

ORION POWER HOLDINGS, INC. AND SUBSIDIARIES

**As of September 30, 2007 and December 31, 2006
and for the Three and Nine Months Ended September 30, 2007 and 2006**

- Forward-Looking Information
- Financial Statements
- Management's Discussion and Analysis of Financial Condition and Results of Operations
- Quantitative and Qualitative Disclosures About Market Risk

FORWARD-LOOKING INFORMATION

This report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are statements that contain projections, assumptions or estimates about our revenues, income and other financial items, our plans and objectives for future operations or about our future economic performance, transactions and dispositions and financings related thereto. In many cases you can identify forward-looking statements by terminology such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” and other similar words. However, the absence of these words does not mean that the statements are not forward-looking.

Actual results may differ materially from those expressed or implied by forward-looking statements as a result of many factors or events, including, but not limited to, legislative, regulatory and/or market developments, the outcome of pending lawsuits, governmental proceedings and investigations, the effects of competition, financial market conditions, access to capital, the timing and extent of changes in commodity prices and interest rates, weather conditions and other factors.

Each forward-looking statement speaks only as of the date of the particular statement and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

ORION POWER HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Thousands of Dollars)
(Unaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Revenues:				
Revenues.....	\$ 3,240	\$ 3,697	\$ 18,961	\$ 10,347
Revenues – affiliates.....	159,842	149,846	404,941	353,754
Total.....	<u>163,082</u>	<u>153,543</u>	<u>423,902</u>	<u>364,101</u>
Expenses:				
Cost of sales.....	63,602	59,960	166,717	161,436
Cost of sales – affiliates.....	(218)	1,627	(238)	1,614
Operation and maintenance.....	32,819	32,702	125,173	108,677
Operation and maintenance – affiliates.....	9,417	8,126	27,562	26,676
Taxes other than income taxes.....	2,481	3,299	8,835	9,902
General and administrative – primarily affiliates.....	5,982	7,753	21,521	21,513
(Gains) losses on sales of assets and emission allowances, net – primarily affiliates.....	769	–	(7,480)	(67,656)
Depreciation.....	19,599	18,500	68,421	56,694
Amortization.....	24,417	12,559	34,109	21,897
Total operating expenses.....	<u>158,868</u>	<u>144,526</u>	<u>444,620</u>	<u>340,753</u>
Operating Income (Loss).....	<u>4,214</u>	<u>9,017</u>	<u>(20,718)</u>	<u>23,348</u>
Other Income (Expense):				
Other, net.....	–	(63)	–	–
Interest expense.....	(8,649)	(9,660)	(26,224)	(29,003)
Interest expense – affiliates.....	(2,318)	(553)	(6,973)	(608)
Interest income – primarily affiliates.....	1,897	2,339	6,964	6,396
Total other expense.....	<u>(9,070)</u>	<u>(7,937)</u>	<u>(26,233)</u>	<u>(23,215)</u>
Income (Loss) from Continuing Operations Before Income Taxes.....				
Income tax expense (benefit).....	(4,856)	1,080	(46,951)	133
Income tax expense (benefit).....	<u>(2,575)</u>	<u>1,593</u>	<u>(19,269)</u>	<u>1,527</u>
Loss from Continuing Operations.....	<u>(2,281)</u>	<u>(513)</u>	<u>(27,682)</u>	<u>(1,394)</u>
Income (loss) from discontinued operations.....	2,479	(1,356)	(1,062)	2,441
Net Income (Loss).....	<u>\$ 198</u>	<u>\$ (1,869)</u>	<u>\$ (28,744)</u>	<u>\$ 1,047</u>

See Notes to the Unaudited Consolidated Interim Financial Statements

ORION POWER HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Thousands of Dollars, Except Share and Per Share Amounts)

	<u>September 30, 2007</u>	<u>December 31, 2006</u>
ASSETS	(Unaudited)	
Current Assets:		
Cash and cash equivalents	\$ 86	\$ 81
Accounts receivable, principally customer	128	1,664
Receivables from affiliates, net	23,848	33,046
State income taxes receivable	38,728	10,084
Inventory	50,084	50,289
Accumulated deferred income taxes	9,025	7,359
Collateral posted under agreement with Reliant Energy, Inc.	2,976	3,278
Prepayments and other current assets	5,885	6,390
Current assets of discontinued operations	656	2,460
Total current assets	131,416	114,651
Property, plant and equipment, gross	1,990,175	1,928,491
Accumulated depreciation	(393,139)	(340,606)
Property, Plant and Equipment, net	1,597,036	1,587,885
Other Assets:		
Goodwill	173,570	175,520
Other intangibles, net	165,447	183,163
Long-term note receivable from Reliant Energy, Inc.	67,200	92,200
Long-term collateral posted under agreement with Reliant Energy, Inc.	14,392	12,326
Other	28,553	59,615
Total other assets	449,162	522,824
Total Assets	2,177,614	\$ 2,225,360
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current Liabilities:		
Current portion of long-term debt	\$ 11,127	\$ 10,505
Accounts payable, principally trade	31,850	29,594
Accrued interest payable	19,994	7,996
Other taxes payable	10,034	10,910
Other	22,587	9,335
Current liabilities of discontinued operations	-	3,286
Total current liabilities	95,592	71,626
Other Liabilities:		
Accumulated deferred income taxes	149,018	178,042
Benefit obligations	46,920	58,100
Taxes payable to Reliant Energy, Inc.	102,442	84,310
Other	8,274	11,043
Total other liabilities	306,654	331,495
Revolving Credit Facility with Reliant Energy, Inc.	4,505	12,683
Long-term Debt	419,954	428,343
Commitments and Contingencies		
Stockholder's Equity:		
Common stock; par value \$1.00 per share (1,000 shares authorized, issued and outstanding)	1	1
Additional paid-in capital	2,211,139	2,211,139
Retained deficit	(852,437)	(823,693)
Accumulated other comprehensive loss	(7,794)	(6,234)
Total stockholder's equity	1,350,909	1,381,213
Total Liabilities and Stockholder's Equity	\$ 2,177,614	\$ 2,225,360

See Notes to the Unaudited Consolidated Interim Financial Statements

ORION POWER HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Thousands of Dollars)
(Unaudited)

	Nine Months Ended September 30,	
	2007	2006
Cash Flows from Operating Activities:		
Net income (loss).....	\$ (28,744)	\$ 1,047
(Income) loss from discontinued operations.....	1,062	(2,441)
Net loss from continuing operations.....	(27,682)	(1,394)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization.....	102,530	78,591
Deferred income taxes.....	(33,707)	(3,166)
Net unrealized (gains) losses on derivatives.....	(238)	605
Net amortization of contractual rights and obligations.....	(223)	(2,243)
Amortization of revaluation of acquired debt.....	(7,767)	(7,161)
Gains on sales of assets and emission allowances, net – primarily affiliates.....	(7,480)	(67,656)
Non-cash federal income tax distributions to Reliant Energy, Inc., net.....	–	3,602
Other, net.....	–	(667)
Changes in other assets and liabilities:		
Accounts receivable, net.....	1,536	1,834
Inventory.....	(98)	(60)
Other current assets.....	(2,190)	2,424
Other assets.....	(120)	9,946
Accounts payable.....	(874)	6,044
Payable to/receivable from affiliates, net.....	2,268	22,498
Collateral posted under agreement with Reliant Energy, Inc.	(1,764)	(17,604)
Income taxes payable/receivable.....	(15)	(3,730)
Accrued interest.....	11,998	11,990
Long-term taxes payable to Reliant Energy, Inc. and related accrued interest.....	18,132	–
Other current liabilities.....	(4,063)	(5,157)
Other liabilities.....	(2,769)	2,452
Net cash provided by continuing operations from operating activities.....	47,474	31,148
Net cash used in discontinued operations from operating activities.....	(3,754)	(40,294)
Net cash provided by (used in) operating activities.....	43,720	(9,146)
Cash Flows from Investing Activities:		
Capital expenditures.....	(74,618)	(30,602)
Proceeds from sales of assets, net.....	259	–
Proceeds from sales of emission allowances.....	624	1,134
Proceeds from sales of emission allowances – affiliates.....	12,678	68,813
Net cash provided by (used in) continuing operations from investing activities.....	(61,057)	39,345
Net cash provided by discontinued operations from investing activities.....	520	967,566
Net cash provided by (used in) investing activities.....	(60,537)	1,006,911
Cash Flows from Financing Activities:		
Payments of long-term debt.....	–	(191)
Distributions to Reliant Energy, Inc.	–	(209,400)
(Loan to) repayments from Reliant Energy, Inc.	25,000	(92,200)
Changes in revolving credit facility with Reliant Energy, Inc., net.....	(8,178)	2,685
Net cash provided by (used in) continuing operations from financing activities.....	16,822	(299,106)
Net cash used in discontinued operations from financing activities.....	–	(712,317)
Net cash provided by (used in) financing activities.....	16,822	(1,011,423)
Net Change in Cash and Cash Equivalents	5	(13,658)
Cash and Cash Equivalents at Beginning of Period	81	13,752
Cash and Cash Equivalents at End of Period	\$ 86	\$ 94
Supplemental Disclosure of Cash Flow Information:		
Cash Payments:		
Interest paid (net of amounts capitalized) to third parties for continuing operations.....	\$ 21,981	\$ 24,319
Income taxes paid (net of income tax refunds received) for continuing operations.....	15	4,971
Non-cash Disclosure:		
Distributions to Reliant Energy, Inc., net for continuing operations.....	–	3,940
Contributions from Reliant Energy, Inc., net for discontinued operations.....	–	139,985

See Notes to the Unaudited Consolidated Interim Financial Statements

ORION POWER HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(1) Background and Basis of Presentation

(a) Background.

“Orion Power” refers to Orion Power Holdings, Inc. (Orion Power Holdings) and its consolidated subsidiaries. Orion Power Holdings is a wholly-owned subsidiary of Reliant Energy, Inc. “Reliant Energy” refers to Reliant Energy, Inc. and its consolidated subsidiaries. These interim financial statements and notes (interim financial statements) are unaudited, omit certain disclosures and should be read in conjunction with the audited consolidated financial statements and notes for the three years ended December 31, 2006 (2006 annual consolidated financial statements).

(b) Basis of Presentation.

Estimates. Management makes estimates and assumptions to prepare financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) that affect:

- the reported amount of assets, liabilities and equity,
- the reported amounts of revenues and expenses and
- the disclosure of contingent assets and liabilities as of the date of the financial statements.

Adjustments and Reclassifications. The interim financial statements reflect all normal recurring adjustments necessary, in management’s opinion, to present fairly Orion Power’s financial position and results of operations for the reported periods. Amounts reported for interim periods, however, may not be indicative of a full year period due to seasonal fluctuations in demand for electricity and energy services, changes in commodity prices, timing of maintenance and other expenditures, dispositions, changes in interest expense and other factors. Orion Power has reclassified certain immaterial amounts reported in this report from prior periods to conform to the 2007 presentation. These reclassifications had no impact on reported earnings/losses.

(2) Related Party Transactions

These financial statements include the impact of significant transactions between Orion Power and Reliant Energy. The majority of these transactions involve the purchase or sale of energy, capacity, fuel, emission allowances or related services (including transportation, transmission and storage services) from or to Orion Power and allocations of costs to Orion Power for support services.

Support Services. Reliant Energy provides commercial support, technical services and other corporate services to Orion Power. Reliant Energy allocates certain support services costs to Orion Power based on Orion Power’s underlying planned operating expenses relative to the underlying planned operating expenses of other entities to which Reliant Energy provides similar services and also charges Orion Power for certain other services based on usage. Management believes this method of allocation is reasonable. These allocations and charges were not necessarily indicative of what would have been incurred had Orion Power been an unaffiliated entity.

The following details the amounts recorded as operation and maintenance – affiliates and general and administrative – affiliates:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Allocated or charged by Reliant Energy.....	\$ 15	\$ 16	\$ 49	\$ 48

Commodity Procurement and Marketing. Orion Power has sales to and purchases from Reliant Energy related to commodity procurement and marketing services.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
	(in millions)			
Sales to Reliant Energy under various commodity agreements ⁽¹⁾	\$ 160	\$ 150	\$ 405	\$ 354
Purchases from Reliant Energy under various commodity agreements ⁽²⁾	–	3	3	6
Net sales of coal to Reliant Energy ⁽³⁾	1	3	10	12
Gains on coal sales to Reliant Energy ⁽⁴⁾	–	1	3	4
Sales of emission allowances to Reliant Energy ⁽⁵⁾	2	–	13	69
Gains (losses) on emission allowances sales to Reliant Energy ⁽⁶⁾	(1)	–	6	67

(1) Recorded in revenues – affiliates.

(2) Recorded in cost of sales – affiliates. Amounts include purchases from an affiliate to meet requirements of contractual commitments.

(3) Reflects market price of coal at sale and purchase dates.

(4) Recorded in cost of sales – affiliates.

(5) Reflects price at which Reliant Energy sold the emission allowances to third-parties.

(6) Recorded in gains on sales of assets and emission allowances, net.

Debt Obligations from/to Reliant Energy. In December 2004, Orion Power Midwest, L.P. (Orion MidWest) entered into the following with Reliant Energy: (a) two related-party notes for a total of \$400 million and (b) a \$75 million revolving credit facility. In December 2004, Orion Power New York, L.P. (Orion New York) entered into the following with Reliant Energy: (a) a related-party note for \$400 million and (b) a \$50 million revolving credit facility. The Orion MidWest and Orion New York related party notes bore interest at 6.5% per year and interest was payable monthly. The revolving credit facilities bore interest at London Inter Bank Offering Rate (LIBOR) plus 2.875%. Some of these amounts were classified as discontinued operations. See note 10. In connection with the sales of the New York plants and the Ceredo plant, the related party notes were paid off and the Orion New York revolving credit facility was terminated. The \$75 million Orion MidWest revolving credit facility matures in December 2007; however, Reliant Energy plans to extend the maturity each December for 12 months from that date. Orion Power has incurred interest expense (in continuing operations) related to these notes and revolving credit facilities of \$2 million and \$1 million during the nine months ended September 30, 2007 and 2006, respectively.

In March 2006, Orion Power made a term loan to Reliant Energy for \$92 million, which matures in 2010. The note bore interest at ten percent through September 30, 2007 and interest is payable monthly. Effective October 1, 2007, the interest rate was changed to 7.5 percent. During the third quarter of 2007, Reliant Energy paid down \$25 million on this loan. Orion Power has earned interest income related to this term loan of \$6 million and \$5 million during the nine months ended September 30, 2007 and 2006, respectively.

Secured Revolving Letter of Credit Facility Agreement with Reliant Energy. Reliant Energy posts letters of credit on behalf of Orion Power. As of September 30, 2007 and December 31, 2006, Reliant Energy posted letters of credit totaling \$17 million and \$16 million, respectively, on behalf of Orion Power. During September 2006, Reliant Energy and Orion Power entered into a Secured Revolving Letter of Credit Facility Agreement whereby Orion Power will provide cash to Reliant Energy as collateral for letters of credit when issued up to a maximum of \$20 million. The agreement expires on April 30, 2010. As letters of credit expire, the cash collateral will be returned to Orion Power. Orion Power will reimburse Reliant Energy for the costs of the letters of credit and will earn interest income on the collateral posted. As of September 30, 2007 and December 31, 2006, Orion Power has provided cash collateral of \$17 million and \$16 million, respectively, to Reliant Energy. During the nine months ended September 30, 2007, the letters of credit costs, recorded in interest expense, were insignificant and the related interest income was \$1 million.

Cash Distributions to Reliant Energy.

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	(in millions)			
Orion Power Holdings cash distributions to Reliant Energy ⁽¹⁾	\$ —	\$ —	\$ —	\$ 209

(1) Related to cash from Orion Power's business operations or asset sales.

Income Taxes.

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	(in millions)			
Non-cash contributions from Reliant Energy related to federal income taxes for continuing and discontinued operations	\$ —	\$ 9	\$ —	\$ 144

As of September 30, 2007 and December 31, 2006, Orion Power has \$102 million and \$84 million, respectively, recorded as long-term taxes payable to Reliant Energy, Inc., which includes accrued interest payable of \$5 million and \$0, respectively. Orion Power has incurred interest expense related to this payable of \$2 million and \$5 million during the three months and nine months ended September 30, 2007, respectively. For discussion of Orion Power's policy with respect to income taxes and long-term taxes payable to Reliant Energy, Inc., see note 2(j) to the 2006 annual consolidated financial statements.

(3) Comprehensive Income (Loss)

The components of total comprehensive income (loss) are:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	(in millions)			
Net income (loss).....	\$ —	\$ (2)	\$ (29)	\$ 1
Other comprehensive income (loss), net of tax:				
Deferred gain (loss) from cash flow hedges.....	—	1	—	(5)
Reclassification of net deferred gain from cash flow hedges realized in net income/loss.....	(1)	(2)	(2)	(10)
Comprehensive loss.....	<u>\$ (1)</u>	<u>\$ (3)</u>	<u>\$ (31)</u>	<u>\$ (14)</u>

(4) Goodwill

2007 Annual Goodwill Impairment Test. Orion Power completed its annual goodwill impairment test effective April 1, 2007. No impairments occurred.

Estimation of Fair Value. Orion Power updated a number of subjective factors and significant assumptions to estimate fair value in its April 2007 test as compared to its April 2006 test, including (a) appropriate weighting of valuation approaches (income approach, market approach and comparable public company approach); (b) projections about future power generation margins; (c) estimates of future cost structure; (d) environmental assumptions; (e) discount rates for estimated cash flows, which changed from 9.5% to 10.0% primarily due to capital structure changes of peer companies; (f) required level of working capital and (g) assumed EBITDA (earnings before interest, taxes, depreciation and amortization) multiple for terminal values, which changed from 7.0 to 8.0 primarily due to market factors affecting peer company comparisons. See note 4 to the 2006 annual consolidated financial statements.

(5) Derivative Instruments

For discussion of Orion Power’s derivative activities, see notes 2(d) and 5 to the 2006 annual consolidated financial statements.

During the third quarter of 2006, Orion Power de-designated its remaining cash flow hedges; therefore, as of September 30, 2007 and December 31, 2006, Orion Power has no cash flow hedges. As of September 30, 2007 and December 31, 2006, accumulated other comprehensive income from derivatives was \$1 million and \$3 million, respectively. As of September 30, 2007, Orion Power expects \$1 million of accumulated other comprehensive income to be reclassified into its results of operations during the period from October 1, 2007 to September 30, 2008.

During the three and nine months ended September 30, 2006, there was no hedge ineffectiveness recognized from derivatives that were designated and qualified as cash flow hedges. In addition, no component of the derivatives’ gain or loss was excluded from the assessment of effectiveness for these periods. If it becomes probable that an anticipated transaction will not occur, Orion Power realizes in net income (loss) the deferred gains and losses recognized in accumulated other comprehensive loss. During the three and nine months ended September 30, 2006, no amount was recognized in the results of continuing operations as a result of the discontinuance of cash flow hedges because it was probable that the forecasted transaction would not occur.

(6) Debt

Orion Power’s outstanding debt to third parties is:

	September 30, 2007			December 31, 2006		
	Stated Interest Rate ⁽¹⁾	Long-term	Current	Stated Interest Rate ⁽¹⁾	Long-term	Current
	(in millions, except interest rates)					
Orion Power Holdings senior notes due 2010 (unsecured)	12.00	\$ 400	\$ –	12.00	\$ 400	\$ –
Adjustment to fair value of debt ⁽²⁾		20	11		29	10
Total debt		<u>\$ 420</u>	<u>\$ 11</u>		<u>\$ 429</u>	<u>\$ 10</u>

(1) The stated interest rates are as of September 30, 2007 or December 31, 2006.

(2) Included in interest expense is amortization of \$3 million and \$3 million for valuation adjustments for debt during the three months ended September 30, 2007 and 2006, respectively, and \$8 million and \$7 million during the nine months ended September 30, 2007 and 2006, respectively.

See note 2 for discussion of Orion Power’s debt obligations to Reliant Energy.

(7) Income Taxes

(a) Tax Rate Reconciliation.

A reconciliation of the federal statutory income tax rate to the effective income tax rate is:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Federal statutory rate	35%	35%	35%	35%
Additions (reductions) resulting from:				
State income taxes, net of federal income taxes	6	28	5	984
Other, net	12	85	1	129
Effective rate	<u>53%</u>	<u>148%</u>	<u>41%</u>	<u>1,148%</u>

(b) Adoption of FIN 48 and Tax Uncertainties.

Effective January 1, 2007, Orion Power adopted Financial Accounting Standards Board Interpretation No. 48, “Accounting for Uncertainty in Income Taxes,” (FIN 48). This interpretation addresses whether (and when) tax benefits claimed in Orion Power’s tax returns should be recorded in the financial statements. Pursuant to FIN 48,

Orion Power may only recognize the tax benefit from an “uncertain tax position” when it is more-likely-than-not that, based on the technical merits, the position will be sustained by taxing authorities or the courts. The recognized tax benefits are measured as the largest benefit having a greater than fifty percent likelihood of being sustained upon settlement. FIN 48 also provides guidance for derecognition, classification, interest and penalties, disclosures and related matters. Orion Power classifies accrued interest and penalties related to uncertain income tax positions in income tax expense/benefit.

In connection with the adoption, Orion Power recognized the following in its consolidated financial statements:

	Adoption Effect on January 1, 2007
	Increase (Decrease)
	(in millions)
Goodwill.....	\$ (2)
Other long-term liabilities	(3)
Retained deficit.....	(1)

As of January 1, 2007, immediately after adoption, Orion Power’s consolidated balance sheet reflected \$0 for income tax uncertainties. As of September 30, 2007, Orion Power has accrued \$0 for uncertain income tax positions.

Reliant Energy’s income tax returns for the 1997 to 2005 tax reporting periods are under audit by federal and state taxing authorities. These audits may result in additional taxes, interest and penalties or revisions of the timing of tax payments. As Orion Power is a part of the consolidated income tax returns of Reliant Energy (subsequent to February 2002), it could be subject to additional taxes. Orion Power does not currently estimate that its unrecognized tax benefits will change significantly within the next 12 months.

(8) Guarantees and Indemnifications

Equity Pledged as Collateral to Reliant Energy. Orion Power Holdings’ equity is pledged as collateral under certain of Reliant Energy’s credit and debt agreements, which have an outstanding balance of \$1.3 billion as of September 30, 2007.

Interests Pledged as Collateral to Reliant Energy. In connection with Orion Power’s debt to Reliant Energy (as discussed in note 2), Orion Power Holdings has pledged its interests in Orion Power Capital, LLC, and its subsidiaries, including Orion New York and Orion MidWest, to Reliant Energy. In connection with the sale of the New York plants the related interests were released.

Other. Orion Power enters into contracts that include indemnification and guarantee provisions. In general, Orion Power enters into contracts with indemnities for matters such as breaches of representations and warranties and covenants contained in the contract and/or against certain specified liabilities. Examples of these contracts include asset sales agreements, service agreements and procurement agreements.

Except as otherwise noted, Orion Power is unable to estimate its maximum potential exposure under these provisions until an event triggering payment under these provisions occurs. Orion Power does not expect to make any material payments under these provisions.

(9) Contingencies

Orion Power is involved in a number of legal, environmental and other matters before courts and governmental agencies, some of which may involve substantial amounts. Unless otherwise noted, Orion Power cannot predict the outcome of the matters described below.

New Source Review Matters. The United States Environmental Protection Agency (EPA) and various states are investigating compliance of coal-fueled electric generating stations with the “New Source Review” requirements of the Clean Air Act. The EPA has agreed to share information relating to its investigations with state environmental agencies.

Ash Disposal Site Closures. Orion Power is responsible for environmental costs related to the future closures of two ash disposal sites owned by Orion MidWest. Based on Orion Power’s evaluations with assistance from third-party consultants and engineers, Orion Power recorded the estimated discounted costs associated with these

environmental liabilities as part of its asset retirement obligations. See note 2(p) to the 2006 annual consolidated financial statements.

(10) Discontinued Operations

New York Plants.

General. In February 2006, Orion Power closed on the sale of its three remaining New York plants with an aggregate net generating capacity of approximately 2,100 megawatts (MW) for \$979 million. During the third quarter of 2005, Orion Power began to report the results of the New York plants as discontinued operations.

Use of Proceeds. Orion Power applied \$704 million of cash proceeds, which is net of estimated city, state and transfer taxes and transaction costs, to pay down the Orion New York and Orion MidWest notes (including outstanding interest) owed to Reliant Energy. After tendering for \$0.2 million of the 12% senior notes, the remaining net cash proceeds of \$248 million were distributed to/invested in Reliant Energy, including the issuance of a \$92 million note. See note 2.

Assumptions Related to Debt, Deferred Financing Costs and Interest Expense on Discontinued Operations. Based on Orion Power’s obligation to utilize the net proceeds from the sale to prepay debt, Orion Power classified the related debt amounts for the Orion New York and Orion MidWest related party notes and the Orion New York related party revolver (and the related interest expense) as discontinued operations.

Orion Power classified the related deferred financing costs (and associated interest expense) on all of these debt amounts as discontinued operations. Orion Power allocated \$1 million of related third party interest expense during the nine months ended September 30, 2006 to discontinued operations. Orion Power allocated \$7 million of related interest expense – affiliates during the nine months ended September 30, 2006 to discontinued operations. No interest was allocated to discontinued operations subsequent to the closing.

The following summarizes certain financial information of the New York plants discontinued operations:

	<u>Nine Months Ended September 30, 2006</u>
	(in millions)
Revenues.....	\$ 104
Income before income tax expense/benefit.....	5

Subsequent to the sale of the New York plants in February 2006, Orion Power continues to have insignificant settlements with the independent system operator. These amounts are classified as discontinued operations in the results of operations. In addition, Orion Power has some amounts on its consolidated balance sheets classified as discontinued operations relating to these settlements and other insignificant items.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following should be read in conjunction with our 2006 annual consolidated financial statements.

Consolidated Results of Operations

Three Months Ended September 30, 2007 Compared to Three Months Ended September 30, 2006

Net Loss. We reported \$198,000 consolidated net income for the three months ended September 30, 2007 compared to \$2 million consolidated net loss for the same period in 2006.

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Gross margin	\$ 99	\$ 92	\$ 7
Operation and maintenance (including from affiliates) ..	(43)	(41)	(2)
Taxes other than income taxes.....	(3)	(3)	-
General and administrative – primarily affiliates	(5)	(8)	3
Losses on sales of assets and emission allowances, net – primarily affiliates	(1)	-	(1)
Depreciation and amortization.....	(43)	(31)	(12)
Interest expense	(9)	(9)	-
Interest expense – affiliates	(2)	(1)	(1)
Interest income – primarily affiliates.....	2	2	-
Income taxes.....	3	(1)	4
Loss from continuing operations	(2)	-	(2)
Income (loss) from discontinued operations.....	2	(2)	4
Net income (loss).....	<u>\$ -</u>	<u>\$ (2)</u>	<u>\$ 2</u>

Revenues (including from affiliates).

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Revenues.....	\$ 3	\$ 3	\$ -
Revenues – affiliates.....	160	150	10 ⁽¹⁾
Revenues (including from affiliates).....	<u>\$ 163</u>	<u>\$ 153</u>	<u>\$ 10</u>

(1) Merchant sales to PJM Interconnection, LLC through Reliant Energy affiliates increased due to capacity payments.

Cost of Sales (including from affiliates).

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Cost of sales.....	\$ 64	\$ 58	\$ 6
Cost of sales – affiliates.....	-	2	(2)
Unrealized losses	-	1	(1)
Cost of sales (including from affiliates).....	<u>\$ 64</u>	<u>\$ 61</u>	<u>\$ 3</u>

Gross Margin.

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Orion MidWest.....	\$ 99	\$ 93	\$ 6
Net unrealized losses on energy derivatives.....	-	(1)	1
Gross margin.....	<u>\$ 99</u>	<u>\$ 92</u>	<u>\$ 7</u>

(1) Increase primarily due to (a) capacity payments and (b) higher economic generation. Economic generation is estimated generation at 100% plant availability based on an hourly analysis of when it is economical to generate based on the price of power, fuel, emission allowances and variable operating costs.

Operation and Maintenance (including from affiliates).

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Plant support costs.....	\$ 16	\$ 14	\$ 2
Unplanned outages and maintenance spending.....	13	12	1
Commercial support allocations.....	8	7	1
Planned outages.....	4	6	(2)
Other, net.....	2	2	-
Operation and maintenance (including from affiliates).....	<u>\$ 43</u>	<u>\$ 41</u>	<u>\$ 2</u>

Taxes Other than Income Taxes.

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Property taxes.....	\$ 3	\$ 2	\$ 1
Other non-income taxes.....	-	1	(1)
Taxes other than income taxes.....	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ -</u>

General and Administrative – Primarily Affiliates.

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Allocations from Reliant Energy.....	\$ 5	\$ 8	\$ (3)
General and administrative – primarily affiliates.....	<u>\$ 5</u>	<u>\$ 8</u>	<u>\$ (3)</u>

Gains (Losses) on Sales of Assets and Emission Allowances, Net — Primarily Affiliates.

	Three Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Emission allowances.....	\$ (1)	\$ -	\$ (1)
Losses on sales of assets and emission allowances, net – primarily affiliates.....	<u>\$ (1)</u>	<u>\$ -</u>	<u>\$ (1)</u>

Depreciation and Amortization.

	Three Months Ended September 30,		
	2007	2006	Change
		(in millions)	
Depreciation on plants	\$ 19	\$ 18	\$ 1
Amortization of emission allowances	24	13	11
Depreciation and amortization	<u>\$ 43</u>	<u>\$ 31</u>	<u>\$ 12</u>

(1) Increase primarily due to higher average cost of SO₂ allowances purchased and used.

Interest Expense (including from affiliates).

	Three Months Ended September 30,		
	2007	2006	Change
		(in millions)	
Interest expense	\$ 9	\$ 9	\$ –
Interest expense – affiliates	2	1	1
Interest expense (including from affiliates).....	<u>\$ 11</u>	<u>\$ 10</u>	<u>\$ 1</u>

Interest Income — Primarily Affiliates.

	Three Months Ended September 30,		
	2007	2006	Change
		(in millions)	
Interest income on \$92 million note receivable from Reliant Energy, Inc.	\$ 2	\$ 2	\$ –
Interest income – primarily affiliates	<u>\$ 2</u>	<u>\$ 2</u>	<u>\$ –</u>

Income Tax Expense (Benefit). See note 7 to our interim financial statements.

Income (Loss) from Discontinued Operations. See note 10 to our interim financial statements.

Nine Months Ended September 30, 2007 Compared to Nine Months Ended September 30, 2006

Net Loss. We reported \$29 million consolidated net loss for the nine months ended September 30, 2007 compared to \$1 million consolidated net income for the same period in 2006.

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Gross margin	\$ 257	\$ 201	\$ 56
Operation and maintenance (including from affiliates) ..	(153)	(135)	(18)
Taxes other than income taxes.....	(9)	(10)	1
General and administrative – primarily affiliates	(21)	(22)	1
Gains on sales of assets and emission allowances, net – primarily affiliates.....	7	68	(61)
Depreciation and amortization.....	(102)	(79)	(23)
Interest expense	(26)	(28)	2
Interest expense – affiliates	(7)	(1)	(6)
Interest income – primarily affiliates.....	7	6	1
Income taxes.....	19	(1)	20
Loss from continuing operations	(28)	(1)	(27)
Income (loss) from discontinued operations.....	(1)	2	(3)
Net income (loss).....	<u>\$ (29)</u>	<u>\$ 1</u>	<u>\$ (30)</u>

Revenues (including from affiliates).

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Revenues.....	\$ 19	\$ 10	\$ 9 ⁽¹⁾
Revenues – affiliates.....	405	354	51 ⁽²⁾
Revenues (including from affiliates).....	<u>\$ 424</u>	<u>\$ 364</u>	<u>\$ 60</u>

(1) Increase primarily due to a reliability-must-run contract from May 2006 to July 2007.

(2) Merchant sales to PJM through Reliant Energy affiliates increased due to (a) higher market prices, (b) capacity payments and (c) increased power sales volumes.

Cost of Sales (including from affiliates).

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Cost of sales.....	\$ 167	\$ 160	\$ 7
Cost of sales – affiliates.....	–	2	(2)
Unrealized losses.....	–	1	(1)
Cost of sales (including from affiliates).....	<u>\$ 167</u>	<u>\$ 163</u>	<u>\$ 4</u>

Gross Margin.

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Orion MidWest.....	\$ 257	\$ 202	\$ 55 ⁽¹⁾
Net unrealized losses on energy derivatives	–	(1)	1
Gross margin.....	<u>\$ 257</u>	<u>\$ 201</u>	<u>\$ 56</u>

(1) Increase primarily due to (a) higher economic generation, (b) higher unit margins (higher power prices), (c) capacity payments and (d) a reliability-must-run contract from May 2006 to July 2007. These increases were partially offset by lower commercial capacity factor due to plant outages in 2007. Commercial capacity factor is generation divided by economic generation.

Operation and Maintenance (including from affiliates).

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Plant support costs.....	\$ 46	\$ 41	\$ 5
Planned outages.....	41	36	5
Unplanned outages and maintenance spending.....	39	34	5
Commercial support allocations.....	22	20	2
Other, net.....	5	4	1
Operation and maintenance (including from affiliates).....	<u>\$ 153</u>	<u>\$ 135</u>	<u>\$ 18</u>

Taxes Other than Income Taxes.

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Property taxes.....	\$ 7	\$ 7	\$ -
Other non-income taxes.....	2	3	(1)
Taxes other than income taxes.....	<u>\$ 9</u>	<u>\$ 10</u>	<u>\$ (1)</u>

General and Administrative – Primarily Affiliates.

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Allocations from Reliant Energy.....	\$ 21	\$ 21	\$ -
Other, net.....	-	1	(1)
General and administrative – primarily affiliates.....	<u>\$ 21</u>	<u>\$ 22</u>	<u>\$ (1)</u>

Gains on Sales of Assets and Emission Allowances, Net — Primarily Affiliates

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Emission allowances.....	\$ 7	\$ 68	\$ (61)
Gains on sales of assets and emission allowances, net – primarily affiliates.....	<u>\$ 7</u>	<u>\$ 68</u>	<u>\$ (61)</u>

Depreciation and Amortization.

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Depreciation on plants.....	\$ 68	\$ 57	\$ 11 ⁽¹⁾
Amortization of emission allowances.....	34	22	12 ⁽²⁾
Depreciation and amortization.....	<u>\$ 102</u>	<u>\$ 79</u>	<u>\$ 23</u>

(1) Increase primarily due to early retirements of plant components when replacement components are installed (from \$2 million in 2006 to \$13 million in 2007).

(2) Increase primarily due to higher average cost of SO₂ allowances purchased and used.

Interest Expense (including from affiliates).

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Interest expense	\$ 28	\$ 28	\$ —
Capitalized interest	(2)	—	(2)
Interest expense – affiliates	7	1	6
Interest expense (including from affiliates).....	<u>\$ 33</u>	<u>\$ 29</u>	<u>\$ 4</u>

(1) Increase primarily due to \$5 million increase due to interest on long-term taxes payable to Reliant Energy, Inc., which went into effect in December 2006.

Interest Income — Primarily Affiliates.

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Interest income on \$92 million note receivable from Reliant Energy, Inc.	\$ 6	\$ 5	\$ 1
Other, net	1	1	—
Interest income – primarily affiliates	<u>\$ 7</u>	<u>\$ 6</u>	<u>\$ 1</u>

Income Tax Expense (Benefit). See note 7 to our interim financial statements.

Income (Loss) from Discontinued Operations. See note 10 to our interim financial statements.

Liquidity and Capital Resources

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” in our 2006 annual consolidated financial statements and related financial information.

Historical Cash Flows

Cash Flows — Operating Activities

	Nine Months Ended September 30,		
	2007	2006	Change
	(in millions)		
Operating income (loss).....	\$ (21)	\$ 23	\$ (44)
Depreciation and amortization	102	79	23
Gains on sales of assets and emission allowances, net	(7)	(68)	61
Interest payments, net of capitalized interest.....	(22)	(24)	2
Payable to/receivable from affiliates, net	2	22	(20)
Change in accounts receivable, net and accounts payable.....	1	8	(7)
Collateral posted under agreement with Reliant Energy ..	(2)	(18)	16
Other, net	(5)	9	(14)
Net cash provided by continuing operations from operating activities	48	31	17
Net cash used in discontinued operations from operating activities	(4)	(40)	36
Net cash provided by (used in) operating activities	<u>\$ 44</u>	<u>\$ (9)</u>	<u>\$ 53</u>

Cash Flows — Investing Activities

	Nine Months Ended September 30,		
	2007	2006 (in millions)	Change
Capital expenditures	\$ (75)	\$ (31)	\$ (44) ⁽¹⁾
Proceeds from sales of emission allowances	1	1	—
Proceeds from sales of emission allowances – affiliates ..	13	69	(56)
Net cash provided by (used in) continuing operations from investing activities.....	(61)	39	(100)
Net cash provided by discontinued operations from investing activities	—	967	(967)
Net cash provided by (used in) investing activities	<u>\$ (61)</u>	<u>\$ 1,006</u>	<u>\$ (1,067)</u>

(1) Increase primarily due to environmental capital expenditures at one of our facilities beginning in 2007 and major maintenance capital expenditures at another facility.

Cash Flows — Financing Activities

	Nine Months Ended September 30,		
	2007	2006 (in millions)	Change
Distributions to Reliant Energy	\$ —	\$ (209)	\$ 209
(Loan to) repayments from Reliant Energy	25	(92)	117
Net borrowings from (payments to) Reliant Energy on revolver.....	(8)	3	(11)
Other, net.....	—	(1)	1
Net cash provided by (used in) continuing operations from financing activities.....	17	(299)	316
Net cash used in discontinued operations from financing activities	—	(712)	712
Net cash provided by (used in) financing activities	<u>\$ 17</u>	<u>\$ (1,011)</u>	<u>\$ 1,028</u>

New Accounting Pronouncements, Significant Accounting Policies and Critical Accounting Estimates

New Accounting Pronouncements

See note 7 to our interim financial statements.

Significant Accounting Policies

See note 2 to our 2006 annual consolidated financial statements.

Critical Accounting Estimates

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Accounting Estimates — New Accounting Pronouncements, Significant Accounting Policies and Critical Accounting Estimates — Critical Accounting Estimates” in our 2006 annual consolidated financial statements and related financial information and note 2 to our 2006 annual consolidated financial statements.

**QUANTITATIVE AND QUALITATIVE DISCLOSURES
ABOUT MARKET RISK**

Market Risks and Risk Management

Our primary market risk exposure relates to fluctuations in commodity prices. See “Quantitative and Qualitative Disclosures About Market Risk” in our 2006 annual consolidated financial statements and related financial information.

Non-Trading Market Risks

Commodity Price Risk

As of September 30, 2007, the fair values of the contracts related to our net non-trading derivative assets and liabilities are:

Source of Fair Value	Twelve Months Ending September 30, 2008	Remainder of 2008	2009	2010 <small>(in millions)</small>	2011	2012 and thereafter	Total fair value
Prices provided by other external sources	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1
Cash flow hedges ⁽¹⁾	1	-	-	-	-	-	1
Total	<u>\$ 2</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2</u>

(1) As of September 30, 2006, all previously designated cash flows hedges have been de-designated. See note 5 to our interim financial statements.

A hypothetical 10% movement in the underlying energy prices would have the following potential loss impacts on our non-trading derivatives:

As of	Market Prices	Fair Value of Cash Flow Hedges	Earnings Impact of Other Derivatives <small>(in millions)</small>	Total Potential Loss in Fair Value
September 30, 2007	10% decrease	\$ -	\$ (1)	\$ (1)
December 31, 2006	10% decrease	-	(3)	(3)

Interest Rate Risk

We assess interest rate risks using a sensitivity analysis that measures the potential change in our interest expense based on a hypothetical one percentage point movement in the underlying variable interest rate indices.

If interest rates decreased by one percentage point from their September 30, 2007 and December 31, 2006 levels, the fair market values of our fixed rate debt would have increased by \$10 million and \$13 million, respectively.