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VIA OVERNIGHT MAIL DELIVERY

June 10, 2009

Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215

Re: Case No. 09-495-EL-UNC

Dear Docketing Division:

Enclose please find an original and twelve copies of the Application of Duke Energy Ohio, the Motion of Duke Energy Ohio for Leave to File a Corporate Separation Plan Instantly, the Duke Energy Ohio's Second Amended Corporation Separation Plan. Please date-stamp the two extra copies of the enclosures and return in the envelope provided.

Should you have any questions, please contact me at (513) 419-1847.

Very truly yours,



Anita M. Schafer
Senior Paralegal

Enclosures

09-495-EL-UNC

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DUKE ENERGY OHIO, INC.

Second Amended Corporate Separation Plan

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SECOND AMENDED CORPORATE SEPARATION PLAN

I. OVERVIEW.

This Second Amended Corporate Separation Plan (Plan) describes the processes and controls Duke Energy Ohio, Inc. ("Duke Energy Ohio") has implemented consistent with Ohio Administrative Code 4901:1-37 et seq., and Ohio Revised Code 4928.17. Duke Energy Ohio's Corporate Separation Plan was initially approved in Case No. 99-1658-EL-ETP. Duke Energy Ohio filed its Amended Corporate Separation Plan as part of its Application to establish an Electric Security Plan (ESP) in Case No. 08-920-EL-UNC. The Public Utilities Commission of Ohio (Commission) approved Duke Energy Ohio's ESP and Amended Corporate Separation Plan by order dated December 17, 2008.

This Plan is designed to comply with the recently enacted regulations set forth in Ohio Administrative Code (OAC) 4901:1-37 et seq. This Plan governs the corporate separation of noncompetitive retail electric service from competitive retail electric service as well as the products and services offered by certain affiliates of Duke Energy Ohio and is intended to be complimentary to Duke Energy Ohio's Cost Allocation Manual (CAM). Duke Energy Ohio's CAM generally describes how costs are allocated between and among Duke Energy Ohio and its affiliates.

II. PROVISIONS THAT MAINTAIN STRUCTURAL SAFEGUARDS.

OAC 4901:1-37-4 sets forth required structural safeguards. Specifically, the provision provides:

- (1) Each electric utility and its affiliates that provide services to customers within the electric utility's service territory shall function independently of each other.
- (2) Each electric utility and its affiliates that provide services to customers within the electric utility's service territory shall not share facilities and services if such sharing in any way violates paragraph (D) of this rule.
- (3) Cross-subsidies between an electric utility and its affiliates are prohibited. An electric utility's operating employees and those of its affiliates shall function independently of each other.
- (4) An electric utility may not share employees and/or facilities with any affiliate, if the sharing, in any way, violates paragraph (D) of this rule.
- (5) An electric utility shall ensure that all shared employees appropriately record and charge their time based on fully allocated costs.
- (6) Transactions made in accordance with rules, regulations, or service agreements approved by the federal energy regulatory commission, securities and exchange commission, and the commission, which rules the electric utility shall maintain in its cost allocation manual (CAM) and file with the commission, shall provide a rebuttable presumption of compliance with the costing principles contained in this chapter.

Except as permitted by the Commission's rules and Title 49, Ohio Revised Code, the Duke Energy Ohio and its affiliates that provide services to customers within Duke Energy Ohio's service territory function independently of each other.

In December 2005, as a condition of the merger between Duke Energy Corporation and Cinergy Corp., the companies agreed to enter into several service agreements that address, among other things, cost allocation, provision of services, and pricing of transactions between and among Duke Energy Corporation holding company affiliates, including Duke Energy Ohio. These agreements include the Utility/Non-utility Service Agreement, the Service Company/Utility Service Agreement, the Operating Company/Non-utility Companies Service Agreement, and the Utility Money Pool Agreement. A summary of the various agreements and the services and pricing for transactions permitted therein is included in Section IV of this document. Copies of the agreements are included in and are more fully described in Duke Energy Ohio's CAM. Duke Energy Corporation holding company monitors compliance with these agreements as part of its utility operations in Ohio, Indiana, Kentucky, North Carolina, and South Carolina.

In addition to the general separation of books and records between Duke Energy Ohio and its affiliates, Duke Energy Ohio has implemented various safe guards to ensure compliance with the affiliate transaction rules and regulations. The Company has physically separated its regulated distribution business from its competitive retail electric service employees. Employee access to regulated and non-regulated areas is electronically monitored to ensure there is complete separation. All employees receive annual training regarding types of information that cannot be communicated between regulated and non-regulated businesses.

To achieve operating efficiencies, Duke Energy Business Services LLC (DEBS), an affiliated service company, provides support functions across the Duke Energy Corporation holding company. These services include accounting, treasury, human resources, communications and legal functions. In general, DEBS employees are permitted to have greater

access to information across the regulated and non-regulated businesses, but are prohibited from sharing such information with an employee that is not permitted to directly access the information. Costs related to DEBS employees are allocated pursuant to the Service Company/Utility Service Agreement described in Section IV of this document.

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III. PROVISIONS THAT MAINTAIN SEPARATE ACCOUNTING.

Duke Energy Ohio maintains separate books and records from its affiliates in accordance with the Federal Energy Regulatory Commission's (FERC) Uniform System of Accounts (USoA). The FERC USoA designates specific accounts where regulated and non-regulated transactions are to be recorded. Duke Energy Ohio and its affiliates have cost accounting procedures and systems in place and in operation that assure that each business unit and affiliate properly records the costs associated with that unit's or company's own activities and operations. These accounting procedures and systems are more fully set forth in the Company's CAM.

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IV. A LIST IDENTIFYING FINANCIAL ARRANGEMENTS AND TRANSACTIONS.

Financial arrangements between Duke Energy Ohio and its affiliates, except as the Commission may approve, are subject to the following restrictions: (i) any indebtedness incurred by an affiliate shall be without recourse to the electric utility; (ii) Duke Energy Ohio shall not enter into any agreement with terms under which the electric utility is obligated to commit funds to maintain the financial viability of an affiliate; (iii) Duke Energy Ohio shall not make any investment in an affiliate under any circumstances in which the electric utility would be liable for the debts and/or liabilities of the affiliate incurred as a result of actions or omissions of an affiliate; (iv) Duke Energy Ohio shall not issue any security for the purpose of financing the acquisition, ownership, or operation of an affiliate; (v) Duke Energy Ohio shall not assume any obligation or liability as a guarantor, endorser, surety, or otherwise with respect to any security of an affiliate; and Duke Energy Ohio shall not pledge, mortgage, or use as collateral any assets of the electric utility for the benefit of an affiliate.

Duke Energy Ohio and its utility and non-utility affiliates operate pursuant to the terms and conditions of various service agreements. The terms and conditions of these agreements set forth the cost allocations for the transactions that are permitted to occur pursuant to the various Agreements. Duke Energy Ohio maintains copies of the current agreements in its CAM. Many of these agreements were approved by the Public Utilities Commission of Ohio in Case No. 05-732-EL-MER as part of the merger between Duke Energy Corporation and Cinergy Corp.¹ In

¹ Duke Energy Ohio is a Party to other agreements with its utility affiliates that were not approved as part of the Duke- Cinergy merger. These agreements include but are not limited to the Miami Fort Operations Agreement, and Affiliate Inventory Asset Transfer Agreement, and the Natural Gas and Propane Services Agreement. These

general there are three primary cost allocations that affect Duke Energy Ohio and its affiliates: cost allocations from DEBS, the subsidiary service Company of Duke Energy Corporation; (2) cost allocations between Duke Energy Ohio and its wholly-owned subsidiary Duke Energy Kentucky, Inc., for common costs; and (3) administrative and general (A&G) cost allocations between its gas and electric operations for both capital and expense accounts. The Agreements of which Duke Energy Ohio is a Party include the following:

- Service Company Utility Service Agreement– This agreement governs transactions between DEBS (Service Company) and utility affiliates, including Duke Energy Ohio. This agreement was entered into as part of merger between Duke Energy and Cinergy Corporation. In its Opinion and Order dated December 21, 2005, the Commission approved this agreement in Case No. 05-732-EL-MER et al.² DEBS provides its services at cost, except that solely for the purpose of Internal Revenue Code Section 482, Duke Energy Ohio shall pay DEBS the market value of services. However, notwithstanding the Section 482 exception, for rate making purposes, services are rendered to Duke Energy Ohio at cost.
- Operating Companies Service Agreement (Operating Company Agreement) – This agreement governs transactions between Duke Energy Ohio and its utility affiliates. As compensation for any services rendered pursuant to the Operating Company Agreement, the company receiving services (Client Company) shall pay the service provider the fully embedded cost thereof (i.e., the sum of (i) direct costs, (ii) indirect costs and (iii) costs of capital), except to the extent otherwise required by Section 482 of the Internal Revenue

agreements allow Duke Energy Ohio to provide and receive services and goods at cost or otherwise according to FERC pricing regulations.

² *In re Merger of Cinergy Corp., and Duke Energy Holding Company*, 05-732-EL-Mer et al., (Opinion and Order)(Dec. 21, 2005 at 14).

Code. Services provided to or by Duke Energy Carolinas shall be priced in accordance with Duke Energy Carolinas's North Carolina Code of Conduct approved by the North Carolina Utilities Commission. In accordance with FERC regulations, generation services provided by the regulated utilities to Duke Energy Ohio "Generation" and vice versa, are subject to asymmetrical pricing.

- **Operating Company/ Non-utility Companies Service Agreement (Affiliate Services Agreement)** – This agreement governs transactions between Duke Energy Ohio and certain of its non-utility affiliates. As compensation for any services rendered pursuant to the Affiliate Services Agreement, the client company shall pay the service provider the fully embedded costs thereof except as required by 482 of the Internal Revenue Code.
- **Joint Transmission System Planning and Operating Agreement** – This agreement addresses the allocation of transmission costs and revenues for the Duke Energy (Duke Energy Ohio and Duke Energy Indiana, Inc., [Duke Energy Indiana]) transmission system.
- **Utility Money Pool Agreement** – This agreement allows Duke Energy, DEBS, and Duke Energy's utility operating companies (including Duke Energy Ohio) to participate in a money pool arrangement to better manage cash and working capital requirements. Under this arrangement, those companies with surplus short-term funds may contribute those funds into a money pool which is provided for short-term loans to affiliates (other than Duke Energy Corporation) participating under this arrangement. This surplus cash may be from internal or external sources. Each party receiving a loan pursuant to the agreement must repay the principal amount plus interest either on demand or within 365

days of receiving the loan. Interest incomes from the loans are allocated among the parties in proportion to their respective contribution to the funds.

- **Tax Sharing Agreement** – This agreement, between Duke Energy and its subsidiaries, provides for a consolidated Federal income tax return and the allocation of consolidated Federal income tax liabilities and benefits among the parties to the agreement.
- **Miami Fort Unit 6 Operation Agreement**- This agreement allows for Duke Energy Ohio to operate and maintain Duke Energy Kentucky's Miami Fort Unit 6 Generating Station. Duke Energy Ohio is required to provide material, fuel, equipment and services to Duke Energy Kentucky in accordance with good Utility Practice.
- **Gas and Propane Services Agreement**- This agreement allows for Duke Energy Ohio to provide certain necessary services for the operation of Duke Energy Kentucky's Woodsdale Generating Station which was formerly owned by Duke Energy Ohio.
- **Agreement for Gypsum and FGD Waste Material Disposal Services**- This agreement allows Duke Energy Kentucky to perform scrubber and FGD waste disposal services for Duke Energy Ohio.
- **Inter-Company Asset Transfer Agreement.** This Agreement permits asset transfer agreements for inventory items between Duke Energy Ohio and its sister regulated utility operating companies (Duke Energy Kentucky, Duke Energy Indiana, and Duke Energy Carolinas). The transfers are priced at the transferring party's fully embedded costs or through in-kind replacements, providing the transfers do not jeopardize the transferring party's ability to provide service. The pricing under this agreement is consistent with Ohio's affiliate transaction pricing rules. The agreement was entered into as a result of affiliate pricing rules in other jurisdictions that would otherwise require such transactions

to be priced according to stricter asymmetrical pricing rules. Duke Energy Ohio “Generation” and regulated utilities use FERC’s asymmetrical pricing for transfers among themselves.

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V. LIST OF ALL CURRENT AFFILIATES IDENTIFYING EACH AFFILIATES' PRODUCT(S) AND OR SERVICES(S).

Duke Energy Corporation has many companies within its family of companies. Duke Energy Corporation's Corporate Secretary maintains a list of all affiliates in the Duke Energy Corporate Holding Company structure and will be made available to the Commission upon request. The list includes the list of affiliates within Duke Energy Corporation as of March 31, 2009.

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Company	Where incorporated	Date Incorporated	Nature of Business
ADAGE Hamilton LLC	Delaware	5/6/2009	Pursuant to the ADAGE joint venture, this special purpose vehicle will be the owner of the 50mw biomass power plant currently under development in Hamilton County, FL.
ADAGE LLC	Delaware	9/9/2008	Identify, evaluate, develop, and pursue Biomass opportunities in the US.
Advance SC LLC	South Carolina	7/9/2004	Distribute a portion of bulk power marketing revenues of Duke Power Company for certain South Carolina public assistance programs, education programs, economic development funding and manufacturing competitiveness funding.
Advantage IQ, Inc.	Washington State	11/6/1995	FERC Form 1: Grant making Advantage IQ is a leading provider of comprehensive cost management services for utility, telecom and waste expenses, including strategic energy management services. Its patented technology and services provide multi-site companies with critical, yet easy-to-access information that enables companies to proactively manage and reduce expenses. Advantage IQ's patented Facility IQTM System provides online access to consolidated costs as well as powerful analytical consulting services and real-time reporting tools.
Aguaytia Energy del Peru S.R.L.	Peru	10/1/1996	Peruvian limited liability company which provides thermal electric generation in the Peruvian Amazon Basin, and is dedicated to operations in connection to natural gas and derivatives.
Aguaytia Energy, LLC	Delaware	10/24/1995	Delaware limited liability holding company which owns 97.2238% of Aguaytia Energy del Peru SRL Ltda.
APOG, LLC	Delaware	6/22/2007	To provide technical, engineering and procurement support services to and for the benefit of Member-owned or operated nuclear facilities.
Attiki Denmark ApS	Denmark	10/1/2000	Danish entity which holds 49% interest in Attiki Gas Supply Company S.A. This entity is a partnership with Shell Gas BV.
Attiki Gas Supply Company S.A.	Greece	11/2/2001	Greek entity which sells and supplies natural gas to consumers located within the geographical area of Attiki, which includes Athens, Greece.
Bison Insurance Company Limited	Bermuda	12/11/1968	Bison Insurance Company Limited is a captive insurance company that insures the risks of Duke Energy Corporation and many of its subsidiaries and affiliates. Duke insures all or part of its risks with Bison and Bison in turn retains a portion of the risks and purchases reinsurance for the risk it does not retain. Bison receives premiums, pays its reinsurance premiums, claim costs and expenses and invests its cash just as any other insurance company would do. (per Keith Bone 4.29.09)

Brownsville Power I, L.L.C.	Delaware	7/13/1998	A natural gas-fired generation facility located in Haywood County, Tennessee.
BSPE General, LLC	Texas	1/11/2001	Formed to act as the Sole General Partner of BSPE, L.P.
BSPE Holdings, LLC	Delaware	1/10/2001	Formed as an indirect holding company for a Qualifying Facility (QF) as defined under the PURPA of 1978.
BSPE Limited, LLC	Delaware	1/10/2001	Formed to act as the Sole Limited Partner of BSPE, L.P.
BSPE, L.P.	Delaware	1/16/2001	Formed to purchase, own and lease certain existing equipment and fixtures in connection with the two QFs located in Texas constructed and operated by South Houston Green Power, L.P.
			Formed as a bankruptcy remote vehicle to purchase, own and lease certain existing equipment and fixtures in connection with the 2 facilities in Texas City and Chocolate Bayou that are owned and operated by South Houston Green Power L.P.
Caldwell Power Company	North Carolina	7/28/1921	The purpose of this entity is to generate, transmit and distribute electric power. (currently inactive)
Carolinas Virginia Nuclear Power Associates, Inc.	North Carolina	10/4/1956	The Duke Power nuclear program began in 1956 with the formation of the Carolinas Virginia Nuclear Power Associates, Inc. (CVNPA), consisting of Duke Power, Carolina Power & Light, Virginia Electric Power Company, and South Carolina Electric & Gas. CVNPA sponsored the construction and operation of the demonstration Carolinas-Virginia Tube Reactor (CVTR) at the Parr site, north of Columbia, SC. The CVTR began its demonstration mission in 1964 with a generating capacity of 17 Mwe, and completed its mission in January, 1967. Decommissioning of the plant was delayed until 2001; it is now scheduled for completion in 2008. (Non-profit)
Catalytic Solutions, Inc.	California	1/31/1996	Formed to develop alternative emissions control technology.
Catamount Celtic Energy Limited	Scotland	6/8/2007	Developing wind power generation in the United Kingdom
Catamount Energy Corporation	Vermont	6/23/1992	Owns non-regulated power generation companies in the USA and United Kingdom
Catamount Energy Limited	England and Wales	8/15/2002	Developing wind power generation in the United Kingdom
Catamount Energy SC 1	Scotland	10/8/2002	Limited partnership that owns a Scottish limited company for wind power development
Catamount Energy SC 2	Scotland	10/8/2002	Limited partnership that owns a Scottish limited company for wind power development
Catamount Energy SC 3	Scotland	10/8/2002	Limited partnership that owns a Scottish limited company for wind power development
Catamount Heartlands Corporation	Delaware	12/12/1997	Holding Company with no assets
Catamount Rumford Corporation	Vermont	4/11/1989	Limited Partner in a cogeneration plant in Maine

Catamount Sweetwater 1 LLC	Vermont	12/12/2003	Member of a Limited Liability Company that owns wind power assets in Texas
Catamount Sweetwater 2 LLC	Vermont	5/5/2004	Member of a Limited Liability Company that owns wind power assets in Texas
Catamount Sweetwater 3 LLC	Vermont	6/3/2004	Member of a Limited Liability Company that owns wind power assets in Texas
Catamount Sweetwater 4-5 LLC	Vermont	3/8/2005	Member of a Limited Liability Company that owns wind power assets in Texas
Catamount Sweetwater 6 LLC	Vermont	9/7/2005	Member of a Limited Liability Company that is developing a wind facility in Texas
Catamount Sweetwater Corporation	Vermont	6/17/2003	Member of three Limited Liability Companies
Catamount Sweetwater Holdings LLC	Vermont	6/20/2005	Holding company that owns LLCs with interests in wind power assets in Texas
Catawba Manufacturing and Electric Power Company	North Carolina		The purpose of this entity is to generate, transmit and distribute electric power. (currently inactive)
CEC UK1 Holding Corp.	Vermont	9/11/2002	General Partner in Scottish limited partnerships
CEC UK2 Holding Corp.	Vermont	9/11/2002	Limited Partner in Scottish limited partnerships
CEC Wind Development LLC	Vermont	1/12/2007	Owns assets in wind power projects being developed in various states
Centra Gas Toluca S.R.L. de C.V.	Mexico	2/10/1997	Mexican entity which previously provided payroll services to all DEI Mexican employees. Since the transfer of the Campeche platform to Pemex in August 2007, this company is now dormant.
CGP Global Greece Holdings, SA	Greece	8/10/2001	Greek company which holds 51% (ownership of Artiki Denmark ApS) interest in the Artiki Gas Project, and debt for the project.
CinCap IV, LLC	Delaware	12/3/1997	Markets electricity at wholesale.
CinCap V, LLC	Delaware	7/21/1998	Markets electricity at wholesale.
Cinergy Capital & Trading, Inc.	Indiana	10/8/1992	Cinergy Capital & Trading, Inc. is engaged in the business of marketing energy commodities at wholesale.
Cinergy Climate Change Investments, LLC	Delaware	6/9/2003	Formed to facilitate investments by Cinergy or its subsidiaries, and other energy companies in forestation projects in the Lower Mississippi River Valley, and possibly other sites, as a means for removing carbon dioxide (Co2) from the atmosphere.
Cinergy Corp.	Delaware	6/30/1993	The parent holding company of Duke Energy Indiana, Inc., Duke Energy Ohio, Inc., and Cinergy Investments, Inc.
Cinergy Foundation, Inc.	Indiana	12/7/1988	Established in January 1995. The purpose of this Foundation shall be to operate exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
Cinergy General Holdings, LLC	Delaware	12/14/2001	Serves as the general partner of Cinergy Marketing & Trading, L.P.

Cinergy Global (Cayman) Holdings, Inc.	Cayman Islands	9/4/1997	Cayman holding entity which owns 100% of Cayman entity Cinergy Global Tsavo Power. This entity was formed to be utilized in connection with future EWG or FUCO acquisitions by Cinergy Corp.
Cinergy Global Ety, Inc.	Delaware	8/28/1998	Delaware entity formerly held interest in EPR Ely Power Limited an EWG/FUCO Project. EPR Ely Power Limited was sold 03/14/2005.
Cinergy Global Hellas S.A.	Greece	6/13/2003	Greek company which holds the Asset Services Agreement for the Attiki Gas Project in Greece.
Cinergy Global Holdings, Inc.	Delaware	12/18/1998	Delaware holding company which holds 100% of Cinergy Holdings B. V. and 1 share in CGP Global Holdings, SA.
Cinergy Global Power (UK) Limited	England	2/5/1998	UK entity slated for future dissolution. It is a private UK entity limited by shares which formerly held interest in a UK entity which owned and operated a gas turbine generator supplying wholesale electricity to Worcestershire, UK.
Cinergy Global Power Africa (Proprietary) Limited	South Africa	8/3/1999	South African entity is currently in process for dissolution.
Cinergy Global Power Iberia, S.A.	Spain	6/17/1998	Spanish entity is currently in process for dissolution. Was formed to trade electricity in Spain.
Cinergy Global Power Services Limited	London, England	8/14/1997	
Cinergy Global Power, Inc.	Delaware	9/4/1997	
Cinergy Global Resources, Inc.	Delaware	5/15/1998	The U.S. holding company created for Cinergy's international, non-regulated investments, as well as its domestic initiatives in renewable generation. Through its subsidiaries, Cinergy Global Resources, Inc. holds interests in power generation, transmission and distribution projects worldwide and is also active in European gas and electricity markets. Assets in operation/development are located in various countries, including the Czech Republic, Denmark, Greece, Kenya, Spain, South Africa, England and Wales, Cayman Islands, the Netherlands, Poland, the U.S. and the Republic of Zambia.
Cinergy Global Trading Limited	England	5/25/1999	UK entity limited in shares slated for dissolution. Its subsidiaries were formerly involved in gas, electricity and trading business and related energy products in UK.
Cinergy Global Tsavo Power	Cayman Islands	9/4/1997	Cayman Island entity holds 48% interest in IPS-Cinergy Power Limited, a Kenyan entity, through its joint venture with Industrial Promotion Services (Kenya) Limited which holds the other 51.8% in IPS-Cinergy Power Limited.
Cinergy Holdings BV	Netherlands	4/7/1948	Dutch holding company currently inactive.

Cinergy Investments, Inc.	Delaware	10/24/1994	A non-utility subsidiary holding company that holds the majority of Cinergy's domestic non-utility businesses.
Cinergy Limited Holdings, LLC	Delaware	12/14/2001	Holds an interest in Cinergy marketing & Trading, L.P.
Cinergy Origination & Trade, LLC	Delaware	10/19/2001	
Cinergy Power Generation Services, LLC	Delaware	11/22/2000	Provides generation services, such as operation and maintenance services, to owners of electric generating facilities.
Cinergy Power Investments, Inc.	Ohio	12/5/2000	Formed to hold the assets of divested or other non-regulated power plants.
Cinergy Receivables Company LLC	Delaware	1/10/2002	Intended to and shall operate and function as a Qualified Special Purpose Entity ("QSPE") as that term is defined in the Statement of Financial Accounting Standards No. 140 ("FASB 140"). For detailed purpose, please refer to Section 7 of the A&R LLC Agreement dated 3.31.2002. Cinergy Receivables Company LLC was formed for the purpose of purchasing the accounts receivables and related rights of PSI Energy, Inc., ULH&P and CG&E and then securitizing such receivables through a loan agreement with certain commercial banks.
Cinergy Retail Power General, Inc.	Texas	8/7/2001	Formed to serve as the general partner of Cinergy Retail Power, L.P.
Cinergy Retail Power Limited, Inc.	Delaware	8/6/2001	Formed to hold an investment in Cinergy Retail Power, L.P.
Cinergy Retail Power, L.P.	Delaware	8/8/2001	Formed to engage in the retail sale of electric power to large industrial customers in states that have legislatively or administratively established customer choice and retail competition.
Cinergy Solutions - Utility, Inc.	Delaware	9/27/2004	To provide engineering, construction, operation and maintenance services with respect to electric and natural gas systems and infrastructure.
Cinergy Solutions Partners, LLC	Delaware	9/12/2000	
Cinergy Technology, Inc.	Indiana	12/12/1991	Manages Cinergy's existing non-regulated, technology-related investments, assess the market potential for non-regulated product and service development opportunities, and form key alliances for non-regulated product development.
Cinergy Two, Inc.	Delaware	11/6/2000	

Cinergy UK, Inc.	Delaware	5/1/1996	
Cinergy Wholesale Energy, Inc.	Ohio	11/27/2000	Cinergy Wholesale Energy, Inc. is a holding company for non-utility energy services businesses.
Cinergy-Centrus Communications, Inc.	Delaware	7/17/1998	Inactive and being held open for tax purposes.
Cinergy-Centrus, Inc.	Delaware	4/23/1998	Inactive and is being held open for tax purposes.
CinFuel Resources, Inc.	Delaware	1/10/2002	Holding company that owns, through direct or indirect investment, and/or operates, projects capable of producing synthetic fuel, such as LHI, LLC.
CinPower I, LLC	Delaware	6/12/1998	A company that optimizes the economic benefits in connection with the restructured wholesale power purchase agreement involving certain non-affiliates.
Claiborne Energy Services, Inc.	Louisiana	3/1/1990	Is the general partner of Clean Energy Partners Limited Partnership, a limited partnership which was formed to develop, own and operate a coal gasification electric power facility. Own and operate a uranium enrichment facility.
Comercializadora Duke Energy de Centro America, Limitada	Guatemala	9/22/2000	Guatemalan company used as a trading and marketing vehicle. It was originally formed to buy excess electricity from El Salvador and sell it in the open market. It also buys power from DEI Guatemala y Cia SCA (Planta Arizona and Planta Las Palmas) under a PPA with that entity.
Commercial Electricity Supplies Limited	England	8/10/1993	
Compania de Servicios de Compresion de Campeche, S.A. de C.V.	Michigan	9/3/1998	Mexican JV corporation which previously rendered gas compression services to PEMEX. This company was placed into liquidation on December 13, 2007.
Conterra Ultra Broadband Holdings, Inc.	North Carolina	7/28/2006	Conterra is a facilities-based, FCC common carrier that provides high quality, high capacity backhaul and wide area network services for mobile carriers, school districts and government entities throughout the country.
Crescent Holdings, LLC	Delaware	8/30/2006	
Crescent Resources, LLC	Georgia	12/31/2000	Real Estate Development
CSCC Holdings Limited Partnership	Canada (British Columbia)	5/17/2002	Canadian entity holding 50% ownership interests in Compania de Servicios de Compresion de Campeche S.A. de C.V. Since the transfer of the Campeche platform to Pemex in August 2007, this company is now dormant and on hold for liquidation.
CSGP General, LLC	Texas	4/5/2001	
CSGP Limited, LLC	Delaware	4/5/2001	

CST General, LLC	Texas	5/22/2001	
CST Green Power, L.P.	Delaware	5/23/2001	Purpose is to be the project company that will partially own and manage a long-term co-generation project located in Texas.
CST Limited, LLC	Delaware	5/18/2001	
CTE Petrochemicals Company	Cayman Islands	1/27/1981	Cayman partnership 50% owned by Texas Eastern Arabian Ltd. (Duke entity) and 50% owned by sub of Duke's partner, Celanese Corporation. CTE is the holding company for 50% interest in National Methanol Company, a methanol project in Saudi Arabia and JV with SABIC.
Current Group, LLC	Delaware	10/24/2000	CURRENT provides electric utilities a Smart Grid solution that increases the efficiency and reliability of the electric grid while reducing the environmental impact of electric usage.
D/FD Holdings, LLC	Delaware	12/15/2005	Holding company for previous D/FD companies
D/FD International Services Brasil Ltda.	Brazil		Formed to be the contracting entity for the DI Project (and possibly other projects) in Brazil.
D/FD Operating Services LLC	Delaware	3/7/1996	Operation of electric generating plant
DE Marketing Canada Ltd.	Canadian Federal	7/17/1996	Holding company/General partner.
DE Nuclear Engineering, Inc.	North Carolina	3/17/1969	
DEB - Pequenas Centrais Hidrelétricas Ltda.	Brazil	12/22/2003	Power generation and sale in Brazil.
DEGS Biogas, Inc.	Delaware	11/9/2000	
DEGS Biomass, LLC	Delaware	9/22/2008	Acquiring, holding and funding 50% ownership interest in Adage, LLC.
DEGS EPCOM College Park, LLC	Delaware	8/20/1999	Performs various utility-related engineering, procurement, construction, operation and maintenance services at the University of Maryland.
DEGS GASCO, LLC	Delaware	11/9/2000	
DEGS O&M, LLC	Delaware	8/30/2004	To operate and maintain several facilities owned by subsidiaries of KGen, LLC.
DEGS of Boca Raton, LLC	Delaware	9/4/1998	Develops, constructs, finances, operates and maintains certain thermal energy facilities located in Boca Raton, Florida and sells associated thermal and other, energy-related products and services.
DEGS of Cincinnati, LLC	Ohio	7/29/1997	Owns and operates a district cooling business in downtown Cincinnati, Ohio.
DEGS of Delta Township, LLC	Delaware	12/15/2004	To perform the construction and operating services for GM for the Delta Township assembly facilities.

DEGS of Lansing, LLC	Delaware	6/25/2002	Cinergy Solutions Operating Services of Lansing, LLC performs oversight, management, operation and maintenance of energy/utility service facilities at a General Motors vehicle assembly plant in Lansing, Michigan.
DEGS of Monaca, LLC	Delaware	12/16/2003	To operate, maintain and manage Horsehead Industries, Inc. dba Zinc Corporation of America's G. F. Weaton Station located in Monaca, P.A.
DEGS of Narrows, LLC	Delaware	3/17/2003	Formed for the purpose of operating, maintaining and managing the existing utility system at the Celanese acetate manufacturing facility located in Narrows, Virginia.
DEGS of Oklahoma, LLC	Delaware	8/13/2002	
DEGS of Parlin, LLC	Delaware	4/10/2006	Operation and maintenance for customer facility.
DEGS of Philadelphia, LLC	Delaware	5/11/2001	
DEGS of Rock Hill, LLC	Delaware	3/17/2003	Formed for the purpose of operating, maintaining and managing the existing utility system at the Celanese acetate manufacturing facility located in Rock Hill, South Carolina.
DEGS of San Diego, Inc.	Delaware	1/9/2004	Purpose is to supervise the construction of, operate and maintain, an energy facility at Children's Hospital and Health Center in San Diego, California.
DEGS of Shreveport, LLC	Delaware	6/28/2002	Cinergy Solutions Operating Services of Shreveport, LLC performs oversight, management, operation and maintenance of energy/utility service facilities at a General Motors vehicle assembly plant in Shreveport, Louisiana.
DEGS of South Charleston, LLC	Delaware	8/24/2004	To design, build, own, operate, and maintain certain steam generating equipment and ancillary water treatment equipment to be located at the UCC Technical Center in South Charleston, West Virginia.
DEGS of St. Bernard, LLC	Delaware	1/6/2003	Operate, maintain and manage the existing utility system and to design, develop, construct and own system improvements at Proctor & Gamble's chemical manufacturing facility located in St. Bernard, Ohio.
DEGS of St. Paul, LLC	Delaware	8/13/1998	Own St. Paul Cogeneration LLC.
DEGS of Tuscola, Inc.	Delaware	10/13/1998	Oversees the operations and staffing of a qualifying facility (QF) located in Tuscola, Illinois.
DEGS Three Buttes, LLC	Delaware	8/26/2008	To act as a holding company for the LLC interests of Three Buttes Windpower, LLC, which will develop, construct, own and operate the Campbell Hill Windpower project near Casper, Wyoming.
DEGS Wind I, LLC	Delaware	5/23/2007	Holding Company for project companies which will develop wind assets.
DEGS Wind Supply II, LLC	Delaware	8/26/2008	To procure wind turbine generators from General Electric for projects under development by DEGS Wind I, LLC and its affiliates.

DEGS Wind Supply, LLC	Delaware	12/11/2007	
Delta Township Utilities II, LLC	Delaware	3/25/2004	Formed to provide new assets to service General Motors' new assembly plant located in Delta Township, Michigan, including the design, construction, ownership, operations and maintenance of such new assets.
Delta Township Utilities, LLC	Delaware	7/5/2001	Constructs, owns, operates and maintains energy-related facilities for a General Motors metal stamping facility located in Michigan.
DENA Asset Partners, L.P.	Delaware	12/14/2001	Personnel Management
DENA Partners Holding, LLC	Delaware	11/30/2001	Payroll company
DEMI Management, Inc.	Colorado	6/21/1994	Holding company.
Dixilyn-Field (Nigeria) Limited	Nigeria	11/14/1977	Inactive, but still on the books
Dixilyn-Field Drilling Company	Delaware	1/31/1977	
Dixilyn-Field International Drilling Company, S.A.	Panama	6/10/1970	Inactive, but still on the books
DTMSI Management Ltd.	Canada (Alberta)	7/9/1996	Holding Company
Duke Broadband, LLC	Delaware	9/22/2003	
Duke Capital Partners, LLC	Delaware	3/14/2000	To provide lending, investment banking and asset management services to the wholesale and commercial energy market.
Duke Communications Holdings, Inc.	Delaware	9/20/1996	Provides telecommunications services, information services, selling or leasing of long-haul optic fiber capacity and energy management services.
Duke Energy Allowance Management, LLC	Delaware	5/15/2001	Purchase and sale of environmental credits.
Duke Energy Americas, LLC	Delaware	7/2/2004	Holding Company
Duke Energy Business Services LLC	Delaware	11/18/1998	Management Services
Duke Energy Carolinas Plant Operations, LLC	Delaware	5/29/2001	Performs the operations and maintenance and provides other plant services for power generation and energy facilities.
Duke Energy Carolinas, LLC	North Carolina	11/27/1963	Holding Company
Duke Energy Cerros Colorados, S.A.	Argentina	5/31/1993	Argentine entity which serves as the operator of both generation facilities in Argentina: Alto Valle and Planicie Banderita.
Duke Energy Corporate Services, Inc.	Delaware	6/26/2008	Holding Company
Duke Energy Corporation	Delaware	5/3/2005	Holding Company.

Duke Energy Development Pty Ltd	Australia	6/1/1998	Australian company slated for dissolution.
Duke Energy Egenor S. en C. por A.	Peru	12/31/1996	Peruvian joint stock company which owns 2 central hydroelectric plants: 263 MW Canon del Pato and 95 MW Carhuacuero. Also owns 6 thermoelectric plants in the north of Peru: 43 MW in Piura; 63 MW in Chimbote; 21 MW in Trujillo; 24 MW in Chiclayo; 9 MW in Paita; and 10 MW in Sullana.
Duke Energy Electroquil Partners	Delaware	12/5/1997	Delaware general partnership holding 99.75% in Duke Energy International del Ecuador Cia. Ltda. in connection with the Electroquil facility in Guayaquil, Ecuador.
Duke Energy Engineering, Inc.	Ohio	3/28/1997	Markets various utility-related engineering services.
Duke Energy Fossil-Hydro California, Inc.	Delaware	8/1/2001	Performs operation and maintenance and other plant services for power generation and energy facilities.
Duke Energy Fossil-Hydro, LLC	Delaware	7/6/2001	To provide operation and maintenance services to fossil-fired and hydro-powered electric generation facilities.
Duke Energy Generating S.A.	Argentina	3/11/1992	Argentine holding company for Duke's 90.87% interest in Duke Energy Cerros S.A., an Argentine company which serves as the operator for both facilities in Argentina: Alto Valle and Palancia Banderita.
Duke Energy Generation Services Holding Company, Inc.	Delaware	2/11/1997	Markets an array of energy-related products and services and develops, acquires, owns and operates certain energy-related projects.
Duke Energy Generation Services, Inc.	Delaware	6/2/2000	Develops, acquires, owns and operates certain energy-related businesses, formerly conducted by Cinergy Solutions Holding Company, Inc.
Duke Energy Global Markets, Inc.	Nevada	8/2/1996	Engaged in management and investment of funds.
Duke Energy Group Holdings, LLC	Delaware	4/29/2005	Delaware limited liability company which holds the 100% ownership interest in Duke Energy Group, LLC.
Duke Energy Group, LLC	Delaware	12/22/1987	Delaware limited liability company with interests in Duke's international companies involved with electric power projects and marketing of electric power.
Duke Energy Indiana, Inc.	Indiana	9/6/1941	The production, transmission, distribution, and sale of electricity in North Central, Central, and Southern Indiana.
Duke Energy Industrial Sales, LLC	Delaware	6/6/2006	The purpose of this entity is to engage in the sale of coal and other supplies to industrial companies.
Duke Energy International (Europe) Holdings ApS	Denmark	8/11/2000	Danish holding company slated for dissolution pending dissolutions of its UK subsidiaries.

Duke Energy International (Europe) Limited	United Kingdom	6/24/1999	UK company in process of voluntary dissolution.
Duke Energy International Argentina Holdings	Cayman Islands	7/27/1999	Cayman entity slated for dissolution.
Duke Energy International Argentina Marketing/Trading (Bermuda) Ltd.	Bermuda	2/3/1999	Bermuda entity slated for dissolution.
Duke Energy International Asia Pacific Ltd.	Bermuda	8/24/2001	Bermuda holding company slated for dissolution pending liquidation of its subsidiaries.
Duke Energy International Bolivia Holdings No. 1, LLC	Delaware	8/3/1999	Delaware limited liability company currently inactive as a result of the sale of the Bolivian assets in February 2007.
Duke Energy International Brasil Commercial, Ltda.	Brazil	5/29/2002	Brazilian entity which holds 99.99% in Duke Trading do Brasil Ltda.
Duke Energy International Brasil Holdings, LLC	Delaware	5/10/2001	Delaware entity which holds the minority interest in Duke Energy International Brasil Ltda.
Duke Energy International Brasil Holdings Ltd.	Bermuda	10/22/2001	Bermuda holding company for Duke Energy International's assets in Brazil.
Duke Energy International Comercializadora de El Salvador, S.A. de C.V.	El Salvador	12/12/2002	Salvadorean entity used for energy trading and marketing throughout the Central American region; import, export and domestic electric energy transactions.
Duke Energy International del Ecuador Cia. Ltda.	Ecuador	12/15/1997	Ecuadorian company which owns 82.7482% in Electroquil SA, an electric power generation company located in Guayaquil, Ecuador.
Duke Energy International El Salvador Investments No. 1 Ltd	Bermuda	2/24/1999	Bermuda holding entity for Duke Energy International's assets in El Salvador.
Duke Energy International El Salvador Investments No. 1 y Cia. S. enC. de C.V.	El Salvador	6/25/1999	Salvadorean holding entity for Duke Energy International's assets in El Salvador..
Duke Energy International El Salvador, S en C de CV	El Salvador	7/3/1998	Salvadorean operating company - a thermal electric generation plant.
Duke Energy International Electroquil Holdings, LLC	Delaware	5/10/2001	Delaware holding entity which owns 0.25% interest in Duke Energy International del Ecuador Cia, Ltda.
Duke Energy International Espana Holdings, S.L.U.	Spain	10/22/2003	Spanish holding entity which holds ownership interests in Argentina and Ecuador.
Duke Energy International Group, Ltd.	Bermuda	11/30/2007	Bermuda holding company for all of Duke Energy International's interests in Latin America.
Duke Energy International Guatemala Holdings No. 1, Ltd.	Bermuda	3/15/1999	Bermuda holding company which holds ownership interest in Guatemalan entities which generate, sell, supply, transmit, trade in, purchase and market electricity, natural gas, and hydro carbon products.

Duke Energy International Guatemala Holdings No. 2, Ltd.	Bermuda	3/15/1999	Bermuda holding entity slated for dissolution.
Duke Energy International Guatemala Holdings No. 3	Cayman Islands	5/20/1997	Cayman Island holding entity slated for dissolution.
Duke Energy International Guatemala Limitada	Guatemala	8/21/2001	Guatemalan limited liability entity which holds 99% interest in Duke Energy International Operaciones Guatemala Limitada and 99% of Duke Energy International Transmission Guatemala Limitada. Slated for dissolution.
Duke Energy International Guatemala y Compania Sociedad en Comandita por Acciones	Guatemala	7/23/1998	Guatemalan joint stock entity which owns and operates with Duke Energy International Transmission Guatemala Ltda an 235 MW electric generation facility in Guatemala which is comprised of the 150 MW Arizona plant and the 85 MW Las Palmas plant.
Duke Energy International Holding, Ltd.	Bermuda	11/30/2007	Holding company
Duke Energy International Investments No. 2 Ltd.	Bermuda	8/4/1999	Bermuda holding company which holds a minority interest in Duke Energy Generating S.A. and Duke Energy International Southern Cone SRL.
Duke Energy International Latin America, Ltd.	Bermuda	8/4/1999	Bermuda holding company for all of Duke Energy International's interests in Latin America.
Duke Energy International Mexico, S.A. de C.V.	Mexico	9/2/1996	Mexican company which previously managed the Campeche platform in Mexico. Since the transfer of the Campeche platform to Pemex in August 2007, this company is now dormant.
Duke Energy International Netherlands Financial Services B.V.	Netherlands	4/20/2000	Dutch entity used for various financial transactions within DEI.
Duke Energy International Operaciones Guatemala Limitada	Guatemala	10/3/2001	Guatemalan entity which owns the land that Planta Arizona is located on.
Duke Energy International Peru Inversiones No. 1, S.R.L.	Peru	5/16/1996	Peruvian entity in process of dissolution.
Duke Energy International Peru Investments No. 1, Ltd.	Bermuda	8/9/1999	Bermuda holding entity for the Peruvian companies.
Duke Energy International PJP Holdings, Ltd.	Bermuda	2/24/1999	Bermuda entity slated for dissolution.
Duke Energy International Southern Cone SRL	Argentina	2/8/1999	Argentine limited liability entity set up for trade & marketing.
Duke Energy International Trading and Marketing (UK) Limited	United Kingdom	1/6/2000	Business Activity 4010 - As of October 25, 2006, Company is in process of voluntary dissolution.

Duke Energy International Transmission Guatemala Limitada	Guatemala	10/1/2001	Guatemalan entity that owns and operates a 230 Kv electric transmission line facility in Guatemala.
Duke Energy International Uruguay Holdings, LLC	Delaware	11/6/2003	Delaware holding entity which holds a minority ownership interest in Duke Energy International Uruguay Investments, SRL.
Duke Energy International Uruguay Investments, S.R.L.	Uruguay	10/16/2003	Uruguayan limited liability holding entity for Duke's assets in Argentina and Ecuador.
Duke Energy International, Brasil Ltda.	Brazil	2/4/1998	Brazilian company set up for the participation at bidding procedures and/or auctions for the transfer of ownership interests in electricity companies in Brazil.
Duke Energy International, Geracao Parapanema S.A.	Brazil	2/4/1999	Brazilian entity which owns and operates 8 hydroelectric generating facilities in the Parapanema River in Sao Paulo, Brazil.
Duke Energy International, LLC	Delaware	9/18/1997	Delaware parent/holding company for all of the DEI subsidiaries.
Duke Energy Kentucky, Inc.	Kentucky	3/20/1901	The transmission, distribution, and sale of electricity energy and the sale and transportation of natural gas in northern Kentucky.
Duke Energy Marketing America, LLC	Delaware	1/3/2001	Energy Marketing and energy management for unregulated merchant energy facilities of Duke Energy North America, LLC.
Duke Energy Marketing Corp.	Nevada	11/7/1994	Was formed to engage in the marketing of electric power.
Duke Energy Marketing Limited Partnership	Canada (Alberta)	8/1/1996	Engage in the business of purchasing, selling and marketing natural gas, electric power and other energy products and services in Canada.
Duke Energy Merchants, LLC	Delaware	4/23/1999	Provides financial, risk management and asset management services to producers, transporters and users of global energy commodities and derivative products such as crude oil, refined products, LPGs, residual fuels, coal, and fertilizer.
Duke Energy Moapa, LLC	Delaware	4/11/2000	Transact any and all lawful business for which limited liability companies may be organized under the act.
Duke Energy Murray Operating, LLC	Delaware	8/7/2001	To own and operate merchant power plant.
Duke Energy North America, LLC	Delaware	9/18/1997	Development, ownership, and operation of energy facilities.
Duke Energy Ohio, Inc.	Ohio	04/03/1837	Engaged in the production, transmission, distribution and sale of electricity and the sale and transportation of natural gas in the southwestern portion of Ohio.

Duke Energy One, Inc.	Delaware	9/5/2000	<p>Duke Energy One has two different businesses - one for residential customers and one for commercial/industrial customers.</p> <p>On the residential side, Michael Goldenberg directs DE One's strikestop and underground protection offerings. Strikestop is a whole-house surge protector that DE One sells to residential customers. Underground protection is an offering under which DE One repairs underground customer-owned electric.</p> <p>On the commercial/industrial side, Bruce Modlin directs DE One's customer-owned substation construction and maintenance activities. Evidently, there are large customers with their own transformers/substations. DE One builds these and repairs/maintains these.</p>
Duke Energy Peru Holdings S.R.L.	Peru	6/9/2000	Peruvian limited liability holding company.
Duke Energy Receivables Finance Company, LLC	Delaware	7/16/2003	Receivables finance company
Duke Energy Registration Services, Inc.	Delaware	11/18/1998	Manages the brand protection of Duke Energy Corporation.
Duke Energy Retail Sales, LLC	Delaware	12/9/2003	To provide retail gas and electric services.
Duke Energy Royal, LLC	Delaware	3/13/2002	Holding Company
Duke Energy Services Canada ULC	Canada (Alberta)	8/30/1995	Holding Company
Duke Energy Services, Inc.	Delaware	6/8/1959	A holding company.
Duke Energy Trading and Marketing, L.L.C.	Delaware	7/10/1996	Market natural gas, electricity and other energy related commodities. Does not have a parent company. Member companies are DETMI Management, Inc., 60% and Mobil Natural Gas, Inc., 40%.
Duke Energy Trading Exchange, LLC	Delaware	8/3/2000	
Duke Energy Transmission Holding Company, LLC	Delaware	7/16/2008	Holding company for transmission joint venture.
Duke Engineering & Services (Europe) Inc.	Delaware	10/13/1993	Subsidiary of DE&S, is engaged in engineering and related services in Europe.
Duke Engineering & Services International, Inc.	Cayman Islands	5/8/1996	Investment company. Partner in a joint venture in Argentina.
Duke Investments, LLC	Delaware	7/25/2000	
Duke Java, Inc.	Nevada	4/2/1996	Nevada entity is slated for dissolution.

Duke Project Services Australia Pty Ltd	Australia	7/12/2001	Australian company slated for dissolution.
Duke Project Services, Inc.	North Carolina	7/1/1966	Engaged in engineering activities for coal projects.
Duke Supply Network, LLC	Delaware	8/10/2000	
Duke Technologies, Inc.	Delaware	7/26/2000	A wholly-owned subsidiary of Cinergy Corp., is a holding company for various Cinergy investments and initiatives.
Duke Trading Do Brasil Ltda.	Brazil	1/17/2000	Brazilian entity used to purchase and sell electric power.
Duke Ventures II, LLC	Delaware	9/1/2000	
Duke Ventures, LLC	Nevada	12/19/2000	Holding company
Duke-Cadence, Inc.	Indiana	12/27/1989	To engage in the construction, operation, development or ownership of cogeneration facilities or power production facilities. To enter into joint ventures and partnership agreements.
Duke-Reliant Resources, Inc.	Delaware	1/14/1998	Holds Cinergy's investment in Reliant Services, LLC.
Duke/Fluor Daniel	North Carolina	9/1/1997	Engineering activities to coal fired plants.
Duke/Fluor Daniel Caribbean, S.E.	Puerto Rico	12/6/1996	Execution of an engineering, procurement and construction services agreement between the partnership and AES Puerto Rico, L.P.
Duke/Fluor Daniel El Salvador S.A. de C.V.	El Salvador	12/3/2002	Per Skip Weiss: Entity apparently set up as a contracting entity for El Salvador, but is apparently inactive.
Duke/Fluor Daniel International	Nevada	9/1/1994	Provides engineering, construction and operation services inside the U.S. to coal fired electric plants outside the U.S.
Duke/Fluor Daniel International Services	Nevada	9/1/1994	Coal Fired Generating Plant Services
Duke/Fluor Daniel International Services (Trinidad) Ltd.	Trinidad And Tobago	12/3/1998	Execution of an engineering, procurement and construction services agreement between Duke/Fluor Daniel International Services (partnership) and InCOGEN Limited.
Duke/Louis Dreyfus L.L.C.	Nevada	3/1/1995	A limited liability company formed to engage in the marketing of power. It sells both natural gas and electricity throughout the US.
DukeNet Communication Services, LLC	Delaware	12/21/2006	Hold telecommunications tower assets and provide certain telecommunications services
DukeNet Communications, LLC	Delaware	12/15/2000	
DukeNet/TCG LLC	North Carolina	12/12/1997	Wholesale provider of fiber-optic services

DukeTec I, LLC	Delaware	11/16/2000	
DukeTec II, LLC	Delaware	12/23/2003	To invest in energy/power generation and telecommunications technology opportunities.
DukeTec, LLC	Delaware	11/16/2000	Invests in Project management software with Utility industry applications.
Eastman Whipstock do Brasil Ltda.	Brazil	5/21/1979	Inactive
Eastman Whipstock, S.A.	Argentina	10/14/1981	Inactive. Oil and gas field services
Eastover Land Company	Kentucky	6/30/1970	Entity created for purposes of holding the land for Eastover Mining.
Eastover Mining Company	Kentucky	7/13/1970	Mining company (NOT a payroll entity)
Electroquil, S.A.	Guayaquil, Ecuador	2/6/1992	Ecuadorian entity which owns and operates 4 diesel-fired turbines of 180 MW near Guayaquil, Ecuador.
Energy Equipment Leasing LLC	Delaware	11/12/1998	Leases, sells or finances energy-related equipment.
Energy Pipelines International Company	Delaware	4/28/1975	Engineering & Management Services. Currently Inactive.
Environmental Wood Supply, LLC	Minnesota	8/10/2000	Handles all fuel and fuel procurement-related costs for St. Paul Cogeneration LLC.
Equinox Vermont Corporation	Vermont	5/1/1990	Non-regulated ownership of biomass and cogeneration facilities in Vermont and Maine
Etenorte S.R.L.	Peru	11/1/2006	Peruvian entity engaged in activities related to electricity transmission.
Eteselva S. R. L.	Peru		Peruvian limited liability company, and subsidiary of Aguaytia Energy, LLC which owns and operates transmission lines from Aguaytia, Peru to Paramanga, Peru and transmits electricity to customers in Peru.
eVent Resources Holdings LLC	Delaware	12/13/2000	Holds an equity interest in Triple Point Technology, Inc., a Connecticut-based technology company that develops and markets a suite of risk scenarios and effectively trades and manages transactions. This company also potentially conducts other authorized transactions consistent with ETC status.
eVent Resources I LLC	Delaware	11/17/2000	Acquires, owns, holds controls, manages, finance, builds, operates and liquidates a network of companies engaged primarily in businesses that take advantage of investment opportunities arising from the deregulation of the electric utility industry, including investments in power generation, new energy technology and telecommunications, whether through 100% ownership or a smaller percentage ownership.

eVent Resources Overseas I, LLC	Delaware	5/29/2001	The Company is organized primarily for the object and purpose of acquiring, owning, holding, controlling, managing, financing, building, operating, and liquidating an investment in Saw Mill Capital Fund, III, LLC, a Delaware limited liability company and a special purpose company that holds an interest in Clyde Bergeman, and other investments in other entities consistent with Section 2.3 of the Operating Agreement (the "Operating Agreement") of event dated as of December 1, 2000 (each such investment, a "Portfolio Investment").
Fiber Link, LLC	Indiana	9/5/2000	Performs the installation of conduit and then sells, rents, leases and otherwise, commercially optimizing said conduit.
Gas Integral S.R.L.	Peru	1/8/2004	Peruvian limited liability which gathers gas in connection with the Aguaytia asset.
Generadora del Pacifico, Limitada	Guatemala	4/9/2008	Guatemalan limited liability entity slated for dissolution.
Generadora La Laguna Duke Energy International Guatemala y Cia., S.C.A.	Guatemala	6/10/2004	Guatemalan joint stock company which owns 60 MW electric generation facility in Guatemala.
Green Power G.P., LLC	Texas	12/15/2000	Formed to act as the sole general partner of South Houston Green Power, L.P.
Green Power Holdings, LLC	Delaware	12/12/2000	The sole purposes of the Company are to engage in all aspects of the development, construction, ownership, operation and maintenance of the Project, and to engage in any lawful act or activity for which limited liability companies may be formed under the Act in respect thereof, and to engage in any and all activities necessary, advisable or incidental thereto.
Green Power Limited, LLC	Delaware	12/12/2000	Formed to act as the sole limited partner of South Houston Green Power, L.P.
Greenville Gas and Electric Light and Power Company	South Carolina	01/28/1861	This corporation shall have for its object the manufacture of gas, and the generating of electricity to be sold for lighting, heating, and all other purposes for which gas and electricity or either of them may be used. (currently inactive)
Happy Jack Windpower, LLC	Delaware	10/27/2006	Owner of all the assets that comprise the 29.4 MW Happy Jack Windpower Project being developed in Cheyenne, Wyoming.
IGC Aguaytia Partners, LLC	Cayman Islands	2/8/2002	Cayman company with ownership interests in the Aguaytia project in Peru.
Inver Energy Holdings I	Cayman Islands	12/22/2008	Cayman Holding company establish for the San Cristobal Project in Guatemala.
Inver Energy Holdings II	Cayman Islands	12/22/2008	Cayman Holding company establish for the San Cristobal Project in Guatemala.
Inver-Energy, S.A.	Guatemala	2/12/2007	Guatemalan operating company establish for the San Cristobal Project in Guatemala.
IPS-Cinergy Power Limited	Kenya	4/28/1999	Holds a joint venture in Tsavo Power Company in Kenya.
KEFI-Exchange Inc.	Canada (Alberta)	10/28/1999	Established for the purposes of designing, developing, implementing and operating an emissions reduction commodity registry and electronic trading exchange.

KO Transmission Company	Kentucky	4/11/1994	Engaged in the transportation of natural gas in interstate commerce between Kentucky and Ohio.
Lansing Grand River Utilities, LLC	Delaware	9/14/2000	Provides energy-related services to SUEZ/VWNA/DEGS of Lansing, LLC
Laurel Hill Wind Energy, LLC	Pennsylvania	12/14/2004	Limited Liability Company that is developing a wind facility in Pennsylvania
LHI, LLC	Delaware	1/10/2002	Formed for the purpose of being the project company that will own a facility capable of producing synthetic fuel, qualifying for tax credits under IRS 29(c). The Company will produce synthetic fuel from coal by applying a latex or asphalt binder in order to induce a chemical change, with such change being a requirement for tax credit eligibility. The facility is located at a Mirant generating station in Newburg, Maryland.
Louisiana Energy Services, LLC	Delaware	4/9/1990	A limited partnership formed to design, license, construct, own and operate a centrifuge uranium enrichment plant to be located in the U.S., and sell and provide enrichment services and products on a profitable basis there from.
MCP, LLC	South Carolina	8/18/2000	Owner of record of the land on which the Mill Creek Combustion Turbine Station sits in Cherokee County, South Carolina.
Miami Power Corporation	Indiana	3/25/1930	Owns an electric transmission line in Indiana.
National Methanol Company (IBN SINA)	Saudi Arabia	5/23/1981	A joint venture with SABIC for the operation of a methanol production plant in Saudi Arabia. 50% held by SABIC and 50% held by CTE Petrochemicals Company (Duke's partnership with Celanese).
NorthSouth Insurance Company Limited	Bermuda	12/2/2002	
Notrees Windpower, LP	Delaware	9/30/2005	Owner of all the assets that comprise that Notrees Windpower Project being developed in Ector and Winkler Counties, Texas.
NuStart Energy Development, LLC	Delaware	4/19/2004	NuStart Energy is a limited liability corporation comprised of ten power companies, created in 2004 for the dual purposes of: 1) obtaining a Construction and Operating License (COL) from the Nuclear Regulatory Commission (NRC), using the never before used, streamlined licensing process developed in 1992 and 2) completing the design engineering for the selected reactor technologies.
Oak Mountain Products, LLC	Delaware	7/9/2001	Project company that owns a facility capable of producing synthetic fuel. from coal by applying a latex or asphalt binder in order to induce a chemical change.

Ocotillo Windpower, LP	Delaware	12/22/2004	Owner of all the assets that comprise the 58.8 MW Ocotillo Windpower Project being developed near Big Spring, Texas.
Ohio River Valley Propane, LLC	Delaware	10/18/2001	Engaged in the business of marketing propane in the United States and owning and operating a propane storage cavern.
Ohio Valley Electric Corporation	Ohio	10/1/1952	Formed for the purpose of providing the large electric power requirement projected for a major DOE uranium enrichment complex. OVEC has in turn a subsidiary called Indiana Kentucky Electric Corporation which provides similar services. Owns an electric generating facility and sells electricity to a government facility that makes weapons. It also provides the large electric power requirement for a major Department of Energy uranium enrichment complex.
Oklahoma Arcadian Utilities, LLC	Delaware	12/5/2000	Constructs, owns, operates and maintains energy-related facilities located at a General Motor vehicle assembly plant in Oklahoma City, Oklahoma.
Owings Mills Energy Equipment Leasing LLC	Delaware	10/20/1999	
P.I.D.C. Aguaytia, L.L.C.	Delaware	11/17/1995	Delaware limited liability company with ownership interest in the Aguaytia project in Peru.
Pacific Power Holdings No. 1, B.V.	Netherlands	3/27/2008	Danish Holding company for potential projects in Central America.
Pacific Power Holdings No. 2, B.V.	Netherlands	3/28/2008	Danish Holding company for potential projects in Central America.
Pan Service Company	Delaware	8/13/1976	Corporate staff operations; General Partner (1%) in PanEnergy Services Limited Partnership.
PanEnergy Corp	Delaware	1/26/1981	Parent Company
Peru Energy Holdings, LLC	Delaware	10/26/1995	Delaware holding company which holds 99% in Gas Integral SRL (Peru) with regard to the Aguaytia project in Peru.
Piedmont Venture Partners Limited Partnership	North Carolina	10/3/1996	Venture capital firm created to invest in high-technology and bio-technology (including clean energy) private start-up companies in the research triangle (Raleigh, Durham and Chapel Hill) of NC and the Southeast.
Pioneer Transmission, LLC	Indiana	7/31/2008	
Q-Comm Corporation	Nevada	9/26/1996	Full-service telecommunications provider, which is currently putting in place fiber optic cable, switching equipment, back office support and sales/marketing plan.
Reliant Services, LLC	Indiana	6/25/1998	Performs underground utility-related facilities locating, meter reading and construction services.

Rumford Cogeneration Company Limited Partnership	Maine	1/10/1986	Owns a cogeneration facility in Maine
Ryegate Associates	Utah	4/30/1990	Owns a biomass facility in Vermont
Sandy River Timber, LLC	South Carolina	10/26/2007	Assemblage of land for future generation project use
Seahorse do Brasil Servicos Maritimos Ltda.	Brazil	3/30/1979	Inactive. Has been dormant for many years. Dissolution under review.
Searchlight Wind Energy LLC	Nevada	1/17/2008	Developing a wind power project in Nevada
Shreveport Red River Utilities, LLC	Delaware	10/16/2000	
Silver Sage Windpower, LLC	Delaware	4/16/2007	Holds a lease for some property in Laramie County, Wyoming.
South Construction Company, Inc.	Indiana	5/31/1934	Holds legal title to real estate and interests in real estate which are either not used and useful in the conduct of Duke Energy Indiana, Inc.'s business or which has some defect in title which is unacceptable to Duke Energy Indiana Inc.
South Houston Green Power, L.P.	Delaware	12/19/2000	Formed for the purpose of selling steam and electricity to BP at its Texas City and Chocolate Bayou facilities. In addition, it will also operate and maintain existing facilities and construct, own and operate new cogeneration facilities at the locations.
Southern Power Company	North Carolina	12/30/1927	The purpose of this entity is to generate, transmit and distribute electric power. Currently inactive, but still on the books - retain entity.
Spruce Mountain Investments, LLC	Delaware	11/8/2006	Holding company - Owns all the membership interests in Spruce Mountain Products, LLC, a coal-based synthetic fuel productivity facility.
Spruce Mountain Products, LLC	Delaware	10/27/2006	A coal-based synthetic fuel production facility.
St. Paul Cogeneration, LLC	Minnesota	12/18/1998	Develops, constructs, operates and maintains a qualifying facility (QF) in downtown St. Paul, Minnesota.
SUEZ-DEGS of Ashtabula, LLC	Delaware	4/21/1999	Develops, constructs, operates and maintains a qualifying facility (QF) located in Ashtabula, Ohio and provides other energy-related products and services.
SUEZ-DEGS of Lansing, LLC	Delaware	11/3/1999	Provides management services for Trigen/Cinergy-USFOS of Lansing LLC.
SUEZ-DEGS of Orlando, LLC	Delaware	6/12/1998	Develops, constructs, operates and maintains a district cooling business in Orlando, Florida.
SUEZ-DEGS of Owings Mills, LLC	Delaware	9/20/1999	Develops, constructs, operates and maintains a cogeneration facility located at the Sweetheart Cup Corporation in Owings Mills, Maryland.
SUEZ-DEGS of Rochester, LLC	Delaware	10/20/1999	Provides energy-related services to Kodak Park in Rochester, New York.
SUEZ-DEGS of Silver Grove, LLC	Delaware	3/18/1999	Provides energy-related services to the Lafarge gypsum manufacturing plant in Silver Grove, Kentucky. These services include the design, installation and operation of a combined heat and power system.
SUEZ-DEGS of Tuscola, LLC	Delaware	8/21/1998	Develops, constructs, operates and maintains a qualifying facility (QF) in Tuscola, Illinois and provides other energy-related products and services.

SUEZ-DEGS, LLC	Delaware	2/18/1997	Engages in the preliminary development of cogeneration and/or thermal energy facilities. Specific projects are developed and held by special purpose affiliates.
SUEZ/VNA/DEGS of Lansing, LLC	Delaware	11/3/1999	Develops, constructs and operates certain energy facilities located at a General Motors facility in Lansing, Michigan.
Sugartree Timber, LLC	Delaware	7/24/2008	Hold land for future generation project use.
Sweetwater 4-5 Holdings LLC	Delaware	4/18/2007	Holding company that owns LLCs with interests in wind power assets in Texas
Sweetwater Development LLC	Texas	11/5/2002	Developing a wind power project in Texas
Sweetwater Wind 1 LLC	Delaware	6/24/2003	Owns wind generation facility in Texas
Sweetwater Wind 2 LLC	Delaware	4/19/2004	Owns wind generation facility in Texas
Sweetwater Wind 3 LLC	Delaware	4/29/2004	Owns wind generation facility in Texas
Sweetwater Wind 4 LLC	Delaware	4/29/2004	Owns wind generation facility in Texas
Sweetwater Wind 5 LLC	Delaware	4/29/2004	Owns wind generation facility in Texas
Sweetwater Wind 6 LLC	Delaware	4/29/2004	Owns assets of wind power project being developed in Texas
Sweetwater Wind Power L.L.C.	Texas	11/5/2002	Owns wind generation assets in Texas
SYNCAP II, LLC	Delaware	10/13/2000	Formed to commercialize new technologies for converting high-sulfur coal to low-sulfur coal.
TBP Properties, LLC	South Carolina	12/11/2006	Hold land for future project use
TE Happy Jack, LLC	Delaware	10/27/2006	Holding company.
TE Notrees, LLC	Delaware	9/30/2005	Holding company.
TE Ocotillo, LLC	Delaware	12/21/2004	Holding company.
TE Silver Sage, LLC	Delaware	4/16/2007	Holding company.
Teak Mountain Products, LLC	Delaware	5/1/2007	Coal-based synthetic fuel production business.
TEC Aguayria, Ltd.	Bermuda	12/17/1996	Bermuda holding entity with indirect ownership interest in the Aguayria project in Peru.
Termoselva S. R. L.	Peru		Peruvian limited liability company that owns and operates facility generating electricity in the Peruvian Amazon Basin.
Texas Eastern (Bermuda) Ltd.		11/24/1972	Bermuda holding company with investments in international ventures.
Texas Eastern Arabian Ltd.	Bermuda	7/25/1974	Investments in Texas Eastern International Ventures, Ltd. and National Melhanol Company
The Duke Energy Foundation	North Carolina	6/3/1984	To receive, administer, and make donation of funds for educational, scientific, and charitable purposes.
Three Buttes Windpower, LLC	Delaware	8/26/2008	Develop, construct, own and operate the Campbell Hill Windpower project near Casper, Wyoming

Top of the World Wind Energy LLC	Delaware	3/13/2008	Developing wind power project in Wyoming
Tower Management, Inc	Indiana	12/4/1987	Holds communication tower assets
TRES Timber, LLC	South Carolina	12/11/2006	Hold land for future project use
Tri-State Improvement Company	Ohio	1/14/1964	Acquiring and holding property in Ohio, Kentucky, and Indiana for substations, electric and gas rights of way, office space, and other uses in connection with the utility business of The Cincinnati Gas & Electric Company and its utility subsidiaries.
Tsavo Power Company Limited	Kenya	1/22/1998	Power plant at the Port of Mombasa, Kenya's main seaport. The facility sells power to Kenya Power and Lighting Corporation through a Purchased Power Agreement.
UK Electric Power Limited	England	12/24/1920	
Wateree Power Company	South Carolina		The purpose of this entity is to generate, transmit and distribute electric power. (currently inactive)
Western Carolina Power Company	North Carolina	9/10/1907	The purpose of this entity is to generate, transmit and distribute electric power. (currently inactive)
Willow Creek Wind Energy LLC	Delaware	6/18/2007	Developing wind power project in Colorado
Willow Mountain Products, LLC	Delaware	5/1/2007	Coal-based synthetic fuel production business.

VI. A CODE OF CONDUCT POLICY THAT COMPLIES WITH O.A.C. 4901:1-37-05 AND THAT EMPLOYEES OF THE UTILITY AND AFFILIATES MUST FOLLOW.

**Duke Energy Ohio
Affiliate Code of Conduct**

A. Introduction

This Affiliate Code of Conduct governs the actions of Duke Energy Ohio and its affiliates. It is intended to ensure that no competitive advantage flows from Duke Energy Ohio to an affiliate and vice versa. Compliance with this Code of Conduct shall be mandatory for all employees, consultants and independent contractors of Duke Energy Ohio and its affiliates.

B. The Code of Conduct

- (1) Duke Energy Ohio shall not release any proprietary customer information (e.g. individual customer load profiles or billing histories) to an affiliate, or otherwise, without the prior authorization of the customer, except as required by a regulatory agency or court of law.
- (2) Duke Energy Ohio shall make customer lists, which include name, address, and telephone number of the customer, available on a nondiscriminatory basis to all nonaffiliated and affiliated certified retail electric competitors transacting business in its service territory, unless otherwise directed by the customer. This paragraph does not apply to customer-specific information, obtained with proper authorization, necessary to fulfill the terms of a contract, or information relating to the provision of general and administrative support services.
- (3) Employees of Duke Energy Ohio affiliates shall not have access to any information about Duke Energy Ohio transmission or distribution systems that would convey a competitive advantage to such affiliate (including, but not limited to, system operations, capability, price, curtailments, and ancillary services) and that is not contemporaneously and in the same form and manner available to a nonaffiliated competitor of retail electric service.
- (4) Duke Energy Ohio shall treat as confidential all information obtained from a Certified Supplier of retail electric service, both affiliated and nonaffiliated, and shall not release such information unless a Certified Supplier provides prior authorization to do so.

- (5) Duke Energy Ohio shall not tie (nor allow an affiliate to tie) or otherwise condition the provision of Duke Energy Ohio regulated services, discounts, rebates, fee waivers, or any other waivers of ordinary terms and conditions of service, including but not limited to tariff provisions, to the taking of any goods and/or services from Duke Energy Ohio affiliates.
- (6) Duke Energy Ohio shall ensure effective competition in the provision of retail electric service by avoiding anticompetitive subsidies flowing from a noncompetitive retail electric service to a competitive retail electric service or to a product or service other than retail electric service, and vice versa. Duke Energy Ohio shall accomplish this by ensuring that all employee sharing and affiliate transactions are at fully embedded cost pursuant to its PUCO-approved service agreements and in accordance with FERC affiliate pricing rules and regulations.
- (7) Duke Energy Ohio, upon request from a customer, shall provide a complete list of all Certified Suppliers operating on the system, but shall not endorse any Certified Suppliers nor indicate that any Certified Supplier will receive preference because of an affiliate relationship.
- (8) Duke Energy Ohio shall not engage in joint advertising or marketing activities with an affiliate, nor allow an affiliate to use its name or logo in any advertising, promotion or marketing activity.
- (9) Duke Energy Ohio shall provide comparable access to products and services related to tariffed products and services, and specifically comply with the following:
 - a) Duke Energy Ohio shall not unduly discriminate in the offering of its products and/or services;
 - b) Duke Energy Ohio shall apply all tariff provisions in the same manner to the same or similarly situated entities, regardless of any affiliation or non-affiliation;
 - c) Duke Energy Ohio shall not, through a tariff provision, a contract, or otherwise, give its affiliates preference over nonaffiliated competitors of retail electric service or their customers in matters relating to any product and/or service;
 - d) Duke Energy Ohio shall strictly follow all tariff provisions;

- e) Except to the extent allowed by state law, Duke Energy Ohio shall not provide discounts, rebates, or fee waivers for any state regulated monopoly service.
- (10) Shared representatives or shared employees of Duke Energy Ohio and its affiliated electric services company shall clearly disclose upon whose behalf their public representations are being made when such representations concern the entity's provision of electric services.

C. Limited Exception

Notwithstanding the foregoing, in a declared emergency situation, Duke Energy Ohio may take actions necessary to ensure public safety and system reliability. Duke Energy Ohio shall maintain a log of all such actions that do not comply with the Code of Conduct provisions, which log shall be subject to review by the Public Utilities Commission of Ohio.

D. Violations

Violations of this Code of Conduct may subject the violating employee, consultant or independent contractor to disciplinary action up to and including discharge from employment.

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VII. A DESCRIPTION OF ANY JOINT ADVERTISING AND/OR JOINT MARKETING ACTIVITIES BETWEEN THE UTILITY AND AFFILIATE.

In order to ensure compliance with corporate separation rules and regulations, Duke Energy Ohio does not plan to jointly advertise or market with its non-regulated affiliates. If that position changes, Duke Energy Ohio will advise the Commission Staff. Duke Energy Retail Sales (DERS) is a registered competitive retail electric service provider in the State of Ohio. It is a subsidiary of Duke Energy Corporation and an affiliate of Duke Energy Ohio. Duke Energy Ohio will not engage in joint marketing with DERS.

Duke Energy Corporation has in place several policies to protect its company brand. To best position the company for future growth and create value for all stakeholders, its franchised electric and gas utilities will use a single company name – Duke Energy. Some employees and executives who interact with state regulatory commissions and other official agencies will identify their businesses as Duke Energy Carolinas, Duke Energy Indiana, Duke Energy Ohio and Duke Energy Kentucky. Signs at facilities, logos on vehicles, uniforms and hard hats, language on our Web sites and other communications will simply use “Duke Energy.”

The geographic identifiers (*e.g.* Duke Energy Ohio) are to be used in the following applications:

- Regulatory filings in the franchised jurisdictions and in other public documents (press releases, fact sheets, etc.) referring to those filings, and on reports specific to the utility that are presented to regulators and for limited internal uses. Examples are financial reports, customer data, etc.

- Business cards, stationery of large customer/regulator/legislator-facing employees in the respective utility organizations (for simplicity, this applies to all employees in the organizations reporting to the utility presidents).

Other, non-regulatory-driven communications, publications, brochures and reports should refer to Duke Energy only and use the Duke Energy logo. Such communications may describe regional operations: for example, an economic development brochure might refer to “doing business in the Carolinas” or a regulatory report might refer to the company’s “Indiana operations.” Geographic identifiers should be avoided in these uses. Geographic identifier logos should not be used on hard hats, vehicles, signage or logo merchandise.

Marketing Communications researches trademarks and reviews and approves all new names and logos. Logos are based on the common, not legal, name of the business unit.

- All energy-related business units use the corporate name and logo as their primary identifiers, with the business unit name as a secondary identifier.
- Subsidiaries of energy-related business units use the corporate name and logo as their primary identifiers, with the subsidiary name as the secondary identifier.
- Energy-related business formed from joint ventures use the corporate name and logo only when the business’s practices, policies and approaches mirror those of Duke Energy.
- Newly formed businesses use names and logos established on a case-by-case basis.

VIII. PROVISIONS TO MAINTAIN THE COST ALLOCATION MANUAL.

Duke Energy Ohio maintains its CAM in accordance with O.A.C. §4901:1-20-16(J)(8).

The CAM is organized according to the aforementioned provision and includes the following information:

- (1) An organization chart of the holding company, depicting all affiliates, as well as a description of activities in which the affiliates are involved.
- (2) A description of all assets, services, and products provided to and from the electric utility and its affiliates.
- (3) All documentation including written agreements, accounting bulletins, procedures, work order manuals, or related documents, which govern how costs are allocated between affiliates.
- (4) A copy of the job description of each shared employee.
- (5) A list of names and job summaries for shared consultants and shared independent contractors.
- (6) A copy of all transferred employees' (from the electric utility to an affiliate or vice versa) previous and new job descriptions.
- (7) A log detailing each instance in which the electric utility exercised discretion in the application of its tariff provisions.
- (8) A log of all complaints brought to the electric utility regarding this chapter.
- (9) A copy of the minutes of each board of directors meeting, where it shall be maintained for a minimum of three years.

Duke Energy Ohio has established a CAM team comprised of representation from Duke Energy's various departments including Rates, Regulatory Accounting, Corporate Accounting, Human Resources (HR), Compliance and Legal. After initial development of the CAM, this team meets periodically to review changes to Duke Energy Ohio's and its affiliates' business and business practices, and will make the necessary modifications to the CAM. Duke Energy Ohio

will send to the Commission's director of utilities department, in accordance with O.A.C. 4901:1-20-16(J)(8), a summary of any significant changes in the CAM every twelve months, as applicable.

Duke Energy Ohio will keep CAM filed with its corporate entity records, located in the Legal Department, 25th Floor, Atrium II, Cincinnati, OH.

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IX. A DESCRIPTION AND TIMELINE OF ALL PLANNED TRAINING AND EDUCATION.

Duke Energy Corporation maintains a Corporate Compliance Department as part of its Office of General Counsel. Corporate Compliance is responsible for ensuring that Employees receive required training in areas such as FERC Standards of Conduct, FERC Affiliate Restrictions (formerly known as FERC Code of Conduct), Duke Energy's Code of Business Ethics, and various state codes of conduct. Corporate Compliance maintains copies of this training on the Duke Energy Portal, an internal website for all employees in the Duke Energy Corporate holding company structure. FERC Standards of Conduct and Affiliate Restrictions training is required for most new employees, and those employees receive that training on an annual basis thereafter. Code of Business Ethics training occurs upon hiring of a new employee and thereafter on a periodic basis, and when standards are revised.

The Ohio Corporate Separation/Code of Conduct Training will consist of the following steps:

3rd Quarter 2009

1. Needs Assessment – determine the specific needs of each of the target audience groups;
2. Refine curriculum and produce training materials;
3. Create roster of all employees in each target audience group.

4th Quarter 2009

4. Schedule training sessions for each target audience group;
5. Computer-based Code of Conduct training sessions;

6. Conduct follow-up and periodic training to ensure all targeted employees have received and thoroughly understand the Corporate Separation and Code of Conduct rules.

Additionally, the training will be repeated on a periodic, as-needed basis, as determined by Corporate Compliance to ensure that employees update and maintain their knowledge of Corporate Separation and Code of Conduct issues. Finally, this training curriculum will be built into Duke Energy Corporation's New Employee Orientation training such that targeted new employees will receive the necessary training on Corporate Separation and Code of Conduct policies and procedures as well.

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- X. A COPY OF THE POLICY STATEMENT TO BE SIGNED BY ELECTRIC AND AFFILIATE EMPLOYEES WHO HAVE ACCESS TO ANY NONPUBLIC ELECTRIC UTILITY INFORMATION.**

Policy Statement

Each employee who has access to any nonpublic electric utility information will be required to electronically sign the Corporate Separation Policy Statement attached below. This will be administered during the computer-based training sessions to ensure that all affected employees electronically sign this agreement.

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DUKE ENERGY OHIO CORPORATE SEPARATION POLICY STATEMENT

I hereby acknowledge that I am aware of, have read and will adhere to all policies and procedures regarding limitation on the use of nonpublic electric utility information. I also hereby acknowledge that failure to observe these limitations will result in appropriate disciplinary action.

I have also been made aware of Duke Energy Ohio's Cost Allocation Manual (CAM), including the appropriate costs and expenses which must be reported to the person in charge of Duke Energy Ohio's CAM. I have been given the opportunity to ask questions regarding Duke Energy Ohio's Corporate Separation Plan, Affiliate Code of Conduct and CAM and understand the compliance program included therein, including the appropriate method in which complaints are to be handled and the appropriate persons to whom possible violations should be reported. I have attended one or more training sessions offered by Duke Energy Ohio with regard to the implementation and operation of Duke Energy Ohio's Corporate Separation Plan.

XI. A DESCRIPTION OF TRAINING, INTERNAL COMPLIANCE MONITORING PROCEDURES AND METHODS FOR CORRECTIVE ACTION FOR NON-COMPLIANCE.

Corporate Separation/Code of Conduct Training plan has been designed to ensure that all employees throughout the Duke Energy Corporation holding company structure know and can implement the policies and procedures of Corporate Separation.

A. Training Goal:

The goal of the Corporate Separation/Code of Conduct Training is to ensure that those employees that may currently or in the future be affected by the Commission's rules thoroughly understand the policies and are provided with the resources they require to follow the Corporate Separation and Code of Conduct procedures.

The training will be provided not only to currently affected employees, but, on an on-going basis, will be provided to those new employees or employees who have become affected through changes in job responsibilities. A process to track changes in employees' job responsibilities, in order to ascertain whether they require this training, will be maintained by Duke Energy's Corporate Compliance Department.

B. Target Audience:

Generally, the Corporate Separation/Code of Conduct Training will be administered to all employees within the Duke Energy Corporation holding company structure who will be affected by compliance with the Commission's rules. Specifically, these employees include but are not limited to:

- Those employees having decision-making authority for approving transactions between Duke Energy Ohio and any of its affiliates;

- Those employees who have access to nonpublic Ohio electric utility information;
- Service company employees who are located in Ohio.

C. Curriculum:

The Corporate Separation/Code of Conduct Training curriculum generally will consist of the following:

- Present Overview of Corporate Separation/Code of Conduct;
- Explain Accounting Treatment of Affiliate Transactions, including review of SEC-approved Service Agreements;
- Identify Restrictions on Financial Arrangements;
- Discuss Duke Energy Ohio's Affiliate Code of Conduct;
- Explain Corporate Separation Complaint Procedures;
- Describe Cost Allocation Manual (CAM) and Associated Procedures;
- Explain Internal Compliance Monitoring, including reporting of possible violations.

The curriculum will be customized to the target audience. For example, emphasis will be placed on the Cost Allocation Manual in training employees in the accounting department.

D. Internal Compliance Monitoring:

To ensure that Duke Energy Ohio's Corporate Separation Plan and Affiliate Code of Conduct are properly implemented within the Duke Energy Corporation holding company structure, the following internal compliance monitoring process will be followed:

1. Duke Energy's Office of General Counsel will ensure that all affected employees receive the Corporate Separation/Code of Conduct Training;
2. After receiving the training described above, each employee will be required to attest to the Policy Statement contained in Section X of this document;
3. Duke Energy's Office of General Counsel will continue to provide a method for Employees to ask questions regarding the Corporate Separation/ Code of Conduct as well as the ability to report possible violations of the Corporate Separation and Code of Conduct Rules through posting of Compliance personnel contact information on the Duke Energy Portal, the "ComplianceReporting" mailbox, and through the "EthicsLine" (anonymous reporting).
4. Possible violations reported to Duke Energy's Office of General Counsel will be investigated and documented. Upon completing the investigation, Duke Energy's Office of General Counsel will, if

appropriate, recommend to senior management a course of action, including refresher training, to correct repeat violations;

5. Senior management, upon reviewing the investigative report, will determine whether disciplinary action is required.

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XII. DESIGNATION OF THE ELECTRIC UTILITY'S COMPLIANCE OFFICER.

Duke Energy Corporation maintains a Corporate Compliance department within its Office of General Counsel. For purposes of this requirement, Duke Energy Ohio has designated an individual to act as a contact for the Commission Staff when seeking data regarding affiliate transactions, personnel transfers, and sharing of employees. This individual is:

Elizabeth H. Watts
155 East Broad Street
21st Floor,
Columbus, Ohio 43215

Telephone: (614) 221-7551
Fax: (614) 221-7556
e-mail: Elizabeth.Watts@duke-energy.com

XIII. A DETAILED DESCRIPTION OUTLINING HOW THE ELECTRIC UTILITY AND ITS AFFILIATES WILL COMPLY WITH OAC 4901:1-37-05.

Pursuant to the approval Stipulation and Recommendation in Case No. 08-920-EL-SSO, Duke Energy Ohio's corporate separation plan is subject to annual audit. Such an audit will enable the Commission to confirm Duke Energy Ohio's compliance with its internal Plan and the rules pursuant to which that Plan was developed.

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XIV. A DETAILED LISTING OF THE ELECTRIC UTILITY'S ELECTRIC SERVICES AND THE ELECTRIC UTILITY'S TRANSMISSION AND DISTRIBUTION AFFILIATES' ELECTRIC SERVICES.

Duke Energy Ohio is an Ohio Corporation engaged in the business of supplying electric generation, transmission and distribution service to approximately 660,000 customers in southwestern Ohio, and is a public utility as defined by R. C. 4905.02 and R. C. 4905.03. Duke Energy Ohio provides competitive retail electric service to customers in its service territory pursuant to a Commission approved Standard Service Offer in the form of an Electric Security Plan ("ESP"). Duke Energy Ohio also provides regulated electric distribution service to its customers in Southwestern Ohio.

A. Generation:

In a Stipulation reached in Case No. 08-920-EL-SSO, establishing Duke Energy Ohio's Electric Security Plan ("ESP") price through 2011, Duke Energy Ohio agreed to continue to own and dedicate its "legacy Cinergy" generation assets to its Ohio customers and not transfer those assets to an exempt wholesale generation ("EWG").³ Duke Energy has functionally separated the operation and maintenance of its generating portfolio from its regulated distribution service. As such, Duke Energy Ohio, as a regulated electric distribution company, treats its generation as a non-regulated affiliate and abides by both the FERC Standards of Conduct and Ohio's code of conduct.

B. Transmission:

Control of Duke Energy Ohio's transmission assets reside with a FERC approved transmission entity, the Midwest Independent System Operator (Midwest ISO). The

³ Duke Energy Ohio is permitted to transfer certain gas-fired generating assets that have become referred to as "Legacy Duke Energy North America [DENA]" generating assets.

Midwest ISO controls Duke Energy Ohio's transmission assets and does not have control of any generation assets. The transmission entity shall operate in the public interest by preventing any transmission owner or competitive retail electric market participant from gaining an unfair competitive advantage within the Midwest ISO control area and by preventing the abuse of market power.

The Midwest ISO shall operate in the public interest by implementing efficient operating practices and procedures that prevent pan-caking, by improving transmission reliability, by encouraging an open generation market, eliminating barriers to entry in the generation market and by eliminating market control over bottlenecked transmission. The Midwest ISO shall be large in scale to increase supply options for consumers and shall maintain a Board of Directors independent of transmission users. The transmission entity shall operate in a manner designed to satisfy the requirements of its customers and shall maintain real-time reliability of the transmission system that it operates.

C. Distribution:

Duke Energy Ohio shall operate its distribution system under the governance and rate authority of the Commission. Duke Energy Ohio shall offer all customers safe and reliable distribution service on a non-discriminatory basis. Duke Energy Ohio's unbundled tariffs shall define rates for its distribution services and products. Duke Energy Ohio shall provide and operate new distribution facilities, or the extension of distribution facilities, pursuant to such unbundled tariffs and will not provide non-tariffed products and services absent Commission approval. Non-tariffed products and service offerings will be offered through non-regulated affiliates.

XV. A COMPLAINT PROCEDURE TO ADDRESS ISSUES CONCERNING COMPLIANCE WITH OAC 4901:1-37-05.

Duke Energy Ohio has adopted the complaint procedure set forth below. This complaint procedure is to be used to address complaints related to compliance with Duke Energy Ohio's Corporate Separation Plan. A copy of this complaint procedure will be made available upon request to:

Associate General Counsel – Regulatory Section
Duke Energy Ohio, Inc
139 East Fourth Street
P. O. Box 960
Cincinnati, OH 45202

A. Complaint Procedure

The following complaint procedure is to be used to address complaints related to compliance with Duke Energy Ohio's Corporate Separation Plan.

1. All complaints, whether written or verbal, shall be referred to the compliance officer designated by Duke Energy Ohio or their designee.
2. The compliance officer, or its designee or designee shall orally acknowledge the complaint within five working days of its receipt.
3. The compliance officer or its designee or designee shall prepare a written statement of the complaint that shall contain the name of the complainant and a detailed factual report of the complaint, including all relevant dates, companies involved, employees involved, and the specific claim.
4. The compliance officer or designee shall communicate the results of the preliminary investigation to the complainant in writing within thirty days

after the complaint was received, including a description of any course of action that was taken.

5. All written statements of complaints and required investigations shall keep a file in the CAM, in accordance with paragraph (J) of O.A.C. 4901:1-20-16, of all such complaint statements for a period of not less than three years.
6. This complaint procedure shall not in any way limit the rights of a party to file a complaint with the commission.

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