

GenOn Energy, Inc.  
Form 10-K  
February 27, 2015

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, 2014.

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	NRG Americas, Inc.
GenOn Mid-Atlantic, LLC	NRG 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
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
CO <sub>2</sub>	Carbon Dioxide
CSAPR	Cross-State Air Pollution Rule
CWA	Clean Water Act
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	U.S. 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. and, except where the context indicates otherwise, its subsidiaries
GenOn Americas Generation	GenOn Americas Generation, LLC and, except where the context indicates otherwise, its subsidiaries
GenOn Energy Holdings	GenOn Energy Holdings, Inc. and, except where the context indicates otherwise, its subsidiaries
GenOn Energy Management	GenOn Energy Management, LLC
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 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
GHG	Greenhouse Gases
IRC	Internal Revenue Code of 1986, as amended
IRC §	IRC Section
ISO	Independent System Operator, also referred to as RTO
ISO-NE	ISO New England Inc.
kWh	Kilowatt-hour

LIBOR

London Inter-Bank Offered Rate

Marsh Landing

NRG Marsh Landing, LLC (formerly known as GenOn Marsh Landing, LLC)

MATS

Mercury and Air Toxics Standards

MC Asset Recovery

MC Asset Recovery, LLC

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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 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
MOPR	Minimum Offer Price Rule
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	Megawatt
MWh	Saleable megawatt hour net of internal/parasitic load megawatt-hour
NAAQS	National Ambient Air Quality Standards
NEPGA	New England Power Generators Association
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
NOL	Net Operating Loss
NOV	Notice of Violation
NO <sub>x</sub>	Nitrogen Oxide
NPNS	Normal Purchase Normal Sale
NRG	NRG Energy, Inc. and, except where the context indicates otherwise, its subsidiaries
NRG Americas	NRG Americas, Inc. (formerly known as GenOn Americas, Inc.)
NRG GenOn LTIP	NRG 2010 Stock Plan for GenOn employees
NRG Merger	The merger completed on December 14, 2012 pursuant to the NRG Merger Agreement
NRG Merger Agreement	The agreement by and among NRG, GenOn and Plus Merger Corporation (a direct wholly-owned subsidiary of NRG) dated as of July 20, 2012
NRG Merger Exchange Ratio	The right of GenOn Energy, Inc. stockholders to receive 0.1216 shares of common stock of NRG Energy, Inc. in the NRG Merger
NRG North America	NRG North America, LLC
NSPS	New Source Performance Standards
NYISO	New York Independent System Operator
NYMEX	New York Mercantile Exchange
NYSPSC	New York State Public Service Commission
OCI	Other Comprehensive Income
PADEP	Pennsylvania Department of Environmental Protection
Peaking	Units expected to satisfy demand requirements during the periods of greatest or peak load on the system
PG&E	Pacific Gas & Electric
PJM	PJM Interconnection, LLC
Plan	



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The plan of reorganization that was approved in conjunction with Mirant Corporation's emergence from bankruptcy protection on January 3, 2006  
Power Purchase Agreement  
Public Utility Holding Company Act of 2005

PPA  
PUHCA

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PURPA	Public Utility Regulatory Policies Act of 1978
RCRA	Resource Conservation and Recovery Act of 1976
Registrants	GenOn, GenOn Americas Generation and GenOn Mid-Atlantic, collectively
REMA	NRG REMA LLC (formerly known as GenOn REMA, LLC)
Repowering	Technologies utilized to replace, rebuild, or redevelop major portions of an existing electrical generating facility, not only to achieve a substantial emission reduction, but also to increase facility capacity, and improve system efficiency
RGGI	Regional Greenhouse Gas Initiative
RMR	Reliability Must-Run
RRI Energy	RRI Energy, Inc.
RTO	Regional Transmission Organization
SCR	Selective Catalytic Reduction
SEC	U.S. Securities and Exchange Commission
Securities Act	The Securities Act of 1933, as amended
SO <sub>2</sub>	Sulfur Dioxide
U.S.	United States of America
U.S. GAAP	Accounting principles generally accepted in the U.S.
VIE	Variable Interest Entity

## PART I

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

## General

The Registrants are wholesale power generation subsidiaries of NRG, which is a competitive power company that produces, sells and delivers energy and energy services, primarily in major competitive power markets in the U.S. GenOn is an indirect wholly-owned subsidiary of NRG. GenOn was incorporated as a Delaware corporation on August 9, 2000, under the name Reliant Energy Unregco, Inc. GenOn Americas Generation and GenOn Mid-Atlantic are indirect wholly owned subsidiaries of GenOn. GenOn Americas Generation was formed as a Delaware limited liability company on November 1, 2001, under the name Mirant Americas Generation, LLC. GenOn Mid-Atlantic was formed as a Delaware limited liability company on July 12, 2000, under the name Southern Energy Mid-Atlantic, LLC. GenOn Mid-Atlantic is a wholly-owned subsidiary of NRG North America and an indirect wholly owned subsidiary of GenOn Americas Generation. The Registrants are engaged in the ownership and operation of power generation facilities; the trading of energy, capacity and related products; and the transacting in and trading of fuel and transportation services.

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

The following table summarizes the generation portfolio as of December 31, 2014, by Registrant:

Generation Type	(In MW)		
	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
Natural gas	11,730	3,729	1,942
Coal	5,740	2,433	2,433
Oil	2,059	1,434	308
Total generation capacity	19,529	7,596	4,683

## Seasonality and Price Volatility

Annual and quarterly operating results of the Registrants' wholesale power generation segments can be significantly affected by weather and energy commodity price volatility. Significant other events, such as the demand for natural gas, interruptions in fuel supply infrastructure and relative levels of hydroelectric capacity can increase seasonal fuel and power price volatility. The Registrants derive a majority of its annual revenues in the months of May through October, when demand for electricity is generally at its highest in the Registrants core domestic markets. Further, power price volatility is generally higher in the summer months, traditionally the Registrants' most important season. The Registrants' second most important season is the winter months of December through March when volatility and price spikes in underlying delivered fuel prices have tended to drive seasonal electricity prices. The preceding factors related to seasonality and price volatility are fairly uniform across the Registrants' wholesale generation business segments.

## NRG Merger

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

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

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

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

#### Competition

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

#### Competitive Strengths

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

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

#### 2014 Significant Events and Developments

##### Fuel Repowerings and Conversions

The table below lists projected repowering and conversion projects at certain of the Registrants' facilities:

Facility	Net Generation Capacity (MW)	Project Type	Fuel Type	Targeted COD
Avon Lake Units 7 and 9	732	Natural Gas Conversion	Natural Gas	Summer 2016
New Castle Units 3, 4 and 5	325	Natural Gas Conversion	Natural Gas	Summer 2016
Portland Units 1 and 2	401	Ultra-Low Sulfur Diesel Conversion	Ultra-Low Sulfur Diesel	Summer 2016
Shawville Units 1, 2, 3 and 4	597	Natural Gas Conversion	Natural Gas	Summer 2016
Total Fuel Repowerings and Conversions	2,055			

## Coal Operations

The following table summarizes GenOn's U.S. coal capacity and the corresponding revenues and average natural gas prices and positions resulting from coal hedge agreements extending beyond December 31, 2014, and through 2018 for the East region:

East	2015	2016	2017	2018	Annual Average for 2015-2018	
	(Dollars in millions unless otherwise stated)					
Net Coal Capacity (MW) <sup>(a)</sup>	5,317	4,526	4,086	3,390	4,330	
Forecasted Coal Capacity (MW) <sup>(b)</sup>	2,406	1,833	1,842	1,597	1,920	
Total Coal Sales (MW) <sup>(c)</sup>	2,533	1,203	500	—	1,059	
Percentage Coal Capacity Sold Forward <sup>(d)</sup>	105	% 66	% 27	% —	% 50	%
Total Forward Hedged Revenues <sup>(e)</sup>	\$1,205	\$594	\$191	\$—		
Weighted Average Hedged Price (\$ per MWh) <sup>(e)</sup>	\$54.30	\$56.23	\$43.72	\$—		
Average Equivalent Natural Gas Price (\$ per MMBtu) <sup>(e)</sup>	\$3.54	\$4.34	\$4.36	\$—		
Gas Price Sensitivity Up \$0.50/MMBtu on Coal Units	\$57	\$71	\$94	\$97		
Gas Price Sensitivity Down \$0.50/MMBtu on Coal Units	\$1	\$(34 )	\$(69 )	\$(75 )		
Heat Rate Sensitivity Up 1 MMBtu/MWh on Coal Units	\$20	\$42	\$74	\$68		
Heat Rate Sensitivity Down 1 MMBtu/MWh on Coal Units	\$1	\$(24 )	\$(56 )	\$(54 )		

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

Forecasted generation dispatch output (MWh) based on forward price curves as of December 31, 2014, which is (b) then divided by number of hours in a given year to arrive at MW capacity. The dispatch takes into account planned and unplanned outage assumptions.

Includes amounts under power sales contracts and natural gas hedges. The forward natural gas quantities are reflected in equivalent MWh based on forward market implied heat rate as of December 31, 2014, and then combined with power sales to arrive at equivalent MWh hedged which is then divided by number of hours in given (c) year to arrive at MW hedged. The Coal Sales include swaps and delta of options sold which is subject to change.

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

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

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

## Regulatory Matters

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

## National

Court Rejects FERC's Jurisdiction Over Demand Response — On May 23, 2014, the U.S. Court of Appeals for the District of Columbia Circuit vacated FERC's rules (known as Order No. 745) that allow demand response resources to participate in FERC-jurisdictional energy markets. The Court of Appeals held that the Federal Power Act does not

authorize FERC to exercise jurisdiction over demand response and that instead demand response is part of the retail market over which the states have jurisdiction. The specific order being challenged related to energy market compensation, but this ruling also calls into question whether demand response will be permitted to participate in the capacity markets in the future. The U.S. Court of Appeals for the District of Columbia Circuit issued a stay of its decision in order to allow the U.S. Supreme Court to consider the case. The U.S. Solicitor General, on behalf of FERC, filed a petition for a writ of certiorari on January 15, 2015. On the same date, EnerNOC, Inc. and other private entities filed their own petition for a writ of certiorari in the matter. NRG filed a friend-of-the-court brief with the U.S. Supreme Court on February 17, 2015, supporting the U.S. Solicitor General's and EnerNOC's position and urging the U.S. Supreme Court to grant certiorari. The eventual outcome of this proceeding could result in refunds of payments made for non-jurisdictional services and resettlement of wholesale markets but it is not possible to estimate the impact on the Registrants at this time.

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## East Region

### PJM

New Jersey and Maryland's Generator Contracting Programs — The New Jersey Board of Public Utilities and the Maryland Public Service Commission awarded long-term power purchase contracts to generation developers to encourage the construction of new generation capacity in the respective states. The constitutionality of the long-term contracts was challenged and the U.S. District Court for the District of New Jersey (in an October 25, 2013, decision) and the U.S. District Court for the District of Maryland (in an October 24, 2013, decision) found that the respective contracts violated the Supremacy Clause of the U.S. Constitution and were preempted. On June 30, 2014, the U.S. Court of Appeals for the Fourth Circuit affirmed the Maryland District Court's decision. On September 11, 2014, the U.S. Court of Appeals for the Third Circuit affirmed the New Jersey District Court's decision. Various parties have petitioned the Supreme Court for review of both cases. Any Supreme Court action may affect future capacity prices in PJM.

Capacity Replacement — On March 10, 2014, PJM filed at FERC to limit speculation in the forward capacity auction. Specifically, PJM proposed tariff changes that are designed to ensure that only capacity resources that are reasonably expected to be provided as a physical resource by the start of the delivery year can participate in the Base Residual Auction. These changes include the addition of a replacement capacity adjustment charge that is intended to remove the incentive to profit from replacing capacity commitments, an increase in deficiency penalties for non-performance, and a reduction in the number of incremental auctions from three to one. On May 9, 2014, FERC rejected PJM's proposed changes to address replacement capacity and incremental auction design, but established a Section 206 proceeding and technical conference to find a just-and-reasonable outcome. On August 18, 2014, PJM requested that FERC defer further action in the proceeding. Since the request, FERC has taken no action. The Section 206 proceeding and technical conference could have a material impact on future PJM capacity prices.

Capacity Performance Proposal — On December 14, 2014, PJM requested FERC approval to substantially revamp its capacity market. If approved by FERC, future annual capacity auctions would procure two categories of capacity resources: "Capacity Performance" resources and "Base Capacity" resources. Under the proposal, PJM would institute substantial new performance penalties on capacity performance resources that do not perform in real time during specified periods of high demand and substantially modify capacity bidding rules. Should the proposal be approved by FERC, it is likely to have a material impact on future PJM capacity prices.

Capacity Import Limits — On April 22, 2014, FERC approved PJM's proposal to add a limit on the amount of capacity from external resources that PJM can reliably import into PJM. The capacity import limit will be in effect for the 2017/2018 Base Residual Auction, may decrease the amount of capacity imports allowed into PJM as compared to recent auctions, and could have a material impact on future PJM capacity prices. On January 22, 2015, FERC denied rehearing.

Reactive Power — On November 20, 2014, FERC issued an Order to Show Cause under FPA Section 206 directing PJM to either revise its tariff to provide that a generation or non-generation resource owner will no longer receive reactive power capability payments after it has deactivated its unit and to clarify the treatment of reactive power capability payments for units transferred out of a fleet or show cause why it should not be required to do so. On December 22, 2014, PJM filed proposed tariff changes, and the matter remains pending at FERC. The Registrants' reactive power revenues may change as a result of this proceeding.

Recovery of Costs of Capacity Agreements Secured Outside RPM Auctions — On December 24, 2014, PJM submitted proposed revisions to the tariff to permit it to enter into and recover the costs of capacity agreements secured outside the RPM for the specific purpose of alleviating resource adequacy concerns during the 2015/2016 delivery year. On February 20, 2015, FERC rejected PJM's filing without prejudice to PJM refiling a fully specified and justified proposal.

Demand Response Operability — On May 9, 2014, FERC largely accepted PJM's proposed changes on demand response operability in an attempt to enhance the operational flexibility of demand response resources during the operating day. The approval of these changes will likely limit the amount of demand response resources eligible to participate in PJM. The matter is pending rehearing at FERC.



PJM “Stop Gap” Demand Response Filing — On January 14, 2015, PJM filed to implement “stop gap” rules governing the participation of demand response in the upcoming capacity auction (for the 2018/2019 delivery year), which will take effect only if the U.S. Supreme Court denies certiorari of the EPSA v. FERC decision. Under the new rules, PJM would prohibit demand response from participating in PJM’s capacity auction as supply-side resources. Instead, PJM proposes to create a new product, termed “Wholesale Load Reduction,” that would allow LSEs to bid reductions in demand, backed by physical demand response resources, into the auction. Demand response resources participating as Wholesale Load Reduction would have a comparable impact on capacity clearing prices as demand response participating as supply, on a megawatt for megawatt basis. The Registrants are opposing PJM’s proposal.

**MOPR Litigation** — On April 12, 2011, FERC issued an order addressing a complaint filed by PJM Power Providers Group seeking to require PJM to address the potential adverse impacts of out-of-market generation on the PJM Reliability Pricing Model, capacity market, as well as PJM's subsequent submission seeking revisions to the capacity market design, in particular the MOPR. In its order, FERC generally strengthened the MOPR and the protections against market price distortion from out-of-market generation. On February 18, 2014, the Third Circuit Court of Appeals affirmed FERC's order.

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

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

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

On May 30, 2014, FERC found that most of the provisions in the ISO-NE proposal, with modifications, together with an increase to the reserve constraint penalty factors, provided a just and reasonable structure. FERC instituted a proceeding for further hearings and required ISO-NE to make a compliance filing to modify its proposal and adopt the increases to the reserve constraint penalty factors. The matter is pending rehearing at FERC.

**FCM Rules for 2014 Forward Capacity Auction** — On February 28, 2014, ISO-NE filed the results of FCA #8 with FERC. On September 16, 2014, FERC issued a notice stating that the FCA #8 results would go into effect by operation of law. Several parties requested rehearing of FERC's notice, which was rejected by FERC on procedural grounds. The matter was appealed to the U.S. Court of Appeals for the District of Columbia Circuit and remains pending.

**NEPGA Complaint** — On October 31, 2013, NEPGA filed a complaint against ISO-NE alleging that the tariff-set capacity prices during circumstances termed Insufficient Competition and Inadequate Supply and the tariff rules known as the Capacity Carry Forward Rule, components of the FCM, created unreasonable and unduly discriminatory price disparities between new and existing capacity resources. On November 25, 2013, ISO-NE submitted a proposal to raise the tariff-set administrative prices to \$7.025/kW-month for Forward Capacity Auction 8. On January 24, 2014, FERC accepted ISO-NE's proposal to revamp its Insufficient Supply and Insufficient Competition rules, which resulted in a declaration of the Insufficient Competition condition and a \$7.025/kW-month price to all existing resources. On February 24, 2014, NEPGA filed a request for rehearing. On January 30, 2015, NEPGA's request for rehearing was denied.

**Sloped Demand Curve Filing** — On May 30, 2014, FERC accepted the proposed tariff revisions discussed in the April 1, 2014 ISO-NE filing at FERC regarding the establishment of a sloped demand curve for use in the ISO-NE Forward Capacity Market. The accepted tariff changes include extending the period during which a market participant can lock-in the capacity price for a new resource from five to seven years, establishing a limited exemption for the buyer-side market mitigation rules for a set amount of renewable resources, and eliminating the administrative pricing rules. The shift away from the current vertical demand curve and accompanying proposed changes could have a material impact on the capacity prices in future auctions. The matter is still subject to rehearing at FERC.

**New York**

Demand Curve Reset and the Lower Hudson Valley Capacity Zone — On May 27, 2014, FERC denied rehearing and phase-in requests regarding its August 13, 2013 order on the creation of the Lower Hudson Valley Capacity Zone. The NYISO had previously approved the creation of a new Lower Hudson Valley Capacity Zone in New York, as part of the NYISO's triennial adjustment of its capacity market parameters for the 2014-2017 periods. The State of New York, NYSPSC and Central Hudson Gas & Electric Corp. have challenged the FERC order before the U.S. Court of Appeals for the Second Circuit. The U.S. Court of Appeals for the Second Circuit held oral argument on September 12, 2014. The matter remains pending.

**NYSPSC Order Rescinding Danskammer Retirement** — On October 28, 2013, the NYSPSC took emergency action to rescind its approval for the 530 MW Danskammer facility to retire on October 30, 2013. The NYSPSC's stated goal was to allow the facility to return to service in order to constrain rate increases in New York. The NYSPSC approved the emergency order and granted an extension until March 17, 2014 for Helios Capital LLC to file its plan to operate or retire the unit. On March 28, 2014, the NYSPSC adopted the October 28, 2013 order as permanent rule. The return to service of this facility may affect capacity prices received by the Registrants for their resource in the Lower Hudson Valley Capacity Zone.

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

**Competitive Entry Exemption to Buyer-Side Mitigation Rules** — On December 4, 2014, pursuant to Section 206 of the FPA, a group of New York transmission owners filed a complaint seeking a competitive entry exemption to the current NYISO Buyer-Side Mitigation rules. On December 16, 2014, TDI USA Holdings Corporation filed a complaint under Section 206 against the NYISO claiming that the NYISO's application of the Mitigation Exemption Test under the Buyer-Side Mitigation Rules to TDI's Champlain Hudson 1,000 MW transmission line project is unjust and unreasonable and seeks an exemption from the Mitigation Exemption Test. On February 26, 2015, FERC granted the complaint filed by the New York transmission owners and directed the NYISO to adopt a competitive entry exemption into its tariff within 30 days. In a companion order issued on the same day, FERC rejected the TDI complaint on the grounds that TDI's concerns were adequately addressed by FERC's first order. Allowing a competitive entry exemption significantly degrades protections against uneconomic entry into the New York markets.

**Gulf Coast Region**

**MISO (GenOn)**

**MISO RMR Practices** — On July 5, 2013, AmerenEnergy Resources Generating Company, or Ameren, filed a complaint against MISO pertaining to the compensation for generators asked by MISO to provide service past their retirement date due to reliability concerns, or RMR Generators. Ameren asked FERC to require MISO to provide such generators their full cost of service as compensation and not merely cover the generator's incremental costs of operation going-forward costs. The Registrants supported the complaint. On July 22, 2014, FERC issued an order denying the complaint in part and granting it in part. FERC found that the Tariff was unjust and unreasonable because it did not allow RMR Generators to obtain compensation for their fixed costs. The matter is pending rehearing.

**MATS Waiver** — Indianapolis Power and Light Company, DTE Electric Company, MidAmerican Energy Company, Duke Energy Indiana, Inc., Consumers Energy Company, and Wisconsin Power & Light Company each separately requested a limited, one-time waiver from their obligations to meet the Resource Adequacy Requirement in the MISO tariff, addressing an approximate six-week gap between the EPA's MATS compliance deadline and the end of MISO's 2015-2016 capacity planning year. The EPA's MATS rules establish limits for HAPs emitted from, among other sources, existing and planned coal-fired generators and go into effect on April 16, 2015. Because the MISO capacity planning year runs from June 1 to May 31, there is a gap between the MATS-driven retirements in April and the MISO planning year in June. Any waiver of an LSE's resource adequacy obligations would have a detrimental effect on the value of capacity in the MISO market.

On October 15, 2014, FERC granted Indianapolis Power and Light Company's request for the limited, one-time waiver of MISO's must-offer requirement and the requirement to purchase replacement capacity for the period of April 16, 2016 to May 31, 2016.

On November 7, 2014, FERC denied without prejudice Consumers Energy's request for a limited waiver on the grounds that Consumers Energy failed to adequately demonstrate that the requested waiver would not cause

undesirable consequences, such as harming third-parties. On November 18, 2014, Consumers Energy re-filed its request for a limited waiver. On February, 20, 2014, FERC granted Consumers Energy's request. Also on that day, FERC granted DTE, MidAmerican, and Duke Energy's requests for waivers. Wisconsin Power & Light's request is still pending before FERC. Unlike the other entities' requests of approximately six weeks, Wisconsin Power & Light's request is for a five-month waiver based on a consent decree among the company, the EPA, and the Sierra Club.

### Environmental Matters

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

See Item 15 — Note 17, Regulatory Matters, Note 18, Environmental Matters, and Note 19, Guarantees, to the Consolidated Financial Statements.

### Environmental Capital Expenditures

Based on current rules, technology and plans based on proposed rules, GenOn estimates that environmental capital expenditures from 2015 through 2019 required to meet GenOn's regulatory environmental laws will be approximately \$58 million for GenOn, which includes \$15 million for GenOn Americas Generation. The estimate for GenOn Americas Generation includes \$10 million for GenOn Mid-Atlantic. These costs are primarily associated with controls to satisfy MATS at Conemaugh, NO<sub>x</sub> controls for Sayreville and Gilbert, and the conversion of Shawville coal-fired Units 1, 2, 3 and 4 to natural gas. The Registrants continue to explore cost effective compliance alternatives to further reduce costs.

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

### East Region

**Maryland Environmental Regulations** — In October 2014, the MDE released a draft of a proposed regulation regarding NO<sub>x</sub> emissions from coal-fired electric generating units. The MDE draft regulation was proposed in the Maryland Register in December 2014. If finalized as proposed, the regulation would require by June 2020 the Registrants (at each of the three Dickerson coal-fired units and the Chalk Point coal-fired unit that does not have an SCR) to (1) install and operate an SCR; (2) retire the unit; or (3) convert the fuel source from coal to natural gas. The implementation of the MDE regulation could negatively affect certain of the Registrants' coal-fired units in Maryland.

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

### Employees

As of December 31, 2014, GenOn had 1,774 employees of which 602 employees were part of GenOn Americas Generation and 451 employees were part of GenOn Mid-Atlantic, approximately 64.8%, 69.3% and 70.7%, respectively, of whom were covered by bargaining agreements. During 2014, the Registrants did not experience any labor stoppages or labor disputes at any of their facilities.

### Available Information

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



## Item 1A — Risk Factors

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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



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

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

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

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

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

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

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

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

As of December 31, 2014, GenOn's generating capacity is 59% in PJM, 23% in CAISO, 10% in NYISO and ISO-NE, 6% in the Southeast and 2% in MISO, and GenOn Americas Generation's generating capacity is 62% in PJM, 13% in CAISO and 25% in NYISO and ISO-NE. As of December 31, 2014, all of GenOn Mid-Atlantic's generating capacity is in PJM. Adverse developments in these regions, especially in the PJM market, may adversely affect the Registrants. Further, the effect of such adverse regional developments may be greater on the Registrants than on more geographically diversified competitors.

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

Failure of a counterparty to perform according to the terms of a contractual arrangement may result in losses to the Registrants. Specifically, GenOn Mid-Atlantic's credit exposures on power and gas hedges with financial institutions in excess of applicable collateral thresholds are senior unsecured obligations of such counterparties. Deterioration in the financial condition of such counterparties could result in their failure to pay amounts owed to GenOn Mid-Atlantic or to perform obligations or services owed to GenOn Mid-Atlantic beyond collateral posted.

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

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

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

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

In January 2014, the EPA re-proposed the NSPS for CO<sub>2</sub> emissions from new fossil-fuel-fired electric generating units that had been previously proposed in April 2012. The re-proposed standards are 1,000 pounds of CO<sub>2</sub> per MWh for large gas units and 1,100 pounds of CO<sub>2</sub> per MWh for coal units and small gas units. Proposed standards are in effect until a final rule is published or another rule is re-proposed. In June 2014, the EPA proposed a rule that would require states to develop CO<sub>2</sub> standards that would apply to existing fossil-fueled generating facilities. Specifically, the EPA proposed state-specific rate-based goals for CO<sub>2</sub> emissions, as well as guidelines for states to follow in developing plans to achieve the state-specific goals. The EPA anticipates finalizing both of these rules in the summer of 2015.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Registrants' electric generation business is subject to extensive U.S. federal, state and local laws and regulation. Compliance with the requirements under these various regulatory regimes may cause the Registrants to incur significant additional costs, and failure to comply with such requirements could result in the shutdown of the non-complying facility, the imposition of liens, fines, and/or civil or criminal liability. Public utilities under the FPA are required to obtain FERC acceptance of their rate schedules for wholesale sales of electric energy, capacity and ancillary services. The Registrants' assets make wholesale sales of electric energy, capacity and ancillary services in interstate commerce and are public utilities for purposes of the FPA, unless otherwise exempt from such status. FERC's orders that grant market-based rate authority to wholesale power marketers reserve the right to revoke or revise that authority if FERC subsequently determines that the seller can exercise market power in transmission or generation, create barriers to entry, or engage in abusive affiliate transactions. In addition, public utilities are subject to FERC reporting requirements that impose administrative burdens and that, if violated, can expose such public utilities to criminal and civil penalties or other risks.

The Registrants' market-based sales will be subject to certain rules prohibiting manipulative or deceptive conduct, and if any of the Registrants' generating companies are deemed to have violated those rules, they will be subject to potential disgorgement of profits associated with the violation, penalties, suspension or revocation of market-based rate authority. If such generating companies were to lose their market-based rate authority, such companies would be required to obtain FERC's acceptance of a cost-of-service rate schedule and could become subject to the significant accounting, record-keeping, and reporting requirements that are imposed on utilities with cost-based rate schedules. This could have a material adverse effect on the rates the Registrants are able to charge for power from their facilities. Most of the Registrants' assets are operating as Exempt Wholesale Generators as defined under the PUHCA, or Qualifying Facilities as defined under the PURPA, as amended, and therefore are exempt from certain regulation under the PUHCA and the PURPA. If a facility fails to maintain its status as an Exempt Wholesale Generator or a

Qualifying Facility or there are legislative or regulatory changes revoking or limiting the exemptions to the PUHCA, then the Registrants may be subject to significant accounting, record-keeping, access to books and records and reporting requirements and failure to comply with such requirements could result in the imposition of penalties and additional compliance obligations.

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Substantially all of the Registrants' generation assets are also subject to the reliability standards promulgated by the designated Electric Reliability Organization (currently the North American Electric Reliability Corporation, or NERC) and approved by FERC. If the Registrants fail to comply with the mandatory reliability standards, they could be subject to sanctions, including substantial monetary penalties and increased compliance obligations. The Registrants will also be affected by legislative and regulatory changes, as well as changes to market design, market rules, tariffs, cost allocations, and bidding rules that occur in the existing regional markets operated by RTOs or ISOs, such as PJM. The RTOs/ISOs that oversee most of the wholesale power markets impose, and in the future may continue to impose, mitigation, including price limitations, offer caps, and other mechanisms to address some of the volatility and the potential exercise of market power in these markets. These types of price limitations and other regulatory mechanisms may have a material adverse effect on the profitability of the Registrants' generation facilities acquired in the future that sell energy, capacity and ancillary products into the wholesale power markets. The regulatory environment for electric generation has undergone significant changes in the last several years due to state and federal policies affecting wholesale competition and the creation of incentives for the addition of large amounts of new renewable generation and, in some cases, transmission assets. These changes are ongoing, and the Registrants cannot predict the future design of the wholesale power markets or the ultimate effect that the changing regulatory environment will have on the Registrants' business. In addition, in some of these markets, interested parties have proposed to re-regulate the markets or require divestiture of electric generation assets by asset owners or operators to reduce their market share. Other proposals to re-regulate may be made and legislative or other attention to the electric power market restructuring process may delay or reverse the deregulation process. If competitive restructuring of the electric power markets is reversed, discontinued, or delayed, the Registrants' business prospects and financial results could be negatively impacted.

The CFTC, among other things, has regulatory authority over the trading of physical commodities, futures and other derivatives under the Commodity Exchange Act. The Dodd-Frank Act increased the CFTC's regulatory authority on matters related to futures and over-the-counter derivatives trading, including, but not limited to: trading practices, transaction reporting and recordkeeping, position limits, and market participant margin requirements. The Registrants have reached the conclusion that they are neither a swap dealer nor a major swap participant under the Dodd-Frank Act and have taken and will continue to take measures to otherwise comply with the Dodd-Frank Act.

The Registrants continuously monitor the ongoing efforts of the CFTC to implement the Dodd-Frank Act and to otherwise revise the rules and regulations applicable to the futures and over-the-counter derivatives markets. The CFTC's remaining efforts in this regard concern, among other things, the implementation of the Volcker rule and of other new rules relating to margin collateral and position limits for futures and other derivatives. Such changes could negatively impact the Registrants' ability to hedge their portfolio in an efficient, cost-effective manner by, among other things, potentially limiting the Registrants' ability to utilize non-cash collateral for derivatives transactions and decreasing liquidity in the forward commodity and derivatives markets. The Registrants expect that, in 2015, the CFTC will further clarify the scope of the Dodd-Frank Act and issue additional final rules.

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

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

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

The Registrants engage in hedging activities related to sales of electricity and purchases of fuel and emission allowances. The income and losses from these activities are recorded as operating revenues and cost of operations.

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

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

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

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

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

The Registrants' hedging and GenOn Americas Generation's fuel oil management activities may increase the volatility of the U.S. GAAP financial results.

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

#### Risks Related to Governmental Regulation and Laws

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

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

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

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



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

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

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

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

The EPA has proposed two alternatives for regulating byproducts such as ash and gypsum. Under the first proposal, these byproducts would be regulated as solid wastes. Under the second proposal, these byproducts would have been regulated as "special wastes" in a manner similar to the regulation of hazardous waste with an exception for certain types of beneficial use of these byproducts. If these byproducts are regulated as special wastes, the cost of disposing of these byproducts would increase materially and may limit the Registrants' ability to recycle them for beneficial use.

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

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

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

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

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



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

#### Risks Related to Level of Indebtedness

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

At December 31, 2014, GenOn's consolidated indebtedness was \$3.1 billion, GenOn Americas Generation's consolidated indebtedness was \$934 million and GenOn Mid-Atlantic's consolidated indebtedness was \$5 million. In addition, the present values of lease payments under the respective GenOn Mid-Atlantic and REMA operating leases were approximately \$714 million and \$397 million, respectively (assuming a 10% and 9.4% discount rate, respectively) and the termination values of the respective GenOn Mid-Atlantic and REMA operating leases were \$978 million and \$672 million, respectively.

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

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

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

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

tests are not satisfied, GenOn Mid-Atlantic and REMA would not be able to distribute cash. At December 31, 2014, GenOn Mid-Atlantic and REMA did not satisfy the restricted payments test.

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

The ability of each of GenOn or GenOn Americas Generation to pay principal and interest on their debt and the rent on their leases depends on their future operating performance. If their cash flows and capital resources are insufficient to allow them to make scheduled payments on their debt, GenOn or GenOn Americas Generation may have to reduce or delay capital expenditures, sell assets, restructure or refinance. There can be no assurance that the terms of their debt or leases will allow these alternative measures, that the financial markets will be available to them on acceptable terms or that such measures would satisfy their scheduled debt service and lease rent obligations. If either GenOn or GenOn Americas Generation do not comply with the payment and other material covenants under their debt and lease agreements, they could default under their debt or leases.

The Registrants' asset management activities may require them to post collateral either in the form of cash or letters of credit. Although the Registrants seek to structure transactions in a way that reduces their potential liquidity needs for collateral, they may be unable to execute their hedging strategy successfully if they are unable to post the amount of collateral required to enter into and support hedging contracts.

GenOn and GenOn Americas Generation are active participants in energy exchange and clearing markets, which require a per-contract initial margin to be posted. The initial margins are determined by the exchanges through the use of proprietary models that rely on a variety of inputs and factors, including market conditions. They have limited notice of any changes to the margin rates. Consequently, they are exposed to changes in the per unit margin rates required by the exchanges and could be required to post additional collateral on short notice.

The terms of the Registrants' credit facilities and leases restrict their current and future operations, particularly their ability to respond to changes or take certain actions.

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

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

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

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

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

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

Item 1B — Unresolved Staff Comments

None.



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

Listed below are descriptions of Registrants' interests in facilities, operations and/or projects owned or leased as of December 31, 2014. The MW figures provided represent nominal summer net megawatt capacity of power generated as adjusted for the Registrants' ownership position excluding capacity from inactive/mothballed units as of December 31, 2014. The following table summarizes the Registrants' power production and cogeneration facilities by region:

Name and Location of Facility	Power Market	% Owned	Net Generation Capacity (MW) <sup>(a)</sup>	Primary Fuel-type
Chalk Point, Aquasco, MD <sup>(b)</sup>	PJM	100.00	667	Coal
Chalk Point, Aquasco, MD	PJM	100.00	1,690	Natural Gas
Dickerson, MD <sup>(b)</sup>	PJM	100.00	<sup>(c)</sup> 537	Coal
Dickerson, MD	PJM	100.00	<sup>(c)</sup> 312	Natural Gas
Morgantown, Newburg, MD	PJM	100.00	<sup>(c)</sup> 1,229	Coal
Morgantown, Newburg, MD	PJM	100.00	<sup>(c)</sup> 248	Oil
Total GenOn Mid-Atlantic:			4,683	
Bowline, West Haverstraw, NY	NYISO	100.00	758	Natural Gas
Canal, Sandwich, MA	ISO-NE	100.00	1,112	Oil
Martha's Vineyard, MA	ISO-NE	100.00	14	Oil
Pittsburg, CA	CAISO	100.00	1,029	Natural Gas
Total GenOn Americas Generation:			7,596	
Aurora, IL	PJM	100.00	878	Natural Gas
Avon Lake, OH <sup>(d)</sup>	PJM	100.00	732	Coal
Avon Lake, OH	PJM	100.00	21	Oil
Blossburg, PA	PJM	100.00	19	Natural Gas
Brunot Island, Pittsburgh, PA	PJM	100.00	259	Natural Gas
Cheswick, Springdale, PA	PJM	100.00	565	Coal
Choctaw, French Camp, MS	SERC-Entergy	100.00	800	Natural Gas
Conemaugh, New Florence, PA <sup>(e)</sup>	PJM	16.45	280	Coal
Conemaugh, New Florence, PA <sup>(e)</sup>	PJM	16.45	2	Oil
Coolwater, Dagget, CA <sup>(i)</sup>	CAISO	100.00	636	Natural Gas
Ellwood, Goleta, CA	CAISO	100.00	54	Natural Gas
Etiwanda, Rancho Cucamonga, CA	CAISO	100.00	640	Natural Gas
Gilbert, Milford, NJ <sup>(f)</sup>	PJM	100.00	536	Natural Gas
Glen Gardner, NJ <sup>(f)</sup>	PJM	100.00	160	Natural Gas
Hamilton, East Berlin, PA	PJM	100.00	20	Oil
Hunterstown CCGT, Gettysburg, PA	PJM	100.00	810	Natural Gas
Hunterstown CTS, Gettysburg, PA	PJM	100.00	60	Natural Gas
Keystone, Shelocta, PA <sup>(e)</sup>	PJM	16.67	283	Coal
Keystone, Shelocta, PA <sup>(e)</sup>	PJM	16.67	2	Oil
Mandalay, Oxnard, CA	CAISO	100.00	560	Natural Gas
Mountain, Mount Holly Springs, PA	PJM	100.00	40	Oil
New Castle, West Pittsburg, PA <sup>(d)</sup>	PJM	100.00	325	Coal
New Castle, West Pittsburg, PA	PJM	100.00	3	Oil
Niles, OH	PJM	100.00	25	Oil

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Ormond Beach, Oxnard, CA	CAISO	100.00	1,516	Natural Gas
Orrtana, PA	PJM	100.00	20	Oil

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Osceola, Holopaw, FL <sup>(g)</sup>	FRCC	100.00	463	Natural Gas
Portland, Mount Bethel, PA <sup>(h)</sup>	PJM	100.00	169	Oil
Sayreville, NJ	PJM	100.00	224	Natural Gas
Seward, New Florence, PA	PJM	100.00	525	Coal
Shawnee, East Stroudsburg, PA	PJM	100.00	20	Oil
Shawville, PA <sup>(e) (i)</sup>	PJM	100.00	597	Coal
Shawville, PA <sup>(e)</sup>	PJM	100.00	6	Oil
Shelby County, Neoga, IL	MISO	100.00	344	Natural Gas
Titus, Birdsboro, PA	PJM	100.00	31	Oil
Tolna, Stewartstown, PA	PJM	100.00	39	Oil
Warren, PA	PJM	100.00	57	Natural Gas
Werner, South Amboy, NJ <sup>(f)</sup>	PJM	100.00	212	Oil
	Total GenOn:		19,529	

(a) Actual capacity can vary depending on factors including weather conditions, operational conditions, and other factors.

(b) On November 29, 2013, NRG submitted a notice of deactivation to retire Chalk Point Units 1 and 2 and Dickerson Units 1, 2, and 3 on May 31, 2017. The deactivation is based on draft environmental regulations that, if adopted, could require uneconomic capital investment and render the units uneconomic to operate going forward.

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

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

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

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

Facility	Expected Deactivation Date	Net Generation Capacity (MW)
Gilbert CT Units 1-4	May 2015	98
Glen Gardner Facility	May 2015	160
Werner Facility	May 2015	210

(g) NRG mothballed the Osceola facility (463 MW) effective January 1, 2015.

(h) NRG mothballed Portland coal Units 1 and 2 (401 MW) effective June 1, 2014, and is expected to return those units to service no later than the summer of 2016 using ultra-low sulfur diesel.

(i) GenOn intends to mothball the coal-fired Units 1, 2, 3 and 4 at the Shawville generating facility (597 MW) beginning on April 16, 2015, and then return those units to service no later than the summer of 2016 using natural gas.

(j) The Coolwater facility (636 MW) was retired from service on January 1, 2015.

#### Other Properties

The Registrants own or lease oil and gas pipelines that serve its generating facilities. GenOn leases other offices. The Registrants believe that their properties are adequate for their present needs. Except for the Conemaugh and Keystone facilities, the Registrants' interest as of December 31, 2014 is 100% for each property. The Registrants have satisfactory title, rights and possession to their owned facilities, subject to exceptions, which, in their opinion, would not have a material adverse effect on the use or value of the facilities.



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

See Item 15 — Note 16, Commitments and Contingencies, to the Consolidated Financial Statements for discussion of the material legal proceedings to which the Registrants are a party.

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

Not applicable.

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PART II

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

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

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

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

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

Reference is made to the Registrants' Consolidated Statements of Operations to this Annual Report on Form 10-K, which presents the results of the Registrants' operations for the years ended December 31, 2014 and 2013, and the periods from December 15, 2012 through December 31, 2012 and from January 1, 2012 through December 14, 2012, and also refer to Item 1 to this Form 10-K for additional discussion about the Registrants' business.

Environmental Matters, Regulatory Matters and Legal Proceedings

Details of environmental matters are presented in Item 15 — Note 18, Environmental Matters, to the Consolidated Financial Statements. Details of regulatory matters are presented in Item 15 — Note 17, Regulatory Matters, to the Consolidated Financial Statements. Details of legal proceedings are presented in Item 15 — Note 16, Commitments and Contingencies, to the Consolidated Financial Statements. Some of this information relates to costs that may be material to the Registrants' financial results.

## Consolidated Results of Operations

GenOn

2014 Compared to 2013

The following table provides selected financial information for GenOn:

(In millions except otherwise noted)	For the Year Ended		Change	%
	2014	2013		
Operating Revenues				
Energy revenue <sup>(a)</sup>	\$2,286	\$1,960	17	%
Capacity revenue <sup>(a)</sup>	908	936	(3)	)%
Mark-to-market for economic hedging activities	(150)	(356)	(58)	)%
Other revenues <sup>(b)</sup>	46	64	(28)	)%
Total operating revenues	3,090	2,604	19	%
Operating Costs and Expenses				
Generation cost of sales <sup>(a)</sup>	1,451	1,142	27	%
Mark-to-market for economic hedging activities	(3)	(29)	(90)	)%
Contract and emissions credit amortization	(26)	(14)	86	%
Other cost of operations	755	809	(7)	)%
Total cost of operations	2,177	1,908	14	%
Depreciation and amortization	245	249	(2)	)%
Impairment losses	82	—	N/A	
Selling, general and administrative	200	214	(7)	)%
Acquisition-related transaction and integration costs	4	70	(94)	)%
Total operating costs and expenses	2,708	2,441	11	%
Loss on sale of assets	(6)	—	N/A	
Operating Income	376	163	131	%
Other Income/(Expense)				
Other income, net	1	1	—	%
Gain on sale of equity-method investment	18	—	100	%
Interest expense	(198)	(205)	(3)	)%
Equity in earnings of unconsolidated affiliates	1	4	(75)	)%
Loss on debt extinguishment	—	(11)	(100)	)%
Total other expense	(178)	(211)	(16)	)%
Income/(loss) before income tax expense	198	(48)	N/A	
Income tax(benefit)/expense	6	(6)	N/A	
Net Income/(Loss)	\$192	\$(42)	N/A	
Business Metrics				
Average natural gas price — Henry Hub (\$/MMBtu)	4.41	3.65	21	%
MWh sold (in thousands)	31,374	29,336	7	%
MWh generated (in thousands)	34,697	31,426	10	%

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

(b) Includes unrealized trading gains and losses.

N/A - Not Applicable

## Generation Gross Margin

(In millions)	Year Ended December 31,		Change %
	2014	2013	
Energy revenue	\$2,286	\$1,960	17 %
Capacity revenue	908	936	(3) %
Other revenues	46	64	(28) %
Generation revenue	3,240	2,960	9 %
Generation cost of sales	1,451	1,142	27 %
Generation gross margin	\$1,789	\$1,818	(2) %

Generation gross margin was \$1,789 million for the year ended December 31, 2014 and \$1,818 million for the period from December 31, 2013. The changes during the period relate to:

	(In millions)
Lower gross margin due to an 8% decrease in PJM hedged prices, partially offset by Bowline's placement into the new Hudson Valley Load Zone	\$(31)
Higher gross margin due primarily to a 7% increase in PJM capacity volumes	25
Lower gross margin as Marsh Landing reached commercial operations in May 2013 and was subsequently sold to NRG Yield, Inc. in July 2013	(22)
Higher gross margin due to a 13% increase in generation due to weather conditions in the East, primarily on coal and oil units, offset by the sale of Kendall in January 2014	16
Other	(17)
	\$(29)

## Mark-to-market for Economic Hedging Activities

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

(In millions)	Year Ended December 31,	
	2014	2013
Mark-to-market results in operating revenues		
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(331)	\$(409)
Net unrealized gains on open positions related to economic hedges	181	53
Total mark-to-market losses in operating revenues	\$(150)	\$(356)
Mark-to-market results in operating costs and expenses		
Reversal of previously recognized unrealized losses on settled positions related to economic hedges	17	42
Net unrealized losses on open positions related to economic hedges	(14)	(13)
Total mark-to-market gains in operating costs and expenses	\$3	\$29

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

For the year ended December 31, 2014, the \$150 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period partially offset by an increase in the value of forward sales of natural gas contracts as a result of decreases in natural gas prices. The \$3 million gain in operating costs and expenses from economic hedge positions was driven by the reversal of previously recognized unrealized loss from fuel contracts that settled during the period partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices.



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

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

(In millions)	Year Ended December	
	2014	2013
Trading gains/(losses)		
Realized	\$2	\$10
Unrealized	(1	) —
Total trading gains	\$1	\$10

#### Other Cost of Operations

Other cost of operations were \$755 million for the year ended December 31, 2014 and \$809 million for the year ended December 31, 2013. The decrease of \$54 million was due primarily to decreased maintenance and project expenses, specifically for Morgantown and Seward where there were major outages in 2013 with none occurring in 2014, and from the sale of Kendall. The decrease is also attributable to lower property taxes due to a tax settlement for Bowline.

#### Depreciation and Amortization

Depreciation and amortization expense was \$245 million for the year ended December 31, 2014 and \$249 million for the year ended December 31, 2013.

#### Impairment Losses

Impairment losses of \$82 million in 2014 reflect the impairment of property, plant and equipment at the Osceola and Coolwater facilities.

#### Gain on Sale of Equity-Method Investment

The \$18 million gain on sale of equity-method investment in 2014 reflects the gain on the sale of Sabine, which was sold in December 2014.

#### Loss on Debt Extinguishment

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

#### Interest Expense

Interest expense was \$198 million for the year ended December 31, 2014 and \$205 million for the year ended December 31, 2013. The changes in the period were due to:

	(In millions)
Increase in amortization of premium/discount	\$14
Decrease for 7.625% GenOn Senior Notes due 2014 redeemed in June 2013	(21 )
	\$(7 )

## GenOn Americas Generation

2014 Compared to 2013

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

(In millions except otherwise noted)	For the Year Ended December		
	31, 2014	2013	Change %
Operating Revenues			
Energy revenue <sup>(a)</sup>	\$2,111	\$1,899	11 %
Capacity revenue <sup>(a)</sup>	894	869	3 %
Mark-to-market for economic hedging activities	(118)	(302)	(61) %
Other revenues <sup>(b)</sup>	42	95	(56) %
Total operating revenues	2,929	2,561	14 %
Operating Costs and Expenses			
Generation cost of sales <sup>(a)</sup>	2,026	1,870	8 %
Mark-to-market for economic hedging activities	6	(31)	(119) %
Contract and emissions credit amortization	11	20	(45) %
Other cost of operations	342	387	(12) %
Total cost of operations	2,385	2,246	6 %
Depreciation and amortization	72	95	(24) %
Selling, general and administrative	88	89	(1) %
Total operating costs and expenses	2,545	2,430	5 %
Loss on sale of assets	(6)	—	N/A
Operating Income	378	131	N/A
Other Income/(Expense)			
Other expense, net	1	1	— %
Interest expense	(74)	(73)	1 %
Total other expense	(73)	(72)	1 %
Income before income tax expense	305	59	N/A
Income tax	—	—	N/A
Net Income	\$305	\$59	N/A
Business Metrics			
Average natural gas price — Henry Hub (\$/MMBtu)	4.41	3.65	21 %
MWh sold (in thousands)	12,394	9,931	25 %
MWh generated (in thousands)	12,440	10,071	24 %

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

(b) Includes unrealized trading gains and losses.

N/A - Not Applicable



## Generation Gross Margin

(In millions)	For the Year Ended December 31,		
	2014	2013	Change %
Energy revenue	\$2,111	\$1,899	11 %
Capacity revenue	894	869	3 %
Other revenues	42	95	(56) %
Generation revenue	3,047	2,863	6 %
Generation cost of sales	2,026	1,870	8 %
Generation gross margin	\$1,021	\$993	3 %

Generation gross margin reflects the following pass-through amounts for GenOn Energy Management for services including the bidding and dispatch of the generating units, fuel procurement and the execution of contracts, including economic hedges, to reduce price risk:

(In millions)	For the Year Ended December 31,	
	2014	2013
Energy revenue	\$881	\$884
Capacity revenue	472	442
Other revenues	14	69
Generation revenue	1,367	1,395
Generation cost of sales	(1,367)	(1,395)
Generation gross margin	\$—	\$—

Generation gross margin was \$1,021 million for the year ended December 31, 2014 and \$993 million for the year ended December 31, 2013. The changes during the period relate to:

	(In millions)
Higher gross margin due to a 16% increase in generation due to weather conditions as well as fewer outage hours during 2014	\$31
Higher gross margin due to a 60% increase in realized energy prices in New York and New England and a 7% decrease in coal prices, offset by a 24% increase in natural gas prices and a 2% decrease in realized energy prices at GenOn Mid-Atlantic	43
Lower gross margin due to the fuel type used for increased generation at Canal, which was primarily on oil in 2014 as opposed to natural gas in 2013, as well as the sale of Kendall in January 2014	(25)
Lower gross margin due to an 8% decrease in PJM capacity prices partially offset by higher New York capacity prices resulting from the creation of the Hudson Valley Load Zone	(18)
Other	(3)
	\$28

## Mark-to-market for Economic Hedging Activities

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

(In millions)	For the Year Ended December 31,	
	2014	2013
Mark-to-market results in operating revenues		
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(300	) \$(336
Net unrealized gains on open positions related to economic hedges	182	34
Total mark-to-market losses in operating revenues	(118	) (302
Mark-to-market results in operating costs and expenses		
Reversal of previously recognized unrealized losses on settled positions related to economic hedges	12	40
Net unrealized losses on open positions related to economic hedges	(18	) (9
Total mark-to-market (losses)/gains in operating costs and expenses	\$(6	) \$31

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

For the year ended December 31, 2014, the \$118 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period partially offset by an increase in the value of forward sales of natural gas contracts as a result of decreases in natural gas prices. The \$6 million loss in operating costs and expenses from economic hedge positions was driven by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices partially offset by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period.

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

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

(In millions)	For the Year Ended December 31,	
	2014	2013
Trading gains/(losses)		
Realized	\$2	\$10
Unrealized	(1	) —
Total trading gains	\$1	\$10

## Other Cost of Operations

Other cost of operations were \$342 million for the year ended December 31, 2014 and \$387 million for the year ended December 31, 2013. The changes during the period relate to:

	(In millions)
Lower operating costs due to decreased maintenance and project expenses, specifically at Morgantown where there was a major outage in 2013 with none occurring in 2014	\$30
Decrease in property tax expense associated with the decrease in property tax assessment for Bowline	15

\$45

Depreciation and Amortization

Depreciation and amortization expense was \$72 million for the year ended December 31, 2014 and \$95 million for the year ended December 31, 2013, as a result of assets that were deactivated in prior periods.

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GenOn Mid-Atlantic  
2014 Compared to 2013

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

(In millions except otherwise noted)	Year Ended December 31,		Change %	
	2014	2013		
<b>Operating Revenues</b>				
Energy revenue <sup>(a)</sup>	\$980	\$863	14	%
Capacity revenue <sup>(a)</sup>	281	305	(8	)%
Mark-to-market for economic hedging activities	(192	) (292	) (34	)%
Other revenues	14	3	N/A	
Total operating revenues	1,083	879	23	%
<b>Operating Costs and Expenses</b>				
Generation cost of sales <sup>(a)</sup>	453	340	33	%
Mark-to-market for economic hedging activities	6	(31	) (119	)%
Contract and emissions credit amortization	10	18	(44	)%
Other cost of operations	259	277	(6	)%
Total cost of operations	728	604	21	%
Depreciation and amortization	50	77	(35	)%
Selling, general and administrative	64	66	(3	)%
Total operating costs and expenses	842	747	13	%
Operating Income	241	132	83	%
<b>Other Income/(Expense)</b>				
Interest expense	(5	) (4	) 25	%
Total other expense	(5	) (4	) 25	%
Income before income tax expense	236	128	84	%
Income tax	—	—	N/A	
Net Income	\$236	\$128	84	%
<b>Business Metrics</b>				
Average natural gas price — Henry Hub (\$/MMBtu)	4.41	3.65	21	%
MWh sold (in thousands)	10,414	7,950	31	%
MWh generated (in thousands)	10,414	7,950	31	%

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

N/A - Not Applicable

## Generation Gross Margin

(In millions)	For the Year Ended December 31,		
	2014	2013	Change %
Energy revenue	\$980	\$863	14 %
Capacity revenue	281	305	(8) %
Other revenues	14	3	N/A
Generation revenue	1,275	1,171	9 %
Generation cost of sales	453	340	33 %
Generation gross margin	\$822	\$831	(1) %

Generation gross margin was \$822 million for the year ended December 31, 2014 compared to \$831 million for the year ended December 31, 2013. The changes during the period relate to:

	(In millions)
Higher gross margin due to a 16% increase in generation due to weather conditions in the East as well as fewer outage hours in 2014 as well as a 7% decrease in coal prices, offset by a 2% decrease in realized energy prices	\$16
Lower gross margin offset due to a 5% decrease in capacity volumes and a 3% decrease in hedged capacity prices	(23)
Other	(2)
	\$(9)

## Mark-to-market for Economic Hedging Activities

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

(In millions)	For the Year Ended December 31,	
	2014	2013
Mark-to-market results in operating revenues		
Reversal of previously recognized unrealized gains on settled positions related to economic hedges	\$(300)	\$(336)
Net unrealized gains on open positions related to economic hedges	108	44
Total mark-to-market losses in operating revenues	(192)	(292)
Mark-to-market results in operating costs and expenses		
Reversal of previously recognized unrealized losses on settled positions related to economic hedges	12	40
Net unrealized losses on open positions related to economic hedges	(18)	(9)
Total mark-to-market (losses)/gains in operating costs and expenses	\$(6)	\$31

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

For the year ended December 31, 2014, the \$192 million loss in operating revenues from economic hedge positions was driven by the reversal of previously recognized unrealized gains from electricity and natural gas contracts that settled during the period partially offset by an increase in the value of forward sales of natural gas contracts as a result of decreases in natural gas prices. The \$6 million loss in operating costs and expenses from economic hedge positions was driven by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices partially offset by the reversal of previously recognized unrealized losses from fuel contracts that settled during the period.

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

fuel contracts that settled during the period partially offset by a decrease in the value of forward purchases of fuel contracts as a result of decreases in forward fuel prices.

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### Other Cost of Operations

Other cost of operations were \$259 million for the year ended December 31, 2014 and \$277 million for the year ended December 31, 2013. The changes during the period were due to decreased maintenance and project expenses, specifically at Morgantown where there was a major outage in 2013 with none occurring in 2014.

### Depreciation and Amortization

Depreciation and amortization expense was \$50 million for the year ended December 31, 2014 and \$77 million for the year ended December 31, 2013, as a result of assets that were deactivated in prior periods.

### Liquidity and Capital Resources

#### Liquidity Position

As of December 31, 2014, and 2013, the Registrants' liquidity was comprised of the following:

	As of December 31,	
	2014	2013
	(In millions)	
Cash and cash equivalents (GenOn excluding GenOn Mid-Atlantic and REMA)	\$441	\$566
Cash and cash equivalents (GenOn Mid-Atlantic) <sup>(a)</sup>	157	64
Cash and cash equivalents (REMA) <sup>(a)</sup>	322	130
Restricted cash	—	17
Total	920	777
Credit facility availability	263	151
Total liquidity	\$1,183	\$928

(a) At December 31, 2014, GenOn Mid-Atlantic and REMA did not satisfy the restricted payment tests and therefore, could not use such funds to distribute cash and make other restricted payments.

Management believes that the Registrants' liquidity position and cash flows from operations will be adequate to finance operating, maintenance and capital expenditures and to fund debt service obligations and other liquidity commitments. Management continues to regularly monitor the Registrants' ability to finance the needs of its operating, financing and investing activity within the dictates of prudent balance sheet management. See additional information related to the Registrants' debt in Item 15 - Note 10, Debt and Capital Leases, to the Consolidated Financial Statements.

#### Restricted Payments Tests

Of the \$920 million of cash and cash equivalents of the Registrants' as of December 31, 2014, \$157 million and \$322 million were held by GenOn Mid-Atlantic and REMA, respectively. The ability of certain of GenOn's and GenOn Americas Generation's subsidiaries to pay dividends and make distributions is restricted under the terms of certain agreements, including the GenOn Mid-Atlantic and REMA operating leases. Under their respective operating leases, GenOn Mid-Atlantic and REMA are not permitted to make any distributions and other restricted payments unless: (a) they satisfy the fixed charge coverage ratio for the most recently ended period of four fiscal quarters; (b) they are projected to satisfy the fixed charge coverage ratio for each of the two following periods of four fiscal quarters, commencing with the fiscal quarter in which such payment is proposed to be made; and (c) no significant lease default or event of default has occurred and is continuing. In addition, prior to making a dividend or other restricted payment, REMA must be in compliance with the requirement to provide credit support to the owner lessors securing its obligation to pay scheduled rent under its leases. Based on GenOn Mid-Atlantic's and REMA's most recent calculations of these tests, GenOn Mid-Atlantic and REMA did not satisfy the restricted payments tests. As a result, as of December 31, 2014, GenOn Mid-Atlantic and REMA could not make distributions of cash and certain other restricted payments. Each of GenOn Mid-Atlantic and REMA may recalculate its fixed charge coverage ratios from time to time and, subject to compliance with the restricted payments test described above, make dividends or other restricted payments.

To the extent GenOn Mid-Atlantic or REMA are able to pay dividends to GenOn, the GenOn Senior Notes due 2018 and 2020 and the related indentures restrict the ability of GenOn to incur additional liens and make certain restricted payments, including dividends. In the event of a default or if restricted payment tests are not satisfied, GenOn would not be able to distribute cash to its parent, NRG. At December 31, 2014, GenOn met the consolidated debt ratio

component of the restricted payments test.

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### Credit Ratings

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

On October 20, 2014, Standard & Poor's lowered the issue ratings on the pass-through certificates of GenOn Mid-Atlantic.

The following table summarizes the Registrants' credit ratings as of December 31, 2014:

	S&P	Moody's
GenOn 7.875% Senior Notes, due 2017	B	B3
GenOn 9.500% Senior Notes, due 2018	B	B3
GenOn 9.875% Senior Notes, due 2020	B	B3
GenOn Americas Generation 8.500% Senior Notes, due 2021	B	Caa1
GenOn Americas Generation 9.125% Senior Notes, due 2031	B	Caa1

### Source of Liquidity

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

### Uses of Liquidity

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

### Capital Expenditures

The following tables and descriptions summarize the Registrant's capital expenditures, excluding accruals, for maintenance, environmental, and growth for the year ended December 31, 2014, and the estimated capital expenditure forecast for 2015.

	Maintenance (in millions)	Environmental	Growth	Total
2014:				
GenOn	109	57	5	171
GenOn Americas Generation	32	—	—	32
GenOn Mid-Atlantic	16	—	—	16
2015 Forecast:				
GenOn	153	51	202	406
GenOn Americas Generation	68	12	—	80
GenOn Mid-Atlantic	29	10	—	39

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

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
2015	\$51	\$12	\$10
2016	6	3	—
2017	1	—	—
Total <sup>(a)</sup>	\$58	\$15	\$10

(a) The Registrants had no estimated environmental capital expenditures for years 2018 and 2019.

#### Operating Leases

GenOn Mid-Atlantic leases 100% interest in both the Dickerson and Morgantown coal units and associated property through 2029 and 2034, respectively, and has an option to extend the leases. Any extensions of the respective leases would be for less than 75% of the economic useful life of the facility, as measured from the beginning of the original lease term through the end of the proposed remaining lease term. The leases are accounted for as operating leases.

Although there is variability in the scheduled payment amounts over the lease term, rent expense is recognized for these leases on a straight-line basis. The scheduled payment amounts for the leases are \$110 million and \$150 million for 2015 and 2016, respectively. At December 31, 2014, the total notional minimum lease payments for the remaining term of the leases aggregated \$1.2 billion and the aggregate termination value for the leases was approximately \$978 million and generally decreases over time. In addition, the present value of lease payments at December 31, 2014, was approximately \$714 million (assuming a 10% discount rate). NRG provides letters of credit in support of GenOn Mid-Atlantic's lease obligations in an aggregate amount equal to the greatest of the next six months scheduled rent payments, 50% of the next 12 months scheduled rent payments or \$83 million.

REMA leases 16.45% and 16.67% interests in the Conemaugh and Keystone coal facilities, respectively through 2034 and expects to make payments through 2029. REMA also leases a 100% interest in the Shawville coal facility through 2026 and expects to make payments through that date. At the expiration of these leases, there are several renewal options related to fair value. The leases are accounted for as operating leases. The scheduled payment amounts for the REMA leases are \$56 million and \$61 million for 2015 and 2016, respectively. At December 31, 2014, the total notional minimum lease payments for the remaining term of the leases aggregated \$634 million and the aggregate termination value for the leases was approximately \$672 million and generally decreases over time. In addition, the present value of lease payments at December 31, 2014 was approximately \$397 million (assuming a 9.4% discount rate). NRG provides letters of credit in support of REMA's lease obligations to post rent reserves in an aggregate amount equal to the greater of the next six months scheduled rent payment or 50% of the next 12 months scheduled rent payments.

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

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

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

Commodity Price Risk

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

Interest Rate Risk

As of December 31, 2014, GenOn's debt fair value was \$2.7 billion and the carrying value was \$3.1 billion. GenOn estimates that a 1% decrease in market interest rates would have increased the fair value of its long-term debt by \$221 million. As of December 31, 2014, GenOn Americas Generation's debt fair value was \$720 million and the carrying value was \$929 million. GenOn Americas Generation estimates that a 1% decrease in market interest rates would have increased the fair value of its long-term debt by \$120 million.

Counterparty Credit Risk

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

As of December 31, 2014, counterparty credit exposure to a significant portion of GenOn's counterparties was \$450 million and GenOn held \$1 million of collateral against these positions, resulting in a net exposure of \$450 million. Approximately 90% of GenOn's exposure before collateral is expected to roll off by the end of 2016. GenOn Americas Generation's counterparty credit exposure to a significant portion of counterparties was \$445 million and GenOn Americas Generation held \$1 million of collateral against those positions, resulting in a net exposure of \$445 million. Approximately 90% of GenOn Americas Generation's exposure before collateral is expected to roll off by the

end of 2016. GenOn Mid-Atlantic's counterparty credit exposure to a significant portion of counterparties was \$107 million and GenOn Mid-Atlantic held no collateral (cash or letters of credit) against those positions, resulting in a net exposure of \$107 million. Approximately \$107 million of GenOn Mid-Atlantic's exposure before collateral is expected to roll off by the end of 2015.

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The following tables highlight the credit quality and the net counterparty credit exposure by industry sector. Net counterparty credit exposure is defined as the aggregate net asset position for the Registrants with counterparties where netting is permitted under the enabling agreement and includes all cash flow, mark-to-market and NPNS, and non-derivative transactions. As of December 31, 2014, the exposure is shown net of collateral held and includes amounts net of receivables or payables.

## GenOn

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	86	%
Utilities, energy merchants, marketers and other	8	%
ISOs	6	%
Total	100	%

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

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

GenOn has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$361 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

## GenOn Americas Generation

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Financial institutions	87	%
Utilities, energy merchants, marketers and other	7	%
ISOs	6	%
Total	100	%

Category	Net Exposure <sup>(a)</sup> (% of Total)	
Investment grade	99	%
Non-Investment grade	1	%
Total	100	%

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

GenOn Americas Generation has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$361 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn Americas Generation does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

GenOn Mid-Atlantic

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

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

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

GenOn Mid-Atlantic has counterparty credit risk exposure to certain counterparties representing more than 10% of total net exposure discussed above and the aggregate of such counterparties was \$106 million. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration. Given the credit quality, diversification and term of the exposure in the portfolio, GenOn Mid-Atlantic does not anticipate a material impact on its financial position or results of operations from nonperformance by any of its counterparties.

Credit Risk Related Contingent Features

Certain of the Registrants' hedging agreements contain provisions that require the Registrants to post additional collateral if the counterparty determines that there has been deterioration in credit quality, generally termed "adequate assurance" under the agreements, or require the Registrants to post additional collateral if there were a one notch downgrade in the Registrants' credit rating. The collateral required for contracts that have adequate assurance clauses that are in net liability positions as of December 31, 2014, was \$21 million for GenOn and GenOn Americas Generation. The collateral required for contracts with credit rating contingent features that are in a net liability position as of December 31, 2014, was \$1 million for GenOn and GenOn Americas Generation. In addition, GenOn and GenOn Americas Generation are parties to certain marginable agreements under which they have net liability positions, but the counterparties have not called for collateral due, which is approximately \$10 million as of December 31, 2014. As of December 31, 2014, GenOn Mid-Atlantic did not have any financial instruments with credit risk related contingent features.

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

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

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

None.

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

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

Under the supervision and with the participation of the Registrants' management, including principal executive officer, principal financial officer and principal accounting officer, the Registrants conducted an evaluation of the effectiveness of the design and operation of disclosure controls and procedures, as such term is defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act. Based on this evaluation, the Registrants' principal executive officer, principal financial officer and principal accounting officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this annual report on Form 10-K. Management's reports on the Registrants' internal control over financial reporting are incorporated under the caption "Management's Report on Internal Control over Financial Reporting" of the Registrants' Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Changes in Internal Control over Financial Reporting

There were no changes in the Registrants' internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred in the fourth quarter of 2014 that materially affected, or are reasonably likely to materially affect, the Registrants' internal control over financial reporting.

Inherent Limitations over Internal Controls

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

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Registrants' assets;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with U.S. GAAP, and that the Registrants' receipts and expenditures are being made only in accordance with authorizations of management and directors; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Registrants' assets that could have a material effect on the consolidated financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations, including the possibility of human error and circumvention by collusion or overriding of controls. Accordingly, even an effective internal control system may not prevent or detect material misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management's Report on Internal Control Over Financial Reporting

The Registrants' management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Registrants' management, including their principal executive officer, principal financial officer and principal accounting officer, the Registrants conducted an evaluation of the effectiveness of their internal control over financial reporting based on the framework in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the Registrants' evaluation under the framework in Internal Control — Integrated Framework (2013), the Registrants' management concluded that their internal control over financial reporting was effective as of December 31, 2014.

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

None.





PART III

Item 10 — Directors, Executive Officers and Corporate Governance

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

Item 11 — Executive Compensation

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

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

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

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

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

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

KPMG LLP conducts an integrated audit of NRG and its subsidiaries. Professional audit services and other services rendered by KPMG LLP subsequent to December 14, 2012 were allocated to the Registrants through the Services Agreement with NRG as described in Note 16, Commitments and Contingencies, to the Registrants' consolidated financial statements. As provided in the NRG Audit Committee Charter, the NRG Audit Committee pre-approved all audit services and permissible non-audit services provided by the independent auditor for the fiscal years 2013 and 2014.

The following table shows the aggregate fees related to the audit provided by KPMG LLP for fiscal years 2014 and 2013.

	2014	2013
	(in thousands)	
Audit Fees <sup>(a)</sup>	\$923	\$3,450

Includes fees and expenses related to the audits of the Registrants' consolidated financial statements for 2014 and 2013 and the effectiveness of GenOn's internal controls over financial reporting for 2014 and 2013. This category also includes the review of financial statements included in the Registrants' Quarterly Reports on Form 10-Q, the (a) audits of various subsidiary financial statements required by statute or regulation, and services that are normally provided by the independent auditors in connection with regulatory filings or engagements, consultations provided on audit and accounting matters that arose during, or as a result of, the audits or the reviews of interim financial statements, and the preparation of any written communications on internal control matters.

PART IV

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

(a)(1) Financial Statements

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

GenOn Energy, Inc.

Consolidated Statements of Operations

Consolidated Statements of Comprehensive Loss

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Stockholder's Equity

GenOn Americas Generation, LLC

Consolidated Statements of Operations

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Member's Equity

GenOn Mid-Atlantic, LLC

Consolidated Statements of Operations

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Member's Equity

Combined Notes to Consolidated Financial Statements

(a)(2) Financial Statement Schedules

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

Schedule I — GenOn Energy, Inc. Financial Statements

Schedule I — GenOn Americas Generation, LLC Financial Statements

Schedule II — Valuation and Qualifying Accounts

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

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

(b) Exhibits

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

(c) Not applicable

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

GenOn Energy, Inc.:

We have audited the accompanying consolidated balance sheets of GenOn Energy, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income/(loss), cash flows, and stockholder's equity for each of the years in the two-year period ended December 31, 2014 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 (Predecessor). In connection with our audits of the consolidated financial statements, we also have audited financial statement schedules "Schedule I. Condensed Financial Information of Registrant" and "Schedule II. Valuation and Qualifying Accounts." These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GenOn Energy, Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2014 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 (Predecessor) in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

(signed) KPMG LLP  
Philadelphia, Pennsylvania  
February 27, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

GenOn Americas Generation, LLC:

We have audited the accompanying consolidated balance sheets of GenOn Americas Generation, LLC and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, cash flows, and member's equity for each of the years in the two-year period ended December 31, 2014 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 (Predecessor). In connection with our audits of the consolidated financial statements, we also have audited financial statement schedules "Schedule I. Condensed Financial Information of Registrant" and "Schedule II. Valuation and Qualifying Accounts." These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GenOn Americas Generation, LLC and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2014 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 (Predecessor) in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

(signed) KPMG LLP  
Philadelphia, Pennsylvania  
February 27, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors

GenOn Mid-Atlantic, LLC:

We have audited the accompanying consolidated balance sheets of GenOn Mid-Atlantic, LLC and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, cash flows, and member's equity for each of the years in the two-year period ended December 31, 2014 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 (Predecessor). In connection with our audits of the consolidated financial statements, we also have audited financial statement schedule "Schedule II. Valuation and Qualifying Accounts." These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GenOn Mid-Atlantic, LLC and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2014 and the periods from December 15, 2012 through December 31, 2012 (Successor) and January 1, 2012 through December 14, 2012 (Predecessor) in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

(signed) KPMG LLP

Philadelphia, Pennsylvania

February 27, 2015

GENON ENERGY, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Successor For the Year Ended December 31, 2014 (In millions)	For the Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)
Operating Revenues				
Operating revenue	\$3,087	\$2,556	\$73	\$2,564
Operating revenues - affiliate	3	48	—	—
Total operating revenues	3,090	2,604	73	2,564
Operating Costs and Expenses				
Cost of operations	1,759	1,715	66	2,073
Cost of operations - affiliate	418	193	—	—
Depreciation and amortization	245	249	10	339
Impairment losses	82	—	—	47
Selling, general and administrative	72	126	8	166
Selling, general and administrative - affiliate	128	88	—	—
Acquisition-related transaction and integration costs	4	70	53	11
Total operating costs and expenses	2,708	2,441	137	2,636
Loss on sale of assets	(6	) —	—	—
Operating Income/(Loss)	376	163	(64	) (72
Other Income/(Expense)				
Equity in earnings of unconsolidated affiliates	1	4	—	—
Other income, net	1	1	—	3
Gain on sale of equity-method investment	18	—	—	—
Interest expense	(186	) (193	) (8	) (330
Interest expense - affiliate	(12	) (12	) —	—
Loss on debt extinguishment and refinancing expense	—	(11	) —	—
Total other expense	(178	) (211	) (8	) (327
Income/(Loss) Before Income Taxes	198	(48	) (72	) (399
Income tax expense/(benefit)	6	(6	) —	15
Net Income/(Loss)	\$192	\$(42	) \$(72	) \$(414

See notes to Consolidated Financial Statements.

## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

	Successor For the Year Ended December 31, 2014 (In millions)	For the Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)
Net Income/(Loss)	\$192	\$(42	) \$(72	) \$(414
Other Comprehensive (Loss)/Income, net of reclassifications, net of tax of \$0:				
Unrealized (loss)/gain on derivatives	—	(1	) 1	(18
Defined benefit plans	(104	) 101	1	(8
Other, net	—	—	—	1
Other Comprehensive (Loss)/Income	(104	) 100	2	(25
Comprehensive Income/(Loss)	\$88	\$58	\$(70	) \$(439

See notes to Consolidated Financial Statements.

GENON ENERGY, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2014	2013
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$920	\$760
Funds deposited by counterparties	54	56
Current assets held-for-sale	—	17
Accounts receivable — trade	120	178
Inventory	507	443
Derivative instruments	591	464
Derivative instruments — affiliate	11	5
Cash collateral paid in support of energy risk management activities	38	62
Prepayments and other current assets	150	177
Total current assets	2,391	2,162
Property, Plant and Equipment		
In service	3,341	3,311
Under construction	140	113
Total property, plant and equipment	3,481	3,424
Less accumulated depreciation	(436	) (248
Net property, plant and equipment	3,045	3,176
Other Assets		
Intangible assets, net of accumulated amortization of \$66 and \$34	72	65
Derivative instruments	195	181
Derivative instruments — affiliate	10	1
Non-current assets held-for-sale	17	—
Other non-current assets	184	149
Total other assets	478	396
Total Assets	\$5,914	\$5,734

See notes to Consolidated Financial Statements.



## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS (Continued)

	As of December 31,	
	2014	2013
	(In millions)	
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt and capital leases	\$10	\$5
Accounts payable	135	187
Accounts payable — affiliate	14	72
Derivative instruments	382	160
Derivative instruments — affiliate	35	3
Cash collateral received in support of energy risk management activities	54	56
Accrued payroll	79	103
Accrued taxes	48	39
Accrued interest expense	44	44
Accrued expenses and other current liabilities	67	80
<b>Total current liabilities</b>	<b>868</b>	<b>749</b>
<b>Other Liabilities</b>		
Long-term debt and capital leases	3,120	3,128
Postretirement and other benefit obligations	207	185
Derivative instruments	69	18
Derivative instruments — affiliate	3	—
Out-of-market contracts	969	1,045
Other non-current liabilities	277	296
<b>Total non-current liabilities</b>	<b>4,645</b>	<b>4,672</b>
<b>Total Liabilities</b>	<b>5,513</b>	<b>5,421</b>
<b>Commitments and Contingencies</b>		
<b>Stockholder's Equity</b>		
Common stock: \$0.001 par value, 1 share authorized and issued at December 31, 2013 and 2014	—	—
Additional paid-in capital	325	325
Accumulated deficit	78	(114)
Accumulated other comprehensive (loss)/income	(2)	) 102
<b>Total Stockholder's Equity</b>	<b>401</b>	<b>313</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$5,914</b>	<b>\$5,734</b>

See notes to Consolidated Financial Statements.

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

	Successor For the Year Ended December 31, 2014 (In millions)	For the Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)
<b>Cash Flows from Operating Activities</b>				
Net income/(loss)	\$192	\$(42)	\$(72)	\$(414)
Adjustments to reconcile net loss to net cash provided/(used) by operating activities:				
Depreciation and amortization	245	249	10	339
Amortization of financing costs and debt discount/premiums	(58)	(72)	(4)	16
Loss on debt extinguishment	—	(28)	—	—
Amortization of out-of-market contracts and emission allowances	(38)	(45)	(2)	(45)
Amortization of unearned equity compensation	6	9	6	19
Loss/(gain) on disposals and sales of assets	6	—	—	(9)
Gain on sale of equity method investment	(18)	—	—	—
Impairment losses	82	—	—	47
Changes in derivative instruments	152	310	13	143
Postretirement benefits curtailment (gain) loss	—	—	—	2
Excess materials and supplies inventory reserve	—	—	—	35
Lower of cost or market inventory adjustments	12	—	—	108
Advance settlement of out-of-market contract obligation	—	—	—	(20)
Potomac River settlement obligation and reversal	—	—	—	(32)
Large scale remediation and settlement costs	—	—	—	(3)
Other, net	24	86	—	3
Cash provided/(used) by changes in other working capital, net of acquisition and disposition effects:				
Accounts receivable - trade	52	(59)	(10)	164
Inventory	(76)	(25)	(1)	(56)
Prepayments and other current assets	27	61	(27)	(31)
Accounts payable	(127)	118	(67)	(111)
Accrued expenses and other current liabilities	(33)	(71)	18	36
Other assets and liabilities	(211)	41	(16)	17
<b>Net Cash Provided/(Used) by Operating Activities</b>	<b>237</b>	<b>532</b>	<b>(152)</b>	<b>208</b>
<b>Cash Flows from Investing Activities</b>				
Net proceeds from sale of NRG Marsh Landing	—	175	—	—

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Capital expenditures	(171	) (301	) (12	) (557	)
Proceeds from sale of assets, net	50	—	—	14	
Proceeds from sale of equity method investments	35	—	—	—	
Decrease in restricted cash, net	—	18	6	189	
Other	10	(21	) —	2	
Net Cash Used by Investing Activities	(76	) (129	) (6	) (352	)
Cash Flows from Financing Activities					
Proceeds from issuance of long-term debt	—	110	—	283	
Payments for short and long-term debt	(1	) (578	) —	(695	)
Net Cash Used by Financing Activities	(1	) (468	) —	(412	)
Net Increase/(Decrease) in Cash and Cash Equivalents	160	(65	) (158	) (556	)
Cash and Cash Equivalents at Beginning of Period	760	825	983	1,539	
Cash and Cash Equivalents at End of Period	\$920	\$760	\$825	\$983	
Supplemental Disclosures					
Interest paid, net of amount capitalized	\$240	\$259	\$51	\$279	
Income taxes (received)/paid, net	\$3	\$(75	) \$—	\$11	
See notes to Consolidated Financial Statements.					

## GENON ENERGY, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF STOCKHOLDER'S EQUITY

	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income/(Loss)	Total Stockholder's Equity
	(In millions)				
Predecessor					
Balances as of December 31, 2011	\$1	\$7,449	\$(2,163 )	\$ (170 )	\$ 5,117
Net loss	—	—	(414 )	—	(414 )
Other comprehensive loss	—	—	—	(25 )	(25 )
Equity-based compensation	—	14	—	—	14
Balances as of December 14, 2012 <sup>(a)</sup>	\$1	\$7,463	\$(2,577 )	\$ (195 )	\$ 4,692
Successor					
Balances as of December 15, 2012 <sup>(a)</sup>	\$—	\$277	\$—	\$ —	\$ 277
Net loss	—	—	(72 )	—	(72 )
Other comprehensive income	—	—	—	2	2
Balances as of December 31, 2012	\$—	\$277	\$(72 )	\$ 2	\$ 207
Net loss	—	—	(42 )	—	(42 )
Other comprehensive income	—	—	—	100	100
Sale of Marsh Landing to NRG	—	48	—	—	48
Balances as of December 31, 2013	\$—	\$325	\$(114 )	\$ 102	\$ 313
Net income	—	—	192	—	192
Other comprehensive loss	—	—	—	(104 )	(104 )
Balances as of December 31, 2014	\$—	\$325	\$78	\$ (2 )	\$ 401

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

See notes to Consolidated Financial Statements.

GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Successor			Predecessor	
	For the Year Ended December 31,	For the Year Ended December 31,	December 15, 2012 through December 31, 2012	January 1, 2012 through December 14, 2012	
	2014	2013			
	(In millions)			(In millions)	
Operating Revenues					
Operating revenues	\$2,869	\$2,428	\$74	\$2,405	
Operating revenues - affiliate	60	133	3	189	
Total operating revenues	2,929	2,561	77	2,594	
Operating Costs and Expenses					
Cost of operations	944	890	28	1,064	
Cost of operations - affiliate	1,441	1,356	41	1,307	
Depreciation and amortization	72	95	5	155	
Selling, general and administrative	9	15	1	11	
Selling, general and administrative - affiliate	79	74	2	62	
Total operating costs and expenses	2,545	2,430	77	2,599	
Loss on sale of assets	(6	) —	—	—	
Operating Income/(Loss)	378	131	—	(5	)
Other Income/(Expense)					
Other expense, net	1	1	—	—	
Interest expense	(66	) (66	) (3	) (70	)
Interest expense — affiliate	(8	) (7	) —	(5	)
Total other expense	(73	) (72	) (3	) (75	)
Income/(Loss) Before Income Taxes	305	59	(3	) (80	)
Income tax	—	—	—	—	
Net Income/(Loss)	\$305	\$59	\$(3	) \$(80	)

See notes to Consolidated Financial Statements.

GENON AMERICAS GENERATION, LLC AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2014	2013
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 103	\$ 63
Funds deposited by counterparties	54	—
Accounts receivable	106	151
Note receivable — affiliate	331	299
Inventory	318	270
Derivative instruments	591	462
Derivative instruments — affiliate	261	84
Cash collateral paid in support of energy risk management activities	29	50
Prepayments and other current assets	90	105
Total current assets	1,883	1,484
Property, Plant and Equipment		
In service	1,250	1,287
Under construction	30	3
Total property, plant and equipment	1,280	1,290
Less accumulated depreciation	(170	) (96
Net property, plant and equipment	1,110	1,194
Other Assets		
Intangible assets, net of accumulated amortization of \$66 and \$34	72	64
Derivative instruments	196	181
Derivative instruments — affiliate	60	8
Other non-current assets	111	32
Total other assets	439	285
Total Assets	\$3,432	\$2,963
See notes to Consolidated Financial Statements.		

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

	As of December 31,	
	2014	2013
	(In millions)	
<b>LIABILITIES AND MEMBER'S EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt and capital leases	\$5	\$5
Accounts payable	50	90
Accounts payable — affiliate	23	86
Derivative instruments	382	160
Derivative instruments — affiliate	292	107
Cash collateral received in support of energy risk management activities	54	56
Accrued expenses and other current liabilities	93	93
Total current liabilities	899	597
<b>Other Liabilities</b>		
Long-term debt and capital leases	929	943
Derivative instruments	69	18
Derivative instruments — affiliate	66	23
Out-of-market contracts	547	575
Other non-current liabilities	106	116
Total non-current liabilities	1,717	1,675
Total Liabilities	2,616	2,272
<b>Commitments and Contingencies</b>		
<b>Member's Equity</b>		
Member's interest	816	691
Total Member's Equity	816	691
Total Liabilities and Member's Equity	\$3,432	\$2,963
See notes to Consolidated Financial Statements.		

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

	Successor For the Year Ended December 31, 2014 (In millions)	For the Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)
<b>Cash Flows from Operating Activities</b>				
Net income/(loss)	\$305	\$59	\$(3 )	\$(80 )
Adjustments to reconcile net income/(loss) to net cash provided/(used) by operating activities:				
Depreciation and amortization	72	95	5	155
Amortization of financing costs and debt discount/premiums	(9 )	(8 )	—	—
Amortization of out-of-market contracts and emission allowances	(16 )	(9 )	—	—
Loss on disposals and sales of assets	6	—	—	—
Changes in derivative instruments	128	270	12	134
Excess materials and supplies inventory reserve	—	—	—	6
Lower of cost or market inventory adjustments <sup>9</sup>	—	—	—	65
Potomac River settlement obligation and reversal	—	—	—	(32 )
Large scale remediation and settlement costs	—	—	—	(3 )
Other, net	(35 )	(36 )	—	—
Cash provided/(used) by changes in other working capital, net of acquisition and disposition effects:				
Accounts receivable – trade	39	(26 )	(16 )	127
Accounts receivable – affiliate	—	—	—	(9 )
Inventory	(57 )	(47 )	(4 )	(67 )
Prepayments and other current assets	15	(6 )	(19 )	(23 )
Accounts payable	(45 )	1	(50 )	(56 )
Accounts payable - affiliate	2	15	(40 )	47
Accrued expenses and other current liabilities	1	6	20	8
Other assets and liabilities	(115 )	(4 )	(19 )	(2 )
<b>Net Cash Provided/(Used) by Operating Activities</b>	<b>300</b>	<b>310</b>	<b>(114 )</b>	<b>270</b>
<b>Cash Flows from Investing Activities</b>				
Capital expenditures	(32 )	(55 )	(4 )	(190 )
Proceeds from sale of assets, net	50	—	—	2
Purchase of emission allowances, net of proceeds	—	(21 )	—	—
Decrease in restricted cash, net	—	—	—	197
(Increase)/decrease in notes receivable - affiliate	(32 )	(101 )	95	(211 )



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Net Cash (Used)/Provided by Investing Activities	(14	)	(177	)	91	(202	)	
Cash Flows from Financing Activities								
Payments for short and long-term debt	—		(3	)	—	(4	)	
Decrease of notes payable-affiliate	—		—		—	52		
Capital contributions	74		70		—	18		
Distributions to member	(320	)	(285	)	—	(230	)	
Net Cash (Used)/Provided by Financing Activities	(246	)	(218	)	—	(164	)	
Net Increase/(Decrease) in Cash and Cash Equivalents	40		(85	)	(23	)	(96	)
Cash and Cash Equivalents at Beginning of Period	63		148		171	267		
Cash and Cash Equivalents at End of Period	\$103		\$63		\$148	\$171		
Supplemental Disclosures								
Interest paid, net of amount capitalized	\$75		\$73		\$—	\$72		
See notes to Consolidated Financial Statements.								

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

	Member's Interest  (In millions)	Preferred Stock in Affiliate	Total Member's Equity
Predecessor			
Balances as of December 31, 2011	\$3,965	\$—	\$3,965
Net loss	(80)	) —	(80)
Distributions to member	(230)	) —	(230)
Capital contributions	18	—	18
Balances as of December 14, 2012 <sup>(a)</sup>	\$3,673	\$—	\$3,673
Successor			
Balances as of December 15, 2012 <sup>(a)</sup>	\$844	\$—	\$844
Net loss	(3)	) —	(3)
Balances as of December 31, 2012	\$841	\$—	\$841
Net income	59	—	59
Distributions to member	(279)	) —	(279)
Capital contributions	70	—	70
Balances as of December 31, 2013	\$691	\$—	\$691
Net income	305	—	305
Distributions to member	(320)	) —	(320)
Non-cash capital contributions	66	—	66
Capital contributions	74	—	74
Balances as of December 31, 2014	\$816	\$—	\$816

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

See notes to Consolidated Financial Statements.

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

	Successor For the Year Ended December 31, 2014 (In millions)	For the Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)
<b>Operating Revenues</b>				
Operating revenues	\$(62	) \$7	\$(3	) \$143
Operating revenues — affiliate	1,145	872	31	846
Total operating revenues	1,083	879	28	989
<b>Operating Costs and Expenses</b>				
Cost of operations	678	583	8	202
Cost of operations — affiliate	50	21	13	592
Depreciation and amortization	50	77	4	114
Selling, general and administrative	—	2	—	7
Selling, general and administrative — affiliate	64	64	2	39
Total operating costs and expenses	842	747	27	954
Operating Income	241	132	1	35
<b>Other Expense</b>				
Interest expense	(2	) (1	) —	(1
Interest expense — affiliate	(3	) (3	) —	(3
Total other expense	(5	) (4	) —	(4
Income Before Income Taxes	236	128	1	31
Income tax	—	—	—	—
Net Income	\$236	\$128	\$1	\$31

See notes to Consolidated Financial Statements.

GENON MID-ATLANTIC, LLC AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2014	2013
	(In millions)	
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 157	\$ 64
Accounts receivable — trade	10	4
Accounts receivable — affiliate	—	35
Inventory	166	158
Derivative instruments	100	298
Derivative instruments — affiliate	141	53
Prepayments and other current assets	80	81
Total current assets	654	693
Property, Plant and Equipment		
In service	1,075	1,061
Under construction	18	3
Total property, plant and equipment	1,093	1,064
Less accumulated depreciation	(135	) (77
Net property, plant and equipment	958	987
Other Assets		
Intangible assets, net of accumulated amortization of \$0 and \$0	10	11
Derivative instruments	—	60
Derivative instruments — affiliate	141	96
Other non-current assets	87	25
Total other assets	238	192
Total Assets	\$ 1,850	\$ 1,872
See notes to Consolidated Financial Statements.		

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

	As of December 31,	
	2014	2013
	(In millions)	
<b>LIABILITIES AND MEMBER'S EQUITY</b>		
<b>Current Liabilities</b>		
Current portion of long-term debt and capital leases	\$5	\$5
Accounts payable	27	16
Accounts payable — affiliate	14	—
Derivative instruments	1	—
Derivative instruments — affiliate	127	64
Accrued taxes and other current liabilities	53	49
Total current liabilities	227	134
<b>Other Liabilities</b>		
Long-term debt and capital leases	—	5
Derivative instruments — affiliate	22	9
Out-of-market contracts	547	575
Other non-current liabilities	60	71
Total non-current liabilities	629	660
Total Liabilities	856	794
<b>Commitments and Contingencies</b>		
<b>Member's Equity</b>		
Member's interest	994	1,078
Total Member's Equity	994	1,078
Total Liabilities and Member's Equity	\$1,850	\$1,872
See notes to Consolidated Financial Statements.		

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

	Successor For the Year Ended December 31, 2014 (In millions)	For the Year Ended December 31, 2013	December 15, 2012 through December 31, 2012	Predecessor January 1, 2012 through December 14, 2012 (In millions)
<b>Cash Flows from Operating Activities</b>				
Net income	\$236	\$128	\$1	\$31
Adjustments to reconcile net income to net cash provided/(used) by operating activities:				
Depreciation and amortization	50	77	4	114
Loss on disposals and sales of assets	—	7	—	—
Amortization of out-of-market contracts and emission allowances	1	(11	) —	—
Changes in derivative instruments	202	260	7	115
Excess materials and supplies inventory reserve	—	—	—	4
Lower of cost or market inventory adjustments	—	—	—	65
Potomac River settlement obligation and reversal	—	—	—	(32
Large scale remediation and settlement costs	—	—	—	(3
Cash provided/(used) by changes in other working capital, net of acquisition and disposition effects:				
Accounts receivable - trade	(6	) —	(2	) 22
Accounts receivable - affiliate	—	—	—	10
Inventory	(8	) (21	) (4	) (46
Prepayments and other current assets	34	(69	) (32	) (16
Accounts payable	8	—	2	44
Accounts payable - affiliate	14	—	—	(7
Accrued expenses and other current liabilities	4	(8	) 15	—
Other assets and liabilities	(106	) (102	) (16	) (11
Net Cash Provided/(Used) by Operating Activities	\$429	261	(25	) 290
<b>Cash Flows from Investing Activities</b>				
Capital expenditures	(16	) (44	) (3	) (159
Proceeds from the sales of assets	—	—	—	1
Decrease in restricted cash, net	—	—	—	197
Net Cash (Used)/Provided by Investing Activities	(16	) (44	) (3	) 39
<b>Cash Flows from Financing Activities</b>				
Payments for short and long-term debt	—	(3	) —	(4

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Distributions to member	(320	) (285	) —	(230	)
Net Cash Used by Financing Activities	(320	) (288	) —	(234	)
Net Increase/(Decrease) in Cash and Cash Equivalents	93	(71	) (28	) 95	
Cash and Cash Equivalents at Beginning of Period	64	135	163	68	
Cash and Cash Equivalents at End of Period	\$157	\$64	\$135	\$163	

See notes to Consolidated Financial Statements.

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

	Member's Interest  (In millions)	Preferred Stock in Affiliate	Total Member's Equity
Predecessor			
Balances as of December 31, 2011	\$3,927	\$—	\$3,927
Net income	31	—	31
Distributions to member	(230	) —	(230
Balances as of December 14, 2012 <sup>(a)</sup>	\$3,728	\$—	\$3,728
Successor			
Balances as of December 15, 2012 <sup>(a)</sup>	\$1,234	\$—	\$1,234
Net income	1	—	1
Balances as of December 31, 2012	\$1,235	\$—	\$1,235
Net income	128	—	128
Distributions to member	(285	) —	(285
Balances as of December 31, 2013	\$1,078	\$—	\$1,078
Net income	236	—	236
Distributions to member	(320	) —	(320
Balances as of December 31, 2014	\$994	\$—	\$994

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

See notes to Consolidated Financial Statements.



## COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

## General

GenOn Energy, Inc., a wholly owned subsidiary of NRG, is a wholesale generator engaged in the ownership and operation of power generation facilities, with approximately 19,529 MW of net electric generating capacity located in the U.S.

GenOn Americas Generation is a wholesale generator with approximately 7,596 MW of net electric generating capacity located, in many cases, near major metropolitan areas. GenOn Americas Generation's electric generating capacity is part of the 19,529 MW of net electric generating capacity of GenOn.

GenOn Mid-Atlantic operates and owns or leases 4,683 MW of net electric generating capacity in Maryland, near Washington, D.C. GenOn Mid-Atlantic's electric generating capacity is part of the 7,596 MW of net electric generating capacity of GenOn Americas Generation. GenOn Mid-Atlantic's generating facilities serve the Eastern PJM markets.

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

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

Generation Type	(In MW)		
	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
Natural gas	11,730	3,729	1,942
Coal	5,740	2,433	2,433
Oil	2,059	1,434	308
Total generation capacity	19,529	7,596	4,683

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

## NRG Merger

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

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

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

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

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

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

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

Predecessor and Successor Reporting

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

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

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

Cash and Cash Equivalents

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

Funds Deposited by Counterparties (GenOn)

Funds deposited by counterparties consist of cash held by GenOn as a result of collateral posting obligations from GenOn's counterparties. Some amounts are segregated into separate accounts that are not contractually restricted but, based on GenOn's intentions, are not available for the payment of general corporate obligations. Depending on market fluctuations and the settlement of the underlying contracts, GenOn will refund this collateral to the hedge counterparties pursuant to the terms and conditions of the underlying trades. Since collateral requirements fluctuate daily and GenOn cannot predict if any collateral will be held for more than twelve months, the funds deposited by counterparties are classified as a current asset on GenOn's balance sheets, with an offsetting liability for this cash collateral received within current liabilities. Changes in funds deposited by counterparties are closely associated with GenOn's operating activities and are classified as an operating activity in GenOn's consolidated statements of cash flows.

Restricted Cash

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



## Inventory

Inventory is valued at the lower of weighted average cost or market, and consists principally of fuel oil, coal and raw materials used to generate electricity or steam. The Registrants remove these inventories as they are used in the production of electricity or steam. Spare parts inventory is valued at a weighted average cost, since the Registrants expect to recover these costs in the ordinary course of business. The Registrants remove these inventories when they are used for repairs, maintenance or capital projects. Sales of inventory are classified as an operating activity in the consolidated statements of cash flows. During the year ended December 31, 2014, the Registrants recorded a lower of weighted average cost or market adjustment related to fuel oil of \$12 million related to GenOn, of which \$9 million relates to GenOn Americas Generation and GenOn Mid-Atlantic.

## Property, Plant and Equipment

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

## Asset Impairments

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

For further discussion of these matters, refer to Note 9, Impairments.

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

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

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

	Successor		Predecessor
	Year Ended December 31, 2014	Year Ended December 31, 2013	December 15, 2012 through December 31, 2012
	(In millions)		(In millions)
GenOn	\$11	\$21	\$2
GenOn Americas Generation	1	2	—
			3

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



## Intangible Assets

Intangible assets represent contractual rights held by the Registrants. The Registrants recognize specifically identifiable intangible assets when specific rights and contracts are acquired. As of December 31, 2014 and 2013, the Registrants' intangible assets are comprised of SO<sub>2</sub> emission allowances and CO<sub>2</sub> emission credits held for compliance with RGGI that are held-for-use and are amortized to cost of operations based on straight line or units of production basis. The following table presents the Registrants' amortization of intangible assets for each of the past three years:

	Successor		December 15, 2012 through December 31, 2012	Predecessor
	Year Ended December 31, 2014	Year Ended December 31, 2013		January 1, 2012 through December 14, 2012
	(In millions)			(In millions)
GenOn	\$38	\$25	\$1	\$5
GenOn Americas Generation	33	21	1	3
GenOn Mid-Atlantic	29	18	—	—

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

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic
	(In millions)		
2015	\$44	\$44	\$35
2016	46	46	39
2017	46	46	40
2018	44	44	39
2019	43	43	38

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

## Out of Market Contracts

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

	Successor		December 15, 2012 through December 31, 2012	Predecessor
	Year Ended December 31, 2014	Year Ended December 31, 2013		January 1, 2012 through December 14, 2012
	(In millions)			(In millions)
GenOn	\$78	\$75	\$2	\$67
GenOn Americas Generation	28	28	1	—
GenOn Mid-Atlantic	28	28	1	—

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

	GenOn	GenOn Americas Generation	GenOn Mid-Atlantic

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(In millions)

2015	\$76	\$28	\$28
2016	81	28	28
2017	76	28	28
2018	71	28	28
2019	68	28	28

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## Income Taxes

### GenOn

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

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

GenOn reports some of its revenues and expenses differently for financial statement purposes than for income tax return purposes, resulting in temporary and permanent differences between its financial statements and income tax returns. The tax effects of such temporary differences are recorded as either deferred income tax assets or deferred income tax liabilities in GenOn's consolidated balance sheets. GenOn measures its deferred income tax assets and deferred income tax liabilities using income tax rates that are currently in effect. A valuation allowance is recorded to reduce GenOn's net deferred tax assets to an amount that is more-likely-than-not to be realized.

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

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

### GenOn Americas Generation

GenOn Americas Generation and most of its subsidiaries are limited liability companies that are treated as branches of GenOn Americas for income tax purposes. As a result, NRG Americas, GenOn and NRG have direct liability for the majority of the federal and state income taxes relating to GenOn Americas Generation's operations. Several of GenOn Americas Generation's subsidiaries exist as regarded corporate entities for income tax purposes. For the subsidiaries that continue to exist as corporate regarded entities, GenOn Americas Generation allocates current and deferred income taxes to each corporate regarded entity as if such entity were a single taxpayer utilizing the asset and liability method to account for income taxes.

GenOn Americas Generation reports some of its revenues and expenses differently for financial statement purposes than for income tax return purposes, resulting in temporary and permanent differences between its financial statements and income tax returns. The tax effects of such temporary differences are recorded as either deferred income tax assets or deferred income tax liabilities in GenOn Americas Generation's consolidated balance sheets. GenOn Americas Generation measures its deferred income tax assets and deferred income tax liabilities using income tax rates that are currently in effect. A valuation allowance is recorded to reduce GenOn Americas Generation's net deferred tax assets to an amount that is more-likely-than-not to be realized.

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



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

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### GenOn Mid-Atlantic

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

#### Revenue Recognition

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

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

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

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

#### Derivative Financial Instruments

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

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

The Registrants' primary derivative instruments are financial power and natural gas contracts, fuels purchase contracts, other energy related commodities, and interest rate instruments used to mitigate variability in earnings due to fluctuations in market prices and interest rates. On an ongoing basis, the Registrants assess the effectiveness of all derivatives that are designated as hedges for accounting purposes in order to determine that each derivative continues to be highly effective in offsetting changes in fair values or cash flows of hedged items. Internal analyses that measure the statistical correlation between the derivative and the associated hedged item determine the effectiveness of such a contract designated as a hedge. If it is determined that the derivative instrument is not highly effective as a hedge, hedge accounting will be discontinued prospectively. If the derivative instrument is terminated, the effective portion of this derivative deferred in accumulated OCI will be frozen until the underlying hedged item is delivered.

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

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



#### Concentrations of Credit Risk

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

#### Fair Value of Financial Instruments

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

#### Asset Retirement Obligations

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

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

#### Pensions (GenOn)

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

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

#### Business Combinations

The Registrants account for the business combinations in accordance with ASC 805, Business Combinations, or ASC 805. ASC 805 requires an acquirer to recognize and measure in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at fair value at the acquisition date. It also recognizes and measures the goodwill acquired or a gain from a bargain purchase in the business combination and determines what information to disclose to enable users of an entity's financial statements to evaluate the nature and financial effects of the business combination. In addition, transaction costs are expensed as incurred.

#### Use of Estimates

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

could differ from these estimates. Certain prior year depreciation amounts have been recast to revise provisional purchase accounting estimates for the GenOn acquisition.

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

#### Reclassifications

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

#### Recent Accounting Developments

ASU 2014-16 - In November 2014, the FASB issued ASU No. 2014-16, Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity, or ASU No. 2014-16. The amendments of ASU No. 2014-16 clarify how U.S. GAAP should be applied in determining whether the nature of a host contract is more akin to debt or equity and in evaluating whether the economic characteristics and risks of an embedded feature are "clearly and closely related" to its host contract. The guidance in ASU No. 2014-16 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The Registrants are currently evaluating the impact of the standard on the Registrants' results of operations, cash flows and financial position.

ASU 2014-09 - In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), or ASU No. 2014-09. The amendments of ASU No. 2014-09 complete the joint effort between the FASB and the International Accounting Standards Board, IASB, to develop a common revenue standard for U.S. GAAP and International Financial Reporting Standards, or IFRS, and to improve financial reporting. The guidance in ASU No. 2014-09 provides that an entity should recognize revenue to depict the transfer of goods or services provided and establishes the following steps to be applied by an entity: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies the performance obligation. The guidance of ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods therein. Early adoption is not permitted. The Registrants are currently evaluating the impact of the standard on the Registrants' results of operations, cash flows and financial position.

ASU 2013-11 - In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, or ASU No. 2013-11. The amendments of ASU No. 2013-11, which were adopted on January 1, 2014, require an entity to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction of a deferred tax asset for a net operating loss, or NOL, a similar tax loss or tax credit carryforwards rather than a liability when the uncertain tax position would reduce the NOL or other carryforward under the tax law of the applicable jurisdiction and the entity intends to use the deferred tax asset for that purpose. The adoption of this standard did not impact the Registrants' results of operations or cash flows.

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

On December 2, 2014, GenOn, through its subsidiaries GenOn Sabine (Delaware), Inc. and GenOn Sabine (Texas), Inc., completed the sale of its 50% interest in Sabine Cogen, L.P., or Sabine, to Bayou Power, LLC, an affiliate of Rockland Capital, LLC. Sabine owns a 105 MW natural gas-fired cogeneration facility located in Texas. GenOn received cash consideration of \$35 million at closing. A gain of \$18 million was recognized as a result of the transaction and recorded within GenOn's consolidated statements of operations.

Kendall Disposition (GenOn and GenOn Americas Generation)

On January, 31, 2014, NRG North America LLC, a wholly owned subsidiary of GenOn Americas Generations, completed the sale of NRG Kendall LLC to Veolia Energy North America Holdings, Inc. for cash consideration of \$50 million. There was a \$6 million loss recorded in the consolidated results of operations of GenOn and GenOn Americas Generation during the first quarter of 2014.

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

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

The acquisition was recorded as a business combination, with identifiable assets acquired and liabilities assumed provisionally recorded at their estimated fair values on the acquisition date. The accounting for the business combination has been completed as of December 13, 2013. See Note 3, NRG Merger, in the Registrants' Form 10-K for the year ended December 31, 2012 for additional information related to the NRG Merger.

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

GenOn

	Historical carrying amount	Acquisition accounting adjustment	Acquisition-date fair value as reported in 2012 10-K	Measurement period adjustments	Revised acquisition-date fair value as reported in 2013 10-K
	(In millions)				
<b>Assets</b>					
Cash	\$983	\$—	\$ 983	\$—	\$ 983
Other current and non-current assets	2,049	(664	) 1,385	28	1,413
Property, plant and equipment	6,286	(2,350	) 3,936	(115	) 3,821
Derivative assets	1,143	14	1,157	—	1,157
Deferred income taxes	220	—	220	—	220
Total assets	\$10,681	\$(3,000	) \$ 7,681	\$(87	) \$ 7,594
<b>Liabilities</b>					
Other current and non-current liabilities	\$1,299	\$13	\$ 1,312	\$54	\$ 1,366
Out-of-market contracts and leases	331	733	1,064	62	1,126
Derivative liabilities	414	(15	) 399	—	399
Deferred income taxes	220	—	220	—	220
Long-term debt and capital leases	3,725	478	4,203	3	4,206
Total liabilities	\$5,989	\$1,209	\$ 7,198	\$119	\$ 7,317
Net assets	\$4,692	\$(4,209	) \$ 483	\$(206	) \$ 277





## GenOn Americas Generation

	Historical carrying amount	Acquisition accounting adjustment	Acquisition-date fair value as reported in 2012 10-K	Measurement period adjustments	Revised acquisition-date fair value as reported in 2013 10-K
(In millions)					
Assets					
Cash	\$ 171	\$—	\$ 171	\$—	\$ 171
Other current and non-current assets	1,509	(531 )	978	31	1,009
Property, plant and equipment	2,875	(1,546 )	1,329	(106 )	1,223
Derivative assets	1,226	12	1,238	—	1,238
Total assets	\$5,781	\$(2,065 )	\$ 3,716	\$(75 )	\$ 3,641
Liabilities					
Other current and non-current liabilities	\$705	\$(34 )	\$ 671	\$32	\$ 703
Out-of-market contracts and leases	—	540	540	64	604
Derivative liabilities	539	(10 )	529	—	529
Long-term debt and capital leases	862	99	961	—	961
Total liabilities	\$2,106	\$595	\$ 2,701	\$96	\$ 2,797
Net assets	\$3,675	\$(2,660 )	\$ 1,015	\$(171 )	\$ 844
GenOn Mid-Atlantic					

	Historical carrying amount	Acquisition accounting adjustment	Acquisition-date fair value as reported in 2012 10-K	Measurement period adjustments	Revised acquisition-date fair value as reported in 2013 10-K
(In millions)					
Assets					
Cash	\$ 163	\$—	\$ 163	\$—	\$ 163
Other current and non-current assets	700	(502 )	198	(1 )	197
Property, plant and equipment	2,399	(1,178 )	1,221	(199 )	1,022
Derivative assets	851	12	863	—	863
Total assets	\$4,113	\$(1,668 )	\$ 2,445	\$(200 )	\$ 2,245
Liabilities					
Other current and non-current liabilities	\$198	\$6	\$ 204	\$27	\$ 231
Out-of-market contracts and leases	—	540	540	64	604
Derivative liabilities	172	(10 )	162	—	162
Long-term debt and capital leases	14	—	14	—	14
Total liabilities	\$384	\$536	\$ 920	\$91	\$ 1,011
Net assets	\$3,729	\$(2,204 )	\$ 1,525	\$(291 )	\$ 1,234

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



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

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

	As of December 31,		2013	
	2014 Carrying Amount (In millions)	Fair Value	Carrying Amount	Fair Value

Liabilities

Long and short-term debt	\$3,122	\$2,706	\$3,120	\$3,058
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The fair value of long and short-term debt that is estimated using reported market prices for instruments that are publicly traded is classified as Level 2 within the fair value hierarchy. The fair value of non-publicly traded debt is based on the income approach valuation technique using current interest rates for similar instruments with equivalent credit quality and is classified as Level 3 within the fair value hierarchy.

GenOn Americas Generation

	As of December 31,		2013	
	2014 Carrying Amount (In millions)	Fair Value	Carrying Amount	Fair Value

Liabilities

Long and short-term debt	\$929	\$720	\$938	\$883
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The fair value of long and short-term debt is estimated using reported market prices for instruments that are publicly traded and is classified as Level 2 within the fair value hierarchy.

Fair Value Accounting under ASC 820

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

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

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

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

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

## Recurring Fair Value Measurements

Derivative assets and liabilities are carried at fair market value.

GenOn

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

As of December 31, 2014

Fair Value

Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total
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(In millions)

Derivative assets:

Commodity contracts	\$179	\$582	\$46	\$807
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Derivative liabilities:

Commodity contracts	\$105	\$371	\$13	\$489
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Other assets <sup>(b)</sup>	\$21	\$—	\$—	\$21
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(a) There were no transfers during the year ended December 31, 2014 between Levels 1 and 2.

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

As of December 31, 2013

Fair Value

Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total
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(In millions)

Derivative assets:

Commodity contracts	\$141	\$507	\$3	\$651
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Derivative liabilities:

Commodity contracts	\$25	\$149	\$7	\$181
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Other assets <sup>(b)</sup>	\$37	\$—	\$—	\$37
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(a) There were no transfers during the year ended December 31, 2013 between Levels 1 and 2.

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

The following tables reconcile the beginning and ending balances for derivatives that are recognized at fair value in GenOn's consolidated financial statements at least annually using significant unobservable inputs for the year ended December 31, 2014 and 2013:

	For the Year Ended December 31,	
	2014	2013
	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	
	Derivatives <sup>(a)</sup>	
	(In millions)	
Balance as of beginning of period	\$(4	) \$17
Total gains and losses (realized/unrealized) included in earnings	2	(17
Purchases	35	(3
Transfers out of Level 3 <sup>(b)</sup>	—	(1
Balance as of end of period	\$33	\$(4
The amount of the total losses for the period included in earnings attributable to the change in unrealized derivatives relating to assets still held at end of period	\$(1	) \$—

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

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



GenOn Americas Generation

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

	As of December 31, 2014			
	Fair Value			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	Total
	(In millions)			
Derivative assets:				
Commodity contracts	\$208	\$848	\$52	\$1,108
Derivative liabilities:				
Commodity contracts	\$137	\$640	\$32	\$809

(a) There were no transfers during the year ended December 31, 2014 between Levels 1 and 2.

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

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

The following tables reconcile the beginning and ending balances for GenOn Americas Generation's derivatives that are recognized at fair value in the consolidated financial statements at least annually using significant unobservable inputs for the year ended December 31, 2014 and 2013:

	For the Year Ended December 31,	
	2014	2013
	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	
	Derivatives <sup>(a)</sup>	
(In millions)		
Balance as of beginning of period	\$(1	) \$17
Total gains and losses (realized/unrealized) included in earnings	1	(17 )
Purchases	20	—
Transfers out of Level 3 <sup>(b)</sup>	—	(1 )
Balance as of end of period	\$20	\$(1 )
The amount of the total gains/(losses) for the period included in earnings attributable to the change in unrealized derivatives relating to assets still held at end of period	\$—	\$—

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

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

GenOn Mid-Atlantic

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

	As of December 31, 2014			Total
	Fair Value			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(a)</sup>	Level 3	
	(In millions)			
Derivative assets:				
Commodity contracts	\$145	\$211	\$26	\$382
Derivative liabilities:				
Commodity contracts	\$71	\$73	\$6	\$150

(a) There were no transfers during the year ended December 31, 2014 between Levels 1 and 2.

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

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

The following tables reconcile the beginning and ending balances for GenOn Mid-Atlantic's derivatives that are recognized at fair value in the consolidated financial statements at least annually using significant unobservable inputs for the year ended December 31, 2014 and 2013:

	For the Year Ended December 31,	
	2014	2013
	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	
	Derivatives <sup>(a)</sup>	
	(In millions)	
Balance as of beginning of period	\$—	\$7
Total gains and losses (realized/unrealized) included in earnings	—	(7)
Purchases	20	—
Balance as of end of period	\$20	\$—
The amount of the total gains/(losses) for the period included in earnings attributable to the change in unrealized derivatives relating to assets still held at end of period	\$—	\$—

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

Realized and unrealized gains and losses included in earnings that are related to energy derivatives are recorded in operating revenues and cost of operations.

### Derivative Fair Value Measurements

A portion of the Registrants' contracts are exchange-traded contracts with readily available quoted market prices. A majority of the Registrants' contracts are non-exchange-traded contracts valued using prices provided by external sources, primarily price quotations available through brokers or over-the-counter and on-line exchanges. For the majority of the Registrants' markets, quotes are from multiple sources. To the extent that the Registrants receive multiple quotes, prices reflect the average of the bid-ask mid-point prices obtained from all sources that the Registrants believe provide the most liquid market for the commodity. If the Registrants receive one quote, then the mid-point of the bid-ask spread for that quote is used. The terms for which such price information is available vary by commodity, region and product. A significant portion of the fair value of the Registrants' derivative portfolio is based on price quotes from brokers in active markets who regularly facilitate those transactions and the Registrants believe such price quotes are executable. The Registrants do not use third party sources that derive price based on proprietary models or market surveys. The remainder of the assets and liabilities represents contracts for which external sources or observable market quotes are not available. These contracts are valued based on various valuation techniques including but not limited to internal models based on a fundamental analysis of the market and extrapolation of observable market data with similar characteristics. Contracts valued with prices provided by models and other valuation techniques make up 6% of GenOn's derivative assets and 3% of GenOn's derivative liabilities, 5% of GenOn Americas Generation's derivative assets and 4% of GenOn Americas Generation's derivative liabilities and 7% of GenOn Mid-Atlantic's derivative assets and 4% of GenOn Mid-Atlantic's derivative liabilities.

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

As of December 31,	
2014	2013
(In millions)	