

**TAB D**

**Union Light, Heat & Power Company  
Initial  
Market Based Rate Tariff**

MARKET-BASED RATE TARIFF  
OF  
THE UNION LIGHT HEAT & POWER COMPANY

1. Availability: The Union Light, Heat and Power Company ("ULH&P") makes electric energy available under this Rate Schedule at market-based rates for wholesale sales to any purchaser with whom ULH&P has contracted.
2. Applicability: This Rate Schedule is applicable to all wholesale sales of electric energy by ULH&P not otherwise subject to a particular rate schedule of ULH&P.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and ULH&P.
4. Other Terms and Conditions: All other terms and conditions of sale shall be established by agreement between the purchaser and ULH&P.
5. Effective Date: This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").
6. Prohibited Transactions: Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to any affiliate of ULH&P without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales: ULH&P may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that is lower than, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub. For sales by ULH&P to PSI Energy, Inc., such sales shall be at the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
8. Transmission Capacity Reassignment: ULH&P may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of (1) the original transmission rate paid by ULH&P; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) ULH&P's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. ULH&P will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. ULH&P will report the name of the assignee in its quarterly reports.

Issued by: James B. Gainer,  
Vice President & General Counsel  
Regulated Businesses  
Issued on: August 19, 2005

Effective: January 1, 2006

9. Reporting Requirement: ULH&P must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: James B. Gainer,  
Vice President & General Counsel  
Regulated Businesses  
Issued on: August 19, 2005

Effective: January 1, 2006

Market Behavior Rules

As a condition of market-based rate authority, The Union Light Heat & Power Company (hereafter, Seller) will comply with the following Market Behavior Rules:

1. Unit Operation: Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule 1 does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
2. Market Manipulation: Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence); and
  - d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. Communications: Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.

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Vice President & General Counsel  
Regulated Businesses  
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4. Reporting: To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. Record Retention: Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. Related Tariffs: Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

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Vice President & General Counsel  
Regulated Businesses  
Issued on: August 19, 2005

Effective: January 1, 2006

THE UNION LIGHT, HEAT AND POWER COMPANY  
STATEMENT OF POLICY  
AND CODE OF CONDUCT  
WITH RESPECT TO THE RELATIONSHIP BETWEEN  
THE UNION LIGHT, HEAT AND POWER COMPANY AND  
ITS MARKETING AFFILIATES

Applicability

This Code of Conduct applies to the relationship between The Union Light, Heat and Power Company ("ULH&P") and (1) The Cincinnati Gas & Electric Company employees who participate in directing, organizing and executing the business decisions of its wholesale merchant or generation functions; (2) Brownsville Power I, L.L.C.; (3) Caledonia Power I, L.L.C.; (4) CinCap IV, LLC; (5) CinCap V, LLC; (6) Cinergy Capital and Trading, Inc.; (7) Cinergy Power Investments, Inc.; (8) St. Paul Cogeneration, LLC; (9) Cinergy Marketing & Trading, LP; and (10) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Marketing Affiliates").

Marketing of Power

1. To the maximum extent practical, the employees of ULH&P will operate separately from the employees of the Marketing Affiliates.
2. No employee of ULH&P will share market information with any employee of the Marketing Affiliates unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of the Marketing Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Marketing Affiliates, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from ULH&P to the Marketing Affiliates.
3. Sales of any non-power goods or services by the Marketing Affiliates, including sales made through its affiliated EWG's or QF's, to ULH&P will not be at a price above market.
4. Sales of any non-power goods or services by ULH&P to the Marketing Affiliates will be at the higher of cost or market price.

Brokering of Power

To the extent the Marketing Affiliates seek to broker power for ULH&P:

5. The Marketing Affiliates will offer ULH&P's power first.
6. The arrangement between ULH&P and the Marketing Affiliates is non-exclusive.

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Vice President & General Counsel  
Regulated Businesses

Effective: January 1, 2006

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7. The Marketing Affiliates will not accept any fees in conjunction with any brokering services they perform for ULH&P.

To the extent ULH&P seeks to broker power for the Marketing Affiliates:

8. ULH&P will offer its own power for sale before offering to broker power for the Marketing Affiliates.

9. ULH&P will not charge the Marketing Affiliates a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services.

10. ULH&P will make any market information it shares with the Marketing Affiliates in the course of its brokering activities simultaneously available to non-affiliates.

Issued by: James B. Gainer,  
Vice President & General Counsel  
Regulated Businesses  
Issued on: August 19, 2005

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**TAB E**

**Cinergy Marketing & Trading, LP  
Initial  
Market Based Rate Tariff**

CINERGY MARKETING & TRADING, LP  
FERC ELECTRIC TARIFF

1. Availability: Cinergy Marketing and Trading, LP ("CMT") makes electric energy available under this Rate Schedule for wholesale sales to any purchaser with whom CMT has contracted.
2. Applicability: This Rate Schedule is applicable to all wholesale sales of electric energy by CMT not otherwise subject to a particular rate schedule of CMT.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and CMT.
4. Other Terms and Conditions: All other terms and conditions of sale shall be established by agreement between the purchaser and CMT.
5. Effective Date: This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").
6. Prohibited Transactions: Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales: CMT may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
8. Transmission Capacity Reassignment: CMT may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of (1) the original transmission rate paid by CMT; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CMT's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CMT will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. CMT will report the name of the assignee in its quarterly reports.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

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9. Reporting Requirement: CMT must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

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Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

CINERGY MARKETING & TRADING, LP  
STATEMENT OF POLICY  
AND CODE OF CONDUCT  
WITH RESPECT TO THE RELATIONSHIP BETWEEN  
CINERGY MARKETING & TRADING, LP AND  
ITS FRANCHISED UTILITY AFFILIATES

Applicability

This Code of Conduct applies to the relationship between Cinergy Marketing and Trading, LP ("CMT") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Affiliates").

Marketing of Power

1. To the maximum extent practical, the employees of CMT will operate separately from the employees of the Affiliates.
2. No employee of the Affiliates will share market information with any employee of CMT unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of CMT or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CMT, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CMT.
3. Sales of any non-power goods or services by the Affiliates, including sales made through its affiliated EWG's or QF's, to CMT will be at the higher of cost or market price.
4. Sales of any non-power goods or services by CMT to the Affiliates will not be at a price above market.

Brokering of Power

To the extent CMT seeks to broker power for the Affiliates:

5. CMT will offer the Affiliate's power first.
6. The arrangement between CMT and the Affiliate is non-exclusive.

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Vice President & General Counsel  
Commercial Business Unit  
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7. CMT will not accept any fees in conjunction with any Brokering services it performs for the Affiliate.

To the extent the Affiliates seek to broker power for CMT:

8. The Affiliates will offer their own power for sale before offering to broker power generated by CMT.
9. The Affiliates will not charge CMT a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services.
10. The Affiliates will make any information they share with CMT in the course of their brokering activities simultaneously available to non-affiliates.

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Vice President & General Counsel  
Commercial Business Unit  
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### Market Behavior Rules

As a condition of market-based rate authority, Cinergy Marketing & Trading, LP (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule 1 does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
  
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence); and

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Vice President & General Counsel  
Commercial Business Unit  
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- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications**: Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting**: To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention**: Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs**: Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.





**TAB F  
CLEAN**

**Brownsville Power I, L.L.C.  
Market Based Rate Tariff  
Amendment**

BROWNSVILLE POWER I, L.L.C.  
FERC ELECTRIC TARIFF

1. Availability: Brownsville Power I, L.L.C. ("Brownsville") makes electric energy available under this Rate Schedule for wholesale sales to any purchaser with whom Brownsville has contracted.
2. Applicability: This Rate Schedule is applicable to all wholesale sales of electric energy by Brownsville not otherwise subject to a particular rate schedule of Brownsville.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Brownsville.
4. Other Terms and Conditions: All other terms and conditions of sale shall be established by agreement between the purchaser and Brownsville.
5. Effective Date: This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").
6. Prohibited Transactions: Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales: Brownsville may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective Date: January 1, 2006

8. Transmission Capacity Reassignment: Brownsville may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of (1) the original transmission rate paid by Brownsville; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) Brownsville's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. Brownsville will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. Brownsville will report the name of the assignee in its quarterly reports.
9. Reporting Requirement: Brownsville must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit

Effective: July 22, 2005

Issued on: July 21, 2005

Filed to comply with orders of the Federal Energy Regulatory Commission, Docket Nos. ER00-826-002, *et al.*, issued July 15, 2005, and Docket No. RM04-14-000, issued February 10, 2005, 110 FERC ¶ 61,097, *order on reh'g*, 111 FERC ¶ 61,413 (2005).

BROWNSVILLE POWER I, L.L.C.

STATEMENT OF POLICY  
AND CODE OF CONDUCT  
WITH RESPECT TO THE RELATIONSHIP BETWEEN  
BROWNSVILLE POWER I, L.L.C. AND  
ITS FRANCHISED UTILITY AFFILIATES

Applicability

This Code of Conduct applies to the relationship between Brownsville Power I, L.L.C. (“Brownsville”) and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the “Affiliates”).

Marketing of Power

1. To the maximum extent practical, the employees of Brownsville will operate separately from the employees of the Affiliates.
2. No employee of the Affiliates will share market information with any employee of Brownsville unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of Brownsville or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or Brownsville, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to Brownsville.

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Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

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3. Sales of any non-power goods or services by the Affiliates, including sales made through its affiliated EWG's or QF's, to Brownsville will be at the higher of cost or market price.
4. Sales of any non-power goods or services by Brownsville to the Affiliates will not be at a price above market.

Brokering of Power

To the extent Brownsville seeks to broker power for the Affiliates:

5. Brownsville will offer the Affiliate's power first.
6. The arrangement between Brownsville and the Affiliate is non-exclusive.
7. Brownsville will not accept any fees in conjunction with any Brokering services it performs for the Affiliate.

To the extent the Affiliates seek to broker power for Brownsville:

8. The Affiliates will offer their own power for sale before offering to broker power generated by Brownsville.
9. The Affiliates will not charge Brownsville a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services.
10. The Affiliates will make any information they share with Brownsville in the course of their brokering activities simultaneously available to non-affiliates.

### Market Behavior Rules

As a condition of market-based rate authority, Brownsville Power I, L.L.C. (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule 1 does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
  
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence); and

Issued by: James B. Gainer  
Vice President, Cinergy Services, Inc.

Effective: December 17, 2003

Issued on: December 17, 2003

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Docket No. EL01-118-000, *et al.*, issued December 11, 2003

- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications:** Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting:** To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention:** Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs:** Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

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Vice President, Cinergy Services, Inc.

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Docket No. EL01-118-000, *et al.*, issued December 11, 2003

**TAB F  
BLACKLINE**

**Brownsville Power I, L.L.C.  
Market Based Rate Tariff  
Amendment**



BROWNSVILLE POWER I, L.L.C.  
FERC ELECTRIC TARIFF

1. Availability: Brownsville Power I, L.L.C. ("Brownsville") makes electric energy available under this Rate Schedule for wholesale sales to any purchaser with whom Brownsville has contracted.
2. Applicability: This Rate Schedule is applicable to all wholesale sales of electric energy by Brownsville not otherwise subject to a particular rate schedule of Brownsville.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Brownsville.
4. Other Terms and Conditions: All other terms and conditions of sale shall be established by agreement between the purchaser and Brownsville.
5. Effective Date: This Rate Schedule is effective on ~~and after the date on which specified by the Federal Energy Regulatory Commission approves this Application ("Commission").~~
6. Prohibited Transactions: Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Cincinnati Gas & Electric Company ("CG&E"), (3) CG&E's public utility subsidiaries, or (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning Brownsville. Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales: Brownsville may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the ~~real time price~~ locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.

Issued by: Jeffrey A. Gollomp, General Counsel  
1, 2006

Vice President & General Counsel  
Commercial Business Unit

Issued on: ~~June 28, 2005~~ August 19, 2005

Filed to comply with order of the Federal Energy Regulatory Commission, Docket Nos. ER05-850-000 et al., issued June 16, 2005, 111 FERC ¶ 61,398 (2005).

Effective Date: ~~April 22, 2005~~ January

BROWNSVILLE POWER I. L.L.C.

STATEMENT OF POLICY  
AND CODE OF CONDUCT  
WITH RESPECT TO THE RELATIONSHIP BETWEEN  
BROWNSVILLE POWER I. L.L.C. AND  
ITS FRANCHISED UTILITY AFFILIATES

Applicability

This Code of Conduct applies to the relationship between Brownsville Power I, L.L.C. ("Brownsville") and (1) PSI Energy, Inc.; (2) The Cincinnati Gas & Electric Union Light, Heat and Power Company ("CG&E"); (3) CG&E's public utility subsidiaries; (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning Brownsville; and (5) and (3) any employee of Cinergy Services, Inc. acting on behalf of the such companies (collectively, the "Affiliates").

Marketing of Power

1. To the maximum extent practical, the employees of Brownsville will operate separately from the employees of the Affiliates.
2. No employee of the Affiliates will share market information with any employee of Brownsville unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of Brownsville or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or Brownsville, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to Brownsville.

Issued by: Jeffrey A. Gollomp, Senior Counsel

~~Effective: April 1, 2004~~  
Effective: January 1, 2006

Vice President & General Counsel  
Commercial Business Unit

Issued on: ~~January 17, 2004~~ August 19, 2005



**TAB G  
CLEAN**

**Caledonia Power I, L.L.C.  
Market Based Rate Tariff  
Amendment**

CALEDONIA POWER I, L.L.C.  
FERC ELECTRIC TARIFF

1. Availability: Caledonia, L.L.C. ("Caledonia") makes electric energy available under this Rate Schedule for wholesale sales to any purchaser with whom Caledonia has contracted.
2. Applicability: This Rate Schedule is applicable to all wholesale sales of electric energy by Caledonia not otherwise subject to a particular rate schedule of Caledonia.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Caledonia.
4. Other Terms and Conditions: All other terms and conditions of sale shall be established by agreement between the purchaser and Caledonia.
5. Effective Date: This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").
6. Prohibited Transactions: Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales: Caledonia may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective Date: January 1, 2006

8. Transmission Capacity Reassignment: Caledonia may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of (1) the original transmission rate paid by Caledonia; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) Caledonia's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. Caledonia will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. Caledonia will report the name of the assignee in its quarterly reports.
  
9. Reporting Requirement: Caledonia must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit

Effective: July 22, 2005

Issued on: July 21, 2005

Filed to comply with orders of the Federal Energy Regulatory Commission, Docket Nos. ER00-826-002, *et al.*, issued July 15, 2005, and Docket No. RM04-14-000, issued February 10, 2005, 110 FERC ¶ 61,097, *order on reh'g*, 111 FERC ¶ 61,413 (2005).

CALEDONIA POWER I, L.L.C.

STATEMENT OF POLICY  
AND CODE OF CONDUCT  
WITH RESPECT TO THE RELATIONSHIP BETWEEN  
CALEDONIA POWER I, L.L.C. AND  
ITS FRANCHISED UTILITY AFFILIATES

Applicability

This Code of Conduct applies to the relationship between Caledonia Power I, L.L.C. ("Caledonia") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Affiliates").

Marketing of Power

1. To the maximum extent practical, the employees of Caledonia will operate separately from the employees of the Affiliates.
2. No employee of the Affiliates will share market information with any employee of Caledonia unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of Caledonia or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or Caledonia, provided that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to Caledonia.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective Date: January 1, 2006

3. Sales of any non-power goods or services by the Affiliates, including sales made through its affiliated EWG's or QF's, to Caledonia will be at the higher of cost or market price.
4. Sales of any non-power goods or services by Caledonia to the Affiliates will not be at a price above market.

Brokering of Power

To the extent Caledonia seeks to broker power for the Affiliates:

5. Caledonia will offer the Affiliate's power first.
6. The arrangement between Caledonia and the Affiliate is non-exclusive.
7. Caledonia will not accept any fees in conjunction with any Brokering services it performs for the Affiliate.

To the extent the Affiliates seek to broker power for Caledonia:

8. The Affiliates will offer their own power for sale before offering to broker power generated by Caledonia.
9. The Affiliates will not charge Caledonia a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services.
10. The Affiliates will make any information they share with Caledonia in the course of their brokering activities simultaneously available to non-affiliates.



**TAB G  
BLACKLINE**

**Caledonia Power I, L.L.C.  
Market Based Rate Tariff  
Amendment**

CALEDONIA POWER I, L.L.C.  
FERC ELECTRIC TARIFF

1. Availability: Caledonia, L.L.C. ("Caledonia") makes electric energy available under this Rate Schedule for wholesale sales to any purchaser with whom Caledonia has contracted.
2. Applicability: This Rate Schedule is applicable to all wholesale sales of electric energy by Caledonia not otherwise subject to a particular rate schedule of Caledonia.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Caledonia.
4. Other Terms and Conditions: All other terms and conditions of sale shall be established by agreement between the purchaser and Caledonia.
5. Effective Date: This Rate Schedule is effective on ~~and after the date on which the specified~~ by the Federal Energy Regulatory Commission approves this Application ("Commission").
6. Prohibited Transactions: Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Cincinnati Gas & Electric Union Light, Heat and Power Company ("CG&E"), (3) CG&E's public utility subsidiaries, or (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning Caledonia, without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales: Caledonia may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the real-time locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.

Issued by: Jeffrey A. Gollomp, General Counsel.  
2006

Vice President & General Counsel  
Commercial Business Unit

Issued on: ~~June 28,~~ August 19, 2005

Filed to comply with order of the Federal Energy Regulatory Commission, Docket Nos.  
ER05-850-000, *et al.*, issued June 16, 2005, 111 FERC ¶ 61,398 (2005).

Effective Date: ~~April 22, 2005~~ January 1,

CALEDONIA POWER I, L.L.C.

STATEMENT OF POLICY  
AND CODE OF CONDUCT  
WITH RESPECT TO THE RELATIONSHIP BETWEEN  
CALEDONIA POWER I, L.L.C. AND  
ITS FRANCHISED UTILITY AFFILIATES

Applicability

This Code of Conduct applies to the relationship between Caledonia Power I, L.L.C. ("Caledonia") and (1) PSI Energy, Inc.; (2) The Cincinnati Gas & Electric Union Light, Heat and Power Company ("CG&E"); (3) CG&E's public utility subsidiaries; (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning Caledonia; and (5) and (3) any employee of Cinergy Services, Inc. acting on behalf of the such companies (collectively, the "Affiliates").

Marketing of Power

1. To the maximum extent practical, the employees of Caledonia will operate separately from the employees of the Affiliates.
2. No employee of the Affiliates will share market information with any employee of Caledonia unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of Caledonia or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or Caledonia, provided that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to Caledonia.

Issued by: Jeffrey A. Gollomp, Senior Counsel ~~Effective Date: April 1, 2004~~  
January 1, 2006  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: ~~January 17, 2004~~ August 19, 2005



**TAB H  
CLEAN**

**CinCap IV, LLC  
Market Based Rate Tariff  
Amendment**

**CINCAP IV, LLC  
RATE SCHEDULE FERC NO. 1**

1. Availability: CinCap IV, LLC makes electric energy and capacity available under this Rate Schedule to any purchaser for resale.
2. Applicability: This schedule is applicable to all sales of energy or capacity by CinCap IV, LLC not otherwise subject to a particular rate schedule of CinCap IV, LLC.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and CinCap IV, LLC.
4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and CinCap IV, LLC.
5. Prohibited Affiliate Transactions: Except as set forth in Paragraph 6, sales of energy or capacity to, or the purchase of energy or capacity from (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company will not be made pursuant to this Rate Schedule without first receiving Commission authorization under Section 205 of the Federal Power Act.
6. Affiliate Sales: CinCap IV, LLC may make sales to any entity identified in Paragraph 5 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the-fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
7. Transmission Capacity Reassignment: CinCap IV, LLC may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CinCap IV, LLC; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CinCap IV, LLC's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CinCap IV, LLC will not recover opportunity costs in connection with reassignments without making a separate filing under Section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity may only be reassigned to a customer eligible to take service under the transmission

provider's open access transmission tariff or other transmission rate schedules. CinCap IV, LLC will report the name of the assignee in its quarterly reports.

8. Effective Date: This Rate Schedule is effective on and after January 15, 1998 or such other date as determined by the Federal Energy Regulatory Commission ("Commission").
9. Reporting Requirement: CinCap IV, LLC must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

### **CinCap IV, LLC Code of Conduct**

The following Code of Conduct shall govern interactions between CinCap IV, LLC ("CinCap IV") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Affiliates").

#### Marketing of Power

##### **1. Separation of Employees**

The employees of CinCap IV shall function independently of the employees of the Affiliates to the maximum extent practicable.

##### **2. No Undue Preference**

CinCap IV shall not seek from the Affiliates, and the Affiliates shall not grant to CinCap IV, any undue preference in the provision of power sales, transmission or ancillary services.

##### **3. Open Access Transmission Service**

To the extent CinCap IV requires transmission or ancillary services from the Affiliates, such services shall be purchased pursuant to the rates, terms and conditions of the Affiliates' open access transmission tariff filed at the FERC.



#### 4. Access to Information

No employee of the Affiliates will share market information with any employee of CinCap IV. If any non-public market information is disclosed, directly or indirectly, by the Affiliates to CinCap IV, such information shall be publicly and simultaneously disclosed. This policy will not apply to market information disclosed to employees of CinCap IV or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CinCap IV, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CinCap IV.

#### 5. Pricing of Non-Power Goods and Services

a. Any sale by the Affiliates of non-power goods or services to CinCap IV or to any other affiliate shall be at the higher of market value or the Affiliate's cost.

b. The Affiliates shall not purchase non-power goods or services from CinCap IV or any other affiliate at a price above market value.

#### Brokering of Power

#### 6. Brokering for the Affiliates

a. CinCap IV may broker power from or to the Affiliates, subject to the following limitations: (i) CinCap IV shall not have exclusive brokering rights, (ii) CinCap IV cannot charge a brokering fee, but CinCap IV can allocate to the Affiliates a pro rata share of its operating expenses,<sup>1</sup> (iii) CinCap IV must offer for sale the power of the Affiliates before offering for sale the power of nonaffiliates, and (iv) CinCap IV shall comply with this Code of Conduct when providing brokering services, including the standards applicable to information sharing.

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<sup>1</sup> CinCap IV's salary expenses can be directly assigned to the Affiliates for time spent brokering Affiliates resources, and the cost of overheads can be apportioned to the Affiliates on the basis of relative energy (kWh) transactions.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

b. These restrictions in subsection 7(a) do not apply to the brokering of generation from or to affiliated EWGs or QFs.

**7. Brokering by the Affiliates**

To the extent the Affiliates seek to broker power for CinCap IV: (i) The Affiliates will offer their own power for sale before offering to broker power generated by CinCap IV; (ii) The Affiliates will not charge CinCap IV a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services; and (iii) the Affiliates will make any information they share with CinCap IV in the course of their brokering activities simultaneously available to non-affiliates.

**8. Books and Records**

CinCap IV shall maintain its books of account and records separately from those of the Affiliates.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

### Market Behavior Rules

As a condition of market-based rate authority, CinCap IV, LLC (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule I does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data, or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences);
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrences; and

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Vice President, Cinergy Services, Inc.

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Docket No. EL01 - 118-000, *et al.*, issued December 11, 2003

- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications:** Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting:** To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices. Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention:** Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs:** Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

Issued by: James B. Gainer,  
Vice President, Cinergy Services, Inc.

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Issued on: December 17, 2003

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Docket No. EL01 - 118-000, *et al.*, issued December 11, 2003

**TAB H  
BLACKLINE**

**CinCap IV, LLC  
Market Based Rate Tariff  
Amendment**

**CINCAP IV, LLC  
RATE SCHEDULE FERC NO. 1**

1. Availability: CinCap IV, LLC makes electric energy and capacity available under this Rate Schedule to any purchaser for resale.
2. Applicability: This schedule is applicable to all sales of energy or capacity by CinCap IV, LLC not otherwise subject to a particular rate schedule of CinCap IV, LLC.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and CinCap IV, LLC.
4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and CinCap IV, LLC.
5. Prohibited Affiliate Transactions: ~~Sales~~Except as set forth in Paragraph 6, sales of energy or capacity to, or the purchase of energy or capacity from ~~The Cincinnati Gas & Electric Company or~~ (1) PSI Energy, Inc. or any other affiliated electric utility with a franchised service territory, or (2) The Union Light, Heat and Power Company will not be made pursuant to this Rate Schedule without first receiving Commission authorization under Section 205 of the Federal Power Act.
6. Affiliate Sales: CinCap IV, LLC may make sales to any entity identified in Paragraph 5 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the-fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
7. ~~6-~~Transmission Capacity Reassignment: CinCap IV, LLC may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CinCap IV, LLC; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CinCap IV, LLC's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CinCap IV, LLC will not recover opportunity costs in connection with reassignments without making a separate filing under Section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity may only be reassigned to a customer eligible to take service under the transmission

provider's open access transmission tariff or other transmission rate schedules. CinCap IV, LLC will report the name of the assignee in its quarterly reports.

~~7.8.~~ Effective Date: This Rate Schedule is effective on and after January 15, 1998 or such other date as determined by the Federal Energy Regulatory Commission ("Commission").

~~8.9.~~ Reporting Requirement: CinCap IV, LLC must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit

Effective: ~~July 22, 2005~~ January 1, 2006

Issued on: ~~July 21, 2005~~ August 19, 2005

Filed to comply with orders of the Federal Energy Regulatory Commission, Docket Nos. ER00-826-002, *et al.*, issued July 15, 2005, and Docket No. RM04-14-000, issued February 10, 2005, 110 FERC ¶ 61,097, *order on reh'g*, 111 FERC ¶ 61,413 (2005).

Docket No.: E1-98-121-000

Company: CC

FERC El. Rate Sch. No. 1

Filing Date: 10-31-97

Effective Date: 1-15-98

Appendix A

**Cinergy Corporation Standards CinCap IV, LLC Code of Conduct  
October 1997**

The following Standards Code of Conduct shall govern interactions between employees of \_\_\_\_\_ and employees of PSI Energy, Inc. and Cincinnati Gas & Electric Company ("Cinergy Operating Companies" CinCap IV, LLC ("CinCap IV") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employees of Cinergy Services, Inc. acting on behalf of the Operating Companies. Where specified, the following Standards of Conduct also shall govern the relationship between the employees of the Operating Companies and the employees of other Cinergy companies. These Standards of Conduct are mandated by the Federal Energy Regulatory Commission ("FERC") such companies (collectively, the "Affiliates").

**STANDARDS OF CONDUCT**

Marketing of Power

**1. Separation of Employees**

The employees of \_\_\_\_\_ CinCap IV shall function independently of the employees of the Operating Companies Affiliates to the maximum extent practicable.

**2. No Undue Preference**

\_\_\_\_\_ CinCap IV shall not seek from the Operating Companies Affiliates, and the Operating Companies Affiliates shall not grant to \_\_\_\_\_ CinCap IV, any undue preference in the provision of power sales, transmission or ancillary services.

**3. Open Access Transmission Service**

To the extent \_\_\_\_\_ CinCap IV requires transmission or ancillary services from the Operating Companies Affiliates, such services shall be purchased pursuant to the rates, terms and conditions of the Operating Companies Affiliates' open access transmission tariff filed at the FERC.

**4. ~~Power Sales Between Cinergy Companies~~**

\_\_\_\_\_ shall not sell electricity to any of the operating Companies and the Operating Companies shall not sell electricity to \_\_\_\_\_ without prior FERC approval pursuant to Section 205 of the Federal Power Act.

Issued by: James B. Gainer, Jeffrey A. Gollomp  
Vice President, Cinergy Services, Inc. & General Counsel  
Commercial Business Unit

Effective: January 15, 1998 January 1, 2005

Issued on: January 15, 1998 August 19, 2005



4.     ~~5.~~ **Access to Information**

No employee of the Affiliates will share market information with any employee of CinCap IV. If any non-public market information is disclosed, directly or indirectly, by the Operating Companies to \_\_\_\_\_ Affiliates to CinCap IV, such information shall be publicly and simultaneously disclosed. This policy will not apply to market information disclosed to employees of CinCap IV or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CinCap IV, provided that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CinCap IV.

5.     ~~6.~~ **Pricing of Non-Power Goods and Services**

a.     Any sale by the ~~Operating Companies~~ Affiliates of non-power goods or services to \_\_\_\_\_ CinCap IV or to any other affiliate shall be at the higher of market value or the ~~Operating Company~~ Affiliate's cost.

b.     The ~~Operating Companies~~ Affiliates shall not purchase non-power goods or services from \_\_\_\_\_ CinCap IV or any other affiliate at a price above market value.

7.     \_\_\_\_\_ ~~Brokering of Power from Affiliates~~

~~at 6.~~ Brokering for the Cinergy Operating Companies Affiliates

\_\_\_\_\_ a.     CinCap IV may broker power from or to the ~~Cinergy Operating Companies~~ Affiliates, subject to the following limitations: (i) \_\_\_\_\_ CinCap IV shall not have exclusive brokering rights, (ii) \_\_\_\_\_ CinCap IV cannot charge a brokering fee, but \_\_\_\_\_ CinCap IV can allocate to the ~~Operating Companies~~ Affiliates a pro rata share of its operating expenses,<sup>1</sup> (iii) \_\_\_\_\_ CinCap IV must offer for sale the power of the ~~Cinergy Operating Companies~~ Affiliates before offering for sale the power of nonaffiliates, and (iv) \_\_\_\_\_ CinCap IV shall comply with the ~~se Standards Code~~ Code of Conduct when providing brokering services, including the standards applicable to information sharing.

<sup>1</sup> \_\_\_\_\_ CinCap IV's salary expenses can be directly assigned to the ~~Operating Companies~~ Affiliates for time spent brokering ~~Operating Company~~ Affiliates resources, and the cost of overheads can be apportioned to the ~~Operating Companies~~ Affiliates on the basis of relative energy (kWh) transactions.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit

Effective: January 1, 2006

Issued on: August 19, 2005

b. ~~Brokering Unregulated Power~~ The ~~These~~ restrictions in subsection 7(a) do not apply to the brokering of generation from or to affiliated EWGs or QFs.

7. Brokering by the Affiliates

To the extent the Affiliates seek to broker power for CinCap IV: (i) The Affiliates will offer their own power for sale before offering to broker power generated by CinCap IV; (ii) The Affiliates will not charge CinCap IV a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services; and (iii) the Affiliates will make any information they share with CinCap IV in the course of their brokering activities simultaneously available to non-affiliates.

~~8. Books and Records~~

8. Books and Records

CinCap IV shall maintain its books of account and records separately from those of the Operating Companies Affiliates.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006



**TAB I  
CLEAN**

**CinCap V, LLC  
Market Based Rate Tariff  
Amendment**

**CINCAP V, LLC**  
**RATE SCHEDULE FERC NO. 1**

1. Availability: CinCap V, LLC makes electric energy and capacity available under this Rate Schedule to any purchaser for resale.
2. Applicability: This schedule is applicable to all sales of energy or capacity by CinCap V, LLC not otherwise subject to a particular rate schedule of CinCap V, LLC.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and CinCap V, LLC.
4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and CinCap V, LLC.
5. Prohibited Affiliate Transactions: Except as set forth in Paragraph 6, sales of energy or capacity to, or the purchase of energy or capacity from (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company will not be made pursuant to this Rate Schedule without first receiving Commission authorization under Section 205 of the Federal Power Act.
6. Affiliate Sales: CinCap V, LLC may make sales to any entity identified in Paragraph 5 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the-fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
7. Transmission Capacity Reassignment: CinCap V, LLC may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CinCap V, LLC; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CinCap V, LLC's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CinCap V, LLC will not recover opportunity costs in connection with reassignments without making a separate filing under Section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity may only be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. CinCap V, LLC will report the name of the assignee in its quarterly reports.
8. Effective Date: This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").

9. Reporting Requirement: CinCap V, LLC must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

### **CinCap V, LLC Code of Conduct**

The following Code of Conduct shall govern interactions between CinCap V, LLC ("CinCap V") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Affiliates").

#### Marketing of Power

##### **1. Separation of Employees**

The employees of CinCap V shall function independently of the employees of the Affiliates to the maximum extent practicable.

##### **2. No Undue Preference**

CinCap V shall not seek from the Affiliates, and the Affiliates shall not grant to CinCap V any undue preference in the provision of power sales, transmission or ancillary services.

##### **3. Open Access Transmission Service**

To the extent CinCap V requires transmission or ancillary services from the Affiliates, such services shall be purchased pursuant to the rates, terms and conditions of the Affiliates' open access transmission tariff filed at the FERC.

**4. Access to Information**

No employee of the Affiliates will share market information with any employee of CinCap V. If any non-public market information is disclosed, directly or indirectly, by the Affiliates to CinCap V, such information shall be publicly and simultaneously disclosed. This policy will not apply to market information disclosed to employees of CinCap V or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CinCap V, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CinCap V.

**5. Pricing of Non-Power Goods and Services**

a. Any sale by the Affiliates of non-power goods or services to CinCap V or to any other affiliate shall be at the higher of market value or the Affiliate's cost.

b. The Affiliates shall not purchase non-power goods or services from CinCap V or any other affiliate at a price above market value.

Brokering of Power

**6. Brokering of Power for the Affiliates**

a. CinCap V may broker power from or to the Affiliates, subject to the following limitations: (i) CinCap V shall not have exclusive brokering rights. (ii) CinCap V cannot charge a brokering fee, but CinCap V can allocate to the Affiliates a pro rata share of its operating expenses,<sup>1</sup> (iii) CinCap V must offer for sale the power of the Affiliates before offering for sale the power of nonaffiliates, and

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<sup>1</sup> CinCap V's salary expenses can be directly assigned to the Affiliates for time spent brokering Affiliate resources, and the cost of overheads can be apportioned to the Affiliates on the basis of relative energy (kWh) transactions.



(iv) CinCap V shall comply with this Code of Conduct when providing brokering services, including the standards applicable to information sharing.

b. Brokering Unregulated Power: The restrictions in subsection 7(a) do not apply to the brokering of generation from or to affiliated EWGs or QFs.

#### **7. Brokering by the Affiliates**

To the extent the Affiliates seek to broker power for CinCap V: (i) The Affiliates will offer their own power for sale before offering to broker power generated by CinCap V; (ii) The Affiliates will not charge CinCap V a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services; and (iii) the Affiliates will make any information they share with CinCap V in the course of their brokering activities simultaneously available to non-affiliates.

#### **8. Books and Records**

CinCap V shall maintain its books of account and records separately from those of the Affiliates.

**Market Behavior Rules**

As a condition of market-based rate authority, CinCap V, LLC (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule I does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
  
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called “wash trades”);
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence; and

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Vice President, Cinergy Services, Inc.

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Docket Nos. EL01-1 18-000, *et al.*, issued December 11, 2003

- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications:** Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting:** To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention:** Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs:** Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

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**TAB I  
BLACKLINE**

**CinCap V, LLC  
Market Based Rate Tariff  
Amendment**

**CINCAP V, LLC  
RATE SCHEDULE FERC NO. 1**

1. Availability: CinCap V, LLC makes electric energy and capacity available under this Rate Schedule to any purchaser for resale.
2. Applicability: This schedule is applicable to all sales of energy or capacity by CinCap V, LLC not otherwise subject to a particular rate schedule of CinCap V, LLC.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and CinCap V, LLC.
4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and CinCap V, LLC.
5. Prohibited Affiliate Transactions: ~~Sales~~ Except as set forth in Paragraph 6, sales of energy or capacity to, or the purchase of energy or capacity from The Cincinnati Gas & Electric Company or (1) PSI Energy, Inc. or any other affiliated electric utility with a franchised service territory, or (2) The Union Light, Heat and Power Company will not be made pursuant to this Rate Schedule without first receiving Commission authorization under Section 205 of the Federal Power Act.
6. Affiliate Sales: ~~CinCap V, LLC may make sales to any entity identified in Paragraph 5 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the-fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.~~
7. Transmission Capacity Reassignment: CinCap V, LLC may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CinCap V, LLC; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CinCap V, LLC's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CinCap V, LLC will not recover opportunity costs in connection with reassignments without making a separate filing under Section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity may only be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. CinCap V, LLC will report the name of the assignee in its quarterly reports.
- 7.8. Effective Date: This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: ~~July 21, August 19, 2005~~

Effective: ~~July 22, 2005~~ January 1, 2006 |

~~§ 9.~~ Reporting Requirement: CinCap V, LLC must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit

Effective: ~~July 22, 2005~~ January 1, 2006 |

Issued on: ~~July 21, 2005~~ August 19, 2005

~~Filed to comply with orders of the Federal Energy Regulatory Commission, Docket Nos. ER00-826-002, et al., issued July 15, 2005, and Docket No. RM01-14-000, issued February 10, 2005, 110 FERC ¶ 61,097, order on reh'g, 111 FERC ¶ 61,113 (2005).~~

~~Cinergy Corporation Standards~~  
CinCap V, LLC Code of Conduct

~~July 1998~~

The following ~~Standards~~Code of Conduct shall govern interactions between employees of CinCap V, LLC ("CinCap V") and employees of ~~PSI Energy, Inc. and The Cincinnati Gas & Electric Company ("Cinergy Operating Companies")~~ and employees ~~(1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of the Operating Companies.~~ Where specified, the following ~~Standards of Conduct~~ also shall govern the relationship between the employees of the ~~Operating Companies~~ and the employees of other ~~Cinergy companies.~~ These ~~Standards of Conduct~~ are mandated by the Federal Energy Regulatory Commission ("FERC such companies (collectively, the "Affiliates")").

**STANDARDS OF CONDUCT**

Marketing of Power

**1. Separation of Employees**

The employees of CinCap V, LLC shall function independently of the employees of the ~~Operating Companies~~Affiliates to the maximum extent practicable.

**2. No Undue Preference**

CinCap V, LLC shall not seek from the ~~Operating Companies~~Affiliates, and the ~~Operating Companies~~Affiliates shall not grant to CinCap V, LLC, any undue preference in the provision of power sales, transmission or ancillary services.

**3. Open Access Transmission Service**

To the extent CinCap V, LLC requires transmission or ancillary services from the ~~Operating Companies~~Affiliates, such services shall be purchased pursuant to the rates, terms and conditions of the ~~Operating Companies~~Affiliates' open access transmission tariff filed at the FERC.

Issued by: ~~James B. Gainer~~ Jeffrey A. Gollomp,  
Vice President, Cinergy Services, Inc. & General Counsel  
Commercial Business Unit

Effective: ~~September 29, 1998~~ January 1, 2006

Issued on: ~~September 29, 1998~~ August 19, 2005

~~4. Power Sales Between Cinergy Companies~~

~~CinCap V, LLC shall not sell electricity to any of the Operating Companies and the Operating Companies shall not sell electricity to CinCap V, LLC without prior FERC approval pursuant to Section 205 of the Federal Power Act.~~ **Access to Information**

No employee of the Affiliates will share market information with any employee of CinCap V. If any non-public market information is disclosed, directly or indirectly, by the Operating Companies Affiliates to CinCap V, LLC, such information shall be publicly and simultaneously disclosed. This policy will not apply to market information disclosed to employees of CinCap V or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CinCap V, provided that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CinCap V.

~~6.5. Pricing of Non-Power Goods and Services~~

a. Any sale by the ~~Operating Companies Affiliates~~ of non-power goods or services to CinCap V, LLC or to any other affiliate shall be at the higher of market value or the ~~Operating Company Affiliate's~~ cost.

b. The ~~Operating Company Affiliates~~ shall not purchase non-power goods or services from CinCap V, LLC or any other affiliate at a price above market value.

Brokering of Power

~~7.6. Brokering of Power from for the Affiliates~~

a. ~~Brokering for the Cinergy Operating Companies~~ CinCap V, LLC may broker power from or to the ~~Cinergy Operating Companies Affiliates~~, subject to the following limitations: (i) CinCap V, LLC shall not have exclusive brokering rights, (ii) CinCap V, LLC cannot charge a brokering fee, but CinCap V, LLC can allocate to the ~~Operating Companies Affiliates~~ a pro rata share of its operating expenses,<sup>1</sup> (iii) CinCap V, LLC must offer for sale the power of the ~~Cinergy Operating Companies Affiliates~~ before offering for sale the power of nonaffiliates, and

<sup>1</sup> CinCap V, LLC's salary expenses can be directly assigned to the ~~Operating Companies Affiliates~~ for time spent brokering ~~Operating Company Affiliate~~ resources, and the cost of overheads can be apportioned to the ~~Operating Companies Affiliates~~ on the basis of relative energy (kWh) transactions.



(iv) CinCap V, LLC shall comply with these ~~Standards Code~~ Code of Conduct when providing brokering services, including the standards applicable to information sharing.

b. Brokering Unregulated Power. The restrictions in subsection 7(a) do not apply to the brokering of generation from or to affiliated EWGs or QFs.

#### 7. Brokering by the Affiliates

To the extent the Affiliates seek to broker power for CinCap V: (i) The Affiliates will offer their own power for sale before offering to broker power generated by CinCap V; (ii) The Affiliates will not charge CinCap V a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services; and (iii) the Affiliates will make any information they share with CinCap V in the course of their brokering activities simultaneously available to non-affiliates.

#### 8. Books and Records

CinCap V, LLC shall maintain its books of account and records separately from those of the ~~Operating Companies~~ Affiliates.

Issued by: ~~James B. Gainer, Jeffrey A. Gollomp~~  
2006

Vice President, Cinergy Services, Inc. & General Counsel  
Commercial Business Unit

Issued on: ~~September 29, 1998~~ August 19, 2005

Effective: ~~September 29, 1998~~ January 1,



**TAB J  
CLEAN**

**Cinergy Capital & Trading, Inc.  
Market Based Rate Tariff  
Amendment**

**Cinergy Capital & Trading, Inc.**  
**Rate Schedule**

1. **Availability.** Cinergy Capital & Trading, Inc. ("CCT") will make available under this Tariff for wholesale sales to any purchaser for resale: (i) electric capacity; (ii) electric energy; (iii) the following Ancillary Services into the markets administered by the Pennsylvania-New Jersey-Maryland Interchange Energy Market ("PJM PX"): Energy Imbalance and Operating Reserves (which includes Spinning Reserves, Ten Minute Reserves, and Thirty Minute Reserves); (iv) Installed Capacity and the following Ancillary Services into the markets administered by the New York ISO ("NY-ISO"): (a) Ten Minute Non-Synchronous Reserves, (b) Thirty Minute Operating Reserves, (c) Ten Minute Spinning Reserves, (d) Ten Minute Non-Spinning Reserves, and (e) Regulation and Frequency Response Service; (v) the following Ancillary Services in the New England Power Pool ("NEPOOL"): (a) Ten Minute Spinning Reserves, and (b) Automatic Generation Control, (c) Ten Minute Non-Spinning Reserves and (d) Thirty Minute Operating Reserves; (vi) Operable Capability and Installed Capability in the NEPOOL markets; (vii) additional Ancillary Services in the control areas of the NY-ISO, NEPOOL, and PJM PX and in additional geographic markets as FERC may specify and authorize from time-to-time in orders that extend such authority to all sellers previously authorized to sell energy and/or capacity at market-based rates; and (viii) any other product markets which are not Ancillary Services within the meaning of Order No. 888.
  
2. **Applicability.** This Tariff is applicable to all wholesale sales of (i) electric capacity; (ii) electric energy; (iii) within the markets administered by the PJM PX: Energy Imbalance and Operating Reserves (which includes Spinning Reserves, Ten Minute Reserves, and Thirty Minute Reserves); (iv) within the markets administered by the NY-ISO: (a) Ten Minute Non-Synchronous Reserves, (b) Thirty Minute Operating Reserves, (c) Ten Minute Spinning Reserves, (d) Ten Minute Non-Spinning Reserves, (e) Regulation and Frequency Response Service, and (f) Installed Capacity; (v) within the NEPOOL markets: (a) Ten Minute Spinning Reserves, (b) Automatic Generation

Control, (c) Ten Minute Non-Spinning Reserves, (d) Thirty Minute Operating Reserves, (e) Operable Capability, and (f) Installed Capability; (vi) additional Ancillary Services in the control areas of the NY-ISO, NEPOOL, and the PJM PX and in additional geographic markets as FERC may specify and authorize from time-to-time in orders that extend such authority to all sellers previously authorized to sell energy and/or capacity at market-based rates; and (vii) any other product markets which are not Ancillary Services within the meaning of Order No. 888.

3. **Rates.** All sales shall be made at rates established by agreement between the purchaser and CCT.
4. **Other Terms and Conditions.** All other terms and conditions of sale shall be established by agreement between the purchaser and CCT.
5. **Effective Date.** This Rate Schedule is effective on the date specified by the Federal Energy Regulatory Commission ("Commission").
6. **Prohibited Transactions.** Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company without first receiving Commission approval under Section 205 of the Federal Power Act.
7. **Affiliate Sales.** CCT may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.

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Vice President & General Counsel  
Commercial Business Unit  
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8. **Transmission Capacity Reassignment.** CCT may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CCT; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CCT's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CCT will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. CCT will report the name of the assignee in its quarterly reports.
  
9. **Reporting Requirement.** CCT must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

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Vice President & General Counsel  
Commercial Business Unit

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**Cinergy Capital & Trading, Inc.  
Code of Conduct**

**Applicability**

1. This Code of Conduct applies to the relationship between Cinergy Capital & Trading, Inc. ("CCT") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Affiliates").

**Marketing of Power**

2. To the maximum extent practical, the employees of CCT will operate separately from the employees of the Affiliates.
3. No employee of the Affiliates will share market information with any employee of CCT unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of CCT or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CCT, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CCT.
4. Sales of any non-power goods or services by the Affiliates, including sales made through its affiliated EWG's or QFs, to CCT will be at the higher of cost or market price.

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Commercial Business Unit  
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5. Sales of any non-power goods or services by CCT to the Affiliates will not be at a price above market.

**Brokering of Power**

To the extent CCT seeks to broker power for the Affiliates:

6. CCT will offer the Affiliate's power first.
7. The arrangement between CCT and the Affiliate is non-exclusive.
8. CCT will not accept any fees in conjunction with any Brokering services it performs for the Affiliate.

To the extent the Affiliates seek to broker power for CCT:

9. The Affiliates will offer their own power for sale before offering to broker power generated by CCT.
10. The Affiliates will not charge CCT a brokering fee less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services.
11. The Affiliates will make any information they share with CCT in the course of their brokering activities simultaneously available to non-affiliates.



### **Market Behavior Rules**

As a condition of market-based rate authority, Cinergy Capital & Trading, Inc. (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule 1 does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence); and

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Vice President

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- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications:** Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting:** To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention:** Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs:** Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

Issued by: James B. Gainer  
Vice President

Effective: December 17, 2003

Issued on: December 17, 2003

Filed to comply with order of the Federal Energy Regulatory Commission  
Docket Nos. EL01-118-000, *et al.*, issued December 11, 2003

**TAB J**  
**BLACKLINE**

**Cinergy Capital & Trading, Inc.**  
**Market Based Rate Tariff**  
**Amendment**

Control, (c) Ten Minute Non-Spinning Reserves, (d) Thirty Minute Operating Reserves, (e) Operable Capability, and (f) Installed Capability; (vi) additional Ancillary Services in the control areas of the NY-ISO, NEPOOL, and the PJM PX and in additional geographic markets as FERC may specify and authorize from time-to-time in orders that extend such authority to all sellers previously authorized to sell energy and/or capacity at market-based rates; and (vii) any other product markets which are not Ancillary Services within the meaning of Order No. 888.

3. **Rates.** All sales shall be made at rates established by agreement between the purchaser and CCT.
4. **Other Terms and Conditions.** All other terms and conditions of sale shall be established by agreement between the purchaser and CCT.
5. **Effective Date.** This Rate Schedule is effective on ~~and after the date on which~~ specified by the Federal Energy Regulatory Commission approves this Application ("Commission").
6. **Prohibited Transactions.** Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., ~~or~~ (2) ~~The Cincinnati Gas & Electric Union Light, Heat and Power Company ("CG&E"), (3) CG&E's public utility subsidiaries, or (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning CCT,~~ without first receiving Commission approval under Section 205 of the Federal Power Act.
7. **Affiliate Sales.** CCT may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the-fact comparison basis, the real-time locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.

Issued by: Jeffrey A. Gollomp, General Counsel  
1, 2006

Vice President & General Counsel  
Commercial Business Unit

Effective Date: ~~April 22, 2005~~ January

Issued on: ~~June 28, 2005~~ August 19, 2005

Filed to comply with order of the Federal Energy Regulatory Commission, Docket Nos. ER05-850-000  
*et al.*, issued June 16, 2005, 111 FERC ¶ 61,398 (2005).

**Cinergy Capital & Trading, Inc.  
Code of Conduct**

**Applicability**

1. This Code of Conduct applies to the relationship between Cinergy Capital & Trading, Inc. ("CCT") and (1) PSI Energy, Inc.; (2) The Cincinnati Gas & Electric Union Light, Heat and Power Company ("CG&E"); (3) CG&E's public utility subsidiaries; (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning CCT; and (5) and (3) any employee of Cinergy Services, Inc. acting on behalf of such companies (collectively, the "Affiliates").

**Marketing of Power**

2. To the maximum extent practical, the employees of CCT will operate separately from the employees of the Affiliates.
3. No employee of the Affiliates will share market information with any employee of CCT unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed to employees of CCT or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CCT, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CCT.
4. Sales of any non-power goods or services by the Affiliates, including sales made through its affiliated EWG's or QFs, to CCT will be at the higher of cost or market price.

Issued by: Jeffrey A. Gollomp, Senior Counsel  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: May 3, 2004 August 19, 2005  
Docket No. ER01-1337-004

Effective Date: April 15, 2004 January 1, 2006





**TAB K  
CLEAN**

**Cinergy Power Investments, Inc.  
Market Based Rate Tariff  
Amendment**



**Cinergy Power Investments, Inc.**  
**FERC Electric Tariff**

1. **Availability.** Cinergy Power Investments, Inc. ("CPI") will make available under this Tariff for wholesale sales to any purchaser for resale: (i) electric capacity; (ii) electric energy; (iii) the following Ancillary Services into the markets administered by the Pennsylvania-New Jersey-Maryland Interchange Energy Market ("PJM PX"): Energy Imbalance and Operating Reserves (which includes Spinning Reserves, Ten Minute Reserves, and Thirty Minute Reserves); (iv) Installed Capacity and the following Ancillary Services into the markets administered by the New York ISO ("NY-ISO"): (a) Ten Minute Non-Synchronous Reserves, (b) Thirty Minute Operating Reserves, (c) Ten Minute Spinning Reserves, (d) Ten Minute Non-Spinning Reserves, and (e) Regulation and Frequency Response Service; (v) the following Ancillary Services in the New England Power Pool ("NEPOOL"): (a) Ten Minute Spinning Reserves, and (b) Automatic Generation Control, (c) Ten Minute Non-Spinning Reserves and (d) Thirty Minute Operating Reserves; (vi) Operable Capability and Installed Capability in the NEPOOL markets; and (vii) additional Ancillary Services in the control areas of the NY-ISO, NEPOOL, and PJM PX and in such additional geographic markets as FERC may specify and authorize from time-to-time in orders that extend such authority to all sellers previously authorized to sell energy and/or capacity at market-based rates.

2. **Applicability.** This Tariff is applicable to all wholesale sales of (i) electric capacity; (ii) electric energy; (iii) within the markets administered by the PJM PX: Energy Imbalance and Operating Reserves (which includes Spinning Reserves, Ten Minute Reserves, and Thirty Minute Reserves), (iv) within the markets administered by the NY-ISO: (a) Ten Minute Non-Synchronous Reserves, (b) Thirty Minute Operating Reserves, (c) Ten Minute Spinning Reserves, (d) Ten Minute Non-Spinning Reserves, (e) Regulation and Frequency Response Service, and (f) Installed Capacity; (v) within the NEPOOL markets: (a) Ten Minute Spinning Reserves, (b) Automatic Generation Control, (c) Ten Minute Non-Spinning Reserves, (d) Thirty Minute Operating Reserves, (e) Operable Capability, and (f) Installed Capability; and (vi) additional Ancillary Services in the control areas of the NY-ISO, NEPOOL, and the PJM PX and in additional geographic markets as FERC may specify and authorize from time-to-time in orders that extend such authority to all sellers previously authorized to sell energy and/or capacity at market-based rates.
3. **Rates.** All sales shall be made at rates established by agreement between the purchaser and CPI.
4. **Other Terms and Conditions.** All other terms and conditions of sale shall be established by agreement between the purchaser and CPI.
5. **Effective Date.** This Tariff, as amended, is effective on and after January 1, 2002, or such other date as is established by the Federal Energy Regulatory Commission.
6. **Prohibited Transactions.** Except as set forth in Paragraph 7, no sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.

7. **Affiliate Sales.** CPI may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
  
8. **Transmission Capacity Reassignment.** CPI may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CPI; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CPI's own opportunity costs capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CPI will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. CPI will report the name of the assignee in its quarterly reports.
  
9. **Reporting Requirement.** CPI must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

**Cinergy Power Investments, Inc.  
Code of Conduct**

**Applicability**

1. The following Code of Conduct shall govern interactions between Cinergy Power Investments, Inc. ("CPI") and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) employees of Cinergy Services, Inc. ("Services") acting on behalf of such companies (collectively, the "Affiliates").

**Marketing of Power**

2. To the maximum extent practical, the employees of CPI will operate separately from the employees of the Affiliates.
3. No employee of the Affiliates will share market information with any employee of CPI unless all such information is simultaneously made available to the public, except as follows: This policy will not apply to market information disclosed to employees of CPI or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CPI, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CPI.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective Date: January 1, 2006

4. Sales of any non-power goods or services by the Affiliates, including sales made through its affiliated EWG's or QF's, to CPI will be at the higher of cost or market price.
5. Sales of any non-power goods or services by CPI to the Affiliates will not be at a price above market.

#### **Brokering of Power**

To the extent CPI seeks to broker power for the Affiliates:

6. CPI will offer the Affiliate's power first.
7. The arrangement between CPI and the Affiliate is non-exclusive.
8. CPI will not accept any fees in conjunction with any Brokering services it performs for the affiliate.

To the extent the Affiliates seek to broker power for CPI:

9. The Affiliates will offer their own power for sale before offering to broker power generated by CPI.
10. The Affiliates will charge CPI a brokering fee that is not less than the higher of cost or market, with market being the fee that they would charge a non-affiliate for their brokering services.
11. The Affiliates will make any market information they share with CPI in the course of their brokering activities simultaneously available to non-affiliates.

#### **Emergency Circumstances**

12. Deviation from this Code of Conduct may occur only in the case of emergency circumstances affecting system reliability.

**Market Behavior Rules**

As a condition of market-based rate authority, Cinergy Power Investments, Inc. (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule 1 does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
  
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence); and

Issued by: James B. Gainer  
Vice President, Cinergy Services, Inc.

Effective: December 17, 2003

Issued on: December 17, 2003

Filed to comply with order of the Federal Energy Regulatory Commission  
Docket No. EL01-118-000, *et al.*, issued December 11, 2003

- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications:** Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting:** To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transactions in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention:** Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs:** Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

Issued by: James B. Gainer  
Vice President, Cinergy Services, Inc.

Effective: December 17, 2003

Issued on: December 17, 2003

Filed to comply with order of the Federal Energy Regulatory Commission  
Docket No. EL01-118-000, *et al.*, issued December 11, 2003

**TAB K  
BLACKLINE**

**Cinergy Power Investments, Inc.  
Market Based Rate Tariff  
Amendment**



2. **Applicability.** This Tariff is applicable to all wholesale sales of (i) electric capacity; (ii) electric energy; (iii) within the markets administered by the PJM PX: Energy Imbalance and Operating Reserves (which includes Spinning Reserves, Ten Minute Reserves, and Thirty Minute Reserves), (iv) within the markets administered by the NY-ISO: (a) Ten Minute Non-Synchronous Reserves, (b) Thirty Minute Operating Reserves, (c) Ten Minute Spinning Reserves, (d) Ten Minute Non-Spinning Reserves, (e) Regulation and Frequency Response Service, and (f) Installed Capacity; (v) within the NEPOOL markets: (a) Ten Minute Spinning Reserves, (b) Automatic Generation Control, (c) Ten Minute Non-Spinning Reserves, (d) Thirty Minute Operating Reserves, (e) Operable Capability, and (f) Installed Capability; and (vi) additional Ancillary Services in the control areas of the NY-ISO, NEPOOL, and the PJM PX and in additional geographic markets as FERC may specify and authorize from time-to-time in orders that extend such authority to all sellers previously authorized to sell energy and/or capacity at market-based rates.
3. **Rates.** All sales shall be made at rates established by agreement between the purchaser and CPI.
4. **Other Terms and Conditions.** All other terms and conditions of sale shall be established by agreement between the purchaser and CPI.
5. **Effective Date.** This Tariff, as amended, is effective on and after January 1, 2002, or such other date as is established by the Federal Energy Regulatory Commission.
6. **Prohibited Transactions.** ~~No~~ Except as set forth in Paragraph 7, ~~no~~ sale may be made pursuant to this rate schedule to (1) PSI Energy, Inc., or (2) The Cincinnati Gas & Electric Union Light, Heat and Power Company ("CG&E"), (3) CG&E's public utility subsidiaries, or (4) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning CPI, without first receiving Commission authorization under Section 205 of the Federal Power Act.

Issued by: Jeffrey A. Gollomp  
~~2005~~ January 1, 2006  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: ~~July 21,~~ August 19, 2005

Effective: ~~July 22,~~

7. ~~**Affiliate Sales.** CPI may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.~~
7. ~~**Affiliate Purchases.** Purchases of capacity, energy or ancillary services from any public utility affiliate of CPI with a franchised service territory will not be made pursuant to the Tariff absent a separate section 205 filing.~~
8. **Transmission Capacity Reassignment.** CPI may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by CPI; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) CPI's own opportunity costs capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. CPI will not recover opportunity costs in connection with reassignments without making a separate filing under section 205. Except for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity only may be reassigned to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. CPI will report the name of the assignee in its quarterly reports.
9. **Reporting Requirement.** CPI must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit

Effective: ~~July 22, 2005~~ January 1, 2006 |

Issued on: ~~July 21, 2005~~ August 19, 2005

Filed to comply with orders of the Federal Energy Regulatory Commission, Docket Nos. ER00-826-002, et al., issued July 15, 2005, and Docket No. RM04-14-000, issued February 10, 2005, 110 FERC ¶ 61,097, order on reh'g, 111 FERC ¶ 61,413 (2005).

**Cinergy Power Investments, Inc.  
Code of Conduct**

**Applicability**

1. The following Code of Conduct shall govern interactions between employees of Cinergy Power Investments, Inc. ("CPI") and ~~employees of (1) PSI Energy, Inc. ("PSI"); (2) The Cincinnati Gas & Electric Union Light, Heat and Power Company (CG&E); and (3) employees of Cinergy Services, Inc. ("Services") acting on behalf of such companies; (4) CG&E's public utility subsidiaries; and (5) any electric utility with a franchised electric services area that is owned or controlled by, under common ownership or control with, or controlling or owning CPI (collectively, the "Affiliates").~~

**Marketing of Power**

2. To the maximum extent practical, the employees of CPI will operate separately from the employees of the Affiliates.
3. No employee of the Affiliates will share market information with any employee of CPI unless all such information is simultaneously made available to the public, except as follows: This policy will not apply to market information disclosed to employees of CPI or the Affiliates who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of the Affiliates or CPI, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from the Affiliates to CPI.

Issued by: Jeffrey A. Gollomp, Assistant Effective Date: January 1, 2006  
Vice President & General Counsel — Effective Date: April 1, 2002  
Commercial Business Unit  
Issued on: ~~April 2, 2002~~ August 19, 2005

**TAB L  
CLEAN**

**St. Paul Cogeneration, LLC  
Market Based Rate Tariff  
Amendment**

**St. Paul Cogeneration, LLC  
FERC Electric Tariff**

1. Availability. St. Paul Cogeneration, LLC ("St. Paul") will make available under this Tariff for wholesale sale to any purchaser for resale: (i) electric energy and (ii) electric capacity.
2. Applicability. This Tariff is applicable to all wholesale sales by St Paul of electric energy and electric capacity listed in paragraph 1 of this Tariff.
3. Rates. All sales shall be made at rates established by agreement between the purchaser and St. Paul.
4. Other Terms and Conditions. All other terms and conditions of sales shall be established by agreement between the purchaser and St. Paul.
5. Effective Date. This Tariff is effective on October 10, 2003 or such other date as determined by the Commission.
6. Prohibited Transactions. Except as set forth in Paragraph 7, no sale may be made pursuant to this Tariff to (i) PSI Energy, Inc., or (ii) The Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales. St. Paul may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cinergy Hub.
8. Transmission Capacity Reassignment. St. Paul may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by St Paul; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) St Paul's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. St. Paul will not recover opportunity costs in connection with reassignments without making a separate filing under Section 205 of the Federal Power Act. Except

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity may be reassigned only to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. St Paul will report the name of the assignee in its Electric Quarterly Reports.

9. Reporting Requirement. St. Paul must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs..

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

**St. Paul Cogeneration, LLC  
Code of Conduct**

St. Paul Cogeneration, LLC ("St. Paul") has established this Code of Conduct to govern the relationship between St. Paul and (1) PSI Energy, Inc.; (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. ("Services") acting on behalf of such companies (collectively, the "Affiliates").

1. Non-power goods and non-power services provided by any of the Affiliates to St. Paul will be priced at the higher of such Affiliate's cost or market. St. Paul will not sell non-power goods or non-power services to any Affiliate at above-market prices.
2. To the maximum extent practical, the employees of any Affiliate who operate such Affiliate's system or engage in power purchasing or selling on behalf of an Affiliate will operate separately from St. Paul's employees performing wholesale power sales activities.
3. No employee of any Affiliate will share market information with any employee of St. Paul unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed by an Affiliate to employees of St. Paul who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of St. Paul, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from such Affiliate to St. Paul.
4. Deviation from this Code of Conduct may occur only in the case of emergency circumstances affecting system reliability.

Brokering of Power

To the extent St. Paul seeks to broker power for an Affiliate:

5. St. Paul will offer such Affiliate's power first.
6. The arrangement between St. Paul and such Affiliate will be non-exclusive.

Issued by: Jeffrey A. Gollomp  
Vice President & General Counsel  
Commercial Business Unit  
Issued on: August 19, 2005

Effective: January 1, 2006

7. St. Paul will not accept any fees in conjunction with any brokering services it performs for such Affiliate.

To the extent any Affiliate seeks to broker power for St. Paul:

8. Such Affiliate will offer its own power for sale before offering to broker power generated by St. Paul.
9. Such Affiliate will charge St. Paul a brokering fee no less than the higher of cost or market, with market being the fee that it would charge a non-affiliate for its brokering services.
10. Such Affiliate will simultaneously post on an electronic bulletin board and/or the Internet the actual price it charges St. Paul for brokering services.
11. Such Affiliate will make any information it shares with St. Paul in the course of its brokering activities simultaneously available to non-affiliates.

Issued by: Don Snider  
Co-Manager and Director  
Issued on: September 3, 2003

Effective: October 10, 2003



**Market Behavior Rules**

As a condition of market-based rate authority, St. Paul Cogeneration, LLC (hereafter, Seller) will comply with the following Market Behavior Rules:

1. **Unit Operation:** Seller will operate and schedule generating facilities, undertake maintenance, declare outages, and commit or otherwise bid supply in a manner that complies with the Commission-approved rules and regulations of the applicable power market. Compliance with this Market Behavior Rule 1 does not require Seller to bid or supply electric energy or other electricity products unless such requirement is a part of a separate Commission-approved tariff or requirement applicable to Seller.
  
2. **Market Manipulation:** Actions or transactions that are without a legitimate business purpose and that are intended to or foreseeably could manipulate market prices, market conditions, or market rules for electric energy or electricity products are prohibited. Actions or transactions undertaken by Seller that are explicitly contemplated in Commission-approved rules and regulations of an applicable power market (such as virtual supply or load bidding) or taken at the direction of an ISO or RTO are not in violation of this Market Behavior Rule. Prohibited actions and transactions include, but are not limited to:
  - a. pre-arranged offsetting trades of the same product among the same parties, which involve no economic risk and no net change in beneficial ownership (sometimes called "wash trades");
  - b. transactions predicated on submitting false information to transmission providers or other entities responsible for operation of the transmission grid (such as inaccurate load or generation data; or scheduling non-firm service or products sold as firm), unless Seller exercised due diligence to prevent such occurrences;
  - c. transactions in which an entity first creates artificial congestion and then purports to relieve such artificial congestion (unless Seller exercised due diligence to prevent such an occurrence); and

Issued by: James B. Gainer  
Vice President

Effective: December 17, 2003

Issued on: December 17, 2003

Filed to comply with order of the Federal Energy Regulatory Commission  
Docket Nos. EL01-118-000, *et al.*, issued December 11, 2003.

- d. collusion with another party for the purpose of manipulating market prices, market conditions, or market rules for electric energy or electricity products.
3. **Communications**: Seller will provide accurate and factual information and not submit false or misleading information, or omit material information, in any communication with the Commission, Commission-approved market monitors, Commission-approved regional transmission organizations, or Commission-approved independent system operators, or jurisdictional transmission providers, unless Seller exercised due diligence to prevent such occurrences.
4. **Reporting**: To the extent Seller engages in reporting of transactions to publishers of electricity or natural gas price indices, Seller shall provide accurate and factual information, and not knowingly submit false or misleading information or omit material information to any such publisher, by reporting its transaction in a manner consistent with the procedures set forth in the Policy Statement issued by the Commission in Docket No. PL03-3 and any clarifications thereto. Seller shall notify the Commission within 15 days of the effective date of this tariff provision of whether it engages in such reporting of its transactions and update the Commission within 15 days of any subsequent change to its transaction reporting status. In addition, Seller shall adhere to such other standards and requirements for price reporting as the Commission may order.
5. **Record Retention**: Seller shall retain, for a period of three years, all data and information upon which it billed the prices it charged for the electric energy or electric energy products it sold pursuant to this tariff or the prices it reported for use in price indices.
6. **Related Tariffs**: Seller shall not violate or collude with another party in actions that violate Seller's market-based rate code of conduct or Order No. 889 standards of conduct, as they may be revised from time to time.

Any violation of these Market Behavior Rules will constitute a tariff violation. Seller will be subject to disgorgement of unjust profits associated with the tariff violation, from the date on which the tariff violation occurred. Seller may also be subject to suspension or revocation of its authority to sell at market-based rates or other appropriate non-monetary remedies.

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Vice President

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Docket Nos. EL01-118-000, *et al.*, issued December 11, 2003.

**TAB L  
BLACKLINE**

**St. Paul Cogeneration, LLC  
Market Based Rate Tariff  
Amendment**

**St. Paul Cogeneration, LLC  
FERC Electric Tariff**

1. Availability. St. Paul Cogeneration, LLC ("St. Paul") will make available under this Tariff for wholesale sale to any purchaser for resale: (i) electric energy and (ii) electric capacity.
2. Applicability. This Tariff is applicable to all wholesale sales by St Paul of electric energy and electric capacity listed in paragraph 1 of this Tariff.
3. Rates. All sales shall be made at rates established by agreement between the purchaser and St. Paul.
4. Other Terms and Conditions. All other terms and conditions of sales shall be established by agreement between the purchaser and St. Paul.
5. Effective Date. This Tariff is effective on October 10, 2003 or such other date as determined by the Commission.
6. ~~Prohibited on Sales to and Purchases from Utility Affiliates. No Transactions. Except as set forth in Paragraph 7, no sale may be made pursuant to this Tariff to (i) PSI Energy, Inc., or (ii) The Cincinnati Gas & Electric Company ("CG&E"), (iii) CG&E's public utility subsidiaries, or (iv) any electric utility with a franchised electric service area that is owned or controlled by, under common ownership or control with, or controlling or owning St Paul. St Paul will not make any purchase pursuant to this Tariff from any entity identified in this Paragraph 6~~ Union Light, Heat and Power Company without first receiving Commission authorization under Section 205 of the Federal Power Act.
7. Affiliate Sales. ~~St. Paul may make sales to any entity identified in Paragraph 6 pursuant to the terms of this tariff, provided however that in no case may such sales be made at a rate that exceeds, on an after-the fact comparison basis, the locational marginal price applicable at the time of sale, reported at the Midwest ISO Cnergy Hub.~~
8. Transmission Capacity Reassignment. St. Paul may reassign transmission capacity that it has reserved for its own use at a price not to exceed the highest of: (1) the original transmission rate paid by St Paul; (2) the applicable transmission provider's maximum stated firm transmission rate on file at the time of the transmission reassignment; or (3) St Paul's own opportunity costs, capped at the applicable transmission provider's cost of expansion at the time of the sale to the eligible customer. St. Paul will not recover opportunity costs in connection with reassignments without making a separate filing under Section 205 of the Federal Power Act. Except

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Vice President & General Counsel  
Commercial Business Unit  
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for the price, the terms and conditions under which the reassignment is made shall be the terms and conditions governing the original grant by the transmission provider. Transmission capacity may be reassigned only to a customer eligible to take service under the transmission provider's open access transmission tariff or other transmission rate schedules. St Paul will report the name of the assignee in its Electric Quarterly Reports.

- §-9. Reporting Requirement. St. Paul must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. A change in status includes, but is not limited to, each of the following: (i) ownership or control of generation or transmission facilities or inputs to electric power production other than fuel supplies, or (ii) affiliation with any entity not disclosed in the application for market-based rate authority that owns or controls generation or transmission facilities or inputs to electric power production, or affiliation with any entity that has a franchised service area. Any change in status must be filed no later than 30 days after the change in status occurs..

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Commercial Business Unit

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**St. Paul Cogeneration, LLC  
Code of Conduct**

St. Paul Cogeneration, LLC ("St. Paul") has established this Code of Conduct to govern the relationship between employees of St. Paul and employees of ~~The Cincinnati Gas & Electric Company ("CG&E")~~ (1) PSI Energy, Inc. ("PSI"); (2) The Union Light, Heat and Power Company; and (3) any employee of Cinergy Services, Inc. ("Services") acting on behalf of ~~CG&E and or PSI~~; The Union Light, Heat and Power Company; and any electric utility with a franchised service area that is owned or controlled by, under common ownership and control with, or controlling or owning St. Paul (each an "Affiliate" and such companies (collectively, the "Affiliates").

1. Non-power goods and non-power services provided by any of the Affiliates to St. Paul will be priced at the higher of such Affiliate's cost or market. St. Paul will not sell non-power goods or non-power services to any Affiliate at above-market prices.
2. To the maximum extent practical, the employees of any Affiliate who operate such Affiliate's system or engage in power purchasing or selling on behalf of an Affiliate will operate separately from St. Paul's employees performing wholesale power sales activities.
3. No employee of any Affiliate will share market information with any employee of St. Paul unless all such information is simultaneously made available to the public. This policy will not apply to market information disclosed by an Affiliate to employees of St. Paul who are engaged in support functions, including human resources, information resources, data processing, finance, legal, accounting, and other support personnel who do not participate in directing, organizing and executing the business decisions of the wholesale merchant or generation functions of St. Paul, *provided* that such employees are prohibited from acting as conduits to pass market information obtained from such Affiliate to St. Paul.
4. Deviation from this Code of Conduct may occur only in the case of emergency circumstances affecting system reliability.

Brokering of Power

To the extent St. Paul seeks to broker power for an Affiliate:

5. St. Paul will offer such Affiliate's power first.
6. The arrangement between St. Paul and such Affiliate will be non-exclusive.

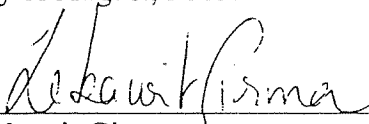
Issued by: ~~Don Snider~~ Jeffrey A. Gollomp  
1, 2006  
\_\_\_\_\_  
Co-Manager and Director  
\_\_\_\_\_  
Vice President & General Counsel  
\_\_\_\_\_  
Commercial Business Unit  
Issued on: ~~September 3, 2003~~ August 19, 2005

Effective: ~~October 10, 2003~~ January

CERTIFICATE OF SERVICE

I hereby certify that I have on this day caused to be served by U.S. Mail a copy of the foregoing upon all parties designated on the official service list in this proceeding.

Dated at Washington, D.C., this 19<sup>th</sup> day of August, 2005.

  
Lebawit Girma

