

Edgar Filing: NRG ENERGY, INC. - Form 425

NRG ENERGY, INC.
Form 425
February 02, 2009

Filed by Exelon Corporation

Reg. No. 333-155278

Pursuant to Rule 425 under the
Securities Act of 1933, as amended

Subject Company: NRG Energy, Inc.

On February 2, 2009, Exelon began using the following slides at the Credit Suisse 2009 Energy Summit in discussions with investors:

Exelon
+
NRG:
Committed,
Moving
Forward
William A. Von Hoene, Jr.

Executive Vice President and
General Counsel
Credit Suisse 2009 Energy Summit
February 2-3, 2009

Important Information

This presentation relates to the offer (the Offer) by Exelon Corporation (Exelon) through its direct wholly-owned subsidiary Exelon Xchange Corporation (Xchange), to

exchange
each
issued
and
outstanding
share
of
common
stock
(the
NRG
shares)

of
NRG
Energy,
Inc.
(NRG)

for
0.485
of

a
share
of
Exelon
common
stock.

This
presentation
is
for
informational
purposes
only
and
does
not

constitute an offer to exchange, or a solicitation of an offer to exchange, NRG shares, nor is it a substitute for the Tender Offer

Statement
on

Schedule
TO

or
the
Prospectus/Offer

to
Exchange
included

in
the
Registration

Statement

on

Form

S-4

(Reg.

No.

333-

155278) (including the Letter of Transmittal and related documents and as amended from time to time, the Exchange Offer Documents)

previously

filed

by

Exelon

and

Xchange

with

the

Securities

and

Exchange

Commission

(the

SEC).

The

Offer

is

made

only

through

the

Exchange

Offer

Documents.

Investors

and

security

holders

are

urged

to

read

these

documents

and

other

relevant

materials as they become available, because they will contain important information.

Exelon expects to file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with the solicitation of proxies (the NRG Meeting Proxy Statement) for the 2009 annual meeting of NRG stockholders (the NRG M

Exelon will also file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its

solicitation of proxies for a meeting of Exelon shareholders (the Exelon Meeting) to be called in order to approve the issuance of shares of Exelon common stock pursuant to the Offer (the Exelon Meeting Proxy Statement) **Investors and security holders are urged to read the NRG Meeting Proxy Statement and the Exelon Meeting Proxy Statement and other relevant materials as they become available, because they will contain important information.**

Investors and security holders can obtain copies of the materials described above (and all other related documents filed with the SEC) at no charge on the SEC's website: www.sec.gov. Copies can also be obtained at no charge by directing a request for such materials to Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022, toll free at 1-877-75

Investors
and
security
holders
may
also
read
and
copy
any
reports,
statements
and
other
information
filed
by
Exelon,
Xchange
or

NRG with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-333-0330 or visit the SEC's website for further information on its public reference room.

Exelon, Xchange and the individuals to be nominated by Exelon for election to NRG's Board of Directors will be participants in the solicitation of proxies from NRG stockholders for the NRG Meeting or any adjournment or postponement thereof. Exelon and

Xchange
will
be
participants
in
the
solicitation
of
proxies
from
Exelon
shareholders
for
the
Exelon
Meeting
or
any
adjournment

or
postponement
thereof.

In
addition,
certain
directors
and
executive
officers
of
Exelon
and
Xchange
may
solicit
proxies
for
the
Exelon

Meeting and the NRG Meeting. Information about Exelon and Exelon's directors and executive officers is available in Exelon's

statement, dated March 20, 2008, filed with the SEC in connection with Exelon's 2008 annual meeting of shareholders. Information

about
Xchange
and
Xchange's
directors

and
executive
officers
is

available
in
Schedule

II
to
the
Prospectus/Offer

to
Exchange.
Information
about
any
other
participants

will
be
included
in
the

NRG
Meeting
Proxy
Statement
or
the
Exelon
Meeting
Proxy
Statement, as applicable.
2

Forward-Looking Statements

This presentation includes forward-looking statements. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans and expected synergies. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. The factors that could cause actual results to differ materially from these forward-looking statements include Exelon's ability to achieve the synergies contemplated by the proposed transaction, Exelon's ability to

promptly and effectively integrate the businesses of NRG and Exelon, and the timing to consummate the proposed transaction and obtain required regulatory approvals as well as those discussed in (1) Exelon's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's Third Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part

I,
Financial
Information,
ITEM

1.
Financial
Statements:
Note

12;
(3)

Exelon's
preliminary

prospectus/offer to exchange that is contained in the Registration Statement on Form S-4 (Reg. No. 333-155278) that Exelon has filed with the SEC in connection with the offer; and (4) other factors discussed in Exelon's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this filing. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this filing, except as required by law.

Statements made in connection with the exchange offer are not subject to the safe harbor protections provided to forward-looking statements under the Private Securities Litigation Reform Act of 1995.

All information in this presentation concerning NRG, including its business, operations, and financial results, was obtained from public sources. While Exelon has no knowledge that any such information is inaccurate or incomplete, Exelon has not had the opportunity to verify any of that information.

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Full and Fair Offer

On November 12, 2014, Exelon launched an exchange offer for all of the outstanding shares of NRG common stock

Filed Form S-4 with the SEC

Fixed exchange ratio of 0.485 Exelon share for each NRG common share

Represents

a

37%

premium

to

the

October

17

NRG

closing

price

4

th

th

5

Committed to Execution

* Notice filing only

Q4 2008

Q2 2009

Q4 2009

Q3 2009

2/25: Exchange

Offer Expires

10/19:

Announce Offer

11/12:

Exchange Offer

Filed

Proxy Solicitation

NRG and Exelon

Shareholder

Meetings

Make Filings and Work to Secure Regulatory Approvals

(FERC, NRC, DOJ/FTC, PUCT, NYPS, PAPUC, CPUC, ICC*)

Expected

Transaction Close

Q1 2009

Receive Regulatory

Approvals

Strong Initial Exchange Offer Results

6

As of January 6 , 45.6% of NRG shares had been tendered into the exchange offer

Many NRG shareholders have informed Exelon they want to

see meaningful discussions, and due diligence, sooner rather than later

NRG board and management appear not to have heard the message sent by the very large contingent of shareholders that have already tendered into our exchange offer

Exchange offer extended until February 25

Seeking highest possible level of NRG shareholder support to facilitate a negotiated transaction between Exelon and NRG
Initial tender results demonstrate strong support for an EXC / NRG combination

We remain committed to and are moving forward with the transaction
th
th

Moving Forward with Proxy Solicitation

Pursuing, and soliciting proxies for, two
shareholder actions at NRG annual meeting

Proposed an expansion of the NRG board from 12 to 19
directors

Nominated nine well-qualified, independent candidates who we believe will act in the best interest of NRG and the NRG shareholders

Encouraging NRG shareholders to support the proposed slate

Materials will be sent to NRG shareholders, including a proxy and instructions on how to vote for the slate of new directors

Vote will take place at the NRG annual shareholder meeting, likely to occur in May or June
NRG shareholders deserve independent, well-qualified NRG directors to act in their best interest

7

Making Progress on Regulatory Approvals

Initial filings have been made with the following

(1)

:

FERC (Docket #EC09-32-000)

Hart-Scott-Rodino (DOJ/FTC)

Request for additional information was issued by the DOJ on
January 16 , extending HSR waiting period

State regulatory commissions, including

Texas (Docket #36555)

New York (Docket #08 E 1486)

Filings will also be made with the following:

NRC

Pennsylvania and California state regulatory commissions

Various state siting
commissions

Notice filing in Illinois

1.

As of January 29, 2009

Regulatory hurdles are manageable

8

th

Financing Is Not an Obstacle

Believe we can obtain committed financing for the entire ~\$8 billion of NRG debt, if needed, at the appropriate time

Decision to defer commitments allows us to take advantage of

improving credit markets

Exelon's relationships with many of NRG's banks should facilitate arrangements for new credit facilities when current conflicts are eliminated

Believe a negotiated combination can be structured in a way to reduce refinancing requirements to \$4B or less

We believe that the contemplated structure would not trigger the change of control provision for NRG's \$4.7B of Senior Notes, and would substantially improve credit metrics for those bondholders

9

Reflecting our confidence that we can obtain committed financing at the appropriate time, our offer is not subject to a financing condition

Full and generous price
upfront premium of 37%

Tax-free opportunity to participate in the future growth
of the largest and most diversified US power company,
with a substantially improved credit profile and access

to liquidity

Requisite scope, scale and financial strength

Stronger credit metrics and investment grade balance sheet

Best-in-class nuclear and fossil operations

Low-cost generator, operating in the most attractive markets

Exelon 2020 principles will be adapted to the combined fleet

Potential for substantial synergies

Manageable regulatory hurdles to close
Compelling Value for NRG Shareholders

11

Without
Premium
0
1,000
3,000
2,000
With

Premium

Conservative

DCF Estimate

Replacement

Costs

NRG Stock Value

NRG Long-Term Value

975

1,350

2,050

3,000+

Price per Kilowatt Comparison for Texas Baseload Generation

Even with premium, purchase

price is 66% of conservative

long-term DCF value

\$/kW values are for 5,325 MW of Texas baseload which includes Parish coal, Limestone and STP; values implied by NRG stock

are determined by subtracting value of other NRG assets from NRG

enterprise value based on October 17th close.

Exelon Unlocks NRG Value

Price

(\$/kilowatt)

12

Less than 45% of

replacement value

Combination Expected to Create
Substantial Synergies

Exelon

Operations & Maintenance:

\$4,289

Maintenance & Other Opex:

\$950

General & Admin Expenses:

\$309

Other COGS:

\$454

Pro Forma

Combined Non-fuel Expenses:

\$6,002

Estimated Annual Cost Savings:

\$180 -

\$300

% of Combined Expenses:

3%-5%

Costs to Achieve

\$100

NPV of Estimated Synergies:

\$1,500-\$3,000

13

(\$ in Millions)

Transaction

expected

to

create

\$1.5

\$3

billion

of

value

through

synergies

with

opportunity

for

more

Reflects no revenue or fuel cost synergies. Excludes transaction and other costs of \$654 million and excludes increased interest expense related to refinancing of NRG debt.

1. Company 10-K for 2007 and investor presentations.

2. Based on a preliminary analysis of publicly available information. Subject to due diligence investigation.

1

2

NRG

1

Market
capitalization as
of 10/17/2008
\$5.3 billion
\$0.4
Value to NRG
Shareholders

\$2.4 billion

\$5.1

\$2.0

Market cap as of
10/17/08

Premium to NRG
Value of estimated
synergies

Market cap as of
10/17/08

+ premium

+ synergies

Additional upside to
NRG shareholders

Market
capitalization as
of 10/17/2008

\$5.3 billion

(1)

(2)

\$7.7 billion

(3)

(4)

\$12.8 billion

NRG Shareholders Capture Value

14

Value Creation

to NRG

Shareholders

(\$ billions)

Creates compelling value for NRG shareholders today and allows them to
share in growth of Exelon stock.

Value to NRG

shareholders

44% of market cap

\$12.8 billion

= \$46.50 per NRG share

> NRG's 52-week high

Percent Contribution of Free Cash Flow

15

1. NRG's 12/1/2008 NRG's Path to Shareholder Value presentation, slide 4. Implied ownership based on a 0.485x exchange ratio

2. PECO PPA assumes market prices as of 11/30/2008. Assumes carbon at \$10-20 per tonne. Not necessarily representative of either company's internal forecast or indicative of results for any other year.

NRG states they contribute 30% of the free cash flow while getting 17% ownership of the pro-forma company based on offer

NRG's position is only a 2008 calculation

Ignores PECO PPA roll-off in 2011 and Exelon carbon uplift

Factoring in these two omitted pieces for 2008, NRG's free cash flow contribution of the pro-forma company would be 15-17% for 2008

1

2

Pro Forma

Exelon

16

Combined company expected to have requisite scope, scale and financial strength to succeed in an increasingly volatile energy market

Pro Forma Quick Stats

(\$s in millions)

Combined assets

1

\$68,900

LTM EBITDA

2

\$9,400

Market cap (as of 1/27/2009)

\$41,800

Enterprise value

3

\$62,500

Generating capacity

4

~51,000 MWs

Combination Will Result in Scope, Scale and

Financial Strength

Enterprise

Value

Market Cap

\$0

\$30

\$50

\$60

\$40

\$20

\$70

\$10

Southern

Dominion

Duke

FPL

First

Energy

Entergy

0.0
2.0
4.0
6.0
8.0
10.0
12.0

14.0
EXC
D
PEG
PPL
EIX
NRG
MIR
DYN
RRI

10/17/2007

10/17/2008

17

Credit Ratings Are a Valuation Differentiator

1-year

Forward

EV/EBITDA

Investment Grade

Non-Investment Grade

Investment grade

credit ratings

provide access to

capital markets for

growth capital and

minimize collateral

requirements

which maximizes

liquidity and

contributes to

superior

valuations in

difficult markets

Multiples of non-investment grade peers have fallen approximately 40%, whereas multiples of EXC and its investment grade peers have fallen less than 15%

5.6

9.6

Non-Investment Grade

6.8

7.7

Investment Grade

2008

2007

Average Multiples (x)

Source:

Bloomberg, FactSet as of 10/17/2008

6.0%
8.0%
8.80%
12.10%
Exelon Generation1
NRG
4.0

6.0
8.0
10.0
12.0
10/18/2007
12/30/2007
3/12/2008
5/24/2008
8/5/2008
10/17/2008
NRG
Exelon
18
Stable, Predictable Cash Flow Is Awarded
Premium Valuation
Exelon's strong,
diversified cash
flow streams have
provided for a
more stable
valuation during
periods of
depressed
commodity
valuations and/or
market turbulence.
4.6x
7.5x
Average EV / LTM EBITDA for last:
Current
1 month
6 months
1 year
NRG
4.6
5.8
8.2
8.3
Exelon
7.5
7.8
9.7
9.8
2
BBB+
B+
7/1/08
10/17/08
7/1/08
10/17/08

We believe the market will likely discount NRG's standalone growth prospects given the potential cost to finance its development projects.

Credit

Rating

Exelon Debt (YTM)

NRG Debt (YTM)

Enterprise Value / LTM EBITDA

Cost of Debt

6.7%

1/27/09

BBB

8.4%

1/27/09

BBB+

Source: Per NRG December 1, 2008 investor presentations, Company filings, Bloomberg

1. Yield to maturity of weighted average of Exelon Generation outstanding publicly traded debt

2. Yield to maturity of weighted average of NRG outstanding publicly traded debt

Source: FactSet as of 10/17/2008

World Class Nuclear & Fossil Operations

19

NRG:

High performing nuclear plant

Top quartile capacity factor: 94.9%

Large, well-maintained, relatively young units
Fossil fleet

Half of >500 MW coal units are top quartile
capacity factor

90% of coal fleet lower-cost PRB and lignite
Combined Company:

Largest U.S. power company in terms of generating
capacity: ~51,000 MW fleet (18,000 MW nuclear)

Best-in-class nuclear and fossil operations

Second lowest carbon emitting intensity in the industry

Geographic and fuel diversification with an improved
dispatch profile

Exelon:

Premier U.S. nuclear fleet

Best fleet capacity factor: ~ 94%

Lowest fleet production costs: ~ \$15 / MWh

Shortest fleet average refueling outage duration:
24 days

Strong reputation for performance and safety

65
70
75
80
85
90
95

100

Operator (# of Reactors)

Range

5-Year Average

Note: Exelon data prior to 2000 represent ComEd-only nuclear fleet.

Sources:

Platts,

Nuclear

News,

Nuclear

Energy

Institute

and

Energy

Information

Administration

(Department

of

Energy).

Sustained production excellence

EXC: World-Class Nuclear Fleet Operator

Average Capacity Factor

Range of Fleet 2-Yr Avg Capacity Factor (2003-2007)

EXC 93.5%

40%

50%

60%

70%

80%

90%

100%

Exelon

Industry

20

1 Quartile
2 Quartile
3 Quartile
4 Quartile
2006-2007 Average Production Cost for
Major Nuclear Operators
(1)

Average

Among major nuclear plant fleet operators, Exelon is consistently the lowest-cost producer of electricity in the nation

EXC: Lowest Cost Nuclear Fleet Operator

1.

Source:

2007

Electric

Utility

Cost

Group

(EUCG)

survey.

Includes

Fuel

Cost

plus

Direct

O&M

divided

by

net

generation.

21

st

nd

rd

th

22

Operating in Most Attractive Markets

Geographically complementary generation asset base

Predominantly located in competitive markets

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

6,280

Contracted*

51,403

2,085

CAL ISO

13,027

ERCOT

By RTO

Combined¹

PJM

22,812

MISO

1,065

ISO NE

2,174

NYISO

3,960

SERC

2,405

WECC

45

Total

53,853

By Fuel Type

Combined¹

Nuclear

18,144

Coal

8,986

Gas/Oil

18,801

Other

1,642

Contracted

6,280

*Contracted in various RTOs, mainly in PJM and ERCOT

1. Excludes international assets. Before any divestitures.

Exelon

NRG

<1%
<1%
6%
Coal
Exelon
~150,000 GWh¹
Pro Forma

Exelon

~198,000 GWh¹

Nuclear

PRB & Lignite Coal

Other Coal

Gas/Oil

Hydro/Other

2009 Historical Forward Coal Prices

Combined Entity Will Continue to Benefit

from Low Cost, Low Volatility Fuel Sources

Powder River Basin and lignite coal supply (90%
of NRG's coal) provides low-sulfur at a relatively
stable price as compared to northern and
central Appalachian coal mines.

0.00

1.00

2.00

3.00

4.00

5.00

6.00

Powder River Basin

Northern Appalachian

Central Appalachian

Production Costs

0

2

4

6

8

10

12

2000

2001

2002

2003

2004

2005

2006

2007

Nuclear

Gas

Coal

Petroleum

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

93%

Nuclear

1%

3%

75%

Nuclear

15%

PRB &

Lignite Coal

6%

Other

Coal

1. Based on 2007 data, does not include ~38,000

GWh of Exelon Purchased Power.

Q1 2007

Q2 2007

Q3 2007

Q4 2007

Q1 2008

Q2 2008

Q3 2008

cents/Kwh

\$/mmbtu

23

0
50
100
150
50
100
150

200
250
2006 Electricity Generated (GWh, in thousands)
NRG
TVA
AEP
Duke
FPL
Southern
Exelon + NRG
Entergy
Exelon
Dominion
Progress
FirstEnergy
Bubble size represents carbon
intensity, expressed in terms of metric
tons of CO2 per MWh generated
SOURCE: EIA and EPA data as compiled by NRDC
Exelon 2020 principles will be adapted to the combined fleet
CO2 Emissions of Largest US Electricity Generators
2006 CO2 Emissions
from Electricity
Generation
(in million metric tons)
Largest Fleet, 2 Lowest Carbon Intensity
Top Generators by CO2 Intensity
10
9
8
7
6
5
4
3
2
1
AEP
NRG
Southern
Duke
FirstEnergy
TVA
Progress
Dominion
FPL
Exelon + NRG
Entergy
Exelon
0.83

0.80
0.74
0.66
0.64
0.64
0.57
0.50
0.35
0.31
0.26
0.07
24
nd

Exelon 2020 and NRG
Offer more low carbon
electricity in the
marketplace
Reduce emissions from
coal/oil fired generation
Help our customers

and the communities
we serve reduce their
GHG emissions
Reduce or offset our
footprint by greening
our operations
Adapt Elements of
Exelon 2020 to NRG
Expand the 2020 Plan

Expand internal energy efficiency, SF6,
vehicle, and supply chain initiatives to NRG
portfolio

Offset a portion of NRG's GHG emissions

Expand energy efficiency program offerings

Add capacity to existing nuclear units
through uprates

Add new renewable generation

Add new gas-fired capacity

Continue to explore new nuclear

Address older/higher emitting coal
and oil units

Invest in clean coal technology R&D
25

Taking the next step in Exelon's
commitment to address climate change
Options to Evaluate:

Exelon Offers Lower Risk Growth Opportunities

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I/B/E/S 09- 11 EBITDA¹

I/B/E/S 09- 11 EPS¹

Growth Drivers

Cost to Achieve

Growth

Nuclear uprates

Utility rate base growth

PA POLR roll-off

PJM capacity markets

Carbon upside

Regular-way business
operations expense

STP nuclear expansion

Other low carbon capital
expenditure programs

Heavy capital expenditure
investments

Dependence on new build
construction including
new nuclear

5.5%

15.6%

3.2%

7.4%

We believe

Exelon's near-
term growth

drivers are more

predictable and

have dramatically

less capital at risk

than NRG's

1. Based solely on I/B/E/S estimates for Exelon and NRG as of 1/27/09. Not necessarily representative of either company's illustration

only. Not intended as earnings guidance or as a forecast of expected results.

Clear Value under Multiple Scenarios
Value
Gas Prices
New Build Costs
Carbon Year/Price
Recession
\$0

\$6.50
\$1,300
Moderate
2014/\$22
\$7.30
\$1,100
Moderate
2020/\$22
\$7.10
\$1,100
Severe
2014/\$22
\$7.30
\$1,500
Moderate
2012/\$12
\$8.60
\$1,500
Moderate
27

We look at fundamental value creation under a wide range of future commodity price scenarios and our analysis suggests \$1-3 billion of value, possibly more.

Gas price is long-term price in 2008 \$/MMBtu; coal price is long-term price in 2008 \$/ton for PRB8800 excluding transportation; combined cycle cost in PJM in 2008 overnight \$/kW; carbon year is year in which national cap and trade starts; carbon price is \$/ton; moderate recession assumes conditions consistent with current forward prices; and severe recession assumes five year

Coal Prices

\$11.00
\$20.00
\$20.00
\$20.00
\$11.00

28
Exelon More Than Meets the Five
Imperatives
Outlined by NRG on May 28, 2008

- 1.
- 2.
- 3.

4.

5.

NRG's Stated Imperatives

MUST

accumulate

generation

at

competitive

cost

This transaction accomplishes in one step what several transactions might have accomplished for NRG in these regards. Given the current difficulty in accessing capital markets, it is unclear whether NRG would have the ability to meet this objective without Exelon. Exelon provides NRG stakeholders with broad trading expertise and sound power marketing and risk management practices. Exelon's significant experience in markets with locational prices is particularly relevant since ERCOT is moving to a PJM-type structure. Exelon's breadth of operations and depth of service allows significant access to customers, retail providers, and other sales channels.

NRG stakeholders become part of the most diversified and competitive generation portfolio operating in 12 different states and 6 different regional transmission organizations.

Deal expected to provide NRG stakeholders with significant value and upside and a share of the largest unregulated generation fleet in the United States.

MUST

be geographically diversified in multiple markets

MUST

develop and expand our route to market through contracting with retail load providers, trading, direct sales, etc

MUST

have sophisticated ability to trade, procure, hedge, and originate for electricity and input fuels

MUST

develop depth and breadth in key markets, particularly across fuel types, transmission constraints and merit order

Exelon Combination More

than Meets These Imperatives