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XCEL ENERGY INC
Form U5S
May 01, 2003

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

FORM U-5S

ANNUAL REPORT

For the year ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935

XCEL ENERGY, INC.
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SUITE 3000
MINNEAPOLIS, MN 55402

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

NUMBER OF
COMMON

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NAME OF COMPANY (ADD ABBREVIATION USED HEREIN)	SHARES OWNED	PERCENT OF VOTING POWER	ISSUER'S BOOK VALUE

XCEL ENERGY INC. (XCEL ENERGY)			

Black Mountain Gas Co.	100	100% by Xcel Energy	13,481,61
Black Mountain Gas Co. had \$3,097,021 in short-term debt outstanding to Xcel Energy at an a			

Cheyenne Light, Fuel and Power Co. (Cheyenne)	100	100% by Xcel Energy	31,608,23
Cheyenne had \$18,425,000 in short-term debt outstanding to Xcel Energy at an average cost o			
Cheyenne had a Standby Bond Purchase Agreement with Wells Fargo Bank, NA related to Cheyenne Industrial Development Revenue Bonds at 12/31/02; expiration date 03/2004			

Northern States Power Co., a Minnesota Corp. (NSP-Minnesota)	1,000,000	100% by Xcel Energy	1,801,028,49
NSP-Minnesota had \$1,250,000 in short-term borrowings due from its subsidiary First Midwest 4.40% at 12/31/02			
NSP-Minnesota had \$1,304,000 in short-term borrowings outstanding from its subsidiary UP&L 12/31/02			

NSP Financing I (Statutory Business Trust)	n/a	100% by NSP-Minnesota	6,190,00
NSP Financing I owns \$206,190,000 of NSP-Minnesota's Junior Subordinated Debentures; m rate 7.875%			

NSP Financing II (Statutory Business Trust)*	inactive	100% by NSP-Minnesota	inactive

NSP Nuclear Corp.	40	100% by NSP-Minnesota	3,346,77

Nuclear Management Co. LLC (NMC)	n/a	20% by NSP Nuclear Corp.	15,812,67
NMC renewed its Credit Facility for \$25,000,000 with LaSalle Bank in Chicago during			

Private Fuel Storage LLC	n/a	15.6% by NSP-Minnesota	(2)

United Power and Land Co. (UP&L)	40,200	100% by NSP-Minnesota	8,647,83
UP&L had \$1,304,000 in short-term borrowings due from Xcel Energy at an average rate o			

Northern States Power Co., a Wisconsin Corp. (NSP-Wisconsin)	933,000	100% by Xcel Energy	418,738,30

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

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

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

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Jay Thomas Ditch	(1)	100% by PSCo	(1)	
Jones and Donnelly Ditch Co.	(1)	43.11% by PSCo	(1)	
Las Animas Consolidated Canal Co.	430.329	76.57% by PSCo	26,577	
Lupton Meadows Ditch Co.	(1)	1.65% by PSCo	(1)	
McDonald (Prairie) Ditch Co.	(1)	7.93% by PSCo	(1)	
Montgomery Private Ditch	(1)	83.3% by PSCo	(1)	
Mutual Lateral Ditch Co.	(1)	5% by PSCo	(1)	
PSCo Capital Trust I	n/a	100% by PSCo	6,000,000	6,
PSCo Capital Trust I owns \$200,000,000 of PSCo's Junior Subordinated Debentures; maturity rate 7.600%				
PSR Investments Inc.	363,190	100% by PSCo	36,287,903	36,
PSR Investments had \$21,288,000 in short-term borrowings due from PSCo at an average maturity rate of 7.50%				
Smead Ditch	(1)	50% by PSCo	(1)	
Twin Lakes Reservoir and Irrigation Co.	(1)	1.51% by PSCo	(1)	
United Water Co.	979.375	84.19% by PSCo	23,947	
Upper Platte and Beaver Ditch Co.	(1)	0.60% by PSCo	(1)	
Western Mutual Ditch Co.	(1)	0.25% by PSCo	(1)	
Westmoor Acres Irrigation Co.	(1)	9.09% by PSCo	(1)	
Southwestern Public Service Co. (SPS)	100	100% by Xcel Energy	828,709,364	828,
SPS had a Standby Bond Purchase Agreement with the Bank of New York related to SPS's \$25,000,000 of Senior Secured Securities at 12/31/02				
SPS Capital Trust I	n/a	100% by SPS	3,092,783	3,
SPS Capital Trust I owns \$103,092,775 of SPS's Junior Subordinated Debentures; maturity rate 7.850%				

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WestGas InterState Inc.	60,000	100% by Xcel Energy	444,877	

Xcel Energy Communications Group Inc. (Xcel Comm)	100	100% by Xcel Energy	264,098,739	264,

Xcel Comm had \$875,700 in intercompany short-term debt outstanding to NCE Comm at an average				

NCE Communications Inc. (NCE Comm)	100	100% by Xcel Comm	9,354,550	9,

NCE Comm had \$875,700 in intercompany short-term debt outstanding from Xcel Comm at an average				

Northern Colorado Telecommunications LLC	n/a	53.75% by NCE Comm	13,508,943	7,

Seren Innovations Inc.	760	100% by Xcel Comm	254,955,448	254,

Xcel Energy International Inc. (Xcel Intl)	100	100% by Xcel Energy	23,936,043	23,

Xcel Intl had \$38,770,000 in intercompany short-term debt outstanding to Xcel Energy at an average				

Xcel Intl had \$32,427,194 in intercompany short-term debt outstanding from Xcel Argentina at 12/31/02				

Xcel Energy Argentina Inc. (Xcel Argentina)	100	100% by Xcel Intl	10,527,469	5,

Xcel Argentina had \$32,427,194 in intercompany short-term debt outstanding to Xcel Intl at 12/31/02				

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Ekibastus Power Development Ltd.	(2)	100% by Xcel Argentina		2,50

IPC Operations Ltd.	(2)	100% by Xcel Argentina		(1,55

Corporacion Independiente de Energia SA (CIESA)	(2)	100% by Xcel Argentina		30,95

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

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Johnstown Cogeneration LLC	n/a	50% by e prime	14

Young Gas Storage Co. (Young Gas)	1,000	100% by e prime	3,33

Young Gas Storage Co. Ltd.	n/a	47.5% by Young Gas	11,72

Viking Gas Transmission Co. (Viking)	206	100% by Xcel Energy Mkts	57,61

Viking had \$9,366,469 in intercompany short-term debt outstanding to Xcel Energy Mkts at an			

Guardian Pipeline LLC	n/a	33.33% by Viking	(2

XECC Group Inc.*	1,000	100% by Xcel Energy Mkts	inac

XEM Inc.*	1,000	100% by Xcel Energy Mkts	inac

XEPS LLC*	n/a	100% by XEM Inc.	inac

Xcel Energy O&M Services Inc.*	inactive	100% by Xcel Energy	inac

Xcel Energy Retail Holdings Inc. (Xcel Retail)	100	100% by Xcel Energy	18,54

Xcel Retail had \$1,412,000 in intercompany short-term debt outstanding to e prime Energy Market at 12/31/02			

Xcel Retail had \$7,744,000 in intercompany short-term debt outstanding to Xcel Energy at an ave			

Xcel Retail had \$1,642,000 in intercompany short-term debt outstanding to XERS Inc at an averag			

Xcel Retail had \$240,000 in intercompany short-term debt outstanding to Xcel Energy-Centrus Inc 12/31/02			

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

Xcel Retail had \$4,781,000 in intercompany short-term debt outstanding to Xcel Energy Prod and 12/31/02			

Xcel Retail had \$923,000 in intercompany short-term debt outstanding from Xcel Energy-Centrus I 12/31/02			

Natural Station Equipment LLC	n/a	100% by Xcel Retail	(1

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

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

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

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

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

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

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

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

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

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

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The subsidiaries of NRG are as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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NRG Collinsville Operating Services Pty Ltd.	1,000	100% NRG Victoria Pty Ltd.
Saale Energie Services GmbH	n/a	100% NRGIBV
Saale Energie GmbH	n/a	100% NRGIBV
NRG Energy loaned \$86,245,740 to Saale Energie GmbH under an intercompany short-term borrowing agreement with a maturity date; interest rate 4.75%-7.79%		
Kraftwerk Schkopau GbR	n/a	41.1% Saale Energie GmbH
Kraftwerk Schkopau Betriebsgesellschaft mbH	n/a	44.4% Saale Energie GmbH
Lambique Beheer BV	n/a	100% NRGIBV
MIBRAG BV	n/a	50% Lambique Beheer BV
Mitteldeutsche Braunkohlengesellschaft mbH	n/a	100% MIBRAG BV
Montan Bildungs und Entwicklungsgesellschaft mbH	n/a	100% Mitteldeutsche Braunkohlengesellschaft mbH
MIBRAG Industriekraftwerke Betriebs GmbH	n/a	99% Mitteldeutsche Braunkohlengesellschaft mbH; 1% MIBRAG BV
MIBRAG Industriekraftwerke Vertriebsgesellschaft GmbH	n/a	99% Mitteldeutsche Braunkohlengesellschaft mbH; 1% MIBRAG BV
MIBRAG Industriekraftwerke Vermögensverwaltungs und Beteteiligungs GmbH	n/a	100% Mitteldeutsche Braunkohlengesellschaft mbH
MIBRAG Industriekraftwerke GmbH & Co KG	n/a	1.016% Mitteldeutsche Braunkohlengesellschaft mbH; 99.938% German Energy Services GmbH; 9.046% Tax Lease Investo
Gala - Mibrag - Services GmbH	n/a	100% Mitteldeutsche Braunkohlengesellschaft mbH
NRG Victoria I Pty Ltd.	23,804,059	International holding company
NRG Victoria II Pty Ltd.	3,175,003	International holding company
NRG Australia Holdings (No.4) Pty Ltd.	-	Static shelf company
NRG Victoria III Pty Ltd.	43,747,875	International holding company
NRG Flinders Operating Services Pty Ltd.	(4,986,588)	Operating entity
NRG Gladstone Operating Services Pty Ltd.	2,345,348	Operates coal fired power plant

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

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

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

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

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

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

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

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

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

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ONSITE Marianas Corporation*

Inactive

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

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

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

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

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

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NRG Bay Shore Operations Inc	n/a	100% NRG Operating Services Inc	-	

NRG Cabrillo Power Operations Inc.	1,000	100% NRG Operating Services Inc.	(2,811,066)	(2

NRG Cadillac Operations Inc.	1,000	100% NRG Operating Services Inc.	(65,196)	

NRG East Lake Operations Inc	n/a	100% NRG Operating Services Inc	-	

NRG Norwalk Harbor Operations Inc.	1,000	100% NRG Operating Services Inc.	(370,015)	

NRG Oswego Harbor Power Operations Inc.	1,000	100% NRG Operating Services Inc.	(330,020)	

24				

NRG Dunkirk Operations Inc.	1,000	100% NRG Operating Services Inc.	(1,656,792)	(1

NRG El Segundo Operations Inc.	1,000	100% NRG Operating Services Inc.	(1,545,205)	(1

NRG Lakeshore Operations Inc	n/a	100% NRG Operating Services Inc	-	

Somerset Operations Inc.	1,000	100% NRG Operating Services Inc.	(1,493,793)	(1

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

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

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

100% NRG South

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

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

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

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

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

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

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

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ITEM 1 FOOTNOTES

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

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

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Denver City Energy Associates LP Quixx WRR, LP Windpower Partners 1994 LP KES Jamaica LP Quixx Linden LP Carolina Energy LP Plover LLC	49.5% by Quixx Resources, 0.5% by Quixx Mustang 99% by Quixx Resources, 1% by Quixx 24.67% by Quixx, 0.33% by Quixx WPP94 99% by Quixx Jamaica, 1% by KES Montego 0.5% by Quixxlin, 49.5% by Quixx 1% by Quixx Carolina, 32% by Quixx 90% by Eloigne, 10% by Clearwater Investments
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SUBSIDIARIES OF MORE THAN ONE SYSTEM COMPANY FOR NRG ARE:

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

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NON-CORPORATE SUBSIDIARIES OF XCEL ENERGY ARE:

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

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

NON-CORPORATE SUBSIDIARIES OF NRG ARE:

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

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

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

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

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

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

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

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

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

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

SUBSIDIARIES ADDED DURING THE YEAR BY XCEL ENERGY WERE:

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

SUBSIDIARIES ADDED DURING THE YEAR BY NRG WERE:

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

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

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

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

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

CHANGES IN THE STATUS OF EXISTING SUBSIDIARIES OF NRG ARE:

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

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

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

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

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

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

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

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

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

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

NAME OF ISSUER AND TITLE OF ISSUE (1)	NAMES OF COMPANY ISSUING, GUARANTEEING, OR ASSUMING SECURITIES (2)	DATE OF TRANSACTION (3)

Energy Masters International Surety Bonds for various purposes including notary bonds and performance bonds		
End of year balance	Energy Masters	12/31/2002
Highest balance during the year	International	12/31/2002
Northern States Power Company-Minnesota Surety Bonds for various purposes including performance bonds, right of way bonds and various lic		
End of year balance	Northern States Power	12/31/2002
Highest balance during the year	Company-Minnesota	12/31/2002
Public Service Company of Colorado Surety Bonds for performance and payment		
End of year balance	Public Service Company	12/31/2002
Highest balance during the year	of Colorado	12/31/2002
Utility Engineering Surety Bonds for performance and payment		
End of year balance	Utility Engineering	12/31/2002
Highest balance during the year		12/31/2002
Planergy ABB Kentucky	Planergy	1/17/2002

NAME OF ISSUER AND TITLE OF ISSUE (1)	NAMES OF COMPANY ISSUING, GUARANTEEING, OR ASSUMING SECURITIES (2)	DATE OF TRANSACTION (3)

NRG Finance Co. I LLC Due March 2006, wtd avg 2002 rate 4.92%	Various NRG Subsidiaries	May 2001
Brazos Valley LLC Due June 2008, wtd avg 2002 rate 4.41%	NRG - Brazos Valley	June 200
NRG Energy revolving line of credit, highest outstanding 12/31/02, wtd avg rate 5.14%	NRG	March 200
Kendall working capital line of credit, \$0 outstanding during 2002	NRG - Kendall	January 20
Brazos Valley working capital line of credit, \$0 outstanding during 2002	NRG - Brazos Valley	June 200
MidAtlantic Generating working capital line of credit,	NRG - MidAtlantic	November 2

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

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

NRG McClain

November 2

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

NRG - South Central

March 200

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Flinders refurbishment facility agreement

NRG - Flinders

March 200

Itiquira Eletrobras' preferred shares

NRG - Itiquira

November 2

Cahua loan with Banco Financiero

NRG - Cahua

June 200

NRG Letter of Credit with ANZ

NRG Energy

December 2

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

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

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

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

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

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

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

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end of the year:

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

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

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

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

None

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ITEM 6. OFFICERS AND DIRECTORS

PART I

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

LEGEND OF ABBREVIATIONS

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

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

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

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

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

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

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

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

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

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Larsen, Jerome L.	Chippewa and Flambeau Improvement Company	D, P
Zawacki, William P.	Chippewa and Flambeau Improvement Company	D, VP

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

Albiani, Scott	Consolidated Extension Canal Company	D, S, T

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Gardner, Loyde	Consolidated Extension Canal Company	D
Halffield, Donald R. Jr.	Consolidated Extension Canal Company	D, P
Rhodes, Randolph A.	Consolidated Extension Canal Company	D, VP
Ridley, Harrell	Consolidated Extension Canal Company	D

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

Albiani, Scott	East Boulder Ditch Company	D, S, T
Rhodes, Randolph A.	East Boulder Ditch Company	D, P
TenEyck, Greg	East Boulder Ditch Company	D, VP

Delaney, Judith A.	e prime Energy Marketing, Inc.	AT
Figoli, Darla	e prime Energy Marketing, Inc.	AT
Gersack, Michael C.	e prime Energy Marketing, Inc.	VP, T
Haley, Nancy A.	e prime Energy Marketing, Inc.	AS
Hart, Cathy J.	e prime Energy Marketing, Inc.	VP, S
Kawakami, Timothy	e prime Energy Marketing, Inc.	D, P
Peterson, Carol J.	e prime Energy Marketing, Inc.	AS
Schell, Mary P.	e prime Energy Marketing, Inc.	AT
Vincent, Patricia K.	e prime Energy Marketing, Inc.	D, CB
Ziebell, Anne M.	e prime Energy Marketing, Inc.	AS

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

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

Bonavia, Paul J.	e prime, Inc.	D, CB, P, CEO
Delaney, Judith A.	e prime, Inc.	AT
Duran, W. David	e prime, Inc.	VP
Fowke, Ben G. III	e prime, Inc.	VP, T

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Haley, Nancy A.	e prime, Inc.	AS
Hart, Cathy J.	e prime, Inc.	S
Haupt, James L.	e prime, Inc.	VP
Kelly, Richard C.	e prime, Inc.	D
Krattenmaker, Kelly J.	e prime, Inc.	EVP
Peterson, Carol J.	e prime, Inc.	AS
Schell, Mary P.	e prime, Inc.	AT
Wilks, David M.	e prime, Inc.	D
Ziebell, Anne M.	e prime, Inc.	AS

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

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

Albiani, Scott	Enterprise Irrigating Ditch Company	D, S, T
Neibur, Jay	Enterprise Irrigating Ditch Company	D, P
Rhodes, Randolph A.	Enterprise Irrigating Ditch Company	D, VP

Albiani, Scott	Fisher Ditch Company	D, S, T

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

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Peterson, Carol J.	NCE Communications, Inc.	AS
Schell, Mary P.	NCE Communications, Inc.	AT
Stoering, Mark E.	NCE Communications, Inc.	VP
Vincent, Patricia K.	NCE Communications, Inc.	D, VP
Ziebell, Anne M.	NCE Communications, Inc.	AS

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

Bonavia, Paul J.	Northern States Power Company - MN	VP
Brunetti, Wayne H.	Northern States Power Company - MN	D, CB, P, CEO
Delaney, Judith A.	Northern States Power Company - MN	AT
Fowke, Ben G. III	Northern States Power Company - MN	VP, T

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Gogel, Raymond E.	Northern States Power Company - MN	VP
Haley, Nancy A.	Northern States Power Company - MN	AS
Hart, Cathy J.	Northern States Power Company - MN	VP, S
Johnson, Gary R.	Northern States Power Company - MN	D, VP, GC
Kelly, Richard C.	Northern States Power Company - MN	D, VP, CFO
Larson, Kent T.	Northern States Power Company - MN	VP
Lesher, Cynthia L.	Northern States Power Company - MN	VP
Peterson, Carol J.	Northern States Power Company - MN	AS
Petillo, J. T.	Northern States Power Company - MN	VP
Reчек, Peter F.	Northern States Power Company - MN	AS
Ripka, David E.	Northern States Power Company - MN	VP, C
Schell, Mary P.	Northern States Power Company - MN	AT
Vincent, Patricia K.	Northern States Power Company - MN	VP
Wilks, David M.	Northern States Power Company - MN	VP
Ziebell, Anne M.	Northern States Power Company - MN	AS

Bonavia, Paul J.	Northern States Power Company - WI	VP
Brunetti, Wayne H.	Northern States Power Company - WI	D, CB
Fowke, Ben G. III	Northern States Power Company - WI	VP, T
Fox, Jean C.	Northern States Power Company - WI	AS, AT
Gogel, Raymond E.	Northern States Power Company - WI	VP
Haley, Nancy A.	Northern States Power Company - WI	AS
Hart, Cathy J.	Northern States Power Company - WI	VP, S
Johnson, Gary R.	Northern States Power Company - WI	D, VP, GC
Kelly, Richard C.	Northern States Power Company - WI	D, VP, CFO, PF
Lesher, Cynthia L.	Northern States Power Company - WI	VP
Peterson, Carol J.	Northern States Power Company - WI	AS
Petillo, J. T.	Northern States Power Company - WI	VP
Ripka, David E.	Northern States Power Company - WI	VP, C
Schell, Mary P.	Northern States Power Company - WI	AT
Swenson, Michael L.	Northern States Power Company - WI	D, P, CEO
Vincent, Patricia K.	Northern States Power Company - WI	VP
Wilks, David M.	Northern States Power Company - WI	VP
Wilson, John D.	Northern States Power Company - WI	VP
Ziebell, Anne M.	Northern States Power Company - WI	AS

Brunetti, Wayne H.	NRG Energy, Inc.	D, CB, CEO
Carpenter, Jay M.	NRG Energy, Inc.	SVP

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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Peterson, Carol J.	Planergy Services of Houston, Inc.	AS
Schell, Mary P.	Planergy Services of Houston, Inc.	AT
Schleifer, Paul	Planergy Services of Houston, Inc.	EVP
Sprangers, John C.	Planergy Services of Houston, Inc.	EVP
Vincent, Patricia K.	Planergy Services of Houston, Inc.	D, CB
Ziebell, Anne M.	Planergy Services of Houston, Inc.	AS

Cann, Howard W.	Planergy Services of Texas, Inc.	D, P, CEO
Delaney, Judith A.	Planergy Services of Texas, Inc.	AT
Gersack, Michael C.	Planergy Services of Texas, Inc.	T
Gill, Natalie D.	Planergy Services of Texas, Inc.	VP, C
Haley, Nancy A.	Planergy Services of Texas, Inc.	AS
Hart, Cathy J.	Planergy Services of Texas, Inc.	S
Peterson, Carol J.	Planergy Services of Texas, Inc.	AS
Schell, Mary P.	Planergy Services of Texas, Inc.	AT
Schleifer, Paul	Planergy Services of Texas, Inc.	EVP

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Sprangers, John C.	Planergy Services of Texas, Inc.	EVP
Vincent, Patricia K.	Planergy Services of Texas, Inc.	D, CB
Ziebell, Anne M.	Planergy Services of Texas, Inc.	AS

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

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

Barron, Eddie T.	Precision Resource Company	D
Brazille, Doris	Precision Resource Company	D
Ewell, Kenneth	Precision Resource Company	D
Gresham, Robert	Precision Resource Company	D
McNabb, Barbara	Precision Resource Company	S
Rugg, Raymond F.	Precision Resource Company	D, CB, CEO
Splawn, Gwen	Precision Resource Company	P, COO

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

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

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

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

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

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

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

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

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

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

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McCausland, Robert Ross Quixx WPP94, Inc.

D, VP

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

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Haley, Nancy A.	Southwestern Public Service Company	AS
Hart, Cathy J.	Southwestern Public Service Company	VP, S
Johnson, Gary R.	Southwestern Public Service Company	D, VP, GC
Kelly, Richard C.	Southwestern Public Service Company	D, VP, CF
Marshall, JoEllen	Southwestern Public Service Company	AS
Peterson, Carol J.	Southwestern Public Service Company	AS
Petillo, J. T.	Southwestern Public Service Company	VP
Ripka, David E.	Southwestern Public Service Company	VP, C
Schell, Mary P.	Southwestern Public Service Company	AT
Vincent, Patricia K.	Southwestern Public Service Company	VP
Wilks, David M.	Southwestern Public Service Company	VP
Ziebell, Anne M.	Southwestern Public Service Company	AS

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

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

Bulloch, Gina L.	United Power and Land Company	D
Delaney, Judith A.	United Power and Land Company	AT
Gray, Eric V.	United Power and Land Company	AT
Haley, Nancy A.	United Power and Land Company	AS
Hart, Cathy J.	United Power and Land Company	VP, S
Leshner, Cynthia L.	United Power and Land Company	D, CB, P,
Peterson, Carol J.	United Power and Land Company	AS
Schell, Mary P.	United Power and Land Company	VP, T
Widdel, Susan G.	United Power and Land Company	D, VP
Ziebell, Anne M.	United Power and Land Company	AS

Albani, Scott	United Water Company	D, S, T
Buczek, Sunny	United Water Company	D, VP
Dugan, Jim	United Water Company	D
Halffield, Donald R. Jr.	United Water Company	D, P

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Hickman, John	United Water Company	D

Barron, Eddie T.	Utility Engineering Corporation	SVP
Brunetti, Wayne H.	Utility Engineering Corporation	D
Corbell, Royce W.	Utility Engineering Corporation	C
Delaney, Judith A.	Utility Engineering Corporation	AT
Ewell, Kenneth	Utility Engineering Corporation	SVP
Geaney, George	Utility Engineering Corporation	VP
Gresham, Robert A.	Utility Engineering Corporation	VP
Haley, Nancy A.	Utility Engineering Corporation	AS
Hart, Cathy J.	Utility Engineering Corporation	VP, S
Henderson, Billy B.	Utility Engineering Corporation	CFO, T, S
Henka, Daniel E.	Utility Engineering Corporation	VP
Hessen, Corey N.	Utility Engineering Corporation	VP
Johnson, Gary R.	Utility Engineering Corporation	D
Kelly, Richard C.	Utility Engineering Corporation	D, CB
Peterson, Carol J.	Utility Engineering Corporation	AS
Rugg, Raymond F.	Utility Engineering Corporation	D, P, CEO
Schappa, Pete	Utility Engineering Corporation	VP
Schell, Mary P.	Utility Engineering Corporation	AT
Williams, Jimmy D.	Utility Engineering Corporation	VP
Ziebell, Anne M.	Utility Engineering Corporation	AS

Albright, James	Viking Gas Transmission Company	S
Derks, Mary A.	Viking Gas Transmission Company	VP
Gray, Eric V.	Viking Gas Transmission Company	AT
Jablonske, Michael L.	Viking Gas Transmission Company	VP
Johnson, Gary R.	Viking Gas Transmission Company	D
Jones, Catherine A.	Viking Gas Transmission Company	AS
Kelly, Richard C.	Viking Gas Transmission Company	D, VP
Leshner, Cynthia L.	Viking Gas Transmission Company	D, CB
Ross McCalib, Laureen L.	Viking Gas Transmission Company	VP
Rushton, Richard T.	Viking Gas Transmission Company	D, P
Sowada, Shari M.	Viking Gas Transmission Company	AS

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

Connelly, Michael C.	Xcel Energy Argentina, Inc.	VP
Haley, Nancy A.	Xcel Energy Argentina, Inc.	AS
Hart, Cathy J.	Xcel Energy Argentina, Inc.	VP, S

Kelly, Richard C.	Xcel Energy Argentina, Inc.	D, CB
Peterson, Carol J.	Xcel Energy Argentina, Inc.	AS
Schiburr, Laura L.	Xcel Energy Argentina, Inc.	D, VP
Shah, Paras M.	Xcel Energy Argentina, Inc.	D, P

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

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Sampson, A. Patricia	Xcel Energy, Inc.	D
Schell, Mary P.	Xcel Energy, Inc.	AT
Schuman, Allan L.	Xcel Energy, Inc.	D
Slifer, Rodney E.	Xcel Energy, Inc.	D
Stephens, W. Thomas	Xcel Energy, Inc.	D
Ziebell, Anne M.	Xcel Energy, Inc.	AS

Brunetti, Wayne H.	Xcel Energy Foundation	D, P
Evans, Cynthia A.	Xcel Energy Foundation	D, S
Kelly, Richard C.	Xcel Energy Foundation	D, T
Leshner, Cynthia L.	Xcel Energy Foundation	D
Willis, Beth	Xcel Energy Foundation	D

Brunetti, Wayne H.	Xcel Energy International, Inc.	D
Delaney, Judith A.	Xcel Energy International, Inc.	AT
Fowke, Ben G. III	Xcel Energy International, Inc.	VP, T
Haley, Nancy A.	Xcel Energy International, Inc.	AS
Hart, Cathy J.	Xcel Energy International, Inc.	VP, S
Johnson, Gary R.	Xcel Energy International, Inc.	D
Kelly, Richard C.	Xcel Energy International, Inc.	D, CB, P
Peterson, Carol J.	Xcel Energy International, Inc.	AS
Schell, Mary P.	Xcel Energy International, Inc.	AT
Ziebell, Anne M.	Xcel Energy International, Inc.	AS

Bonavia, Paul J.	Xcel Energy Markets Holdings, Inc.	D, P, CEO
Brunetti, Wayne H.	Xcel Energy Markets Holdings, Inc.	D
Delaney, Judith A.	Xcel Energy Markets Holdings, Inc.	AT
Fowke, Ben G. III	Xcel Energy Markets Holdings, Inc.	VP, T
Haley, Nancy A.	Xcel Energy Markets Holdings, Inc.	AS
Hart, Cathy J.	Xcel Energy Markets Holdings, Inc.	VP, S
Johnson, Gary R.	Xcel Energy Markets Holdings, Inc.	D
Kelly, Richard C.	Xcel Energy Markets Holdings, Inc.	D, VP
Krattenmaker, Kelly J.	Xcel Energy Markets Holdings, Inc.	VP
Peterson, Carol J.	Xcel Energy Markets Holdings, Inc.	AS
Schell, Mary P.	Xcel Energy Markets Holdings, Inc.	AT
Ziebell, Anne M.	Xcel Energy Markets Holdings, Inc.	AS

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

Delaney, Judith A.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.)
Gersack, Michael C.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro formerly Natrogas, Inc.)
Haley, Nancy A.	Xcel Energy Products and Services, Inc. (formerly Xcel Energy Retail Pro

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

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

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

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

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

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Peterson, Carol J.	Xcel Energy Transco, Inc.
Petillo, J. T.	Xcel Energy Transco, Inc.
Schell, Mary P.	Xcel Energy Transco, Inc.
Ziebell, Anne M.	Xcel Energy Transco, Inc.
Ziebelman, Audrey A.	Xcel Energy Transco, Inc.

Brunetti, Wayne H.	Xcel Energy Ventures, Inc.
Delaney, Judith A.	Xcel Energy Ventures, Inc.
Fowke, Ben G. III	Xcel Energy Ventures, Inc.
Gogel, Raymond E.	Xcel Energy Ventures, Inc.
Haley, Nancy A.	Xcel Energy Ventures, Inc.
Hart, Cathy J.	Xcel Energy Ventures, Inc.
Johnson, Gary R.	Xcel Energy Ventures, Inc.
Kelly, Richard C.	Xcel Energy Ventures, Inc.
Peterson, Carol J.	Xcel Energy Ventures, Inc.
Petillo, J. T.	Xcel Energy Ventures, Inc.
Schell, Mary P.	Xcel Energy Ventures, Inc.
Ziebell, Anne M.	Xcel Energy Ventures, Inc.

Brunetti, Wayne H.	Xcel Energy Wholesale Group, Inc.
Delaney, Judith A.	Xcel Energy Wholesale Group, Inc.
Fowke, Ben G. III	Xcel Energy Wholesale Group, Inc.
Gogel, Raymond E.	Xcel Energy Wholesale Group, Inc.
Haley, Nancy A.	Xcel Energy Wholesale Group, Inc.
Hart, Cathy J.	Xcel Energy Wholesale Group, Inc.
Johnson, Gary R.	Xcel Energy Wholesale Group, Inc.
Kelly, Richard C.	Xcel Energy Wholesale Group, Inc.
Peterson, Carol J.	Xcel Energy Wholesale Group, Inc.
Schell, Mary P.	Xcel Energy Wholesale Group, Inc.
Vincent, Patricia K.	Xcel Energy Wholesale Group, Inc.
Ziebell, Anne M.	Xcel Energy Wholesale Group, Inc.

Delaney, Judith A.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Gersack, Michael C.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Haley, Nancy A.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Hart, Cathy J.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Kawakami, Timothy	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)

Peterson, Carol J.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Schell, Mary P.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Vincent, Patricia K.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)
Ziebell, Anne M.	Xcel Energy Wholesale Propane, Inc. (formerly North American Energy, Inc.)

Bonavia, Paul J.	Xcel Energy WYCO, Inc.
Delaney, Judith A.	Xcel Energy WYCO, Inc.
Fowke, Ben G. III	Xcel Energy WYCO, Inc.
Haley, Nancy A.	Xcel Energy WYCO, Inc.
Hart, Cathy J.	Xcel Energy WYCO, Inc.
Peterson, Carol J.	Xcel Energy WYCO, Inc.
Petillo, J. T.	Xcel Energy WYCO, Inc.
Ziebell, Anne M.	Xcel Energy WYCO, Inc.

Delaney, Judith A.	XECC Group, Inc.
Gersack, Michael C.	XECC Group, Inc.

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

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

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

Fowke, Ben G. III	Young Gas Storage Company, ltd
-------------------	--------------------------------

Krattenmaker, Kelly J.	Young Gas Storage Company, ltd
Zinko, Donald J.	Young Gas Storage Company, ltd

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SUBSIDIARY NAME

TITLE

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 Scudder Latin American Power II-Corporation B Project Committee Representative

 Scudder Latin American Power II-Corporation B Management Committee Representative

 Scudder Latin American Power II-Corporation B Management Committee Representative

 Scudder Latin American Power II-Corporation B Management Committee Representative

 Scudder Latin American Power II-P L.D.C. Management Committee Representative

 Scudder Latin American Power II-P L.D.C. Project Committee Representative

 Scudder Latin American Power II-P L.D.C. Management Committee Representative

 Scudder Latin American Power II-P L.D.C. Management Committee Representative

 Scudder Latin American Power II-P L.D.C. Management Committee Representative (alternate)

 Scudder Latin American Power II-P L.D.C. Management Committee Representative

 Scudder Latin American Power II-P L.D.C. Management Committee Representative

 Scudder Latin American Power I-P L.D.C. Project Committee Representative

 Scudder Latin American Power I-P L.D.C. Management Committee Representative

 Scudder Latin American Power I-P L.D.C. Management Committee Representative

 Scudder Latin American Power I-P L.D.C. Management Committee Representative (alternate)

 Scudder Latin American Power I-P L.D.C. Management Committee Representative

 Scudder Latin American Power I-P L.D.C. Management Committee Representative

 Somerset Operations Inc. Vice President

 Somerset Operations Inc. Assistant Secretary

 Somerset Operations Inc. Director (sole)

 Somerset Operations Inc. Vice President

 Somerset Operations Inc. Secretary

 Somerset Operations Inc. President

 Somerset Operations Inc. Assistant Secretary

 Somerset Operations Inc. Treasurer

 Somerset Power LLC Assistant Secretary

 Somerset Power LLC Management Committee Member

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

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

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

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Sunnyside Cogeneration Associates	Management Committee Member	Babcock & Wilcox
Sunnyside Holdings I, Inc..	Vice President	Smith
Sunshine State Power (No. 2) B.V.		
Sunshine State Power (No. 2) B.V.	Director	Kelly

SUBSIDIARY NAME	TITLE	LAST NAME

Sunshine State Power (No. 2) B.V.	Director	Temmes

Sunshine State Power B.V.		
Sunshine State Power B.V.	Director	Kelly
Sunshine State Power B.V.	Director	Temmes

Tacoma Energy Recovery Company	President	Carroll
Tacoma Energy Recovery Company	Assistant Secretary	Davido
Tacoma Energy Recovery Company	Director (sole)	Davido
Tacoma Energy Recovery Company	Vice President	Davido
Tacoma Energy Recovery Company	Vice President	Helliwell, J
Tacoma Energy Recovery Company	Assistant Secretary	Osteraas
Tacoma Energy Recovery Company	Secretary	Ptacek
Tacoma Energy Recovery Company	Treasurer	Schaefer

Telogia Power Inc.	Director	Carroll
Telogia Power Inc.	President	Carroll
Telogia Power Inc.	Secretary	Ptacek
Telogia Power Inc.	Director	Tritz
Telogia Power Inc.	Vice President	Tritz

Termo Santander Holding (Alpha), L.L.C.	Executive Committee Representative	Elmer
Termo Santander Holding (Alpha), L.L.C.	Executive Committee Representative	Lopez
Termo Santander Holding (Alpha), L.L.C.	Executive Committee Representative	Manalac

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

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

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

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

PART II

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

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

PART III

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

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

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

FROM THE PROXY STATEMENT OF XCEL ENERGY INC.:

DIRECTORS' COMPENSATION

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

DIRECTORS' COMPENSATION FOR 2002

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

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

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

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

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

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

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

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

COMMON STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

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

BENEFICIAL OWNERSHIP TABLE

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

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Chief Financial Officer

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

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

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

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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

EXECUTIVE COMPENSATION

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

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SUMMARY COMPENSATION TABLE

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

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

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

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

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

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

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

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

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

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

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2002 for the Named Executive Officers include the following:

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

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

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

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

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

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

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

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

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

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

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

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

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

PENSION PLAN TABLE

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

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

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

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

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

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

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

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

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

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

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

COMPENSATION PHILOSOPHY

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

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

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

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

BASE SALARY

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

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

ANNUAL INCENTIVE

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

Target Annual Incentive Awards for 2002

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

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

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

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

Calculation and Payment of 2002 Annual Incentive Awards

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

LONG-TERM INCENTIVES

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

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

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- stock options; and
- performance shares.

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

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

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

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

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

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

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

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

Other Perquisites and Benefits

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

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aggregate is reflected in the Pension Plan Table.

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

STOCK OWNERSHIP GUIDELINES

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

CHIEF EXECUTIVE OFFICER COMPENSATION

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

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

CONCLUSION

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

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

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

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

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XCEL ENERGY STOCK PERFORMANCE GRAPH

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

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

(Xcel Energy Comparative Total Return graph omitted).

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

EMPLOYMENT AGREEMENTS AND SEVERANCE ARRANGEMENTS

Wayne H. Brunetti Employment Agreement

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

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

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

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

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

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

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Paul J. Bonavia Employment Agreement

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

Severance Policy

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

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

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

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

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

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

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

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

(1) See table below

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

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

NRG ENERGY INC.'S PROXY STATEMENT:

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

COMPENSATION OF EXECUTIVE OFFICERS

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

ANNUAL COMPENSATION

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

LONG-TERM COMPENSATION

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

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

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

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

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

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

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

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

[7] Includes 401(k) match.

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

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

[10] Represents 401(k) match.

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

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

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OPTIONS AND STOCK APPRECIATION RIGHTS (SARS)

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

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

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

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

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

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

PENSION PLAN TABLES

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

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

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

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

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

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

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

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

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

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

EMPLOYMENT AGREEMENTS

Scott J. Davido

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

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

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

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

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

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

Ershel Redd

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

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

William Pieper

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

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

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

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

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

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George Schaefer

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

DIRECTOR COMPENSATION

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

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

DATE

CONTRIBUTOR

RECIPIENT

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

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

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

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

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

PART I

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

TRANSACTION	SERVING COMPANY

Administrative Services	NSP-Minnesota
Coal	NSP-Minnesota
Compressor Use	PSCo
Construction Support	PSCo
Engineering Services	Utility Engineering
Engineering Services	Utility Engineering
Engineering Services	Utility Engineering
Engineering Services	Utility Engineering
Engineering Services	Utility Engineering
Engineering Services	Utility Engineering
Engineering Services	PSCo
Engineering Services	Cheyenne

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

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

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

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TRANSACTIONS WITH AFFILIATES ANNUAL REPORTING
NSP-Minnesota

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

NOTES:

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

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TRANSACTIONS WITH AFFILIATES ANNUAL REPORTING NSP-Minnesota

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

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Total Nonregulated Activity

\$ 2,020,126

\$ 18,7

=====

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NOTES:

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

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PART II

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

PART III

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

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

PART I

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

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

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

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

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

INTEREST OF NRG IN EWGS AND FUCOS:

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

(b) See Footnote 1.(1)

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

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

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

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

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

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

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

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

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

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

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

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 Operating expenses

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

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

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

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

(b) See Footnote 1.

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

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

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

NONE

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

(b) See Footnote 1.

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

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

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

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NONE

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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NRGenerating Holdings (No. 4) B.V.

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(\$45,209)

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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MIBRAG Industriekraftwerke Betriebs GmbH

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

NONE.

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

(b) See Footnote 1.

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

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

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

NONE

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

(b) See Footnote 1.

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

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

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

NONE

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

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

(b) See Footnote 1.

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

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

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

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

INTEREST OF XCEL ENERGY INTERNATIONAL, INC. IN EWGS:

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

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

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

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

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(d) There were no service contracts

INTEREST OF QUIXX IN AN EWG:

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

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

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

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

(d) Detail of service contracts is not available.

PART II

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

PART III

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

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

XCEL ENERGY INC. AND SUBSIDIARIES
DECEMBER 31, 2002

CONSOLIDATING BALANCE SHEET

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

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

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

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

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

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

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XCEL ENERGY INC. AND SUBSIDIARIES
DECEMBER 31, 2002

CONSOLIDATING STATEMENT OF CASH FLOWS

	XCEL ENERGY INC. CONSOLIDATED	NSP- MINNESOTA CONSOLIDATED	NSP- WISCONSIN CONSOLIDATED	PSCO CONSOLIDATED
TOTAL OPERATING	\$ 1,715,111	\$ 651,087	\$ 108,963	\$ 513,2
TOTAL INVESTING	\$ (2,717,774)	\$ (452,983)	\$ (37,533)	\$ (428,0
TOTAL FINANCING	\$ 1,580,087	\$ 95,065	\$ (71,362)	\$ (81,9
Effect of Exchange Rate Changes on Cash	\$ 6,448	\$ -	\$ -	\$
Change in Cash - Discontinued Operations	\$ 56,096	\$ -	\$ -	\$
CHANGE IN CASH	\$ 639,968	\$ 293,169	\$ 68	\$ 3,2
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	\$ 261,305	\$ 17,169	\$ 30	\$ 22,6
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 901,273	\$ 310,338	\$ 98	\$ 25,9

	OTHER AND ELIMINATIONS (FILED CONFIDENTIALLY)
SPS CONSOLIDATED	NRG CONSOLIDATED

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

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

EXHIBIT A*

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

EXHIBIT B

Xcel Energy

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

NSP-Minnesota

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

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B-2.2*	By-Laws of the Company.	NSP-Wisconsin

B-3.1*	Restated Articles of Incorporation as of December 23, 1987 (Filed as Exhibit 3. (File No. 1-3140) for the year 1987.)	
B-3.2*	Copy of the By-Laws as amended February 2, 2000.	PSCo

B-4.1*	Amended and Restated Articles of Incorporation dated July 10, 1998 (Filed as Ex 10-K (File No. 1-3280) for the year ended December 31, 1998.)	
B-4.2*	By-Laws dated November 20, 1997 (Filed as Exhibit 3(b)1 to the Report on Form 1 year ended December 31, 1997.)	SPS

B-5.1*	Amended and Restated Articles of Incorporation dated September 30, 1997 (Filed Form 10-K (File No. 1-3789) for the year ended December 31, 1997.)	
B-5.2*	By-Laws dated September 29, 1997 (Filed as Exhibit 3(b)2 to the Report on Form year ended December 31, 1997.)	

Other Subsidiaries		

B-6.1*	Articles of Incorporation and By-Laws for other subsidiary companies (Filed as 001-03034) for the year ended December 31, 2000.)	
B-6.2*	Certificate of Incorporation and Bylaws of Xcel Energy Argentina, Inc	
B-6.3*	Organizational documents of IPC	
B-6.4*	Organizational documents of Hidroelectrica Ameghino	
B-6.5*	Organizational documents of Hidroelectrica del Sur and Energia del Sur	
B-6.6*	Organizational documents of Electrica del Sur	
B-6.7*	Organizational documents of CIESA	
B-6.8*	Organizational documents of CPB	
B-6.9*	Certificate of Incorporation and Bylaws for EMI Performance Contracting	
B-6.10*	Organizational documents of Berrians I Gas Turbine Power	
B-6.11*	Organizational documents of Big Cajun II Unit 4	
B-6.12*	Organizational documents of Brazos Valley Energy	
B-6.13*	Organizational documents of Brazos Valley Technology	
B-6.14*	Organizational documents of Cementos Norte Pacasmayo Energia	
B-6.15*	Organizational documents of Commonwealth Atlantic Power	
B-6.16*	Organizational documents of Csepel Luxembourg (No. 1)	
B-6.17*	Organizational documents of Csepeli Aramtermelo	
B-6.18*	Organizational documents of Csepeli Eromu	
B-6.19*	Organizational documents of Denver City Energy Associates	
B-6.20*	Organizational documents of Eastern Sierra Energy Co.	
B-6.21*	Organizational documents of Empresa de Generacion Electrica Cahua SA	
B-6.22*	Organizational documents of Entrade	
B-6.23*	Organizational documents of GPP Investors I	
B-6.24*	Organizational documents of Granite II Holding	
B-6.25*	Organizational documents of Granite Power Partners II	
B-6.26*	Organizational documents of James River Power LLC	
B-6.27*	Organizational documents of Lanco Kondapalli	
B-6.28*	Organizational documents of LSP Power Management	

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

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

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

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

EXHIBIT C*

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

EXHIBIT D*

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

EXHIBIT E

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None

EXHIBIT F

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

EXHIBIT G

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

EXHIBIT H

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

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SIGNATURE

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

Xcel Energy Inc.

(Name of Reporting Company)

By /s/ David E. Ripka

(Signature of Signing Officer)

David E. Ripka, Vice President and Controller

(Printed Name and Title of Signing Officer)

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