

EVERYTHING ENERGY LLC  
Form S-4  
December 11, 2014

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As filed with the Securities and Exchange Commission on December 11, 2014

No. 333-

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### NRG Energy, Inc.\*

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**4911**  
(Primary Standard Industrial  
Classification Code Number)

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**41-1724239**  
(I.R.S. Employer  
Identification No.)

**211 Carnegie Center, Princeton, NJ 08540**  
**Telephone: (609) 524-4500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**David R. Hill**  
**Executive Vice President and General Counsel**  
**211 Carnegie Center**  
**Princeton, NJ 08540**  
**Telephone: (609) 524-4500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies of all communications, including communications sent to agent for service, should be sent to:**

**Gerald T. Nowak, P.C.**  
**Paul D. Zier**  
**Kirkland & Ellis LLP**  
**300 North LaSalle Street**  
**Chicago, Illinois 60654**

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(312) 862-2000

**Approximate date of commencement of proposed sale of the securities to the public:  
The exchange will occur as soon as practicable after the effective date of this Registration Statement.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer):

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer):

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Amount of Registration Fee
6.25% Senior Notes due 2024	\$1,000,000,000	100%	\$116,200
Guarantees related to the 6.25% Senior Notes due 2024(2)			(3)

- (1) Calculated in accordance with Rule 457 under the Securities Act of 1933, as amended.
- (2) No separate consideration was received for the issuance of the guarantees.
- (3) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantees being registered hereby.

**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

\*  
The Co-Registrants listed on the next page are also included in this Form S-4 Registration Statement as additional Registrants.



Table of Contents**Table of Additional Registrants**

<b>Exact Name of Additional Registrants*</b>	<b>Jurisdiction of Formation</b>	<b>I.R.S. Employer Identification No.</b>
Ace Energy, Inc.	New York	20-1614426
Allied Warranty LLC	Texas	20-1813150
Arthur Kill Power LLC	Delaware	41-1937649
Astoria Gas Turbine Power LLC	Delaware	41-1937470
Bayou Cove Peaking Power, LLC	Delaware	36-4498942
BidURenergy, Inc.	New York	20-3980208
Cabrillo Power I LLC	Delaware	76-0595964
Cabrillo Power II LLC	Delaware	76-0595963
Carbon Management Solutions LLC	Delaware	27-2238021
Cirro Energy Services, Inc.	Texas	20-2579156
Cirro Group, Inc.	Texas	75-2941421
Clean Edge Energy LLC	Delaware	27-2244275
Conemaugh Power LLC	Delaware	41-1973743
Connecticut Jet Power LLC	Delaware	41-1949386
Cottonwood Development LLC	Delaware	52-2220177
Cottonwood Energy Company LP	Delaware	76-0635621
Cottonwood Generating Partners I LLC	Delaware	76-0635620
Cottonwood Generating Partners II LLC	Delaware	52-2236732
Cottonwood Generating Partners III LLC	Delaware	52-2236738
Cottonwood Technology Partners LP	Delaware	76-0669423
Devon Power LLC	Delaware	41-1949385
Dunkirk Power LLC	Delaware	41-1937466
Eastern Sierra Energy Company LLC	California	33-0299028
El Segundo Power, LLC	Delaware	41-1893999
El Segundo Power II LLC	Delaware	76-0663675
Energy Alternatives Wholesale, LLC	Delaware	455420194
Energy Curtailment Specialists, Inc.	New York	20-0462805
Energy Plus Holdings LLC	Delaware	74-3216390
Energy Plus Natural Gas LLC	Delaware	27-3309340
Energy Protection Insurance Company	Vermont	27-3660148
Everything Energy LLC	Delaware	26-3576595
Forward Home Security, LLC	Texas	46-0837518
GCP Funding Company, LLC	Delaware	33-0334380
Green Mountain Energy Company	Delaware	03-0360441
Gregory Partners, LLC	Delaware	51-0382110
Gregory Power Partners LLC	Delaware	54-1910630
Huntley Power LLC	Delaware	41-1937468
Independence Energy Alliance LLC	Delaware	45-1139369
Independence Energy Group LLC	Delaware	27-4408520
Independence Energy Natural Gas LLC	Delaware	
Indian River Operations Inc.	Delaware	41-1973349
Indian River Power LLC	Delaware	41-1973747
Keystone Power LLC	Delaware	41-1973744
Langford Wind Power, LLC	Texas	26-4418527
Lone Star A/C & Appliance Repair, LLC	Texas	20-4278795
Louisiana Generating LLC	Delaware	41-1870498
Meriden Gas Turbines LLC	Delaware	41-1991989
Middletown Power LLC	Delaware	41-1949384
Montville Power LLC	Delaware	41-1949383
NEO Corporation	Minnesota	41-1753235
NEO Freehold-Gen LLC	Delaware	41-1980237
NEO Power Services Inc.	Delaware	23-3043507

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<b>Exact Name of Additional Registrants*</b>	<b>Jurisdiction of Formation</b>	<b>I.R.S. Employer Identification No.</b>
New Genco GP, LLC	Delaware	02-0732611
Norwalk Power LLC	Delaware	41-1949381
NRG Affiliate Services Inc.	Delaware	41-1960764
NRG Artesian Energy LLC	Delaware	27-2243660
NRG Arthur Kill Operations Inc.	Delaware	41-1939116
NRG Astoria Gas Turbine Operations Inc.	Delaware	41-1939115
NRG Bayou Cove LLC	Delaware	41-2016940
NRG Business Solutions LLC	Delaware	45-5124984
NRG Cabrillo Power Operations Inc.	Delaware	41-1938132
NRG California Peaker Operations LLC	Delaware	20-0088453
NRG Cedar Bayou Development Company, LLC	Delaware	26-0601018
NRG Connected Home LLC	Delaware	38-3934333
NRG Connecticut Affiliate Services Inc.	Delaware	41-1952333
NRG Construction LLC	Delaware	26-0496159
NRG Curtailment Solutions LLC	Delaware	46-3377471
NRG Development Company Inc.	Delaware	41-1959656
NRG Devon Operations Inc.	Delaware	41-1950239
NRG Dispatch Services LLC	Delaware	45-5214920
NRG Distributed Generation PR LLC	Delaware	30-0834381
NRG Dunkirk Operations Inc.	Delaware	41-1939114
NRG El Segundo Operations Inc.	Delaware	41-1929997
NRG Energy Efficiency-L LLC	Delaware	38-3935079
NRG Energy Efficiency-P LLC	Delaware	35-2511047
NRG Energy Labor Services LLC	Delaware	27-5345464
NRG Energy Services Group LLC	Delaware	27-3915519
NRG Energy Services International Inc.	Delaware	61-1721905
NRG Energy Services LLC	Delaware	41-1978725
NRG Generation Holdings, Inc.	Delaware	20-1911335
NRG Home & Business Solutions LLC	Delaware	90-0835027
NRG Home Solutions LLC	Delaware	46-1569642
NRG Home Solutions Product LLC	Delaware	45-5215213
NRG Homer City Services LLC	Delaware	30-0749587
NRG HQ DG LLC	Delaware	47-1799823
NRG Huntley Operations Inc.	Delaware	41-1939118
NRG Identity Protect LLC	Delaware	45-5224616
NRG Ilion Limited Partnership	Delaware	36-3783670
NRG Ilion LP LLC	Delaware	41-2016939
NRG International LLC	Delaware	41-1744096
NRG Maintenance Services LLC	Delaware	20-8088165
NRG Mextrans Inc.	Delaware	41-1951078
NRG MidAtlantic Affiliate Services Inc.	Delaware	41-1996587
NRG Middletown Operations Inc.	Delaware	41-1950236
NRG Montville Operations Inc.	Delaware	41-1950237
NRG New Roads Holdings LLC	Delaware	41-1968966
NRG North Central Operations Inc.	Delaware	41-2004025
NRG Northeast Affiliate Services Inc.	Delaware	41-1940300
NRG Norwalk Harbor Operations Inc.	Delaware	41-1950238
NRG Operating Services, Inc.	Delaware	41-1744095
NRG Oswego Harbor Power Operations Inc.	Delaware	41-1939117
NRG PacGen Inc.	Delaware	41-1889830
NRG Portable Power LLC	Delaware	45-5224676
NRG Power Marketing LLC	Delaware	41-1910737
NRG Reliability Solutions LLC	Delaware	45-5411416
NRG Renter's Protection LLC	Delaware	45-5224780

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NRG Retail LLC	Delaware	26-4341161
NRG Retail Northeast LLC	Delaware	46-4014866
NRG Rockford Acquisition LLC.	Delaware	41-2011003
NRG Saguario Operations Inc.	Delaware	41-2013262
NRG Security LLC	Delaware	45-5215086
NRG Services Corporation	Delaware	41-1841627
NRG SimplySmart Solutions LLC	Delaware	27-4204481
NRG South Central Affiliate Services Inc.	Delaware	41-1996193
NRG South Central Generating LLC	Delaware	41-1963217
NRG South Central Operations Inc.	Delaware	41-2002465
NRG South Texas LP	Texas	30-0083668
NRG Texas C&I Supply LLC	Delaware	26-4555466
NRG Texas Gregory LLC	Delaware	
NRG Texas Holding Inc.	Delaware	26-4775586
NRG Texas LLC	Delaware	20-1504355
NRG Texas Power LLC	Delaware	34-2019301
NRG Warranty Services LLC	Delaware	45-5224719
NRG West Coast LLC	Delaware	41-1942517
NRG Western Affiliate Services Inc.	Delaware	41-1949168
O'Brien Cogeneration, Inc. II	Delaware	23-2414656
ONSITE Energy, Inc.	Oregon	93-0910742
Oswego Harbor Power LLC	Delaware	41-1937465
RE Retail Receivables, LLC	Delaware	41-2046596
Reliant Energy Northeast LLC	Delaware	32-0314140
Reliant Energy Power Supply, LLC	Delaware	204823108
Reliant Energy Retail Holdings, LLC	Delaware	76-0655580
Reliant Energy Retail Services, LLC	Delaware	76-0655567
RERH Holdings, LLC	Delaware	20-5222227
Saguario Power LLC	Delaware	41-2013654
Somerset Operations Inc.	Delaware	41-1923722
Somerset Power LLC	Delaware	41-1924606
Texas Genco Financing Corp.	Delaware	27-0110393
Texas Genco GP, LLC	Texas	75-3013803
Texas Genco Holdings, Inc.	Texas	76-0695920
Texas Genco LP, LLC	Delaware	30-0381697
Texas Genco Operating Services LLC	Delaware	75-3172707
Texas Genco Services, LP	Texas	38-3694336
US Retailers LLC	Delaware	26-3576629
Vienna Operations Inc.		