31, 2013, the Registrants' other commitments are estimated as follows:

	GenOn	GenOn Americas Generation (In millions)	GenOn Mid-Atlantic
2014	\$18	\$5	\$5
2015	7	6	6
2016	6	6	6
2017	6	6	6
2018	6	6	6
Thereafter	94	94	94
Total	\$137	\$123	\$123

### Contingencies

Set forth below is a description of the Registrants' material legal proceedings. The Registrants believe that they have valid defenses to these legal proceedings and intend to defend them vigorously. The Registrants record reserves for estimated losses from contingencies when information available indicates that a loss is probable and the amount of the loss, or range of loss, can be reasonably estimated. In addition, legal costs are expensed as incurred. Management has assessed each of the following matters based on current information and made a judgment concerning its potential outcome, considering the nature of the claim, the amount and nature of damages sought, and the probability of success. Unless specified below, the Registrants are unable to predict the outcome of these legal proceedings or reasonably estimate the scope or amount of any associated costs and potential liabilities. As additional information becomes available, management adjusts its assessment and estimates of such contingencies accordingly. Because litigation is subject to inherent uncertainties and unfavorable rulings or developments, it is possible that the ultimate resolution of the Registrants' liabilities and contingencies could be at amounts that are different from currently recorded reserves and that such difference could be material.

In addition to the legal proceedings noted below, the Registrants are parties to other litigation or legal proceedings arising in the ordinary course of business. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect the Registrants' respective consolidated financial position, results of operations, or cash flows.

#### Global Warming (GenOn)

In February 2008, the Native Village of Kivalina and the City of Kivalina, Alaska filed a suit in the U.S. District Court for the Northern District of California against GenOn and 23 other electric generating and oil and gas companies. The lawsuit sought damages of up to \$400 million for the cost of relocating the village allegedly because of global warming caused by the greenhouse gas emissions of the defendants. In late 2009, the District Court ordered that the case be dismissed and the plaintiffs appealed. In September 2012, the U.S. Court of Appeals for the Ninth Circuit dismissed plaintiffs' appeal. In October 2012, the plaintiffs petitioned for en banc rehearing of the case; which petition was denied in November 2012. In February 2013, plaintiffs filed a petition with the U.S. Supreme Court seeking review of the decision from the U.S. Court of Appeals. On May 20, 2013, the U.S. Supreme Court denied plaintiffs petition, thereby ending the case.

#### Actions Pursued by MC Asset Recovery (GenOn)

With Mirant Corporation's emergence from bankruptcy protection in 2006, certain actions filed by GenOn Energy Holdings and some of its subsidiaries against third parties were transferred to MC Asset Recovery, a wholly owned

subsidiary of GenOn Energy Holdings. MC Asset Recovery is governed by a manager who is independent of NRG and GenOn. MC Asset Recovery is a disregarded entity for income tax purposes.

123

---



Under the remaining action transferred to MC Asset Recovery, MC Asset Recovery seeks to recover damages from Commerzbank AG and various other banks, or the Commerzbank Defendants, for alleged fraudulent transfers that occurred prior to GenOn Energy Holdings' bankruptcy proceedings. In December 2010, the U.S. District Court for the Northern District of Texas dismissed MC Asset Recovery's complaint against the Commerzbank Defendants. In January 2011, MC Asset Recovery appealed the United States District Court's dismissal of its complaint against the Commerzbank Defendants to the U.S. Court of Appeals for the Fifth Circuit. In March 2012, the U.S. Court of Appeals for the Fifth Circuit reversed the U.S. District Court's dismissal and reinstated MC Asset Recovery's amended complaint against the Commerzbank Defendants. If MC Asset Recovery succeeds in obtaining any recoveries from the Commerzbank Defendants, the Commerzbank Defendants have asserted that they will seek to file claims in GenOn Energy Holdings' bankruptcy proceedings for the amount of those recoveries. GenOn Energy Holdings would vigorously contest the allowance of any such claims. If the Commerzbank Defendants were to receive an allowed claim as a result of a recovery by MC Asset Recovery on its claims against them, GenOn Energy Holdings would retain from the net amount recovered by MC Asset Recovery an amount equal to the dollar amount of the resulting allowed claim.

#### Pending Natural Gas Litigation (GenOn)

GenOn is party to five lawsuits, several of which are class action lawsuits, in state and federal courts in Kansas, Missouri, Nevada and Wisconsin. These lawsuits were filed in the aftermath of the California energy crisis in 2000 and 2001 and the resulting FERC investigations and relate to alleged conduct to increase natural gas prices in violation of antitrust and similar laws. The lawsuits seek treble or punitive damages, restitution and/or expenses. The lawsuits also name as parties a number of energy companies unaffiliated with GenOn. In July 2011, the U.S. District Court for the District of Nevada, which is handling four of the five cases, granted the defendants' motion for summary judgment and dismissed all claims against GenOn in those cases. The plaintiffs appealed to the U.S. Court of Appeals for the Ninth Circuit. The Ninth Circuit reversed the decision of the U.S. District Court for the District of Nevada. On August 26, 2013, GenOn along with the other defendants in the lawsuit filed a petition for certiorari to the U.S. Supreme Court challenging the Ninth Circuit's decision. On December 2, 2013, the United States Supreme Court requested the views of the Solicitor General on the petition for certiorari. In September 2012, the State of Nevada Supreme Court, which is handling the remaining case, affirmed dismissal by the Eighth Judicial District Court for Clark County, Nevada of all plaintiffs' claims against GenOn. In February 2013, the plaintiffs filed a petition for certiorari to the U.S. Supreme Court. On June 24, 2013, the U.S. Supreme Court denied the petition for certiorari, thereby ending one of the five lawsuits. GenOn has agreed to indemnify CenterPoint against certain losses relating to these lawsuits.

#### New Source Review Matters

The EPA and various states are investigating compliance of electric generating facilities with the pre-construction permitting requirements of the CAA known as "new source review." Since 2000, the EPA has made information requests concerning the Avon Lake, Canal, Chalk Point, Cheswick, Conemaugh, Dickerson, Elrama, Keystone, Morgantown, New Castle, Niles, Portland, Potomac River, Shawville and Titus generating facilities. The Registrants continue to correspond with the EPA regarding some of these requests. The EPA agreed to share information relating to its investigations with state environmental agencies. In January 2009, GenOn received an NOV from the EPA alleging that past work at its Shawville, Portland and Keystone generating facilities violated regulations regarding new source review. In June 2011, GenOn received an NOV from the EPA alleging that past work at the Niles and Avon Lake generating facilities violated regulations regarding new source review.

In December 2007, the NJDEP sued GenOn in the U.S. District Court for the Eastern District of Pennsylvania, alleging that new source review violations occurred at the Portland generating facility. The suit sought installation of "best available" control technologies for each pollutant, to enjoin GenOn from operating the generating facility if it is not in compliance with the CAA and civil penalties. The suit also named past owners of the plant as defendants, but the claims against the past owners were dismissed. In March 2009, the Connecticut Department of Energy and Environmental Protection became an intervening party to the suit. GenOn believes that the work listed by the EPA and the work subject to the NJDEP suit were conducted in compliance with applicable regulations. In July 2013, the court entered a Consent Decree which generally requires the cessation of coal combustion at Portland Units 1 and 2 and the

payment of \$1 million to benefit the environment in New Jersey and Connecticut. The entry of the Consent Decree resolved this matter.

124

---

#### Cheswick Class Action Complaint (GenOn)

In April 2012, a putative class action lawsuit was filed against GenOn in the Court of Common Pleas of Allegheny County, Pennsylvania alleging that emissions from the Cheswick generating facility have damaged the property of neighboring residents. GenOn disputes these allegations. Plaintiffs have brought nuisance, negligence, trespass and strict liability claims seeking both damages and injunctive relief. Plaintiffs seek to certify a class that consists of people who own property or live within one mile of the plant. In July 2012, GenOn removed the lawsuit to the U.S. District Court for the Western District of Pennsylvania. In October 2012, the court granted GenOn's motion to dismiss, which Plaintiffs appealed to the U.S. Court of Appeals for the Third Circuit. On June 25, 2013, the Third Circuit reversed the decision of the District Court. On September 3, 2013, GenOn filed a petition for rehearing with the Third Circuit which was subsequently denied on September 23, 2013. On January 8, 2014, the District Court has stayed the case pending the outcome of the Petition for Writ of Certiorari, which was filed in February 2014.

#### Cheswick Monarch Mine NOV (GenOn)

In 2008, the PADEP issued an NOV related to the Monarch mine located near the Cheswick generating facility. It has not been mined for many years. GenOn uses it for disposal of low-volume wastewater from the Cheswick generating facility and for disposal of leachate collected from ash disposal facilities. The NOV addresses the alleged requirement to maintain a minimum pumping volume from the mine. The PADEP indicated it will seek a civil penalty of approximately \$200,000. GenOn contests the allegations in the NOV and has not agreed to such penalty. GenOn is currently planning capital expenditures in connection with wastewater from Cheswick and leachate from ash disposal facilities.

#### Ormond Beach Alleged Federal Clean Water Act Violations (GenOn)

In October 2012, the Wishtoyo Foundation, a California-based cultural and environmental advocacy organization, through its Ventura Coastkeeper Program, filed suit in the U.S. District Court for the Central District of California regarding alleged violations of the Clean Water Act associated with discharges of stormwater from the Ormond Beach generating facility. The Wishtoyo Foundation alleges that elevated concentrations of pollutants in stormwater discharged from the Ormond Beach generating facility were affecting adjacent aquatic resources in violation of (i) the Statewide General Industrial Stormwater permit (a general National Pollution Discharge Elimination System permit issued by the California State Water Resources Control Board that authorizes stormwater discharges from industrial facilities in California) and (ii) the state's Porter-Cologne Water Quality Control Act. The Wishtoyo Foundation further alleged that GenOn had not implemented effective stormwater control and treatment measures and that GenOn had not complied with the sampling and reporting requirements of the General Industrial Stormwater permit. GenOn settled this matter in May 2013 and agreed to make operational changes and pay \$79,000 in legal fees, \$65,000 for supplemental environmental projects and \$15,000 for monitoring costs.

#### Maryland Fly Ash Facilities

NRG MD Ash Management has three fly ash facilities in Maryland: Faulkner, Westland and Brandywine. NRG MD Ash Management disposes of fly ash from the Morgantown and Chalk Point generating facilities at Brandywine. NRG MD Ash Management disposes of fly ash from the Dickerson generating facility at Westland. NRG MD Ash Management no longer disposes of fly ash at the Faulkner facility. As described below, the MDE had sued NRG MD Ash Management and GenOn Mid-Atlantic regarding Faulkner, Brandywine and Westland. The MDE also had threatened not to renew the water discharge permits for all three facilities.

**Faulkner Litigation.** In May 2008, the MDE sued GenOn Mid-Atlantic and NRG MD Ash Management in the Circuit Court for Charles County, Maryland alleging violations of Maryland's water pollution laws at Faulkner. The MDE contended that the operation of Faulkner had resulted in the discharge of pollutants that exceeded Maryland's water quality criteria and without the appropriate NPDES permit. The MDE also alleged that GenOn failed to perform certain sampling and reporting required under an applicable NPDES permit. The MDE complaint requested that the court (i) prohibit continuation of the alleged unpermitted discharges, (ii) require GenOn to cease from further disposal of any coal combustion byproducts at Faulkner and close and cap the existing disposal cells and (iii) assess civil penalties. In July 2008, GenOn filed a motion to dismiss the complaint, arguing that the discharges are permitted by a December 2000 Consent Order. In January 2011, the MDE dismissed without prejudice its complaint and informed GenOn that it intended to file a similar lawsuit in federal court. In May 2011, the MDE filed a complaint against

GenOn Mid-Atlantic and NRG MD Ash Management in the U.S. District Court for the District of Maryland alleging violations at Faulkner of the Clean Water Act and Maryland's Water Pollution Control Law. The MDE contends that (i) certain of GenOn's water discharges are not authorized by the existing permit and (ii) operation of the Faulkner facility has resulted in discharges of pollutants that violate water quality criteria. The complaint asked the court to, among other things, (i) enjoin further disposal of coal ash; (ii) enjoin discharges that are not authorized by the existing permit; (iii) require numerous technical studies; (iv) impose civil penalties and (v) award MDE attorneys' fees. GenOn disputed these allegations.

125

---

Brandywine Litigation. In April 2010, the MDE filed a complaint against GenOn Mid-Atlantic and NRG MD Ash Management in the U.S. District Court for the District of Maryland asserting violations at Brandywine of the Clean Water Act and Maryland's Water Pollution Control Law. The MDE contended that the operation of Brandywine has resulted in discharges of pollutants that violate Maryland's water quality criteria. The complaint requested that the court, among other things, (i) enjoin further disposal of coal combustion waste at Brandywine, (ii) require GenOn to close and cap the existing open disposal cells within one year, (iii) impose civil penalties and (iv) award MDE attorneys' fees. In September 2010, four environmental advocacy groups became intervening parties in the proceeding. Westland Litigation. In January 2011, the MDE informed GenOn that it intended to sue for alleged violations at Westland of Maryland's water pollution laws, which suit was filed in the U.S. District Court for the District of Maryland in December 2012.

Permit Renewals. In March 2011, the MDE tentatively determined to deny NRG MD Ash Management's application for the renewal of the water discharge permit for Brandywine, which could result in a significant increase in operating expenses for the Chalk Point and Morgantown generating facilities. The MDE also had indicated that it was planning to deny GenOn's applications for the renewal of the water discharge permits for Faulkner and Westland. Denial of the renewal of the water discharge permit for the latter facility could have resulted in a significant increase in operating expenses for GenOn Mid-Atlantic's Dickerson generating facility.

Settlement. In April 2013, NRG MD Ash Management and MDE signed a Consent Decree settling the disputes at each of the three ash facilities. GenOn agreed to pay a civil penalty of \$1.9 million for alleged past violations and an additional \$0.6 million (for agreed prospective penalties while GenOn implements the settlement). GenOn agreed to develop a technical solution which includes installing synthetic caps on the closed cells of each of the three ash facilities, for which \$47 million has been reserved, and to remediate the sites. At this time, GenOn cannot reasonably estimate the upper range of its obligations for remediating the sites because GenOn has not (i) finished assessing each site including identifying the full impacts to both ground and surface water and the impacts to the surrounding habitat; (ii) finalized with the MDE the standards to which it must remediate; and (iii) identified the technologies required, if any, to meet the yet to be determined remediation standards at each site nor the timing of the design and installation of such technologies.

Purported Class Actions related to July 22, 2012 Announcement of NRG Merger Agreement (GenOn)

GenOn was named as a defendant in eight purported class actions in Texas and Delaware, related to its announcement of its agreement for NRG to acquire all outstanding shares of GenOn. These cases were consolidated into one state court case in each of Delaware and Texas and a federal court case in Texas. The plaintiffs generally alleged breach of fiduciary duties, as well as conspiracy, aiding and abetting breaches of fiduciary duties. Plaintiffs generally sought to: be certified as a class; enjoin the merger; direct the defendants to exercise their fiduciary duties; rescind the acquisition and be awarded attorneys' fees and costs and other relief that the court deems appropriate. Plaintiffs also demanded that there be additional disclosures regarding the merger terms. On October 24, 2012, the parties to the Delaware state court case executed a Memorandum of Understanding to resolve the Delaware purported class action lawsuit. In March 2013, the parties finalized the settlement of the Delaware action. On June 3, 2013, the court approved the Delaware class action settlement thereby ending the Delaware lawsuit. The remaining Texas state and federal court cases were dismissed in July 2013 and August 2013, respectively, thereby ending these matters.

Maryland Department of the Environment v. GenOn Chalk Point and GenOn Mid-Atlantic

In January 2013, Food & Water Watch, the Patuxent Riverkeeper and the Potomac Riverkeeper (together, Citizens Group) sent GenOn Mid-Atlantic a letter alleging that the Chalk Point, Dickerson and Morgantown generating facilities were violating the terms of three National Pollution Discharge Elimination System Permits by discharging nitrogen and phosphorous in excess of the limits in each permit. On March 21, 2013, the MDE sent GenOn Mid-Atlantic a similar letter with respect to the Chalk Point and Dickerson facilities, threatening to sue within 60 days if the facilities were not brought into compliance. On June 11, 2013, the Maryland Attorney General on behalf of the MDE filed a complaint in the U.S. District Court for the District of Maryland alleging violations of the Clean Water Act and Maryland environmental laws related to water. The lawsuit seeks injunctive relief and civil penalties in excess of \$100,000.



#### Chapter 11 Proceedings (GenOn and GenOn Americas Generation)

In July 2003, and various dates thereafter, the Mirant Debtors filed voluntary petitions in the Bankruptcy Court for relief under Chapter 11 of the U.S. Bankruptcy Code. GenOn Energy Holdings and most of the other Mirant Debtors emerged from bankruptcy on January 3, 2006, when the Plan became effective. The remaining Mirant Debtors emerged from bankruptcy on various dates in 2007. Approximately 461,000 of the shares of GenOn Energy Holdings common stock to be distributed under the Plan have not yet been distributed and have been reserved for distribution with respect to claims disputed by the Mirant Debtors that have not been resolved. Upon the Mirant/RRI Merger, those reserved shares converted into a reserve for approximately 1.3 million shares of GenOn common stock. Upon the NRG Merger, those reserved shares converted into a reserve for approximately 159,000 shares of NRG common stock. Under the terms of the Plan, upon the resolution of such a disputed claim, the claimant will receive the same pro rata distributions of common stock, cash, or both as previously allowed claims, regardless of the price at which the common stock is trading at the time the claim is resolved. If the aggregate amount of any such payouts results in the number of reserved shares being insufficient, additional shares of common stock may be issued to address the shortfall.

#### Texas Franchise Audit (GenOn)

During the second quarter of 2013, GenOn settled the Texas Franchise tax dispute with the state relating to years 2001 through 2007. Prior to NRG Merger, the State of Texas issued franchise tax assessments against GenOn as a result of its audit indicating an underpayment of franchise tax of \$72 million (including interest and penalties through June 30, 2013 of \$29 million). These assessments relate primarily to a claim by Texas that would change the sourcing of intercompany receipts thereby increasing the amount of tax due. GenOn disagreed with most of the State's assessment and its determination and had accordingly accrued a portion of the liability but had protested the entire assessment. In June 2013, GenOn settled the matter with the State by agreeing to pay \$11 million on issues arising from the audit, and reversed the remainder of the accrual. The reversal was recorded as a measurement period adjustment to the amounts recognized on the acquisition date.

#### Note 19 — Regulatory Matters (GenOn, GenOn Americas Generation, GenOn Mid-Atlantic)

The Registrants operate in a highly regulated industry and are subject to regulation by various federal and state agencies. As such, the Registrants are affected by regulatory developments at both the federal and state levels and in the regions in which they operate. In addition, the Registrants are subject to the market rules, procedures, and protocols of the various ISO markets in which they participate. These power markets are subject to ongoing legislative and regulatory changes that may impact the Registrants.

In addition to the regulatory proceedings noted below, the Registrants are a party to other regulatory proceedings arising in the ordinary course of business or have other regulatory exposure. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect the Registrants' respective consolidated financial position, results of operations, or cash flows.

#### East Region (GenOn)

**RMR Agreements for Elrama and Niles** — In May 2012, GenOn filed with FERC an RMR rate schedule governing operation of unit 4 of the Elrama generating facility and unit 1 of the Niles generating facility. PJM determined that each of these units was needed past its planned deactivation date of June 1, 2012 to maintain transmission system reliability on the PJM system pending the completion of transmission upgrades. The RMR rate schedule sets forth the terms, conditions and cost-based rates under which GenOn operated the units for reliability purposes through September 30, 2012, the date PJM indicated the units would no longer be needed for reliability. In July 2012, FERC accepted GenOn's RMR rate schedule subject to hearing and settlement procedures. In the settlement discussions ordered by FERC, or in any subsequent hearing, GenOn's RMR rate schedule may be modified from that which was filed. The rates GenOn charged are subject to refund pending a ruling or settlement. GenOn filed a settlement of all outstanding issues in May 2013, which several parties are contesting. The matter is pending before FERC.

**Montgomery County Station Power Tax** — On December 20, 2013, NRG received a letter from Montgomery County, Maryland requesting payment of an energy tax for the consumption of station power at the Dickerson Facility over the last three years. The letter seeks payment in the amount of \$14.6 million, which includes tax, interest and penalty. NRG is disputing the applicability of the tax and GenOn Mid-Atlantic, LLC filed suit against the County in Maryland

Tax Court and the Circuit Court for Montgomery County on January 21, 2014. The parties jointly filed on February 25, 2014, to stay the Circuit Court proceeding pending resolution of the Tax Court proceeding. The Tax Court proceeding is still pending.

127

---



Note 20 — Environmental Matters (GenOn, GenOn Americas Generation and GenOn Mid-Atlantic)

The Registrants are subject to a wide range of environmental regulations in the development, ownership, construction and operation of projects. These laws and regulations generally require that governmental permits and approvals be obtained before construction and during operation of power plants. Environmental regulations have become increasingly stringent and the Registrants expect this trend to continue. The electric generation industry is likely to face new requirements to address various emissions, including greenhouse gases, as well as combustion byproducts, water discharge and use, and threatened and endangered species. In general, future laws and regulations are expected to require the addition of emissions controls or other environmental controls or to impose of certain restrictions on the operations of the Registrants' facilities, which could have a material effect on the Registrants' operations.

Greenhouse Emissions

In January 2014, EPA re-proposed the NSPS for CO<sub>2</sub> emissions from new fossil-fuel-fired electric generating units that had been previously proposed in April 2012. The re-proposed standards are 1,000 pounds of CO<sub>2</sub> per MWh for large gas units and 1,100 pounds of CO<sub>2</sub> per MWh for coal units and small gas units. Proposed standards are in effect until a final rule is published or another rule is re-proposed. In 2014, EPA intends to propose another rule that would require states to develop CO<sub>2</sub> standards that would apply to existing fossil-fueled generating facilities.

Environmental Capital Expenditures

Based on current rules, technology and plans based on proposed rules, GenOn estimates that environmental capital expenditures from 2014 through 2018 required to meet GenOn's regulatory environmental laws will be approximately \$120 million for GenOn, which includes \$12 million for GenOn Americas Generation, which was adjusted for the sale of Kendall on January 31, 2014. The amount for GenOn Americas Generation includes \$6 million for GenOn Mid-Atlantic. These costs are primarily associated with controls to satisfy MATS at Conemaugh and NO<sub>x</sub> controls for Sayreville and Gilbert. In addition, although GenOn expects to place Shawville in long-term protective layup and reactivation remains a technical possibility, GenOn does not expect to make any further investment in environmental controls for this facility. Reactivation after a long-term protective layup would likely involve numerous new permits and substantial additional investment. The Registrants continue to explore cost effective compliance alternatives to further reduce costs.

East Region

The EPA and various states have been investigating compliance of electric generating facilities with the pre-construction permitting requirements of the CAA known as NSR. In January 2009, GenOn received an NOV from the EPA alleging that past work at Keystone, Portland and Shawville generating stations violated regulations regarding NSR. In June 2011, GenOn received an NOV from the EPA alleging that past work at Avon Lake and Niles generating stations violated NSR. In December 2007, the NJDEP filed suit alleging that NSR violations occurred at the Portland generating station, which was resolved pursuant to a July 2013 Consent Decree.

In 2008, the PADEP issued an NOV related to the inactive Monarch mine where low-volume wastewater from the Cheswick Generating Station and ash leachate were historically disposed. The NOV addresses the alleged requirement to maintain a minimum pumping volume from the mine. The PADEP indicated it will seek a civil penalty of approximately \$200,000. GenOn contests the allegations in the NOV and has not agreed to such penalty. GenOn is currently planning capital expenditures in connection with wastewater from Cheswick and leachate from ash disposal facilities.

The MDE sued GenOn Mid-Atlantic and NRG MD Ash Management for alleged violations of water pollution laws at three fly ash disposal sites in Maryland: Faulkner (2008/2011), Brandywine (2010) and Westland (2012). On April 30, 2013, the court approved the consent decree resolving these issues. NRG MD Ash Management has since discontinued use of the Faulkner disposal site and opened a new, state of the art carbon burnout facility at the Morgantown plant that allows greater beneficial reuse (as a cement substitute).

The MDE has announced that it intends to promulgate for stringent regulations regarding NO<sub>x</sub> emissions, which could negatively affect some of our coal units in Maryland.

RGGI — In 2013, each of the RGGI member states finalized a rule that collectively reduced the CO<sub>2</sub> emissions cap from 165 million tons to 91 million tons in 2014 with a 2.5% reduction each year from 2015 to 2020. The Registrants expect earnings at their plants in Massachusetts, New York, and particularly those in Maryland, to be negatively

affected. The extent to which they would be negatively affected depends on the price of the CO<sub>2</sub> emissions allowances, which in turn will be significantly influenced by future natural gas prices, power prices, generation resource mix, dispatch order, and any nuclear plant retirements.

For further discussion of these matters, refer to Note 18, Commitments and Contingencies – Contingencies.

128

---

## Note 21 — Guarantees (GenOn and GenOn Americas Generation)

GenOn and GenOn Americas Generation and their respective subsidiaries enter into various contracts that include indemnification and guarantee provisions as a routine part of their business activities. Examples of these contracts include asset purchases and sale agreements, commodity sale and purchase agreements, retail contracts, EPC agreements, operation and maintenance agreements, service agreements, settlement agreements, and other types of contractual agreements with vendors and other third parties, as well as affiliates. These contracts generally indemnify the counterparty for tax, environmental liability, litigation and other matters, as well as breaches of representations, warranties and covenants set forth in these agreements. In some cases, GenOn's and GenOn Americas Generation's maximum potential liability cannot be estimated, since the underlying agreements contain no limits on potential liability.

The following table summarizes the maximum potential exposures that can be estimated for guarantees, indemnities, and other contingent liabilities by maturity:

## GenOn

Guarantees	By Remaining Maturity at December 31,				Total	December 31,
	2013	1-3 Years	3-5 Years	Over 5 Years		2012
Under 1 Year (In millions)	Total				Total	Total
Letters of credit and surety bonds	\$96	\$2	\$—	\$—	\$98	\$132
Commercial sales arrangements	76	15	—	151	242	289
Other guarantees	5	4	—	50	59	117
Total guarantees	\$177	\$21	\$—	\$201	\$399	\$538

## GenOn Americas Generation

Guarantees	By Remaining Maturity at December 31,				Total	December 31,
	2013	1-3 Years	3-5 Years	Over 5 Years		2012
Under 1 Year (In millions)	Total				Total	Total
Surety bonds	\$6	\$—	\$—	\$—	\$6	\$7
Commercial sales arrangements	8	—	—	—	8	16
Total guarantees	\$14	\$—	\$—	\$—	\$14	\$23

Letters of credit and surety bonds — As of December 31, 2013, GenOn and GenOn Americas Generation and their respective subsidiaries were contingently obligated for a total of \$98 million and \$6 million under surety bonds, respectively. In addition, \$349 million of letters of credit were issued under the NRG credit agreement with GenOn. See Note 18, Commitments and Contingencies. Of those letters of credit, \$258 million were issued on behalf of GenOn Americas Generation's subsidiaries and \$108 million were issued on behalf of GenOn Mid-Atlantic. Most of these letters of credit are issued in support of their obligations to perform under commodity agreements and surety bonds are issued for financing or other arrangements. A majority of these surety bonds expire within one year of issuance, and it is typical for GenOn and GenOn Americas Generation to renew them on similar terms.

Commercial sales arrangements — In connection with the purchase and sale of fuel, emission allowances and power generation products to and from third parties with respect to the operation of some of GenOn's and GenOn Americas Generation's generation facilities in the U.S., they may be required to guarantee a portion of the obligations of certain of their subsidiaries. These obligations may include liquidated damages payments or other unscheduled payments. At December 31, 2013, GenOn is contingently obligated for a total of \$103 million under such guarantees issued on behalf of GenOn Americas Generation's subsidiaries. GenOn and GenOn Americas Generation do not believe that

they will be required to make any material payments under these commercial sales agreements.

129

---

Other guarantees — GenOn and GenOn Americas Generation have issued guarantees of obligations that their subsidiaries may incur as a provision for environmental site remediation, payment of debt obligations, rail car leases, performance under purchase, EPC and operating and maintenance agreements. In addition, at December 31, 2013, GenOn Energy Holdings has issued \$9 million of guarantees on behalf of a GenOn Americas Generation subsidiary related to settlement agreement obligations. GenOn has also guaranteed some non-qualified benefits of CenterPoint's existing retirees at September 20, 2002. The estimated maximum potential amount of future payments under the CenterPoint guarantee is \$50 million at December 31, 2013 (included in the table above) and \$2 million is recorded in the GenOn balance sheet for this item. GenOn and GenOn Americas Generation do not believe that they will be required to make any material payments under these guarantees.

Other indemnities — Other indemnifications GenOn and GenOn Americas Generation have provided cover operational, tax, litigation and breaches of representations, warranties and covenants. GenOn and GenOn Americas Generation have also indemnified, on a routine basis in the ordinary course of business, financing parties, consultants or other vendors who have provided services to them. GenOn's and GenOn Americas Generation's maximum potential exposure under these indemnifications can range from a specified dollar amount to an indeterminate amount, depending on the nature of the transaction. Total maximum potential exposure under these indemnifications is not estimable due to uncertainty as to whether claims will be made or how they will be resolved. GenOn and GenOn Americas Generation do not believe that they will be required to make any material payments under these indemnity provisions.

Because many of the guarantees and indemnities GenOn and GenOn Americas Generation issue to third parties and affiliates do not limit the amount or duration of their obligations to perform under them, there exists a risk that GenOn or GenOn Americas Generation may have obligations in excess of the amounts described above. For those guarantees and indemnities that do not limit the liability exposure, it may not be possible to estimate what GenOn's or GenOn Americas Generation's liability would be, until a claim is made for payment or performance, due to the contingent nature of these contracts.

## Schedule I

## GENON ENERGY, INC. (PARENT)

## CONDENSED FINANCIAL INFORMATION OF REGISTRANT

## CONDENSED STATEMENTS OF OPERATIONS

	Successor		Predecessor	
	For the Year	December 15,	January 1, 2012	For the Year
	Ended	2012 through	through	Ended
	December 31,	December 31,	December 14,	December 31,
	2013	2012	2012	2011
	(In millions)		(In millions)	
Operating Income/(Loss)	\$—	\$—	\$—	\$—
Other Income/(Expense)				
Equity in losses of consolidated subsidiaries	17	(69	) (260	) (44
Other income/(expense), net	74	4	79	(1
Interest expense	(140	) (7	) (217	) (144
Total other income/(expense)	(49	) (72	) (398	) (189
Loss Before Income Taxes	(49	) (72	) (398	) (189
Income tax (benefit)/expense	(6	) —	16	—
Net Income/(Loss)	\$(43	) \$(72	) \$(414	) \$(189

See notes to condensed financial statements.

## Schedule I

## GENON ENERGY, INC. (PARENT)

## CONDENSED FINANCIAL INFORMATION OF REGISTRANT

## CONDENSED BALANCE SHEETS

	As of December 31,	
	2013	2012
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$621	\$530
Accounts receivable — affiliate	27	10
Notes receivable — affiliate	592	1,119
Interest receivable — affiliate	—	125
Taxes receivable and other current assets	7	124
Total current assets	1,247	1,908
Other Assets		
Investment in subsidiaries	346	368
Notes receivable — affiliate	1,025	1,003
Total other assets	1,371	1,371
Total Assets	\$2,618	\$3,279
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
Current Liabilities		
Accrued taxes	\$6	\$41
Accrued expenses and other current liabilities	90	31
Total current liabilities	96	72
Other Liabilities		
Long-term debt	2,205	2,849
Other non-current liabilities	3	1
Total non-current liabilities	2,208	2,850
Total Liabilities	2,304	2,922
Commitments and Contingencies		
Stockholder's Equity		
Common stock: \$0.001 par value, 1 share authorized and issued at December 31, 2013 and 2012	—	—
Additional paid-in capital	327	427
Accumulated deficit	(114	) (72
Accumulated other comprehensive income	101	2
Total Stockholder's Equity	314	357
Total Liabilities and Stockholder's Equity	\$2,618	\$3,279
See notes to condensed financial statements.		

## Schedule I

GENON ENERGY, INC. (PARENT)  
 CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
 CONDENSED STATEMENTS OF CASH FLOWS

	Successor		Predecessor	
	For the year ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	For the year ended December 31, 2011
	(In millions)		(In millions)	
Cash Flows from Operating Activities				
Net cash used by operating activities	\$491	\$(66)	\$(134)	\$(59)
Cash Flows from Investing Activities				
Acquisition of businesses, net of cash acquired—	—	—	—	—
Net Cash from sale of Marsh Landing	175	—	—	—
Issuance/(receipt) of notes receivables — affiliate	—	25	46	137
Cash retained by GenOn Energy Holdings	—	—	—	—
Increase in restricted cash, net	—	—	—	286
Net cash provided by investing activities	175	25	46	423
Cash Flows from Financing Activities				
Proceeds from exercises of stock options	—	—	—	3
Payments of short and long-term debt	(575)	—	—	(285)
Net cash used by financing activities	(575)	—	—	(282)
Net Increase/(Decrease) in Cash and Cash Equivalents	91	(41)	(88)	82
Cash and Cash Equivalents at Beginning of Period	530	571	659	577
Cash and Cash Equivalents at End of Period	\$621	\$530	\$571	\$659
Supplemental Disclosures				
Cash paid for interest, net of amounts capitalized	\$138	\$50	\$169	\$224
Cash paid for income taxes (net of refunds received)	\$—	\$—	\$34	\$(3)
Supplemental Disclosures for Non Cash Investing and Financing Activities				
Conversion to equity of notes receivables from subsidiaries		\$—	\$—	\$—
Conversion to equity of notes payable to subsidiaries		\$—	\$—	\$—
See notes to condensed financial statements.				





## Schedule I

### GENON ENERGY, INC. (PARENT) NOTES TO CONDENSED FINANCIAL STATEMENTS

#### 1. Background and Basis of Presentation

##### Background

The condensed parent company financial statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X, as the restricted net assets of GenOn Energy Inc.'s subsidiaries exceed 25% of the consolidated net assets of GenOn Energy, Inc. These statements should be read in conjunction with the consolidated statements and notes thereto of the Registrants.

RRI Energy (a Delaware corporation) changed its name from Reliant Energy, Inc. effective May 2009 in connection with the sale of its retail business. GenOn changed its name from RRI Energy effective December 3, 2010 in connection with the merger with Mirant. "GenOn" refers to GenOn Energy, Inc. and, except where the context indicates otherwise, its subsidiaries, after giving effect to the Mirant/RRI Merger.

##### NRG Merger

On July 20, 2012, GenOn entered into the NRG Merger Agreement with NRG and a direct wholly-owned subsidiary of NRG. Upon the terms and subject to the conditions set forth in the NRG Merger Agreement, which was approved by the boards of directors of GenOn and NRG, a wholly-owned subsidiary of NRG merged with and into GenOn, with GenOn continuing as the surviving corporation and a wholly-owned subsidiary of NRG.

Upon closing of the NRG Merger, each issued and outstanding share of GenOn's common stock automatically converted into the right to receive 0.1216 shares of common stock of NRG based on the NRG Merger Exchange Ratio. All outstanding stock options (other than options granted in 2012) immediately vested and all outstanding stock options generally converted upon completion of the NRG Merger into stock options with respect to NRG common stock, after giving effect to the NRG Merger Exchange Ratio. In addition, all outstanding restricted stock units (other than restricted stock units granted in 2012) immediately vested and all outstanding restricted stock units were exchanged for the NRG Merger consideration. All outstanding stock options and unvested restricted stock units granted in 2012 will vest per the terms and conditions of the grant, and if the holder is terminated, upon the holder's termination date if the termination is as a result of the NRG Merger and within two years of the closing date. See Note 3, NRG Merger and Dispositions, to the Registrants' consolidated financial statements.

##### Basis of Presentation

Upon completion of the Mirant/RRI Merger, Mirant stockholders had a majority of the voting interest in the combined company. Although RRI Energy issued shares of RRI Energy common stock to Mirant stockholders to effect the Mirant/RRI Merger, the Mirant/RRI Merger was accounted for as a reverse acquisition under the acquisition method of accounting. Under the acquisition method of accounting, Mirant is treated as the accounting acquirer and RRI Energy is treated as the acquired company for financial reporting purposes. As such, the condensed financial statements of GenOn Energy, Inc. (parent) include the results of GenOn Energy, Inc. for the periods from December 3, 2010, and include the results of GenOn Energy Holdings (former parent) through December 2, 2010. The condensed financial statements presented herein for periods ended prior to the closing of the Mirant/RRI Merger (and any other financial information presented herein with respect to such pre merger dates, unless otherwise specified) are the condensed financial statements and other financial information of Mirant.

Equity in income/loss of affiliates consists of earnings of direct subsidiaries of GenOn Energy, Inc. (parent).

##### Predecessor and Successor Reporting

Upon completion of the NRG Merger, NRG stockholders had a majority of the voting interest in the combined company. The NRG Merger is accounted for under the acquisition method of accounting. Under the acquisition method of accounting, NRG is treated as the accounting acquirer and GenOn is treated as the acquired company for financial reporting purposes. As such, the assets and liabilities of GenOn Energy, Inc. were recorded at their respective fair values as of the NRG Merger date. Fair value adjustments related to the NRG Merger have been pushed

down to GenOn Energy, Inc., resulting in certain assets and liabilities of the Registrants being recorded at fair value at December 15, 2012. See Note 3, NRG Merger, to the Registrants' consolidated financial statements for further discussion.

As a result of the impact of pushdown accounting, the financial statements and certain note presentations separate GenOn Energy, Inc.'s presentations into two distinct periods, the period before the consummation of the NRG Merger (labeled predecessor) and the period after that date (labeled successor), to indicate the application of different basis of accounting between the periods presented.

#### Cash Dividends Received

For the year ended December 31, 2013, the period from December 15, 2012 through December 31, 2012 and the period from January 1, 2012 through December 14, 2012, GenOn Energy, Inc. did not receive any cash dividends from its subsidiaries. For the year ended December 31, 2011, GenOn Energy, Inc. received cash dividends from its subsidiaries of \$100 million.

#### 2. Long-Term Debt

For a discussion of GenOn Energy, Inc.'s long-term debt, see Note 10, Debt and Capital Leases, to the Registrants' consolidated financial statements.

Debt maturities of GenOn Energy, Inc. as of December 31, 2013 are (in millions):

2017	725
2018	675
Thereafter	550
Total	\$1,950

#### 3. Commitments, Contingencies and Guarantees

See Note 15, Income Taxes and Note 18, Commitments and Contingencies to the Registrants' consolidated financial statements for a detailed discussion of GenOn Energy, Inc.'s contingencies.

As of December 31, 2013, GenOn Energy, Inc. had \$50 million of guarantees, which are included in Note 21, Guarantees, to the Registrants' consolidated financial statements.

SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS  
 GENON ENERGY, INC. AND SUBSIDIARIES

For the Year Ended December 31, 2013, Periods from December 15, 2012 through  
 December 31, 2012 and from January 1, 2012  
 through December 14, 2012 and for the Year Ended December 31, 2011

	Balance at Beginning of Period (In millions)	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
Provision for uncollectible accounts <sup>(a)</sup>					
Successor					
Year Ended December 31, 2013	\$4	\$—	\$—	\$(3 )	\$1
December 15, 2012 through December 31, 2012	\$4	\$—	\$—	\$—	\$4
Predecessor					
January 1, 2012 through December 14, 2012	48	—	—	(43 ) <sup>(b)</sup>	5
Year Ended December 31, 2011	21	42	—	(15 ) <sup>(b)</sup>	48
Income tax valuation allowance, deducted from deferred tax assets					
Successor					
Year Ended December 31, 2013	\$2,324	\$—	\$348	\$—	\$2,672
December 15, 2012 through December 31, 2012	\$2,300	\$—	\$24	\$—	\$2,324
Predecessor					
January 1, 2012 through December 14, 2012	1,819	—	165	—	1,984
Year Ended December 31, 2011	1,636	—	183	—	1,819

(a) Provision for uncollectible accounts represents credit reserves for derivative contract assets.

(b) Deductions consisted primarily of reversals of credit reserves for derivative contract assets.

## Schedule I

GENON AMERICAS GENERATION, LLC (PARENT)  
CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
CONDENSED STATEMENTS OF OPERATIONS

	Successor For the Year Ended December 31, 2013 (In millions)	December 15, 2012 through December 31, 2013	Predecessor January 1, 2012 through December 14, 2012 (In millions)	For the Year Ended December 31, 2011
Operating Income	\$—	\$—	\$—	\$—
Other Income/(Expense)				
Equity in (losses)/earnings of consolidated subsidiaries	123	—	(11	) 102
Other expense, net	—	—	—	—
Interest expense	(64	) (3	) (69	) (86
Total other income/(expense)	59	(3	) (80	) 16
Income/(Loss) Before Income Taxes	59	(3	) (80	) 16
Income tax expense	—	—	—	—
Net Income/(Loss)	\$59	\$(3	) \$(80	) \$16

See notes to condensed financial statements.

## Schedule I

GENON AMERICAS GENERATION, LLC (PARENT)  
 CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
 CONDENSED BALANCE SHEETS

	As of December 31,	
	2013	2012
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Accounts receivable	\$1	\$1
Total current assets	1	1
Property, Plant and Equipment		
In service	—	11
Under construction	—	1
Total property, plant and equipment	—	12
Less accumulated depreciation	—	(1
Net property, plant and equipment	—	11
Other Assets		
Investment in subsidiaries	1,653	1,785
Other non-current assets	—	5
Total other assets	1,653	1,790
Total Assets	\$1,654	\$1,802
<b>LIABILITIES AND MEMBER'S EQUITY</b>		
Current Liabilities		
Accounts payable — affiliate	\$—	\$1
Note payable — affiliate	11	12
Accrued expenses and other current liabilities	16	16
Total current liabilities	27	29
Other Liabilities		
Long-term debt	937	848
Total non-current liabilities	937	848
Total Liabilities	964	877
Commitments and Contingencies		
Member's Equity		
Member's interest	690	925
Total member's equity	690	925
Total Liabilities and Member's Equity	\$1,654	\$1,802
See notes to condensed financial statements.		

## Schedule I

GENON AMERICAS GENERATION, LLC (PARENT)  
 CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
 CONDENSED STATEMENTS OF CASH FLOWS

	Successor		Predecessor	
	For the year ended December 31, 2013	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	For the year ended December 31, 2011
	(In millions)		(In millions)	
Cash Flows from Operating Activities				
Net cash provided by operating activities	\$217	\$—	\$215	\$32
Cash Flows from Investing Activities				
Capitalized interest	(2	) —	(3	) (3
Capital contributions	—	—	—	(30
Net cash used by investing activities	(2	) —	(3	) (33
Cash Flows from Financing Activities				
(Payment)/issuance of notes payable — affiliate	—	—	—	12
Capital contributions	70	—	18	474
Distributions to member	(285	) —	(230	) (100
Issuance/(payment) of short and long-term debt	—	—	—	(535
Net cash used by financing activities	(215	) —	(212	) (149
Net Decrease in Cash and Cash Equivalents	—	—	—	(150
Cash and Cash Equivalents at Beginning of Period	—	—	—	150
Cash and Cash Equivalents at End of Period	\$—	\$—	\$—	\$—
Supplemental Disclosures				
Cash paid for interest, net of amounts capitalized	73	\$—	\$72	\$94
Supplemental Disclosures for Non-Cash Investing and Financing Activities				
Conversion to equity of notes payable to subsidiaries	\$—	\$—	\$—	\$2
See notes to condensed financial statements.				



## Schedule I

### GENON AMERICAS GENERATION, LLC (PARENT) NOTES TO CONDENSED FINANCIAL STATEMENTS

#### 1. Background and Basis of Presentation

##### Background

The condensed parent company financial statements have been prepared in accordance with Rule 12-04, Schedule I of Regulation S X, as the restricted net assets of GenOn Americas Generation, LLC's subsidiaries exceed 25% of the consolidated net assets of GenOn Americas Generation, LLC. These statements should be read in conjunction with the consolidated statements and notes thereto of the Registrants.

GenOn Americas Generation, LLC is a Delaware limited liability company and indirect wholly-owned subsidiary of GenOn Energy, Inc.

RRI Energy (a Delaware corporation) changed its name from Reliant Energy, Inc. effective May 2009 in connection with the sale of its retail business. GenOn changed its name from RRI Energy effective December 3, 2010 in connection with the merger with Mirant. "GenOn" refers to GenOn Energy, Inc. and, except where the context indicates otherwise, its subsidiaries, after giving effect to the Mirant/RRI Merger.

##### NRG Merger

On July 20, 2012, GenOn entered into the NRG Merger Agreement with NRG and a direct wholly-owned subsidiary of NRG. Upon the terms and subject to the conditions set forth in the NRG Merger Agreement, which was approved by the boards of directors of GenOn and NRG, a wholly-owned subsidiary of NRG merged with and into GenOn, with GenOn continuing as the surviving corporation and a wholly-owned subsidiary of NRG.

Upon closing of the NRG Merger, each issued and outstanding share of GenOn's common stock automatically converted into the right to receive 0.1216 shares of common stock of NRG based on the NRG Merger Exchange Ratio. All outstanding stock options (other than options granted in 2012) immediately vested and all outstanding stock options generally converted upon completion of the NRG Merger into stock options with respect to NRG common stock, after giving effect to the NRG Merger Exchange Ratio. In addition, all outstanding restricted stock units (other than restricted stock units granted in 2012) immediately vested and all outstanding restricted stock units were exchanged for the NRG Merger consideration. All outstanding stock options and unvested restricted stock units granted in 2012 will vest per the terms and conditions of the grant, and if the holder is terminated, upon the holder's termination date if the termination is as a result of the NRG Merger and within two years of the closing date. See Note 3, NRG Merger and Dispositions, to the Registrants' consolidated financial statements.

##### Basis of Presentation

The condensed financial statements presented herein are the condensed financial statements and other financial information of GenOn Americas Generation, LLC.

Equity in income/loss of affiliates consists of earnings of direct subsidiaries of GenOn Americas Generation, LLC (parent).

##### Predecessor and Successor Reporting

Upon completion of the NRG Merger, NRG stockholders had a majority of the voting interest in the combined company. The NRG Merger is accounted for under the acquisition method of accounting. Under the acquisition method of accounting, NRG is treated as the accounting acquirer and GenOn is treated as the acquired company for financial reporting purposes. As such, the assets and liabilities of GenOn Americas Generation, LLC were recorded at their respective fair values as of the NRG Merger date. Fair value adjustments related to the NRG Merger have been pushed down to GenOn Americas Generation, LLC resulting in certain assets and liabilities of the Registrants being recorded at fair value at December 15, 2012. See Note 3, NRG Merger, to the Registrants' consolidated financial statements for further discussion.

As a result of the impact of pushdown accounting, the financial statements and certain note presentations separate GenOn Americas Generation's presentations into two distinct periods, the period before the consummation of the NRG Merger (labeled predecessor) and the period after that date (labeled successor), to indicate the application of different basis of accounting between the periods presented.

140

---

### Cash Dividends Received

For the year ended December 31, 2013, GenOn Americas Generation, LLC received cash dividends from its subsidiaries of \$285 million. During the period from December 15, 2012 through December 31, 2012, GenOn Americas Generation, LLC did not receive any cash dividends from its subsidiaries. During the period from January 1, 2012 through December 14, 2012 and for the year ended December 31, 2011, GenOn Americas Generation, LLC received cash dividends from its subsidiaries of \$286 million and \$137 million, respectively.

### 2. Long-Term Debt

For a discussion of GenOn Americas Generation, LLC's long-term debt, see Note 10, Debt and Capital Leases, to the Registrants' consolidated financial statements.

Debt maturities of GenOn Americas Generation, LLC as of December 31, 2013 are (in millions):

2019 and thereafter	850
Total	\$850

### 3. Commitments, Contingencies and Guarantees

See Note 18, Commitments and Contingencies, to the Registrants' consolidated financial statements for a detailed discussion of GenOn Americas Generation, LLC's contingencies.

At December 31, 2013, GenOn Americas Generation, LLC did not have any guarantees.

SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS  
 GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES

For the Year Ended December 31, 2013, Periods from December 15, 2012 through  
 December 31, 2012 and from January 1, 2012  
 through December 14, 2012 and for the Year Ended December 31, 2011

	Balance at Beginning of Period (In millions)	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
Provision for uncollectible accounts <sup>(a)</sup>					
Successor					
Year Ended December 31, 2013	\$4	\$—	\$—	\$(3)	) <sup>(b)</sup> \$1
December 15, 2012 through December 31, 2012	\$4	\$—	\$—	\$—	\$4
Predecessor					
January 1, 2012 through December 14, 2012	47	—	—	(42)	) <sup>(b)</sup> 5
Year Ended December 31, 2011	19	41	—	(13)	) <sup>(b)</sup> 47

(a) Provision for uncollectible accounts represents credit reserves for derivative contract assets.

(b) Deductions consisted primarily of reversals of credit reserves for derivative contract assets.

SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS  
 GENON MID-ATLANTIC, LLC AND SUBSIDIARIES

For the Year Ended December 31, 2013, Periods from December 15, 2012 through  
 December 31, 2012 and from January 1, 2012  
 through December 14, 2012 and for the Year Ended December 31, 2011

	Balance at Beginning of Period (In millions)	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
Provision for uncollectible accounts <sup>(a)</sup>					
Successor					
Year Ended December 31, 2013	\$4	\$—	\$—	\$(3 )	\$1
December 15, 2012 through December 31, 2012	\$4	\$—	\$—	\$—	<sup>(b)</sup> \$4
Predecessor					
January 1, 2012 through December 14, 2012	47	—	—	(42 )	<sup>(b)</sup> 5
Year Ended December 31, 2011	19	43	—	(15 )	<sup>(b)</sup> 47

(a) Provision for uncollectible accounts represents credit reserves for derivative contract assets.

(b) Deductions consisted primarily of reversals of credit reserves for derivative contract assets.

GenOn Energy, Inc. Exhibit Index

Exhibit No.	Exhibit Name
2.1	Stock and Note Purchase Agreement by and among Mirant Asia-Pacific Ventures, Inc., Mirant Asia-Pacific Holdings, Inc., Mirant Sweden International AB (publ), and Tokyo Crimson Energy Holdings Corporation, dated at December 11, 2006 (Incorporated herein by reference to Exhibit 2.1 to the Mirant Corporation Current Report on Form 8-K filed December 13, 2006)
2.3**	Agreement and Plan of Merger, dated as of July 20, 2012, by and among NRG Energy, Inc., Plus Merger Corporation and GenOn Energy, Inc. (Incorporated herein by reference to Exhibit 2.1 to the Registrant's Form 8-K filed July 23, 2012)
3.1	Fourth Amended and Restated Certificate of Incorporation of GenOn Energy, Inc., effective as of December 14, 2012 (Incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8 K filed December 14, 2012)
3.2	Eighth Amended and Restated By-Laws of GenOn Energy, Inc., effective as of December 14, 2012 (Incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed December 14, 2012)
4.1	Form of Stock Certificate (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q filed May 10, 2012)
4.2	Form of Rights Agreement between Reliant Resources, Inc. and The Chase Manhattan Bank, as Rights Agent, including a form of Rights Certificates, dated at January 15, 2001 (Incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1/A Amendment No. 8, Registration No. 333-48038)
4.3	Amendment No. 1 to Rights Agreement, by and between RRI Energy, Inc., JPMorgan Chase Bank, N.A., and Computershare Trust Company, N.A., dated at November 23, 2010 (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed November 24, 2010)
4.4	Senior Indenture between Reliant Energy, Inc. and Wilmington Trust Company, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
4.5	First Supplemental Indenture relating to the 6.75% Senior Secured notes due 2014, among Reliant Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
4.6	Second Supplemental Indenture relating to the 6.75% Senior Secured notes due 2014, among Reliant Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at September 21, 2006 (Incorporated herein by reference to Exhibit 4.18 to the Registrant's Annual Report on Form 10-K filed February 28, 2007)
4.7	Third Supplemental Indenture relating to the 6.75% Senior Secured notes due 2014, among Reliant Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at December 1, 2006 (Incorporated herein by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed December 7, 2006)
4.8	Sixth Supplemental Indenture relating to the 6.75% Senior Secured notes due 2014, among RRI Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at June 1, 2009 (Incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009)
4.9	Seventh Supplemental Indenture relating to the 6.75% Senior Secured notes due 2014, between RRI Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at August 20, 2009 (Incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed August 24, 2009)
4.10	Eighth Supplemental Indenture relating to the 6.75% Senior Secured notes due 2014, among RRI Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at December 1, 2009

(Incorporated herein by reference to Exhibit 4.9 to the Registrant's Annual Report on Form 10-K filed February 25, 2010)

- 4.11 Indenture between Orion Power Holdings, Inc. and Wilmington Trust Company, dated at April 27, 2000 (Incorporated herein by reference to Exhibit 4.1 to the Orion Power Holdings, Inc. Registration Statement on Form S-1, Registration No. 333 44118)
- 4.12 Fourth Supplemental Indenture relating to the 7.625% Senior notes due 2014, between Reliant Energy, Inc., the Guarantors listed therein and Wilmington Trust Company, dated at June 13, 2007 (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed June 15, 2007)
- 4.13 Fifth Supplemental Indenture relating to the 7.875% Senior notes due 2017, between Reliant Energy, Inc. and Wilmington Trust Company, dated at June 13, 2007 (Incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed June 15, 2007)
- 4.14 Indenture between Mirant Americas Generation, Inc. and Bankers Trust Company, as trustee, relating to Senior Notes, dated at May 1, 2001 (Incorporated herein by reference to Exhibit 4.1 to the Mirant Americas Generation, Inc. Registration Statement on Form S-4, Registration No. 333-63240)
- 4.15 Second Supplemental Indenture relating to Senior Notes 8.300% due 2011, between Mirant Americas Generation, Inc. and Bankers Trust Company, dated at May 1, 2001 (Incorporated herein by reference to Exhibit 4.3 to the Mirant Americas Generation, Inc. Registration Statement on Form S-4, Registration No. 333 63240)

144

---

- 4.16 Third Supplemental Indenture from Mirant Americas Generation, Inc. to Bankers Trust Company, relating to 9.125% Senior Notes due 2031, dated at May 1, 2001 (Incorporated herein by reference to Exhibit 4.4 to the Mirant Americas Generation, Inc. Registration Statement on Form S-4, Registration No. 333-63240)
- 4.17 Fifth Supplemental Indenture from Mirant Americas Generation, Inc. to Bankers Trust Company, relating to 8.50% Senior Note due 2021, dated at October 9, 2001 (Incorporated herein by reference to Exhibit 4.6 to the Mirant Americas Generation, Inc. Registration Statement on Form S-4/A Amendment No. 1, Registration No. 333-85124)
- 4.18 Form of Sixth Supplemental Indenture from Mirant Americas Generation, LLC to Bankers Trust Company, dated at November 1, 2001, relating to indenture dated May 1, 2001 (Incorporated herein by reference to Exhibit 4.6 to the Mirant Corporation Annual Report on Form 10 K filed February 27, 2009)
- 4.19 Seventh Supplemental Indenture from Mirant Americas Generation, LLC to Wells Fargo Bank, National Association, dated at January 3, 2006, relating to indenture dated May 1, 2001 (Incorporated herein by reference to Exhibit 4.1 to the Mirant Americas Generation, LLC Quarterly Report on Form 10-Q filed May 14, 2007)
- 4.20 Form of Senior Note Indenture among Mirant North America, LLC, Mirant North America Escrow, LLC, MNA Finance Corp. and Law Debenture Trust Company of New York, as trustee dated as of December 23, 2005 (Incorporated herein by reference to Exhibit 4.2 to the Mirant Corporation Annual Report on Form 10-K filed March 14, 2006)
- 4.21 Form of 8.625% Series A Pass Through Certificate (Incorporated herein by reference to Exhibit 4.1 to the Mirant Mid Atlantic, LLC Registration Statement on Form S-4, Registration No. 333 61668)
- 4.22 Form of 9.125% Series B Pass Through Certificate (Incorporated herein by reference to Exhibit 4.2 to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333 61668)
- 4.23 Form of 10.060% Series C Pass Through Certificate (Incorporated herein by reference to Exhibit 4.3 to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333 61668)
- 4.24(a) Pass Through Trust Agreement A between Southern Energy Mid-Atlantic, LLC and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.4(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.24(b) Schedule identifying substantially identical agreement to Pass Through Trust Agreement A (Incorporated herein by reference to Exhibit 4.4(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.25(a) Participation Agreement (L1) among Southern Energy Mid-Atlantic, LLC, as Lessee, Dickerson OL1 LLC, as Owner Lessor, Wilmington Trust Company, as Owner Manager, SEMA OP3 LLC, as Owner Participant and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee and as Pass Through Trustee, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.5(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.25(b) Schedule identifying substantially identical agreements to Participation Agreement (Incorporated herein by reference to Exhibit 4.5(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.26(a) Participation Agreement (L1) among Southern Energy Mid-Atlantic, LLC, as Lessee, Morgantown OL1 LLC, as Owner Lessor, Wilmington Trust Company, as Owner Manager, SEMA OP1 LLC, as Owner Participant and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee and as Pass Through Trustee, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.6 (a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.26(b) Schedule identifying substantially identical agreement to Participation Agreement (Incorporated herein by reference to Exhibit 4.6(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4,



- Registration No. 333-61668)
- 4.27(a) Facility Lease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, as Facility Lessee and Dickerson OL1 LLC, as Owner Lessor, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.7(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.27(b) Schedule identifying substantially identical agreement to Facility Lease Agreement (Incorporated herein by reference to Exhibit 4.7(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.28(a) Facility Lease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, as Facility Lessee and Morgantown OL1 LLC, as Owner Lessor, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.8(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.28(b) Schedule identifying substantially identical agreement to Facility Lease Agreement (Incorporated herein by reference to Exhibit 4.8(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

- 4.29(a) Indenture of Trust, Mortgage and Security Agreement (L1) between Dickerson OL1 LLC, as Owner Lessor, and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.9(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.29(b) Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement (Incorporated herein by reference to Exhibit 4.9(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.30(a) Indenture of Trust, Mortgage and Security Agreement (L1) between Morgantown OL1 LLC, as Owner Lessor, and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.10(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.30(b) Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement (Incorporated herein by reference to Exhibit 4.10(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.31(a) Series A Lessor Note Due June 20, 2012 for Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.11(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.31(b) Schedule identifying substantially identical notes to Lessor Notes (Incorporated herein by reference to Exhibit 4.11(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.32(a) Series A Lessor Note Due June 30, 2008, for Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.12(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.32(b) Schedule identifying substantially identical notes to Series A Lessor Notes (Incorporated herein by reference to Exhibit 4.12(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.33(a) Series B Lessor Note Due June 30, 2015, for Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.13(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.33(b) Schedule identifying substantially identical notes to Lessor Note (Incorporated herein by reference to Exhibit 4.13(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.34(a) Series B Lessor Note Due June 30, 2017, for Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.14(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.34(b) Schedule identifying substantially identical notes to Lessor Notes (Incorporated herein by reference to Exhibit 4.14(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.35(a) Series C Lessor Note Due June 30, 2020, for Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.15(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.35(b) Schedule identifying substantially identical notes to Lessor Notes (Incorporated herein by reference to Exhibit 4.15(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 4.36(a) Supplemental Pass Through Trust Agreement A between Mirant Mid-Atlantic, LLC and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at June 29, 2001 (Incorporated herein by reference to Exhibit 4.17(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4/A Registration No. 333-61668)
- 4.36(b)

Schedule identifying substantially identical agreements to Supplemental Pass Through Trust Agreement constituting Exhibit 4.36(a) for Supplemental Pass Through Trust Agreement B between Mirant Mid-Atlantic, LLC and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at June 29, 2001, and Supplemental Pass Through Trust Agreement C between Mirant Mid-Atlantic, LLC and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at June 29, 2001 (Incorporated herein by reference to Exhibit 4.17(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4/A, Registration No. 333-61668)

4.37 Senior Notes Indenture, relating to the 9.50% Senior Notes Due 2018 and the 9.875% Senior Notes Due 2020, by GenOn Escrow Corp. and Wilmington Trust Company as trustee, dated at October 4, 2010 (Incorporated by reference to Exhibit 4.4 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 5, 2010)

4.38 Supplemental Indenture, relating to the 9.50% Senior Notes due 2018 and the 9.875% Senior Notes Due 2020, by GenOn Energy, Inc. and Wilmington Trust Company as trustee, dated at December 3, 2010 (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed December 7, 2010)

4.39 Amendment No. 2, dated as of December 14, 2012, to the Rights Agreement dated as of January 15, 2001 between RRI Energy, Inc., JP Morgan Chase and Computershare Trust Company, N.A., as successor to JP Morgan Chase rights agent (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed December 14, 2012)

146

---

- 10.1.1(a) Master Separation Agreement between Reliant Resources, Inc. and Reliant Energy, Incorporated, dated at December 31, 2000 (Incorporated herein by reference to Exhibit 10.1 to the CenterPoint Energy Houston Electric, LLC Quarterly Report on Form 10-Q filed May 14, 2001)
- 10.1.1(b) Schedules to Master Separation Agreement between Reliant Resources, Inc. and Reliant Energy, Incorporated, dated at December 31, 2000 (Incorporated herein by reference to Exhibit 10.1B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.2(a) Tax Allocation Agreement by and among Reliant Resources, Inc., Reliant Energy, Incorporated and its affiliate companies dated at December 31, 2000 (Incorporated herein by reference to Exhibit 10.8 to the CenterPoint Energy Houston Electric, LLC Quarterly Report on Form 10-Q filed May 14, 2001)
- 10.1.2(b) Exhibit to Tax Allocation Agreement between Reliant Resources, Inc. and Reliant Energy, Incorporated, dated at December 31, 2000 (Incorporated herein by reference to Exhibit 10.2B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.3 Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2001A, Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
- 10.1.4(a) Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002A, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
- 10.1.4(b) Exhibit C Form of Supplement to Exhibit B to Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002A, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.5B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.5(a) Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002B, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
- 10.1.5(b) Exhibit C Form of Supplement to Exhibit B to Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002B, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.6B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.6(a) Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2003A, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
- 10.1.6(b) Exhibit C Form of Supplement to Exhibit B to Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2003A, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.7B to the Registrant's Annual Report on Form 10-K filed February 25,

- 2010)
- 10.1.7(a) Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2004A, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed December 27, 2004)
- 10.1.7(b) Exhibit C Form of Supplement to Exhibit B to Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2004A, among Reliant Energy, Inc., the Subsidiary Guarantors defined therein and J.P. Morgan Trust Company, National Association, as trustee, dated at December 22, 2004 (Incorporated herein by reference to Exhibit 10.8B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.8 Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2001A, among Reliant Energy Power Supply, LLC, Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and J.P. Morgan Trust Company, National Association, as trustee, dated at September 21, 2006 (Incorporated herein by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K filed February 28, 2007)

- 10.1.9 Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002A, among Reliant Energy Power Supply, LLC, Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and J.P. Morgan Trust Company, National Association, as trustee, dated at September 21, 2006 (Incorporated herein by reference to Exhibit 10.15 to the Registrant's Annual Report on Form 10-K filed February 28, 2007)
- 10.1.10 Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002B, among Reliant Energy Power Supply, LLC, Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and J.P. Morgan Trust Company, National Association, as trustee, dated at September 21, 2006 (Incorporated herein by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K filed February 28, 2007)
- 10.1.11 Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2003A, among Reliant Energy Power Supply, LLC, Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and J.P. Morgan Trust Company, National Association, as trustee, dated at September 21, 2006 (Incorporated herein by reference to Exhibit 10.17 to the Registrant's Annual Report on Form 10-K filed February 28, 2007)
- 10.1.12 Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2004A, among Reliant Energy Power Supply, LLC, Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and J.P. Morgan Trust Company, National Association as trustee, dated at September 21, 2006 (Incorporated herein by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K filed February 28, 2007)
- 10.1.13 Second Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2001A, among Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Trust Company, N.A., as trustee, dated at December 1, 2006 (Incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed December 7, 2006)
- 10.1.14 Second Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002A, among Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Trust Company, N.A., as trustee, dated at December 1, 2006 (Incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed December 7, 2006)
- 10.1.15 Second Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002B, among Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Trust Company, N.A., as trustee, dated at December 1, 2006 (Incorporated herein by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed December 7, 2006)
- 10.1.16 Second Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2003A, among Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Trust Company, N.A., as trustee, dated at December 1, 2006 (Incorporated herein by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed December 7, 2006)
- 10.1.17 Third Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2004A, among Reliant Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Trust Company, N.A., as trustee, dated at December 1, 2006 (Incorporated herein by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed December 7, 2006)

- 10.1.18 Third Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2001A, among RRI Energy Solutions East, LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at June 1, 2009 (Incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009)
- 10.1.19 Third Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2002A, among, RRI Energy Solutions East, LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at June 1, 2009 (Incorporated herein by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009)
- 10.1.20 Third Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2002B, among RRI Energy Solutions East, LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at June 1, 2009 (Incorporated herein by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009)

- 10.1.21 Third Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2003A, among RRI Energy Solutions East, LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at June 1, 2009 (Incorporated herein by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009)
- 10.1.22 Fourth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2004A, among RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Trust Company, N.A., as trustee, dated at June 1, 2009 (Incorporated herein by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed November 5, 2009)
- 10.1.23 Fourth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002A, among RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at August 20, 2009 (Incorporated herein by reference to Exhibit 99.3 to the Registrant's Current Report on Form 8-K filed August 24, 2009)
- 10.1.24 Fourth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2002B, among RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at August 20, 2009 (Incorporated herein by reference to Exhibit 99.4 to the Registrant's Current Report on Form 8-K filed August 24, 2009)
- 10.1.25 Fourth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (Reliant Energy Seward, LLC Project), Series 2003A, among RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at August 20, 2009 (Incorporated herein by reference to Exhibit 99.5 to the Registrant's Current Report on Form 8-K filed August 24, 2009)
- 10.1.26 Fifth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenues Bonds (Reliant Energy Seward, LLC Project), Series 2004A, among RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at August 20, 2009 (Incorporated herein by reference to Exhibit 99.6 to the Registrant's Current Report on Form 8-K filed August 24, 2009)
- 10.1.27 Fifth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2001A, among RRI Energy Channelview LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at December 1, 2009 (Incorporated herein by reference to Exhibit 10.29 to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.28 Fifth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2002A, among RRI Energy Channelview LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at December 1, 2009 (Incorporated herein by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.29 Fifth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2002B, among



RRI Energy Channeview LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at December 1, 2009 (Incorporated herein by reference to Exhibit 10.31 to the Registrant's Annual Report on Form 10-K filed February 25, 2010)

10.1.30 Fifth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2003A, among RRI Energy Channelview LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at December 1, 2009 (Incorporated herein by reference to Exhibit 10.32 to the Registrant's Annual Report on Form 10-K filed February 25, 2010)

10.1.31 Sixth Supplemental Guarantee Agreement relating to Pennsylvania Economic Development Financing Authority's Exempt Facilities Revenue Bonds (RRI Energy Seward, LLC Project), Series 2004A, among RRI Energy Channelview LLC, RRI Energy, Inc., the Subsidiary Guarantors as defined in the Guarantee Agreement and The Bank of New York Mellon Trust Company, N.A., as trustee, dated at December 1, 2009 (Incorporated herein by reference to Exhibit 10.33 to the Registrant's Annual Report on Form 10-K filed February 25, 2010)

10.1.32(a) Credit and Guaranty Agreement among Reliant Energy, Inc., as Borrower, the Other Loan Parties referred to therein as guarantors, the Other Lenders Party thereto, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as Joint Lead Arrangers, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Goldman Sachs Credit Partners L.P., Merrill Lynch Capital Corporation and ABN AMRO Bank N.V., as Joint Bookrunners with respect to the Revolving Credit Facility and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Goldman Sachs Credit Partners L.P., Merrill Lynch Capital Corporation and Bear, Sterns & Co. Inc., as Joint Bookrunners with respect to the Pre-Funded L/C Facility, dated at June 12, 2007 (Incorporated herein by reference to Exhibit 1.1 to the Registrant's Current Report on Form 8-K filed June 15, 2007)

- 10.1.32(b)† Exhibits and Schedules to Credit and Guaranty Agreement among Reliant Energy, Inc., as Borrower, the Other Loan Parties referred to therein as guarantors, the Other Lenders Party thereto, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as Joint Lead Arrangers, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Goldman Sachs Credit Partners L.P., Merrill Lynch Capital Corporation and ABN AMRO Bank N.V., as Joint Bookrunners with respect to the Revolving Credit Facility and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Goldman Sachs Credit Partners L.P., Merrill Lynch Capital Corporation and Bear, Sterns & Co. Inc., as Joint Bookrunners with respect to the Pre-Funded L/C Facility, dated at June 12, 2007 (Incorporated herein by reference to Exhibit 10.34B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.33(a) Pass Through Trust Agreement A between Reliant Energy Mid-Atlantic Power Holdings, LLC and Bankers Trust Company, made with respect to the formation of the Series A Pass Through Trust and the issuance of 8.554% Series A Pass Through Certificates, dated 2005 dated as of August 24, 2000 (Incorporated herein by reference to Exhibit 4.4a to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.1.33(b) Schedule identifying substantially identical agreements to Pass Through Trust Agreement constituting Exhibit 10.1.33(a) (Incorporated herein by reference to Exhibit 4.4b to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.1.34 Participation Agreement among Conemaugh Lessor Genco LLC, as Owner Lessor, Reliant Energy Mid Atlantic Power Holdings, LLC, as Facility Lessee, Wilmington Trust Company, as Lessor Manager, PSEGR Conemaugh Generation, LLC, as Owner Participant, Bankers Trust Company, as Lease Indenture Trustee, and Bankers Trust Company, as Pass Through Trustee, dated at August 24, 2000 (Incorporated herein by reference to Exhibit 4.5a to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.1.35 Schedule identifying substantially identical agreements to Participation Agreement constituting Exhibit 10.1.34 (Incorporated herein by reference to Exhibit 4.5b to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.1.36(a) First Amendment to Participation Agreement constituting Exhibit 10.1.34, dated at November 15, 2001 (Incorporated herein by reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K filed March 15, 2006)
- 10.1.36(b) Exhibit M to First Amendment to Participation Agreement constituting Exhibit 10.1.36(a), dated at November 15, 2001 (Incorporated herein by reference to Exhibit 10.41B to the Registrant's Annual Report on Form 10-K filed February 25, 2010)
- 10.1.37 Schedule identifying substantially identical agreements to First Amendment to Participation Agreement constituting Exhibit 10.1.36(a) (Incorporated herein by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K filed March 15, 2006)
- 10.1.38 Second Amendment to Participation Agreement, dated at June 18, 2003 (Incorporated herein by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K filed March 15, 2006)
- 10.1.39 Schedule identifying substantially identical agreements to Second Amendment to Participation Agreement constituting Exhibit 10.1.38 (Incorporated herein by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K filed March 15, 2006)
- 10.1.40 Guarantee by NRG Energy, Inc., as Guarantor, in favor of Reliant Energy, Inc., dated at February 28, 2009 (Incorporated herein by reference to Exhibit 10.84 to the Registrant's Annual Report on Form 10-K filed March 2, 2009)
- 10.1.41 Credit Agreement among Mirant North America, LLC, JPMorgan Chase Bank, N.A as Administrative Agent and Deutsche Bank Securities Inc. and Goldman Sachs Credit Partners L.P., as Co-Syndication Agents, dated at January 3, 2006 (Incorporated herein by reference to Exhibit 10.2 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 6, 2009)
- 10.1.42(a)

Guaranty Agreement (Dickerson L1) between Southern Energy, Inc. and Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.21(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

10.1.42(b) Schedule identifying substantially identical agreements to Guaranty Agreement constituting Exhibit 10.1.42(a) (Incorporated herein by reference to Exhibit 10.21(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

10.1.43(a) Guaranty Agreement (Morgantown L1) between Southern Energy, Inc. and Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.22(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

10.1.43(b) Schedule identifying substantially identical agreements to Guaranty Agreement constituting Exhibit 10.1.43(a) (Incorporated herein by reference to Exhibit 10.22(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

150

---

- 10.1.44 Credit Agreement by and among RRI Energy, Inc., JPMorgan Chase Bank, N.A., as administrative agent, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities, Inc., Goldman Sachs Bank USA, Morgan Stanley Senior Funding, Inc., Royal Bank of Canada, The Royal Bank of Scotland plc, the other lenders from time to time party thereto and, from and after the closing date of the merger, Mirant Americas, Inc. (to be renamed GenOn Americas, Inc. on the closing date of the merger), dated at September 20, 2010 (Incorporated herein by reference to Exhibit 10.1 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 5, 2010)
- 10.1.45 Purchase Agreement by and among RRI Energy, Inc., Mirant Corporation, GenOn Escrow Corp. and J.P. Morgan Securities LLC, as representative of the several initial purchasers, dated at September 20, 2010 (Incorporated herein by reference to Exhibit 10.2 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 5, 2010)
- 10.1.46 Credit Agreement among Mirant Marsh Landing, LLC, the Royal Bank of Scotland PLC, as administrative agent and Deutsche Bank Trust Company Americas, as Collateral Agent and Depository Bank, dated as of October 8, 2010
- 10.1.47 Security Agreement between Mirant Marsh Landing, LLC and Deutsche Bank Trust Company Americas, as Collateral Agent, dated as of October 8, 2010
- 10.1.48 Pledge Agreement among Marsh Landing Holdings, LLC, Mirant Marsh Landing, LLC and Deutsche Bank Trust Company Americas, as Collateral Agent, dated at October 8, 2010
- 10.1.49 Collateral Agency and Intercreditor Agreement among Mirant Marsh Landing, LLC, The Royal Bank of Scotland PLC, as administrative agent, and Deutsche Bank Trust Company Americas, as Collateral Agent and Depository Bank, dated at October 8, 2010
- 10.1.50 Equity Contribution Agreement among Mirant Corporation, Mirant Marsh Landing, LLC, The Royal Bank of Scotland PLC, as administrative agent, and Deutsche Bank Trust Company Americas, as Collateral Agent, dated as of October 8, 2010
- 10.1.51 Revolving Credit Agreement among GenOn Energy, Inc., as Borrower, GenOn Americas, Inc., as Borrower, the several lenders from time to time parties hereto, and NRG Energy, Inc., as Administrative Agent, dated as of December 14, 2012
- 10.3.1 Facility Lease Agreement between Conemaugh Lessor Genco LLC and Reliant Energy Mid-Atlantic Power Holdings, LLC, dated at August 24, 2000 (Incorporated herein by reference to Exhibit 4.6a to the RRI Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.3.2 Schedule identifying substantially identical agreements to Facility Lease Agreement constituting Exhibit 10.3.1 (Incorporated herein by reference to Exhibit 4.6b to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.3.3 Lease Indenture of Trust, Mortgage and Security Agreement between Conemaugh Lessor Genco LLC, as Owner Lessor, and Bankers Trust Company, as Lease Indenture Trustee, dated at August 24, 2000 (Incorporated herein by reference to Exhibit 4.8a to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.3.4 Schedule identifying substantially identical agreements to Lease Indenture of Trust constituting Exhibit 10.3.3 (Incorporated herein by reference to Exhibit 4.8b to the Reliant Energy Mid-Atlantic Power Holdings, LLC Registration Statement on Form S-4, Registration No. 333-51464)
- 10.3.5(a) Facility Site Lease and Easement Agreement (L1) between Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC and Southern Energy MD Ash Management, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.5(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.5(b) Schedule identifying substantially identical agreements to Facility Site Lease Agreement constituting Exhibit 10.3.12(a) (Incorporated herein by reference to Exhibit 10.5(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.6(a)

Facility Site Lease and Easement Agreement (L1) between Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC and Southern Energy MD Ash Management, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.6(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

- 10.3.6(b) Schedule identifying substantially identical agreements to Facility Site Lease Agreement constituting Exhibit 10.3.13(a) (Incorporated herein by reference to Exhibit 10.6(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.7(a) Facility Site Sublease Agreement (L1) between Southern Energy Mid-Atlantic, LLC and Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.7(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.7(b) Schedule identifying substantially identical agreements to Facility Site Sublease Agreement constituting Exhibit 10.3.14(a) (Incorporated herein by reference to Exhibit 10.7(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)

- 10.3.8(a) Facility Site Sublease Agreement (L1) between Southern Energy Mid-Atlantic, LLC and Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.8(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.8(b) Schedule identifying substantially identical agreements to Facility Site Sublease Agreement constituting Exhibit 10.3.15(a) (Incorporated herein by reference to Exhibit 10.8(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.9(a) Shared Facilities Agreement among Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC, Dickerson OL2 LLC, Dickerson OL3 LLC, and Dickerson OL4 LLC, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 10.15(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.9(b) Shared Facilities Agreement among Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC, Morgantown OL2 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC, and Morgantown OL7 LLC, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 10.15(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.10(a) Assignment and Assumption Agreement among Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC, Dickerson OL2 LLC, Dickerson OL3 LLC, and Dickerson OL4 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.16(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.10(b) Assignment and Assumption Agreement among Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC, Morgantown OL2 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC, and Morgantown OL7 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.16(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.11(a) Ownership and Operation Agreement among Dickerson OL1 LLC, Dickerson OL2 LLC, Dickerson OL3 LLC, Dickerson OL4 LLC, and Southern Energy Mid Atlantic, LLC, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 10.17(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.11(b) Ownership and Operation Agreement among Morgantown OL1 LLC, Morgantown OL2 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC, Morgantown OL7 LLC, and Southern Energy Mid-Atlantic, LLC, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 10.17 (b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.12(a) Facility Site Lease Agreement and Easement Agreement (L1) between Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC and Southern Energy MD Ash Management, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.5(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.12(b) Schedule identifying substantially identical agreements to Facility Site Lease Agreement constituting Exhibit 10.3.12(a) (Incorporated herein by reference to Exhibit 10.5(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.13(a) Facility Site Lease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC and Southern Energy MD Ash Management, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.6(a) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.13(b) Schedule identifying substantially identical agreements to Facility Site Lease Agreement constituting Exhibit 10.3.13(a) (Incorporated herein by reference to Exhibit 10.6(b) to the Mirant Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)
- 10.3.14(a) Facility Site Sublease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.7(a) to the Mirant

Edgar Filing: GenOn Energy, Inc. - Form 10-K

- Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)  
Schedule identifying substantially identical agreements to Facility Site Sublease Agreement constituting
- 10.3.14(b) Exhibit 10.3.14(a) (Incorporated herein by reference to Exhibit 10.7b to the Mirant Mid-Atlantic, LLC  
Registration Statement on Form S-4, Registration No. 333-61668)  
Facility Site Sublease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, Morgantown OL1
- 10.3.15(a) LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.8a to the Mirant  
Mid-Atlantic, LLC Registration Statement on Form S-4, Registration No. 333-61668)  
Schedule identifying substantially identical agreements to Facility Site Sublease Agreement constituting
- 10.3.15(b) Exhibit 10.3.15(a) (Incorporated herein by reference to Exhibit 10.8(b) to the Mirant Mid-Atlantic, LLC  
Registration Statement on Form S-4, Registration No. 333-61668)

152

---

- 10.4.1 Agreement Regarding Prosecution of Litigation by and among Merrill Lynch Commodities, Inc., Merrill Lynch & Co., Inc., Reliant Energy Power Supply, LLC, RERH Holdings, LLC, Reliant Energy Retail Holdings, LLC, Reliant Energy Retail Services, LLC, RE Retail Receivables, LLC and Reliant Energy Solutions East, LLC, dated at February 28, 2009 (Incorporated herein by reference to Exhibit 10.85 to the Registrant's Annual Report on Form 10-K filed March 2, 2009)
- 10.4.2† Engineering, Procurement and Construction Agreement, dated at July 30, 2007, between Mirant Mid-Atlantic, LLC, Mirant Chalk Point LLC and Stone & Webster, Inc. (Incorporated herein by reference to Exhibit 10.1 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 6, 2009)
- 10.4.3 Settlement Agreement and Release by and among Mirant Corporation, PEPCO, and PEPCO Settling Parties dated at May 30, 2006 (Incorporated herein by reference to Exhibit 10.1 to the Mirant Corporation Current Report on Form 8-K filed May 31, 2006)
- 10.4.4 Engineering, Procurement and Construction Agreement between Mirant Marsh Landing, LLC and Kiewit Power Constructors Co., dated at May 6, 2010 (Incorporated herein by reference to Exhibit 10.2 to the Mirant Corporation Quarterly Report on Form 10-Q filed August 6, 2010)
- 31.1A1\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 31.2A1\* Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 31.3A1\* Certification of Chief Accounting Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 32.A1\* Section 1350 Certification
- 101\* Interactive Data File

\* Asterisk indicates exhibits filed herewith.

\*\* This filing excludes schedules and exhibits pursuant to Item 601(b)(2) of Regulation S-K, which the registrant agrees to furnish supplementally to the Securities and Exchange Commission upon request by the Commission. The Registrant has requested confidential treatment for certain portions of this Exhibit pursuant to Rule 24b-2 under the Exchange Act.



GenOn Americas Generation Exhibit Index

Exhibit No.	Exhibit Name
1.1	Purchase Agreement, dated at October 3, 2001, among Mirant Americas Generation, Inc. and Salomon Smith Barney Inc., Banc of America Securities LLC, Blaylock & Partners, L.P., Scotia Capital (USA) Inc., TD Securities (USA) Inc. and Tokyo-Mitsubishi International plc, as Initial Purchaser (Incorporated herein by reference to Exhibit 1.1 to Registrant's Registration Statement on Form S-4/A Amendment No. 1, Registration No. 333-85124)
2.1	Purchase and Sale Agreement by and between Mirant Americas, Inc. and LS Power Acquisition Co. I, LLC, dated at January 15, 2007 (Incorporated herein by reference to Exhibit 2.1 to the Mirant Corporation Current Report on Form 8-K filed January 18, 2007)
3.1	Certificate of Formation for Mirant Americas Generation, LLC, filed with the Delaware Secretary of State dated at November 1, 2001 (Incorporated herein by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q filed November 9, 2001)
3.2	Certificate of Amendment to Certificate of Formation of Mirant Americas Generation, LLC, filed with the Delaware Secretary of State dated at December 3, 2010 (Incorporated herein by reference to Exhibit 3.2A1 to Registrant's Annual Report on Form 10-K filed March 1, 2011)
3.3	Second Amended and Restated Limited Liability Company Agreement for GenOn Americas Generation, LLC dated December 3, 2010 (Incorporated herein by reference to Exhibit 3.3A1 to Registrant's Annual Report on Form 10-K filed March 1, 2011)
4.1	Indenture between Mirant Americas Generation, Inc. and Bankers Trust Company, as trustee, relating to Senior Notes, dated at May 1, 2001 (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-4, Registration No. 333-63240)
4.2	Second Supplemental Indenture relating to Senior Notes 8.300% due 2011, dated at May 1, 2001 (Incorporated herein by reference to Exhibit 4.3 to Registrant's Registration Statement on Form S-4, Registration No. 333-63240)
4.3	Third Supplemental Indenture from Mirant Americas Generation, Inc. to Bankers Trust Company as trustee, relating to 9.125% Senior Notes due 2031, dated at May 1, 2001 (Incorporated herein by reference to Exhibit 4.4 to Registrant's Registration Statement on Form S-4, Registration No. 333-63240)
4.4	Fifth Supplemental Indenture from Mirant Americas Generation, Inc. to Bankers Trust Company as trustee, dated at October 9, 2001 relating to 8.50% Senior Notes due 2021 (Incorporated herein by reference to Exhibit 4.6 to Registrant's Registration Statement on Form S-4/A Amendment No. 1, Registration No. 333-85124)
4.5	Form of Sixth Supplemental Indenture from Mirant Americas Generation LLC, to Bankers Trust Company as trustee, dated at November 1, 2001 relating to indenture dated May 1, 2008 (Incorporated herein by reference to Exhibit 4.6 to the Mirant Corporation Annual Report on Form 10-K filed February 27, 2009)
4.6	Form of Seventh Supplemental Indenture from Mirant Americas Generation LLC, to Wells Fargo Bank National Association as successor indenture trustee, dated at January 3, 2006 relating to indenture date May 1, 2008 (Incorporated herein by reference to Exhibit 4.1 to Registrant's Quarterly Report on Form 10-Q filed May 14, 2007)
4.7	Senior Note Indenture between Mirant North America, LLC, Mirant North America Escrow, LLC, MNA Finance Corp. and Law Debenture Trust Company of New York, as trustee (Incorporated herein by reference to Exhibit 4.2 to Mirant Corporation Annual Report on Form 10-K filed March 14, 2006)
4.8	Registration Rights Agreement, dated at October 9, 2001, among Mirant Americas Generation, Inc., Salomon Smith Barney Inc. and Banc of America Securities LLC, Blaylock & Partners, L.P., Scotia Capital (USA) Inc., TD Securities (USA) Inc. and Tokyo-Mitsubishi International plc, as Initial Purchasers (Incorporated herein by reference to Exhibit 4.8 to Registrant's Registration Statement on Form S-4/A Amendment No. 1, Registration No. 333-85124)

Edgar Filing: GenOn Energy, Inc. - Form 10-K

- 10.1† Engineering, Procurement and Construction Agreement, dated at July 30, 2007, between Mirant Mid-Atlantic, LLC, Mirant Chalk Point, LLC and Stone & Webster, Inc. (Incorporated herein by reference to Exhibit 10.1 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 6, 2009)
- 10.2 Membership Interest Purchase and Sale Agreement, dated at January 31, 2007, between Mirant New York, Inc. and Alliance Energy Renewables, LLC (Incorporated herein by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q filed May 14, 2007)
- 10.3 Settlement and Release of Claims Agreement, by and among the Mirant Parties, the California Parties and OMOI, dated at January 13, 2005 (Incorporated herein by reference to Exhibit 10.39 to the Mirant Corporation Annual Report on Form 10-K filed March 15, 2005)
- 10.4 Credit Agreement among Mirant North America, LLC, JPMorgan Chase Bank, N.A as administrative agent and Deutsche Bank Securities Inc. and Goldman Sachs Credit Partners L.P., as co-syndication agents, dated at January 3, 2006 (Incorporated herein by reference to Exhibit 10.2 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 6, 2009)

154

---

- 10.5 Administrative Services Agreement dated at January 3, 2006 by and between Mirant Americas Generation, LLC and Mirant Services, LLC (Incorporated herein by reference to Exhibit 10.5 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.6 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 among Mirant Americas Energy Marketing, LP, Mirant Bowline, LLC, Mirant Lovett, LLC, and Mirant NY-Gen, LLC (Incorporated herein by reference to Exhibit 10.6 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.7 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 among Mirant Americas Energy Marketing, LP, Mirant Canal, LLC, and Mirant Kendall, LLC (Incorporated herein by reference to Exhibit 10.7 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.8 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Marketing, LP and Mirant Chalk Point, LLC (Incorporated herein by reference to Exhibit 10.8 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.9 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Marketing, LP and Mirant Mid-Atlantic, LLC (Incorporated herein by reference to Exhibit 10.9 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.10 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Marketing, LP and Mirant Potomac River, LLC (Incorporated herein by reference to Exhibit 10.10 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.11 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 among Mirant Americas Energy Marketing, LP, Mirant Delta, LLC, and Mirant Potrero, LLC (Incorporated herein by reference to Exhibit 10.12 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.12 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Marketing, LP and Mirant Zeeland, LLC (Incorporated herein by reference to Exhibit 10.13 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.13 Mirant Corporation 2005 Omnibus Incentive Compensation Plan, effective December 2005 (Incorporated herein by reference to Exhibit 10.1 to the Mirant Corporation Current Report on Form 8-K filed January 3, 2006)
- 12.1 Statement of Ratio Earnings to Fixed Charges (Incorporated herein by reference to Exhibit 12.1 to Registrant's Registration Statement on Form S-4/A Amendment No. 1, Registration No. 333-85124)
- 31.1A2\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 31.2A2\* Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 31.3A2\* Certification of Chief Accounting Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 32.A2\* Section 1350 Certification
- 101\* Interactive Data File

\* Asterisk indicates exhibits filed herewith.

The Registrant has requested confidential treatment for certain portions of this Exhibit pursuant to Rule 24b-2 under the Exchange Act.

GenOn Mid-Atlantic Exhibit Index

Exhibit No.	Exhibit Name
3.1	Certificate of Formation of Southern Energy Mid-Atlantic, LLC, dated at July 12, 2000 (Incorporated herein by reference to Exhibit 3.1 to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
3.2	Certificate of Amendment to Certificate of Formation of Mirant Mid-Atlantic, LLC, filed with the Delaware Secretary of State dated at January 20, 2011 (Incorporated herein by reference to Exhibit 3.2A2 to Registrant's Annual Report on Form 10-K filed March 1, 2011)
3.3	Second Amended and Restated Limited Liability Company Agreement of GenOn Mid-Atlantic, LLC dated January 20, 2011 (Incorporated herein by reference to Exhibit 3.3A2 to Registrant's Annual Report on Form 10-K filed March 1, 2011)
4.1	Form of 8.625% Series A Pass Through Certificate (Incorporated herein by reference to Exhibit 4.1 to Mirant Mid-Atlantic, LLC's Registration Statement on Form S-4, Registration No. 333-61668)
4.2	Form of 9.125% Series B Pass Through Certificate (Incorporated herein by reference to Exhibit 4.2 to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.3	Form of 10.060% Series C Pass Through Certificate (Incorporated herein by reference to Exhibit 4.3 to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.4(a)	Pass Through Trust Agreement A between Southern Energy Mid-Atlantic, LLC and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.4(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.4(b)	Schedule identifying substantially identical agreement to Pass Through Trust Agreement A constituting Exhibit 4.4(a) (Incorporated herein by reference to Exhibit 4.4(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.5(a)	Participation Agreement (L1) among Southern Energy Mid-Atlantic, LLC, as Lessee, Dickerson OL1 LLC, as Owner Lessor, Wilmington Trust Company, as Owner Manager, SEMA OP3 LLC, as Owner Participant and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee and as Pass Through Trustee, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.5(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.5(b)	Schedule identifying substantially identical agreements to Participation Agreement constituting Exhibit 4.5(a) (Incorporated herein by reference to Exhibit 4.5(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.6(a)	Participation Agreement (Morgantown L1) among Southern Energy Mid-Atlantic, LLC, as Lessee, Morgantown OL1 LLC, as Owner Lessor, Wilmington Trust Company, as Owner Manager, SEMA OP1 LLC, as Owner Participant and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee and as Pass Through Trustee, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.6(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.6(b)	Schedule identifying substantially identical agreements to Participation Agreement constituting Exhibit 4.6(a) hereto (Incorporated herein by reference to Exhibit 4.6(b) to Registrant's Form S-4 in Registration No. 333-61668)
4.7(a)	Facility Lease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, as Facility Lessee, and Dickerson OL1 LLC, as Owner Lessor, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.7(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.7(b)	Schedule identifying substantially identical agreement to Facility Lease Agreement constituting Exhibit 4.7(a) (Incorporated herein by reference to Exhibit 4.7(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
4.8(a)	

Facility Lease Agreement (L1) between Southern Energy Mid-Atlantic, LLC, as Facility Lessee, and Morgantown OL1 LLC, as Owner Lessor, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.8(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)

4.8(b) Schedule identifying substantially identical agreement to Facility Lease Agreement constituting Exhibit 4.8(a) (Incorporated herein by reference to Exhibit 4.8(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)

4.9(a) Indenture of Trust, Mortgage and Security Agreement (L1) between Dickerson OL1 LLC, as Lessor, and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.9(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)

4.9(b) Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement constituting Exhibit 4.9(a) (Incorporated herein by reference to Exhibit 4.9(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)

156

---

- 4.10(a) Indenture of Trust, Mortgage and Security Agreement (L1) between Morgantown OL1 LLC, as Lessor, and State Street Bank and Trust Company of Connecticut, National Association, as Lease Indenture Trustee, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.10(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.10(b) Schedule identifying substantially identical agreement to Indenture of Trust, Mortgage and Security Agreement constituting Exhibit 4.10(a) (Incorporated herein by reference to Exhibit 4.10(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.11(a) Series A Lessor Note Due June 20, 2012 for Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.11(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.11(b) Schedule identifying substantially identical notes to Lessor Notes constituting Exhibit 4.11(a) (Incorporated herein by reference to Exhibit 4.11(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.12(a) Series A Lessor Note Due June 30, 2008, for Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.12(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.12(b) Schedule identifying substantially identical notes to Series A Lessor Notes constituting Exhibit 4.12(a) (Incorporated herein by reference to Exhibit 4.12(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.13(a) Series B Lessor Note Due June 30, 2015, for Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.13(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.13(b) Schedule identifying substantially identical notes to Lessor Note constituting Exhibit 4.13(a) (Incorporated herein by reference to Exhibit 4.13(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.14(a) Series B Lessor Note Due June 30, 2017, for Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.14(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.14(b) Schedule identifying substantially identical notes to Lessor Notes constituting Exhibit 4.14(a) (Incorporated herein by reference to Exhibit 4.14(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.15(a) Series C Lessor Note Due June 30, 2020, for Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 4.15(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.15(b) Schedule identifying substantially identical notes to Lessor Notes constituting Exhibit 4.15(a) (Incorporated herein by reference to Exhibit 4.15(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.16 Registration Rights Agreement, between Southern Energy Mid-Atlantic, LLC and Credit Suisse First Boston, acting for itself on behalf of the Purchasers, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 4.16 to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 4.17(a) Supplemental Pass Through Trust Agreement A between Mirant Mid-Atlantic, LLC, and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at June 29, 2001 (Incorporated herein by reference to Exhibit 4.17(a) to Registrant's Registration Statement on Form S-4/A Registration No. 333-61668)
- 4.17(b) Schedule identifying substantially identical agreements to Supplemental Pass Through Trust Agreement for Supplemental Pass Through Trust Agreement A between Mirant Mid-Atlantic, LLC and State Street Bank and Trust Company of Connecticut, National Association, as Pass Through Trustee, dated at June 29, 2001, constituting Exhibit 4.17(a) (Incorporated herein by reference to

Edgar Filing: GenOn Energy, Inc. - Form 10-K

- 10.1† Exhibit 4.17(b) to Registrant's Registration Statement on Form S-4/A, Registration No. 333-61668) Engineering, Procurement and Construction Agreement, dated at July 30, 2007, between Mirant Mid-Atlantic, LLC, Mirant Chalk Point, LLC and Stone & Webster, Inc. (Incorporated herein by reference to Exhibit 10.1 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 6, 2009)
- 10.2 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Services, LP and Mirant Mid-Atlantic, LLC (Incorporated herein by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.3 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Marketing, LP and Mirant Chalk Point, LLC (Incorporated herein by reference to Exhibit 10.18 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.4 Power Sale, Fuel Supply and Services Agreement dated at January 3, 2006 by and between Mirant Americas Energy Marketing, LP and Mirant Potomac River, LLC (Incorporated herein by reference to Exhibit 10.19 to Registrant's Annual Report on Form 10-K filed March 31, 2006)

157

---

- 10.5 Administrative Services Agreement dated at January 3, 2006 by and between Mirant Mid-Atlantic, LLC and Mirant Services, LLC (Incorporated herein by reference to Exhibit 10.20 to Registrant's Annual Report on Form 10-K filed March 31, 2006)
- 10.6(a) Asset Purchase and Sale Agreement for Generating Plants and Related Assets by and between Potomac Electric Power Company and Southern Energy, Inc. dated at June 7, 2000 (Incorporated herein by reference to Exhibit 10.1(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.6(b) Amendment No. 1 to Asset Purchase and Sale Agreement by and between Potomac Electric Power Company and Southern Energy, Inc. dated at September 18, 2000 (Incorporated herein by reference to Exhibit 10.1(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.6(c) Amendment No. 2 to Asset Purchase and Sale Agreement by and between Potomac Electric Power Company and Southern Energy, Inc. dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.1(c) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.7(a) Interconnection Agreement (Dickerson) by and between Potomac Electric Power Company and Southern Energy Mid-Atlantic, LLC dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.2(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.7(b) Schedule identifying substantially identical agreements to Interconnection Agreement constituting Exhibit 10.7(a) hereto (Incorporated herein by reference to Exhibit 10.2(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.8(a) Easement, License and Attachment Agreement (Dickerson Station) by and between Potomac Electric Power Company, Southern Energy Mid-Atlantic, LLC and Southern Energy MD Ash Management, LLC dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.3(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.8(b) Schedule identifying substantially identical agreements to Easement, License and Attachment Agreement constituting Exhibit 10.8(a) (Incorporated herein by reference to Exhibit 10.3(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.9(a) Bill of Sale (SEMA: Dickerson; Morgantown; RR Spur; Production Service Center) by Potomac Electric Power Company, for the benefit of Southern Energy Mid-Atlantic, LLC dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.4(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.9(b) Schedule identifying substantially identical documents to Bill of Sale constituting Exhibit 10.9(a) hereto (Incorporated herein by reference to Exhibit 10.4(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.10(a) Facility Site Lease and Easement Agreement (L1) among Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC and Southern Energy MD Ash Management, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.5(a) Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.10(b) Schedule identifying substantially identical agreements to Facility Site Lease Agreement constituting Exhibit 10.10(a) (Incorporated herein by reference to Exhibit 10.5(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.11(a) Facility Site Lease and Easement Agreement (L1) among Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC and Southern Energy MD Ash Management, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.6(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.11(b) Schedule identifying substantially identical agreements to Facility Site Lease Agreement constituting Exhibit 10.11(a) (Incorporated herein by reference to Exhibit 10.6(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.12(a) Facility Site Sublease Agreement (L1) between Southern Energy Mid-Atlantic, LLC and Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.7(a) to



Edgar Filing: GenOn Energy, Inc. - Form 10-K

- 10.12(b) Registrant's Registration Statement on Form S-4, Registration No. 333-61668)  
Schedule identifying substantially identical agreements to Facility Site Sublease Agreement  
constituting Exhibit 10.12(a) (Incorporated herein by reference to Exhibit 10.7(b) to Registrant's  
Registration Statement on Form S-4, Registration No. 333-61668)
- 10.13(a) Facility Site Sublease Agreement (L1) between Southern Energy Mid-Atlantic, LLC and Morgantown  
OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.8(a) to  
Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.13(b) Schedule identifying substantially identical agreements to Facility Site Sublease Agreement  
constituting Exhibit 10.13(a) (Incorporated herein by reference to Exhibit 10.8(b) to Registrant's  
Registration Statement on Form S-4, Registration No. 333-61668)
- 10.14 Capital Contribution Agreement by and between Southern Energy, Inc. and Southern Energy  
Mid-Atlantic, LLC dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.12 to  
Registrant's Registration Statement on Form S-4, Registration No. 333-61668)

158

---

- 10.15 Promissory Note between Southern Energy Mid-Atlantic, LLC and Southern Energy Peaker, LLC in the original principal amount of \$71,110,000 dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.13 to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.16 Promissory Note between Southern Energy Mid-Atlantic, LLC and Southern Energy Potomac River, LLC in the original principal amount of \$152,165,000 dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.14 to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.17(a) Shared Facilities Agreement among Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC, Dickerson OL2 LLC, Dickerson OL3 LLC and Dickerson OL4 LLC, dated at December 18, 2000 (Incorporated herein by reference to Exhibit 10.15(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.17(b) Shared Facilities Agreement among Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC, Morgantown OL2 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC and Morgantown OL7 LLC, dated at December 18, 2000 constituting Exhibit 10.17(a) (Incorporated herein by reference to Exhibit 10.15(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.18(a) Assignment and Assumption Agreement between Southern Energy Mid-Atlantic, LLC, Dickerson OL1 LLC, Dickerson OL2 LLC, Dickerson OL3 LLC, and Dickerson OL4 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.16(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.18(b) Assignment and Assumption Agreement among Southern Energy Mid-Atlantic, LLC, Morgantown OL1 LLC, Morgantown OL2 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC and Morgantown OL7 LLC, dated at December 19, 2000 constituting Exhibit 10.18(a) (Incorporated herein by reference to Exhibit 10.16(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.19(a) Ownership and Operation Agreement between Dickerson OL1 LLC, Dickerson OL2 LLC, Dickerson OL3 LLC, Dickerson OL4 LLC and Southern Energy Mid-Atlantic, LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.17(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.19(b) Ownership and Operation Agreement between Morgantown OL1 LLC, Morgantown OL2 LLC, Morgantown OL3 LLC, Morgantown OL4 LLC, Morgantown OL5 LLC, Morgantown OL6 LLC, Morgantown OL7 LLC, and Southern Energy Mid-Atlantic, LLC, dated at December 19, 2000 constituting Exhibit 10.19(a) (Incorporated herein by reference to Exhibit 10.17(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.20(a) Guaranty Agreement (Dickerson L1) between Southern Energy, Inc. and Dickerson OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.21(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.20(b) Schedule identifying substantially identical agreements to Guaranty Agreement constituting Exhibit 10.20(a) (Incorporated herein by reference to Exhibit 10.21(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.21(a) Guaranty Agreement (Morgantown L1) between Southern Energy, Inc. and Morgantown OL1 LLC, dated at December 19, 2000 (Incorporated herein by reference to Exhibit 10.22(a) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.21(b) Schedule identifying substantially identical agreements to Guaranty Agreement constituting Exhibit 10.21(a) (Incorporated herein by reference to Exhibit 10.22(b) to Registrant's Registration Statement on Form S-4, Registration No. 333-61668)
- 10.22 Credit Agreement among Mirant North America, LLC, as Borrower, JPMorgan Chase Bank, N.A. as Administrative Agent and Deutsche Bank Securities Inc. and Goldman Sachs Credit Partners L.P., as

Edgar Filing: GenOn Energy, Inc. - Form 10-K

Co-Syndication Agents, dated at January 3, 2006 (Incorporated herein by reference to Exhibit 10.2 to the Mirant Corporation Quarterly Report on Form 10-Q filed November 6, 2009)

- 31.1A3\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 31.2A3\* Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 31.3A3\* Certification of Chief Accounting Officer pursuant to Rule 13a-14(a) under the Exchange Act
- 32.A3\* Section 1350 Certification
- 101\* Interactive Data File

\* Asterisk indicates exhibits filed herewith.

The Registrant has requested confidential treatment for certain portions of this Exhibit pursuant to Rule 24b-2 under the Exchange Act.

159

---

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENON ENERGY, INC.  
(Registrant)

By: /s/ DAVID W. CRANE

David W. Crane  
Chief Executive  
Officer

Date: February 28, 2014

GENON ENERGY, INC.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title
/s/ DAVID W. CRANE David W. Crane	President and Chief Executive Officer and Director of GenOn Energy, Inc. (Principal Executive Officer)
Date: February 28, 2014	
/s/ KIRKLAND B. ANDREWS Kirkland B. Andrews	Executive Vice President and Chief Financial Officer of GenOn Energy, Inc. (Principal Financial Officer)
Date: February 28, 2014	
/s/ RONALD B. STARK Ronald B. Stark	Vice President and Chief Accounting Officer of GenOn Energy, Inc. (Principal Accounting Officer)
Date: February 28, 2014	

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENON AMERICAS GENERATION, LLC  
(Registrant)

By: /s/ DAVID W. CRANE

David W. Crane  
Chief Executive Officer

Date: February 28, 2014

GENON AMERICAS GENERATION, LLC

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title
/s/ DAVID W. CRANE David W. Crane Date: February 28, 2014	President and Chief Executive Officer and Manager of GenOn Americas Generation, LLC (Principal Executive Officer)
/s/ KIRKLAND B. ANDREWS Kirkland B. Andrews Date: February 28, 2014	Executive Vice President and Chief Financial Officer and Manager of GenOn Americas Generation, LLC (Principal Financial Officer)
/s/ RONALD B. STARK Ronald B. Stark Date: February 28, 2014	Vice President and Chief Accounting Officer of GenOn Americas Generation, LLC (Principal Accounting Officer)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENON MID-ATLANTIC, LLC  
(Registrant)

By: /s/ DAVID W. CRANE

David W. Crane  
Chief Executive Officer

Date: February 28, 2014

GENON MID-ATLANTIC, LLC

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title
/s/ DAVID W. CRANE David W. Crane Date: February 28, 2014	President and Chief Executive Officer and Manager of GenOn Mid-Atlantic, LLC (Principal Executive Officer)
/s/ KIRKLAND B. ANDREWS Kirkland B. Andrews Date: February 28, 2014	Executive Vice President and Chief Financial Officer and Manager of GenOn Mid-Atlantic, LLC (Principal Financial Officer)
/s/ RONALD B. STARK Ronald B. Stark Date: February 28, 2014	Vice President and Chief Accounting Officer of GenOn Mid-Atlantic, LLC (Principal Accounting Officer)

Supplemental Information to be Furnished with Reports Filed Pursuant to  
Section 15(d) of the Act by Registrants Which Have Not Registered  
Securities Pursuant to Section 12 of the Act

No annual report or proxy materials has been sent to securities holders and no such report or proxy material is to be furnished to securities holders subsequent to the filing of the annual report on this Form 10-K.

163