Filed by Exelon Corporation Reg. No. 333-155278 Pursuant to Rule 425 under the Securities Act of 1933, as amended

Subject Company: NRG Energy, Inc.

On December 15, 2008, Exelon began using the following presentation in discussions with investors:

Exelon + NRG: A Compelling Opportunity for Value Creation

Investor Meetings December 2008



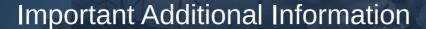
Forward-Looking Statements

This presentation includes forward-looking statements. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans and expected synergies. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. The factors that could cause actual results to differ materially from these forward-looking statements include Exelon's ability to achieve the synergies contemplated by the proposed transaction, Exelon's ability to promptly and effectively integrate the businesses of NRG and Exelon, and the timing to consummate the proposed transaction and obtain required regulatory approvals as well as those discussed in (1) Exelon's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's Third Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note(\$2); Exelon's preliminary prospectus/offer to exchange that is contained in the Registration Statement on Form S-4 (Reg. No. 333-155278) that Exelon has filed with the SEC in connection with the offer; and (4) other factors discussed in Exelon's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this filing. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this filing, except as required by

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



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



This communication relates, in part, to the offer (the "Offer") by Exelon Corporation ("Exelon") through its direct wholly-owned subsidiary, Exelon Xchang@orporation ("Xchange"), to exchange each issued and outstanding share of common <a href="mailto:three:t

Exelon and Xchange expect to file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with the solicitation of proxies (the "NRG Meeting Proxy Statement") for the 2009 annual meeting of NRG stockholders (the "NRG Meeting"). Exelon will also file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies for a meeting of Exelon shareholders (the "Exelon Meeting") to be called in order to approve the issuance of shares of Exelon common stock pursuant to the Offer (the "Exelon Meeting Proxy Statement"). Investors and security holders are urged to read the NRG Meeting Proxy Statement and the Exelon Meeting Proxy Statement and other relevant materials as they become available, because they will contain important information.

Investors and security holders can obtain copies of the materials described above (and all other related documents filed with the SEC) at no chargeon the SEC website: www.sec.gov.Copies can also be obtained at no charge by directing a request for such materials to Innisfree M&A Incorporated, 501 Madison Avenue 20th Floor, New York, New York 10022, toll free at 1-877-750-9501. Investors and security holders may also read and copy any reports, statements and other information filed by Exelon, Xchangeor NRGwith the SEC at the SEQublic reference room at 100 FStreet, N.E., Washington, D.C. 20549. Please call the SEQ t 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Exelon,Xchangeand the individuals to be nominated by Exelonfor election to NRG's oard of Directors will be participants in the solicitation of proxies from NRG tockholders for the NRG meeting or any adjournmentor postponement thereof. Exelonand Xchangewill be participants in the solicitation of proxies from Exelons hareholders for the Exelon Meeting or any adjournmentor postponement thereof. In addition, certain directors and executiveofficers of Exelonand Xchangemay solicit proxies for the Exelon Meeting and the NRG Meeting. Information about Exelonand Exelon's directors and executiveofficers is available in Exelon's proxy statement, dated March 20, 2008, filed with the SEGn connection with Exelon's 2008 annual meeting of shareholders. Information about Xchangeand Xchange's directors and executive officers is available in Schedulel to the Prospectus/Offer to Exchange. Information about any other participants will be included in the NRG Meeting Proxy Statement the Exelon Meeting Proxy Statement, as applicable.



Agenda for Today's Discussion

- Our Exchange Offer
- Compelling Value for NRG Shareholders
- Timeline
- Why Tender Your Shares

Appendix

• Overview of Exelon Corporation



The Exchange Offer

- On November 12th, Exelonlaunchedan exchangeoffer for all of the outstanding shares of NRG
 - Filed Form S-4 with the SEC
 - Fixed exchange ratio of 0.485 Exelon share for each NRG common share
 - Represents 37% premium to the October 17th NR Gclosing price
- Initial exchange offer period expires January 6, 2009



Financing Is Not an Obstacle

- Exelon believes it can secure committed financing for the transaction at the appropriate time
- We believe a negotiated combination can be structured in a way to reduce refinancing requirements to \$4B or less
 - We believe that the contemplated structure would not trigger the change of control provision for NRG's \$4.7B of Senior Notes, and would substantially improve credit metrics for those bondholders
 - Exelon's relationships with many of NRG's banks should facilitate arrangements for new credit facilities once current conflicts are eliminated
- We believe that the NRG direct lien program for power marketing could be left in place

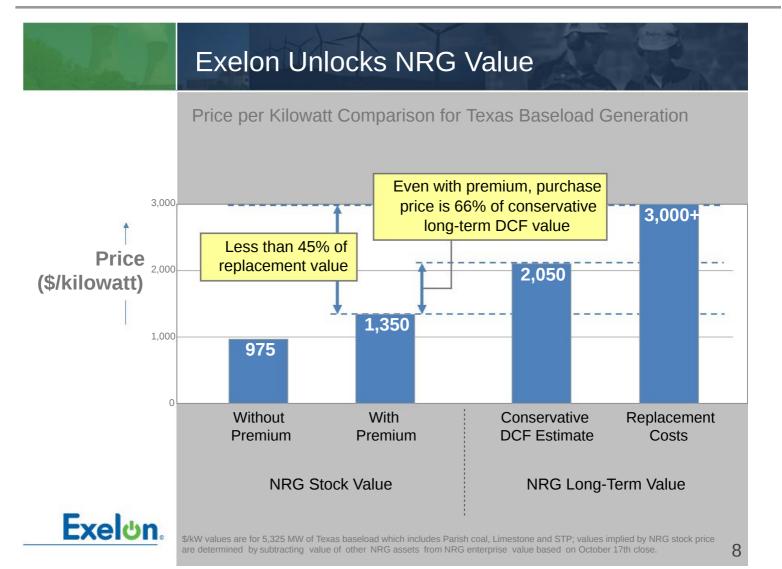
Reflecting our confidence that we can obtain secure committed financing at the appropriate time, our offer is not subject to a financing condition



Compelling Value for NRG Shareholders

- Full and generous priceupfront premium of 37%
- Tax-free opportunity to participate in the future growth of the largest and most diversified US power company, with a substantially improved credit profile and access to liquidity
 - · Requisite scope, scale and financial strength
 - Stronger credit metrics and investment grade balance sheet
 - Best-in-class nuclear and fossil operations
 - Low-cost generator, operating in the most attractive markets
 - Exelon 2020 principles will be adapted to the combined fleet
- Potential for substantial synergies
- Manageable regulatory hurdles to close





Combination Expected to Create Substantial Synergies

(\$ in Millions)

Exelon Operations & Maintenance: \$4,289¹

NRG Maintenance & Other Opex: \$950 General & Admin Expenses: \$309

Other COGS: \$454

Pro Forma Combined Non-fuel Expenses: \$6,002

Estimated Annual Cost Savings\$180 -\$300²

% of Combined Expenses: 3%-5% Costs to Achieve \$100

NPV of Synergies: \$1,500-\$3,000

Transactionexpected to create \$1.5 - \$3 billion of value through synergies with opportunity for more



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

- 1. Company 10-K for 2007 and investor presentations
- 2. Based on a preliminary analysis of publicly available information. Subject to due diligence investigation.

NRG Shareholders Capture Value

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

\$12.8 billion

Premium to NR $^{\textcircled{2}}$ Value of synergie $^{\textcircled{3}}$ Market cap as of Additional upside to 10/17/08 NRG shareholders

+ premium+ synergies



Value Creation to NRG Shareholders (\$ billions)

Excludestransactionand other costs of \$654 million and excludesincreased interest expense elated to refinancing of NRG debt.

1. Assumes275M diluted shares outstanding.

Market cap as of 10/17/08⁽¹⁾

- 2. Assumesan offer price of \$26.43;37% premium to 10/17/08 close price; 275M share soutstanding.
- 3. Value of synergies o NRG hareholders based on proportionate ownership of combined entity. Synergies estimate based on mid point of \$1.5 billion \$3.0 billion.
- 4. Additional upsidedefined as the value that is created if both companies stocks simultaneously reach their respective 52-week high prices (EXC\$92.13, NRG\$45.78).



10

\$12.8 billion

Percent Contribution of Free Cash Flow

- NRG states they contribute 30% of the free cash flow while getting 17% ownership of the pro-forma company basedon offer¹
- NRG's position is only a 2008 calculation
- Ignores PECO PPA roll-off in 2011 and Exelon carbon uplift
- Factoring in these two omitted pieces for 2008, NRG's free cash flow contribution of the pro-forma company would be 15-17% for 2008



- 1. NRG's 12/1/2008 "NRG's Path to Shareholder Values'entation, slide 4. Implied ownership based on a 0.485x exchange ratio
- 2. PECO PPA assumes market prices as of 11/30/2008. Assumes carbon at \$10-20 per tonne. Not necessarily representative of either company's internal forecast or indicative of results for any other year.

 11

Combination Will Result in Scope, Scale and Financial Strength

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

Value

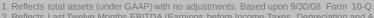
Exelon.

Pro Forma Quick Stats

(\$s in millions)

Combined assets \$68,900 LTM EBITDA \$9,400 Market cap (as of 11/24/2008\$39,800





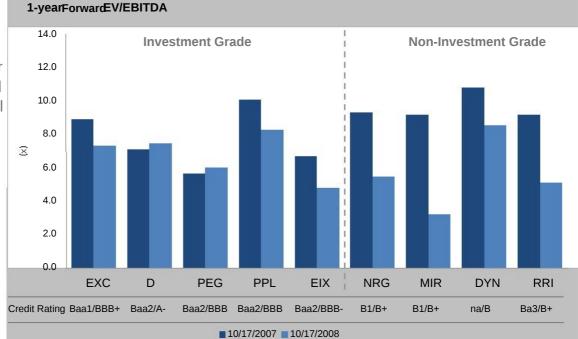
2. Reflects Last Twelve Months EBITDA (Earnings before Income Taxes, Depreciation and Amortization) as of 9/30/08 with no adjustments.

3. Calculation of Enterprise Value = Market Capitalization (as of 11/24/08) + Total Debt (as of 9/30/08) + Preferred Securities (as of 9/30/08) + Minority Interest (as of 9/30/08) - Cash & Cash Equivalents (as of 9/30/08). Debt, Preferred Securities, Minority Interest and Cash & Cash Equivalents based upon 9/30/08 Form 10-Q.

4. Includes owned and contracted capacity after giving effect to planned divestitures after regulatory approvals.

Credit Ratings Are a Valuation Differentiator

Investment grade credit ratings provide access to capital markets for growth capital and minimize collateral requirements which maximizes liquidity and contributes to superior valuations in difficult markets



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

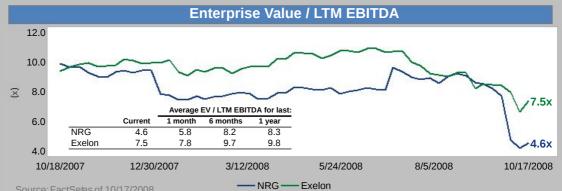
Average Multiples (x)	2007	2008
Investment Grade	7.7	6.8
Non-Investment Grade	9.6	5.6



Source: Bloomberg, FactSets of 10/17/2008; Credit ratings as of 10/17/2008

Stable, Predictable Cash Flow Is Awarded **Premium Valuation**

Exelon's strong, diversified cash flow streams have provided for a more stable valuation during periods of depressed commodity valuations and/or market turbulence We expect the market will likely continue to discount NRG's standalone growth prospects.



Source: FactSetas of 10/17/2008





Source:PerNRGDecember1, 2008 investor presentations, Companyfilings, Bloomberg

- ${\bf 1.} \ Yield to \ maturity \ of weighted average of \ Exelon Generation outstanding \ publicly \ traded debt$
- 2. Yield to maturity of weightedaverageof NR Coutstanding publicly traded debt 3. Credit ratings as of 10/17/08

Strong Balance Sheet and Credit Metrics

- NRG shareholders and bondholders expected to benefit from an investment grade balance sheet
- Targeting strong credit metrics for the combined entity25 -30% FFO/deb1
- Pay down debt plan expected to include: NRG balance sheet cash, asset sale proceeds, free cash flow

Today Exelon Credit RatingBBB-FFO / Debt: 26% Combined Entity Targets Credit RatingBBB FFO / Debt: 25-30%



- 1. Ratios exclude securitized debt.
- 2. Senior unsecured credit rating and FFO/Debt as of 10/31/08. Reflects S&P updated guidelines, which include imputed debt and interest related to purchase power agreements, unfunded pension and other postretirement benefits obligations, capital adequacy for energy trading, operating lease obligations and other off-balance sheet data.
- $3. From Standard \& Poor's 8/28/08 \ Credit Stats: Independent Power Producers \& \ Energy Traders-U.S. \\$

World Class Nuclear & Fossil Operations

Combined Company:

- Largest U.S. power company in terms of generating capacity: ~51,000 MW fleet (18,000 MW nuclear)
- · Best-in-class nuclear and fossil operations
- Second lowest carbon emitting intensity in the industry
- Geographic and fuel diversification with an improved dispatch profile

NRG:

High performing nuclear plant

- Top quartile capacity factor: 94.9%
- Large, well-maintained, relatively young units

Fossil fleet

- Half of >500 MW coal units are top quartile capacity factor
- 90% of coal fleet lower-cost PRB and lignite

Exelon:

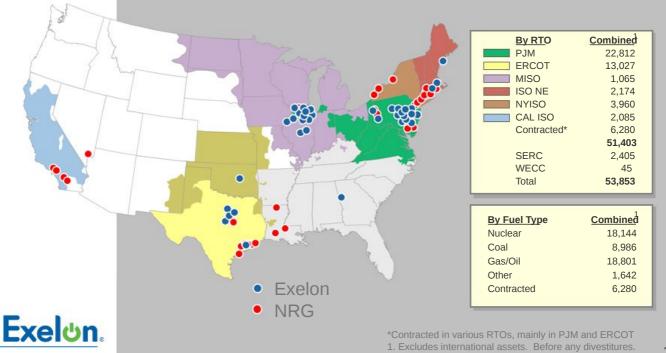
Premier U.S. nuclear fleet

- Best fleet capacity factor: ~ 94%
- Lowest fleet production costs: ~ \$15 / MWh
- Shortest fleet average refueling outage duration:
 24 days
- Strong reputation for performance and safety

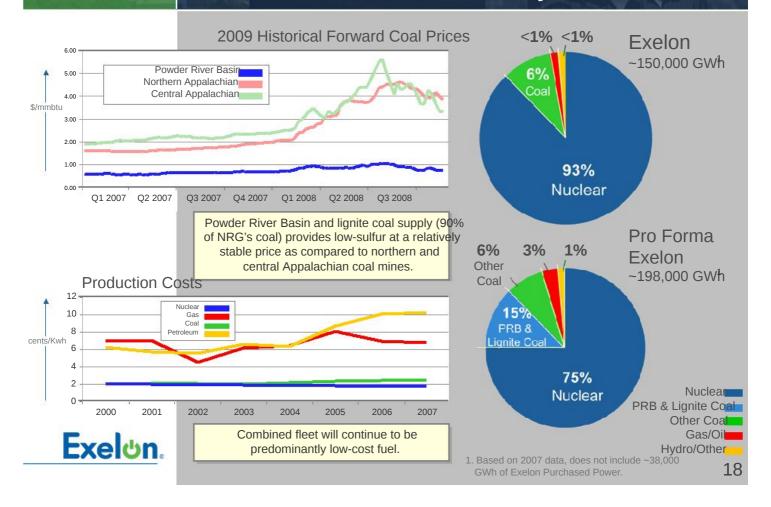


Operating in Most Attractive Markets

- Geographically complementary generation asset base
- · Predominantly located in competitive markets
- Strong presence in PJM (Mid-Atlantic and Midwest) and ERCOT

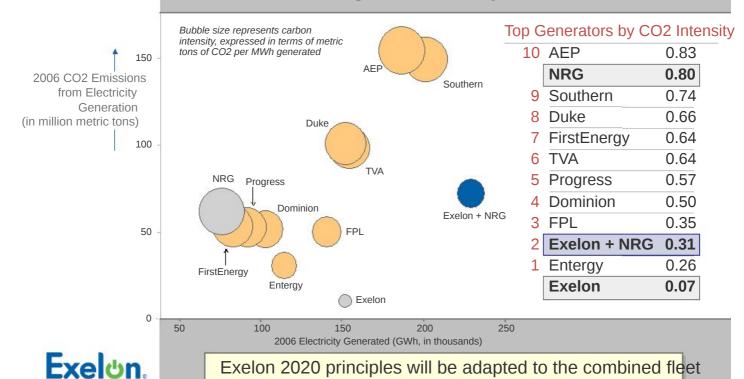


Combined Entity Will Continue to Benefit from Low Cost, Low Volatility Fuel Sources



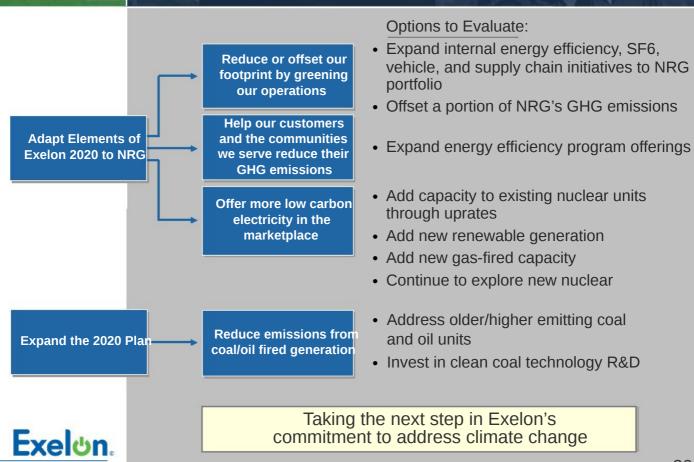
Largest Fleet, nd Lowest Carbon Intensity

CO2 Emissions of Largest US Electricity Generators



SOURCE: EIA and EPA data as compiled by NRD19

Exelon 2020 and NRG



Exelon Offers Lower Risk Growth Opportunitie

We believe Exelon's nearterm growth drivers are more predictable and have dramatically less capital at risk than NRG's



I/B/E/S'09-'11EBITDA I/B/E/S'09-'11EP\$

10.0% 16.8% (0.1%)1.7%

Growth Drivers

- **Nuclear uprates**
- Utility rate base growth
- PA POLR roll-off
- PJM capacity markets
- Carbon upside
- STP nuclear expansion
- Other low carbon capital expenditure programs

"Cost to Achieve Growth"

- Regular-way business operations expense
- Heavy capital expenditure investments
- Dependence on new build construction including new nuclear



Basedsolelyon I/B/E/Sestimatesfor Exelonand NRGas of 10/31/08. Not necessarily representative of either company's internal forecasts. Providedfor illustration only. Not intended as earningsguidanceor as a forecast of expected results.

Clear Value under Multiple Scenarios



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





Gas price is long-term price in 2008 \$/MMBtu; coal price is long-term price in 2008 \$/ton for PRB8800 excluding transportation; new build cost is long-term combined cycle cost in PJM in 2008 overnight \$/kW; carbon year is year in which national cap and trade starts; carbon price is in 2012 \$/tonne assuming 7% escalation; moderate recession assumes conditions consistent with current forward prices; and severe recession assumes five years of no load growth.

Principal Regulatory Approvals and Expected Divestitures

- Principal regulatory approvals:
 - Texas, New York, Pennsylvania, California state regulatory commissions and various state siting commissions
 - Hart-Scott-Rodino (DOJ/FTC)
 - FERC
 - NRC
 - · Notice filing in Illinois
- Limited market power issuesnet expected to challenge transaction closing
 - Divestitures anticipated only in PJM and ERCOT
 - ~3,200 MWs of high heat rate gas and baseload coal plants
 ~1,200 MWs under contract
 - Model assumes \$1 billion of proceeds from divestitures (after-tax)



Regulatory hurdles are manageable

1. Plantssubjectto divestiture are de minimus contributors to revenueand earnings.

Transaction Timeline Q2 2009 Q4 2009 Q4 2008 Q1 2009 Q3 2009 10/19: **Announce Offer** 1/6: Initial 11/12: **Exchange Offer Exchange Offer** Filed **Expires Proxy Solicitation NRG and Exelon Shareholder** Meetings Make Filings and Work to Secure Regulatory Approvals (FERC, NRC, DOJ/FTC, PUCT, NYPSC, PAPUC, CPUC, ICC **Receive Regulatory Approvals**



* Notice filing only

24

Expected Transaction Close

Exelon More Than Meets the "Five Imperatives" Outlined by NRG on May 28, 200

NRG's Stated Imperatives

Exelon Combination More than Meets These Imperatives

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

- **MUST**be geographically diversified in multiple markets

 NRG stakeholders become part of the most diversified and competitive generation portfolio operating in 12 different states and 6 different regional transmission organizations.
- **3. MUST**develop and expand our route to market through contracting with retail load providers, trading, direct sales, etc significant access to customers, retail providers, and other sales channels.
- MUSThave sophisticated ability to trade, procure, hedge, and originate for electricity and input fuels

 Exelon provides NRG stakeholders with broad trading expertise and sound power marketing and risk management practices. Exelon's significant experience in markets with locational prices is particularly relevant since ERCOT is moving to a PJM-type structure.
- MUSTdevelop depth and breadth in key markets, particularly across fuel types, transmission constraints and merit order

 This transaction accomplishes in one step what several transactions might have accomplished for NRG in these regards. Given the current difficulty in accessing capital markets, it is unclear whether NRG would have the ability to meet this objective without Exelon.



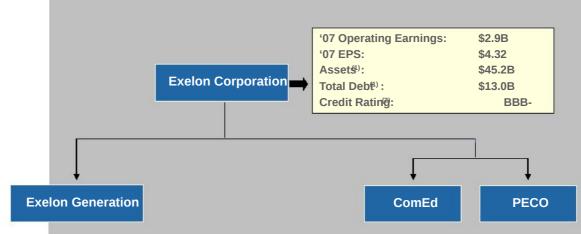
Why Tender Your NRG Shares?

- Tenderingyour NRGsharesprior to the January6th expiration will provide a strong signal of your support for a negotiated deal
- Exelon believes its proposal represents the best immediate and long-term value for your investment, providing:
 - Increased scale and generation efficiency
 - Enhanced ability to pursue capital-intensive projects
 - Stronger credit metrics with an investment grade balance sheet gives access to greater liquidity
 - Greater stock trading liquidity and appreciation potential
 - Ability and intention to pay quarterly dividends on common stock





The Exelon Companies



Nuclear, Fossil, Hydro & Renewable Generation **Power Marketing**

'07 Earnings: \$2,331M

'07 EPS: \$3.45

Total Debt⁽¹⁾: \$2.5B Credit Rating): BBB

Pennsylvania Illinois Utility Utility \$507M '07 Earnings: \$200M '07 EPS: \$0.75 \$0.30 Total Debt(1): \$3.5B \$5.1B Credit Rating(§): BBB+ A-



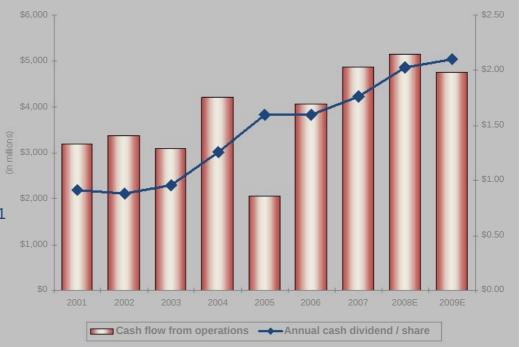
Note: All '07 income numbers represent adjusted (Non-GAAP) Operating Earnings and EPS. Refer to attached slides for reconciliation of adjusted (non-GAAP) operating EPS to GAAP EPS.

- 1. As of 9/30/08.
- 2. Standard & Poor's senior unsecured debt ratings for Exelon and Generation and senior secured debt ratings for ComEdand PECOas of 11/24/08.

Stable Cash Flows and Commitment to Value Return

Sustainable Value

- Strong and consistent cash flows from operations⁽¹⁾
- Over 12% compound annual dividend growth rate since 2001



Exelon produces strong and consistent cash flows and continues to honor its commitment to return value to shareholders



1. CashFlowsfrom Operationsprimarily include net cash flows provided by operating activities, excluding counterparty collateral activity, and including net cash flows used in investing activities other than capital expenditures. CashFlowsfrom Operations 160 in 2005 reflect discretionary aggregate pension contributions of \$2 billion.

Exelon Generation

Value Proposition

- Large, low-cost, low-emissions, exceptionally well-run nuclear fleet
- Complementary and flexible fossil and hydro fleet
- Improving power market fundamentals (commodity prices, heat rates, and capacity values)
- End of below-market contract in Pennsylvania beginning 2011
- · Potential carbon restrictions



- Continue to focus on operating excellence, cost management, and market discipline
- Execute on power and fuel hedging programs
- Support competitive markets
- Pursue nuclear & hydro plant relicensing and strategic investment in material condition
- · Maintain industry-leading talent

Grow Value

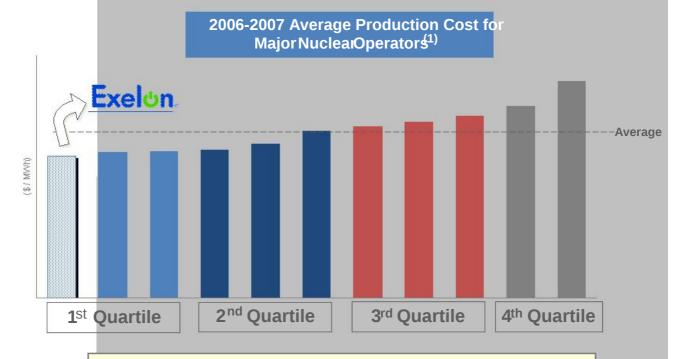
- Pursuepotentialfor nuclearplantupratesand investigate potential for more
- Rigorously evaluate generation development opportunities, including new nuclear and combined cycle gas turbine
- Capture increased value of low-carbon generation portfolio





Exelon Generation is the premier unregulated generation company positioned to capture market opportunities and manage risk

Lowest Cost Nuclear Fleet Operator

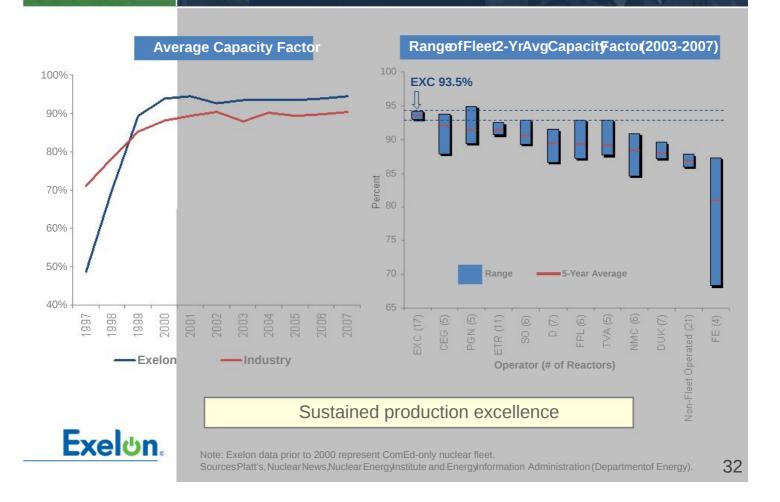




Among major nuclear plant fleet operators, Exelon is consistently the lowest-cost producer of electricity in the nation

 $1. Source 2007 \, Electric \, Utility \, Cost Group (EUCG) urvey. \, Includes \, Fuel \, Costplus \, Direct \, O\&M \, divided \, by \, net \, generation.$

World-Class Nuclear Operator



GAAP Earnings Reconciliation Year Ended December 31, 2007

(in millions)		<u>ExGe</u> n	ComEd	PECO	<u>Other</u>	Exelon
2007 GAAP Rep	orted Earnings	\$2,029	\$165	\$507	\$35	\$2,736
Mark-to-market activities	adjustments from economic hedging	104	(3)	-	-	101
Investments in s	synthetic fuel-producing facilities	-	-	-	(87)	(87)
Nuclear Decom	missioning obligation reduction	(18)	-	-	-	(18)
2007 Illinois ele	ctric rate settlement	256	24	-	-	280
City of Chicago	settlement	-	14	-	-	14
Termination of S	Stateline PPA	(130)	-	-	-	(130)
Georgia Power	tolling agreement	72	-	-	-	72
Sale of ExGen's	investments in TEG and TEP	(11)	-	-	-	(11)
Settlement of a	tax matter at Generation related to Sithe	(5)	-	-	-	(5)
Non-cash defer	red tax items	34	-	-	(63)	(29)
2007 Adjusted (non-GAAP) Operating Earnings / (Loss)\$2,331		\$200	\$507	\$(115)	\$2,923	



Note: Amounts may not add due to rounding.

GAAP EPS Reconciliation Year Ended December 31, 2007

	ExGen(1)	ComE(t)	PECOL)	Other(1)	Exelon
2007 GAAP Earnings Per Share	\$3.01	\$0.25	\$0.75	\$0.04	\$4.05
Mark-to-market adjustments from economic hedging activ	ities0.15	-	-	-	0.15
2007 Illinois electric rate settlement	0.38	0.03	-	-	0.41
Investments in synthetic fuel-producing facilities	-	-	-	(0.14)	(0.14)
Nuclear decommissioning obligation reduction	(0.03)	-	-	-	(0.03)
Termination of State Line PPA	(0.19)	-	-	-	(0.19)
Georgia Power tolling agreement	0.11	-	-	-	0.11
City of Chicago settlement	-	0.02	-	-	0.02
Non-cash deferred tax items	0.04	-	-	(80.0)	(0.04)
Settlement of a tax matter at Generation related to Sithe	(0.01)	-	-	-	(0.01)
Sale of Generation's investments in TEG and TEP	(0.01)	-	-	-	(0.01)
2007 Adjusted (non-GAAP) Operating Earnings (Loss) Per\$\$h\$5e		\$0.30	\$0.75	\$(0.18)	\$4.32



1. Amounts shown per Exelon share and represent contributions to Exelon's EPS.