

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

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

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

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

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

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

Delaware
(State or other jurisdiction of incorporation or
organization)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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Glossary of Terms

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

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

ISO-NE
kWh
LIBOR

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

2

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