

1st NRG Corp.  
Form 8-K  
August 23, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C.20549

**FORM 8K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**August 18, 2010**

Date of Report (Date of earliest event reported)

**1st NRG, Corp.**

(Exact name of Registrant as specified in its Charter)

**22-3386947**

File No.) (IRS Employer  
Identification No.)

**1730 LaBounty Rd. PMB 213, Ferndale, WA 98248**

(Address of principal executive offices) (Zip Code)

**360-738-7243**

(Registrants telephone number, including area code)

(Former name or former address, if changed since last report)

**INFORMATION INCLUDED IN THIS REPORT**

**Section 5 Corporate Governance and Management**

**Item 8.01 Other Events**

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On August 18<sup>th</sup>, 2010 the Company entered into a non-binding Letter of Intent to acquire the working interests in the Clabaugh Field CBM assets located in Campbell County Wyoming from Jackson Energy Partners in exchange for a \$2,700,000 promissory note and 266,667 shares of 1<sup>st</sup> NRG Corp. common stock.

The Promissory Note is effective August 1, 2010, carries a 9.5% interest rate over a 36 month term with the first payment of \$225,000 plus interest due November 1<sup>st</sup>, 2010 and quarterly thereafter.

Jackson Energy Partners will have the right to have a nominee of its choosing appointed to 1<sup>st</sup> NRG's Board of Directors.

The transaction is subject to 1st NRG successfully completing its Due Diligence and the negotiation of a mutually acceptable purchase and sale agreement with Jackson Energy Partners.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**1st NRG, Corp.**

/s/ Kevin Norris

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Kevin Norris, CEO

Date: August 20, 2010