

Mark David Goss
Member
859.244.3232
mgoss@fbtlaw.com

April 28, 2011

Via Hand-Delivery

Mr. Jeffrey Derouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, Kentucky 40602-0615

RECEIVED

APR 28 2011

PUBLIC SERVICE
COMMISSION

Re: In the Matter of: The Joint Application of Duke Energy Corporation, Cinergy Corp., Duke Energy Ohio, Inc., Duke Energy Kentucky, Inc., Diamond Acquisition Corporation, and Progress Energy, Inc., for Approval of the Indirect Transfer of Control of Duke Energy Kentucky, Inc. PSC Case No. 2011-00124

Dear Mr. Derouen:

Enclosed, please find a copy of the applications and other filings relating to the merger transaction that is the subject of the above-styled proceeding that have been filed by the Joint Applicants before agencies and commissions in other jurisdictions. This filing is made in compliance with the Joint Applicants' representation in paragraph nineteen of the Joint Application that it would file these documents as part of the record of this case. By way of reference, this filing includes:

- 1) FERC 203 Application for Authorization of Disposition of Jurisdictional Assets and Merger Under Section 203(a)(1) and 203(a)(2) of the Federal Power Act (filed April 4, 2011);
- 2) FERC Joint Open Access Transmission Tariff with Appendixes (filed April 4, 2011);
- 3) FERC Joint Dispatch Agreement Between Duke Energy Carolinas, LLC and Carolina Power and Light Company (filed April 4, 2011);
- 4) North Carolina Utilities Commission Application to Engage in a Business Combination Transaction with Exhibits (filed April 4, 2011);
- 5) SEC Form S-4 Preliminary Proxy Statement/Prospectus with Attachments (filed March 17, 2011);

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- 6) SEC Amendment Number One to Form S-4 with Attachments (filed April 8, 2011); and
- 7) SEC Amendment Number Two to Form S-4 with Attachments (filed April 25, 2011).

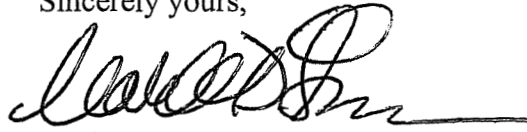
Due to the voluminous nature of this filing, and after consulting with Commission Staff and counsel for the Attorney General, the Joint Applicants are filing with the Commission (and will deliver to the Attorney General) two print copies of the foregoing applications and other filings and one electronic copy. As a convenience, the electronic copy is bates labeled by page count.

There are applications and filings made or to be made before other agencies and commissions which will be filed with the Kentucky Commission in the coming days.

Please file these documents in the record and return file-stamped copies to me.

Please do not hesitate to contact me if you have any questions.

Sincerely yours,



Mark David Goss

Enclosures

cc: Dennis G. Howard, III
Larry Cook

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

IN THE MATTER OF:

**THE JOINT APPLICATION OF DUKE ENERGY)
CORPORATION, CINERGY CORPORATION,)
DUKE ENERGY OHIO, INC., DUKE ENERGY) CASE NO. 2011-00124
KENTUCKY, INC., DIAMOND ACQUISITION)
CORPORATION, AND PROGRESS ENERGY, INC.)
FOR APPROVAL OF THE INDIRECT TRANSFER)
OF CONTROL OF DUKE ENERGY KENTUCKY, INC.)**

**INDEX OF DOCUMENTS RELATING TO REGULATORY
APPROVALS PENDING BEFORE OTHER AGENCIES**

Tab	Letter	Description
1.		FERC 203 Application for Authorization of Disposition of Jurisdictional Assets and Merger Under Sections 203(a)(1) and 203(a)(2) of the Federal Power Act filed on April 4, 2011
2.		FERC Joint Open Access Transmission Tariff - Correspondence to FERC from Duke Energy Corporation and Progress Energy, Inc., dated April 4, 2011(OATT Letter)
	A.	APPENDIX A Clean Version Joint Open Access Transmission Tariff
	B.	APPENDIX B Blacklined Version Comparing joint oat to Duke Energy Carolinas, LLC OATT
	C.	APPENDIX C Blacklined Version Comparing Joint OATT to Carolina Power & Light Company OATT
	D.	APPENDIX D Blacklined Version Comparing Joint OATT to Florida Power Corporation OATT
3.		FERC Joint Dispatch Agreement Between Duke Energy Carolinas, LLC and Carolina Power & Light Company filed on April 4, 2011
4.		North Carolina Utilities Commission - Application to Engage in a Business Combination Transaction filed on April 4, 2011
	A.	Exhibit 1 – Merger Agreement
	B.	Exhibit 2 – Investment Analysis by Oppenheimer, Baird and Bank of America
	C.	Exhibit 3 – Joint Dispatch Agreement

	D.	Exhibit 4 – Compass Lexecon Analysis of Economic Efficiencies Under Joint Dispatch
	E.	Exhibit 5 – Fuels Synergies Review (Confidential and not included)
	F.	Exhibit 6 – Duke Energy Carolinas Regulatory and Code of Conduct
	G.	Exhibit 7 – Market Power Study
5.		SEC- Form S-4 Preliminary Joint Proxy Statement/Prospectus filed on March 17, 2011
	A.	Attachment - Form of Opinion of Wachtell, Lipton, Rosen & Katz
	B.	Attachment - Consent of Deloitte & Touche LLP for Duke Energy Corporation
	C.	Attachment - Consent of Deloitte & Touche LLP for Progress Energy, Inc.
	D.	Attachment - Power of Attorney
	E.	Attachment - Resolution of Duke Energy Corporation Regarding Power of Attorney
	F.	Attachment - Form of Proxy for Duke Energy Corporation
	G.	Attachment - Form of Instruction Card
	H.	Attachment - Form of Proxy for Progress Energy, Inc.
	I.	Attachment - Consent of J.P. Morgan Securities LLC
	J.	Attachment - Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated
	K.	Attachment - Consent of Lazard Freres & Co. LLC
	L.	Attachment - Consent of Barclays Capital Inc.
	M.	Attachment - Consent of William D. Johnson
	N.	Attachment - Consent of John D. Baker II
	O.	Attachment - Consent of Harris E. DeLoach, JR.
	P.	Attachment - Consent of James B. Hyler, Jr.
	Q.	Attachment - Consent of E. Marie McKee
	R.	Attachment - Consent of Carlos A. Saladrigas
	S.	Attachment - Consent of Theresa M. Stone
	T.	Attachment - Graphics
6.		SEC-Amendment Number One to Form S-4, filed on April 8, 2011
	A.	Attachment - Form of Opinion of Wachtell, Lipton, Rosen & Katz
	B.	Attachment - Form of Opinion of Hunton & Williams LLP
	C.	Attachment - Form of Opinion of Wachtell, Lipton, Rosen & Katz
	D.	Attachment - Consent of Deloitte & Touche LLP for Duke Energy Corporation
	E.	Attachment - Consent of Deloitte & Touche LLP for Progress Energy, Inc.
	F.	Attachment - Consent of J.P. Morgan Securities LLC
	G.	Attachment - Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated
	H.	Attachment - Consent of Lazard Freres & Co. LLC
	I.	Attachment - Consent of Barclays Capital Inc.
	J.	Attachment – Graphics
7.		SEC-Amendment No. Two to Form S-4, filed on April 25, 2011
	A.	Form of Opinion of Hunton & Williams LLP
	B.	Form of Opinion of Wachtell, Lipton, Rosen & Katz

C.	Consent of Deloitte & Touche LLP for Duke Energy
D.	Consent of Deloitte & Touche LLP for Progress Energy, Inc.
E.	Notice to Participants in the Duke Energy Plans
F.	Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated
G.	Consent of Lazard Freres & Co., LLC
H.	Consent of Barclays Capital Inc.
I.	Graphics

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