

NRG ENERGY INC  
Form 425  
April 24, 2002

Filed by Xcel Energy Inc.  
Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: NRG Energy, Inc.  
Registration No.: 333-84264

## Xcel Energy

U.S. Bancorp Center  
800 Nicollet Mall  
Minneapolis, MN 55402-2023

April 24, 2002

### INVESTOR RELATIONS RELEASE

#### XCEL ENERGY REPORTS FIRST QUARTER ONGOING EARNINGS OF 31 CENTS

MINNEAPOLIS Xcel Energy's ongoing earnings for the first quarter 2002 were 31 cents per share, excluding special charges, compared with 61 cents per share for the same period in 2001. Total earnings were 29 cents per share for the first quarter of 2002. The special charges for 2002 consisted of 1 cent for the write-off of a Southwestern Public Service Co. (SPS) regulatory asset in response to a regulatory decision, and 1 cent for the refinement of previously announced restaffing charges.

The earnings contribution of Xcel Energy subsidiary NRG Energy declined from 8 cents per share in the first quarter of 2001 to a loss of 6 cents per share in 2002. The decline was due to unfavorable weather in much of NRG's operating territory in the United States, lower power prices, the impact of Statement of Financial Accounting Standard (SFAS) No. 133 (regarding derivative accounting) and higher interest expense. NRG historically has experienced lower earnings during the first quarter compared with other quarters (NRG's earnings during first quarter 2001 represented 9 percent of its overall 2001 earnings, excluding SFAS 133 impacts).

Xcel Energy's utility earnings for the first quarter of 2002, which included trading and marketing activities, were 40 cents per share before special charges as described above, compared with 56 cents per share in 2001. The decline was greater than anticipated primarily due to lower-than-expected trading and short-term wholesale margins, largely related to lower power pool prices. The core regulated businesses remain strong.

The first quarter of 2002 presented numerous challenges, and we are responding to those challenges in both our regulated and nonregulated operations, said Wayne H. Brunetti, Xcel Energy's Chairman, President and Chief Executive Officer. Our 2002 annual earnings target remains \$2.30 to \$2.40 per share.

In our regulated operations, we remain focused on managing our costs and serving our customers. Pending successful completion of our recent exchange offer for all publicly held shares of NRG, we have executable plans in place to enhance NRG's earnings, Brunetti said. We anticipate improved NRG results through consolidation and integration of some of NRG's functions with those of Xcel Energy.

Xcel Energy and NRG will host a joint earnings conference call beginning at 1:30 p.m. Central Time on April 24. The conference call will be broadcast and archived on Xcel Energy's Web site at the following location: <http://www.xcelenergy.com>, then click on: Investor Information. During the conference call, a chart regarding NRG margins and fixed costs will be discussed. The chart may be viewed at

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[http://media.corporate-ir.net/media\\_files/nys/xel/xel\\_042402.pdf](http://media.corporate-ir.net/media_files/nys/xel/xel_042402.pdf). Copies of this news release that have been distributed via email or fax contain a copy of the referenced chart.

In addition, the call can be accessed live at:

U.S. Dial-In: 1-800-230-1074  
International Dial-In: (612) 288-0329

The call will be available for replay from 5 p.m. on April 24 through 11:59 p.m. on May 3, Central Time. Replay numbers:

U.S. Dial-In: 1-800-475-6701 International Dial-In: (320) 365-3844 Access Code: 635021

This release includes forward-looking statements that are subject to certain risks, uncertainties and assumptions. Such forward-looking statements are intended to be identified in this document by the words anticipate, estimate, expect, projected, objective, outlook, possible, potential and similar expressions. Actual results may vary materially. Factors that could cause actual results to differ materially include, but are not limited to: general economic conditions, including their impact on capital expenditures; business conditions in the energy industry; competitive factors; unusual weather; changes in federal or state legislation; regulation; risks associated with the California power market; currency translation and transaction adjustments; the higher degree of risk associated with Xcel Energy's nonregulated businesses compared with Xcel Energy's regulated business; the satisfaction of all conditions to the exchange offer that cannot be waived and the satisfaction or waiver of conditions to the exchange offer that may be waived; and the other risk factors listed from time to time by Xcel Energy in reports filed with the Securities and Exchange Commission (SEC), including Exhibit 99.01 to Xcel Energy's report on Form 10-K for year 2001.

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Xcel Energy (NYSE: XEL) is a major U.S. electricity and natural gas company with operations in 12 Western and Midwestern states. Formed by the merger of Denver-based New Century Energies (NCE) and Minneapolis-based Northern States Power Co. (NSP), Xcel Energy provides a comprehensive portfolio of energy-related products and services to 3.2 million electricity customers and 1.7 million natural gas customers through its regulated operating companies. In terms of customers, it is the fourth-largest combination electricity and natural gas company in the nation. Company headquarters are located in Minneapolis. More information is available at [www.xcelenergy.com](http://www.xcelenergy.com).

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Internet Address: <http://www.xcelenergy.com>

*This information is not given in connection with any  
sale or offer for sale or offer to buy any security.*

## XCEL ENERGY INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)  
(Thousands of Dollars, Except per Share Data)

	Three months ended March 31,		Twelve months ended March 31,	
	2002	2001	2002	2001
Operating revenues:				
Electric utility	\$1,231,657	\$1,547,512	\$6,078,882	\$6,008,761
Gas utility	563,911	960,165	1,656,397	1,943,251
Electric and gas trading	755,412	966,891	2,975,371	2,800,430
Nonregulated and other	750,127	732,538	3,194,485	2,541,118
Equity earnings from investments in affiliates	16,480	23,462	210,088	193,095
Total operating revenues	3,317,587	4,230,568	14,115,223	13,486,655
Operating expenses:				
Electric fuel and purchased power utility	502,046	787,565	2,886,141	2,869,676
Cost of gas sold and transported utility	375,615	772,052	1,121,120	1,403,264
Electric and gas trading costs	752,662	917,364	2,932,899	2,714,699
Cost of sales nonregulated and other	397,552	394,809	1,659,265	1,242,767
Other operating and maintenance expenses utility	391,491	380,148	1,517,382	1,466,001
Other operating and maintenance expenses nonregulated	212,749	178,266	842,438	676,939
Depreciation and amortization	260,544	213,310	996,434	820,529
Taxes (other than income taxes)	82,897	94,748	304,641	353,510
Special charges	14,113	76,343	240,105	

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Total operating expenses

2,989,669 3,738,262 12,336,663 11,787,490

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Operating income

327,918 492,306 1,778,560 1,699,165

Interest income and other nonoperating income net of other expenses

17,923 17,486 72,598 28,477

Interest charges and financing costs:

Interest charges net of amounts capitalized

203,232 175,849 809,782 693,325

Distributions on redeemable preferred securities of subsidiary trusts

9,700 9,700 38,800 38,800

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Total interest charges and financing costs

212,932 185,549 848,582 732,125

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Income before income taxes, minority interests and extraordinary items

132,909 324,243 1,002,576 995,517

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Income taxes  
33,277 106,281 263,719 346,406  
Minority interest  
(3,872) 8,652 59,984 47,342

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Income before extraordinary items  
103,504 209,310 678,873 601,769  
Extraordinary items, net of tax  
10,287 (18,960)

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Net income  
103,504 209,310 689,160 582,809  
Dividend requirements on preferred stock  
1,060 1,060 4,240 4,241

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Earnings available for common shareholders  
\$102,444 \$208,250 \$684,920 \$578,568

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Weighted average common shares outstanding diluted (1000 s)  
354,172 341,472 346,856 339,498  
Earnings per share diluted:

Earnings before unusual items

\$0.31 \$0.61 \$2.00 \$2.28

Special charges see page 4

(0.02) (0.13) (0.52)

Conservation incentive adjustment see page 5

0.07

Extraordinary items see page 5

0.03 (0.06)

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Total

\$0.29 \$0.61 \$1.97 \$1.70

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*Certain items in the 2001 income statements have been reclassified to conform to the presentation included in Xcel Energy's Annual Report on Form 10-K for the year ended Dec. 31, 2001. These reclassifications had no effect on net income or earnings per share.*

See Notes to Consolidated Financial Statements

**XCEL ENERGY INC.**

Notes to Consolidated Financial Statements (Unaudited)

Due to the seasonality of Xcel Energy's operating results, quarterly financial results are not necessarily an appropriate base from which to project annual results.

**Note 1. Significant Factors Affecting Operating Results**

The following table summarizes the earnings-per-share contributions of Xcel Energy's businesses.

	3 Mos. Ended		12 Mos. Ended	
	3/31/02	3/31/01	3/31/02	3/31/01
Utility before unusual items	\$0.40	\$0.56	\$1.72	\$1.90
Special charges – see details below (0.02) 0.00 (0.13) (0.44)				
Conservation incentive adjustment 0.00 0.00 0.07 0.00				
Extraordinary items 0.00 0.00 0.03 (0.06)				
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Total utility \$0.38 \$0.56 \$1.69 \$1.40				
Nonregulated / holding company before special charges (0.09) 0.05 0.28 0.38				
Special charges – see details below 0.00 0.00 0.00 (0.08)				
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Total nonregulated / holding company (0.09) 0.05 0.28 0.30				
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 Total EPS  
 \$0.29 \$0.61 \$1.97 \$1.70

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 EPS before unusual items  
 \$0.31 \$0.61 \$2.00 \$2.28

**Special Charges**

**2002 Regulatory Recovery Adjustment** In late 2001, SPS filed an application requesting a rate rider to recover costs incurred to comply with deregulation legislation in Texas and New Mexico. During the first quarter of 2002, SPS entered into a settlement agreement with intervenors regarding the recovery of restructuring costs, subject to approval by the state regulatory commission. Based on the settlement agreement, SPS wrote off pretax restructuring costs of approximately \$5 million, or approximately 1 cent per share.

**2002/2001 Restaffing** During the fourth quarter of 2001, Xcel Energy expensed pretax special charges of \$39 million, or 7 cents per share, for expected staff consolidation costs for an estimated 500 employees. In the first quarter of 2002, the identification of terminated employees was finalized and additional pretax special charges of \$9 million, or approximately 1 cent per share, were expensed for the final costs of staff consolidations. The charges related to severance costs for utility operations resulting from restaffing plans of several operating and corporate support areas of Xcel Energy. Staff terminations of 564 are now expected to occur. As of March 31, 2002, 551 of these terminations had occurred.

**2001 Postemployment Benefits** Earnings for the 12 months ended March 31, 2002, were decreased by 4 cents per share due to a Colorado Supreme Court decision that resulted in a second-quarter 2001 pretax write-off of \$23 million of regulatory assets related to deferred postemployment benefit costs at Public Service Company of Colorado (PSCo), a wholly owed utility subsidiary of Xcel Energy.

**2000 Merger Costs** During the third quarter and fourth quarter of 2000, Xcel Energy expensed pretax special charges of \$241 million, or 52 cents per share, for costs related to the merger between NSP and NCE. Of these special charges, approximately 44 cents per share were associated with the costs of merging regulated operations and 8 cents per share were associated with merger impacts on nonregulated activities. Of these



pretax special charges, \$201 million, or 43 cents per share, was recorded during the third quarter of 2000 and \$40 million, or 9 cents per share, was recorded during the fourth quarter of 2000.

**Conservation Incentive Adjustment**

In June 2001, the Minnesota Public Utilities Commission (MPUC) approved a plan, which reversed the 1999 decision mandating the disallowance of recovery of 1998 lost margins, load management discounts and incentives associated with state-mandated programs for electric energy conservation. The liabilities recorded as a result of the 1999 decision of approximately \$41 million (including carrying charges) for potential refunds to customers were no longer required. This accounting adjustment increased revenue by approximately \$34 million and increased allowance for funds used during construction (equity and debt) by approximately \$7 million, increasing earnings by 7 cents per share for the second quarter of 2001.

**Extraordinary Items**

**2000 Electric Utility Restructuring Impacts** In the second quarter of 2000, SPS discontinued regulatory accounting under SFAS No. 71 Accounting for the Effects of Certain Types of Regulation for the generation portion of its business. This change resulted from both legislative and regulatory developments in Texas and New Mexico, which addressed the implementation of electric utility restructuring. During the second quarter of 2000, SPS wrote off its generation-related regulatory assets and other deferred costs, totaling approximately \$19.3 million. This resulted in an after-tax extraordinary charge of approximately \$13.7 million against the earnings of Xcel Energy and SPS. During the third quarter of 2000, SPS completed the defeasance of its first mortgage indenture and recorded a charge of \$8.2 million before tax, or \$5.3 million after tax, for the generation-related portion of its defeasance costs. These extraordinary charges reduced Xcel Energy's earnings by 4 cents per share for the second quarter of 2000 and 2 cents per share for the third quarter of 2000.

**2001 Electric Utility Restructuring Delays** During early 2001, legislation in both Texas and New Mexico was passed that delayed the planned implementation of restructuring within SPS service territory for at least five years. Accordingly, in the second quarter of 2001, SPS reapplied the provisions of SFAS No. 71 for its generation business. During the fourth quarter of 2001, SPS completed a \$500-million, medium-term debt financing with the proceeds used to reduce short-term borrowings that had resulted from the 2000 defeasance. Based on the fourth-quarter 2001 events and the corresponding reduced uncertainty surrounding the financial impacts of the delay in restructuring, SPS restored certain regulatory assets (including defeasance costs) totaling \$17.6 million and reported related extraordinary income of \$11.8 million, or 3 cents per share, in the fourth quarter.

**Utility and Energy Trading Operations**

**Estimated Impact of Temperature Changes on Regulated Earnings** Xcel Energy analyzes the approximate effect of variations from historical average temperatures on actual sales levels. The following summarizes the estimated impact of temperature variations on actual utility operating results relative to sales under normal weather conditions (excluding the impact on NRG and energy trading operations).

Earnings per Share for the Period	Earnings per Share Increase (Decrease)		
	2002 vs. Normal	2001 vs. Normal	2002 vs. 2001
Ended March 31:			
Quarter Ended	(\$0.01)	\$ 0.02	(\$0.03)
12 Months Ended	(\$0.03)	\$0.08	(\$0.11)

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**Sales Growth** The following table summarizes Xcel Energy's regulated growth for actual and weather normalized electric and gas sales for the three-month and 12-month period ended March 31, 2002, compared with the same periods in 2001.

	First Quarter		12-Months Ended	
	Actual	Normalized	Actual	Normalized
Electric Residential	0.5%	3.1%	(0.3)%	1.5%
Electric Commercial & Industrial	(2.7)%	(2.1)%	0.2%	0.6%
Total Retail Electric Sales	(1.8)%	(0.6)%	0.0%	0.8%
Electric Sales for Resale**	95.1%	* 25.5%	*	*
Total Firm Gas Sales	(2.7)%	0.3%	(7.1)%	2.5%
Total Gas Sales	(0.1)%	1.8%	(3.5)%	0.6%

\* Not available.

\*\* Includes wholesale and commodity trading sales.

**Electric Utility and Commodity Trading Margins** Electric and gas commodity trading margins consist of non-asset-based electric trading conducted primarily at PSCo and natural gas trading at e prime, a wholly owned natural gas marketing and trading subsidiary. Short-term wholesale margins consist of asset-based electric trading conducted primarily at PSCo and Northern States Power Company - Minnesota, a wholly owned subsidiary of Xcel Energy. The following table details the changes in revenues and margins from Xcel Energy's electric utility and trading operations for the quarters and 12 months ended March 31:

(Millions of dollars)	Electric Utility	Short-term Wholesale	Electric Commodity Trading	Gas Commodity Trading	Intercompany Eliminations	Consolidated Total
3 months ended 3/31/2002						
Electric utility revenue	\$1,191	\$ 41	\$	\$	\$	\$1,232
Electric and gas trading revenue	317	455	(17)	755		
Electric fuel and purchased power-utility	(466)	(36)	(502)			
Electric and gas trading costs	(314)	(455)	17	(752)		

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Gross margin before operating expenses  
\$725 \$5 \$3 \$ \$ \$733

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Margin as a percentage of revenue  
60.9% 12.2% 0.9% 36.9%

3 months ended 3/31/2001 Electric utility revenue  
\$1,262 \$286 \$ \$ \$1,548

Electric and gas trading revenue  
326 695 (54) 967

Electric fuel and purchased power-utility  
(587) (201) (788)

Electric and gas trading costs  
(277) (694) 54 (917)

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Gross margin before operating expenses  
\$675 \$85 \$49 \$1 \$ \$810

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Margin as a percentage of revenue

53.5% 29.7% 15.0% 0.1% 32.2%

12 months ended 3/31/2002 Electric utility revenue

\$5,536 \$543 \$ \$ \$6,079

Electric and gas trading revenue