

Commission's Uniform System of Accounts, along with appropriate narrative explanations describing the basis for the entries.<sup>2</sup>

---

<sup>2</sup> See, e.g., Exelon Corp., 112 FERC ¶ 61,011, at ordering para. (F) (2005); PNM Resources, Inc., 110 FERC ¶ 61204, at ordering para. (F) (2005).

**Transfer of Duke Energy North America, LLC Production Plants  
Fayette, Vermillion, Hanging Rock, Lee, and Washington  
to the Cincinnati Gas & Electric Company  
(Dollars in Thousands)**

<u>Entry</u>	<u>Account</u>	<u>Account Title</u>	<u>Debit</u>	<u>Credit</u>
1	142	Customer Accounts Receivable	\$207	
	154	Plant Materials and Operating Supplies	\$8,117	
	165	Prepayments	\$1,077	
	102	Electric Plant Purchased or Sold	\$1,682,945	
	232	Accounts Payable		\$1,156
	242	Miscellaneous Current and Accrued Liabilities		\$1,928
	236	Taxes Accrued		\$1,967
	241	Tax Collections Payable		\$2,109
	230	Asset Retirement Obligation		\$454
	281	Accumulated Deferred Income Taxes		\$159,000
	208	Donations Received From Stockholders		\$1,525,732
		To record CG&E's acquisition of production plants and related assets and liabilities.		
2	101/106	Plant in Service/Completed Construction Not Classified	\$1,827,550	
	107	Construction Work in Progress	\$3,592	
	121	Nonutility Property	\$365	
	102	Electric Plant Purchased or Sold		\$1,831,507
		To transfer the original cost of production plants to Account 101, 106, 107, and 121.		
3	108	Accumulated Provision For Depreciation		\$148,437
	111	Accumulated Provision For Amortization		\$125
	102	Electric Plant Purchased or Sold	\$148,562	
		To transfer accumulated provision for depreciation and amortization to Account 108.		
			<u>\$3,672,415</u>	<u>\$3,672,415</u>

Note: These numbers are based on March 31, 2005 balances and are subject to change.

**Potential Distribution of Duke Capital by Duke Power LLC**  
*(Dollars in Thousands)*

<u>Entry</u>	<u>Account</u>	<u>Account Title</u>	<u>Debit</u>	<u>Credit</u>
1	201 and 216.1	Proprietary Capital	\$12,507,995	
	123.1	Investment in Subsidiary Companies		\$12,507,995
		To record the distribution of the limited liability interests in Duke Capital LLC to Duke Energy Holding Corp. as if it had occurred March 31, 2005		
			\$12,507,995	\$12,507,995

Note: This entry reflects the anticipated distribution of the 100% interest in Duke Capital LLC to Duke Energy Holding Corp., with Duke Capital continuing to hold all of its direct and indirect subsidiaries as it held at March 31, 2005, without regard to the transfer of the DENA Midwest Assets to CG&E as reflected in the accounting entries above.

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Duke Energy Corporation  
Cinergy Corp.**

)  
)

**Docket No. EC05-\_\_\_\_\_**

**PROPOSED  
PROTECTIVE ORDER**

1. This Protective Order shall govern the use of all Protected Materials produced, by, or on behalf of, any Participant. Notwithstanding any order terminating this proceeding, this Protective Order shall remain in effect until specifically modified or terminated by the Presiding Administrative Law Judge ("Presiding Judge") or the Federal Energy Regulatory Commission ("Commission").

2. A Participant may designate as protected those materials which customarily are treated by that Participant as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Participant or its customers to risk of competitive disadvantage or other business injury.

3. Definitions -- For purposes of this Order:

(a) The term "Participant" shall mean a Participant as defined in 18 CFR § 385.102(b).

(b) (1) The term "Protected Materials" means (A) materials (including depositions) provided by a Participant in response to discovery requests and designated by such participant as protected; (B) any information contained in or obtained from such materials; (C) any other materials which are made subject to this Protective Order by the Presiding Judge, by the Commission, by any court or other body having appropriate authority, or by agreement of the Participants; (D) notes of Protected Materials; and (E) copies of Protected Materials. The Participant producing the Protected Materials shall physically mark them on each page as "PROTECTED MATERIALS" or with words of similar import as long as the term "Protected Materials" is included in that designation to indicate that they are Protected Materials.

(2) The term "Notes of Protected Materials" means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses materials described in Paragraph 3(b)(1). Notes of Protected Materials

are subject to the same restrictions provided in this order for Protected Materials except as specifically provided in this order.

(3) Protected Materials shall not include (A) any information or document contained in the files of the Commission, or any other federal or state agency, or any federal or state court, unless the information or document has been determined to be protected by such agency or court, or (B) information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order.

(c) The term "Non-Disclosure Certificate" shall mean the certificate annexed hereto by which Participants who have been granted access to Protected Materials shall certify their understanding that such access to Protected Materials is provided pursuant to the terms and restrictions of this Protective Order, and that such Participants have read the Protective Order and agree to be bound by it. All Non-Disclosure Certificates shall be served on all parties on the official service list maintained by the Secretary in this proceeding.

(d) The term "Reviewing Representative" shall mean a person who has signed a Non-Disclosure Certificate and who is:

- (1) Commission Litigation Staff;
- (2) an attorney who has made an appearance in this proceeding for a Participant;
- (3) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in (2);
- (4) an expert or an employee of an expert retained by a Participant for the purpose of advising, preparing for or testifying in this proceeding;
- (5) person designated as a Reviewing Representative by order of the Presiding Judge or the Commission; or
- (6) employees or other representatives of Participants appearing in this proceeding with significant responsibility for this docket.

4. Protected Materials shall be made available under the terms of this Protective Order only to Participants and only through their Reviewing Representatives as provided in Paragraphs 7, 8, and 9.

5. Protected Materials shall remain available to Participants until the later of

the date that an order terminating this proceeding becomes no longer subject to judicial review, or the date that any other Commission proceeding relating to the Protected Material is concluded and no longer subject to judicial review. If requested to do so in writing after that date, the Participants shall, within fifteen days of such request, return the Protected Materials (excluding Notes of Protected Materials) to the Participant that produced them, or shall destroy the materials, except that copies of filings, official transcripts and exhibits in this proceeding that contain Protected Materials, and Notes of Protected Material may be retained, if they are maintained in accordance with Paragraph 6, below. Within such time period each Participant, if requested to do so, shall also submit to the producing Participant an affidavit stating that, to the best of its knowledge, all Protected Materials and all Notes of Protected Materials have been returned or have been destroyed or will be maintained in accordance with Paragraph 6. To the extent Protected Materials are not returned or destroyed, they shall remain subject to the Protective Order.

6. All Protected Materials shall be maintained by the Participant in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to Paragraphs 8 and 9. The Secretary shall place any Protected Materials filed with the Commission in a non-public file. By placing such documents in a non-public file, the Commission is not making a determination of any claim of privilege. The Commission retains the right to make determinations regarding any claim of privilege and the discretion to release information necessary to carry out its jurisdictional responsibilities.

For documents submitted to Commission Litigation Staff ("Staff"), Staff shall follow the notification procedures of 18 CFR § 388.112 before making public any materials.

7. Protected Materials shall be treated as confidential by each Participant and by the Reviewing Representative in accordance with the certificate executed pursuant to Paragraph 9. Protected Materials shall not be used except as necessary for the conduct of this proceeding, nor shall they be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding. Reviewing Representatives may make copies of Protected Materials, but such copies become Protected Materials. Reviewing Representatives may make notes of Protected Materials, which shall be treated as Notes of Protected Materials if they disclose the contents of Protected Materials.

8. (a) If a Reviewing Representative's scope of employment includes the marketing of energy, the direct supervision of any employee or employees whose duties include the marketing of energy, the provision of consulting services to any person whose duties include the marketing of energy, or the direct supervision of any employee or employees whose duties include the marketing of energy, such Reviewing Representative may not use information contained in any Protected Materials obtained in this proceeding

to give any Participant or any competitor of any Participant a commercial advantage.

(b) In the event that a Participant wishes to designate as a Reviewing Representative a person not described in Paragraph 3(d) above, the Participant shall seek agreement from the Participant providing the Protected Materials. If an agreement is reached, that person shall be a Reviewing Representative pursuant to Paragraph 3(d) above with respect to those materials. If no agreement is reached, the Participant shall submit the disputed designation to the Presiding Judge for resolution.

(a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Protected Materials pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Participant asserting confidentiality prior to disclosure of any Protected Material to that Reviewing Representative.

(b) Attorneys qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this order.

10. Any Reviewing Representative may disclose Protected Materials to any other Reviewing Representative as long as the disclosing Reviewing Representative and the receiving Reviewing Representative both have executed a Non-Disclosure Certificate. In the event that any Reviewing Representative to whom the Protected Materials are disclosed ceases to be engaged in these proceedings, or is employed or retained for a position whose occupant is not qualified to be a Reviewing Representative under Paragraphs 3(d), access to Protected Materials by that person shall be terminated. Even if no longer engaged in this proceeding, every person who has executed a Non-Disclosure Certificate shall continue to be bound by the provisions of this Protective Order and the certification.

11. Subject to Paragraph 17, the Presiding Judge shall resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Presiding Judge, the parties to the dispute shall use their best efforts to resolve it.

12. If a Participant tenders for filing any written testimony, exhibit, brief or other submission that includes, incorporates, or refers to Protected Materials, all portions thereof referring to such materials shall be filed and served in sealed envelopes or other appropriate containers endorsed to the effect that they are sealed pursuant to this Protective Order. Such documents shall be marked "PROTECTED MATERIALS" and shall be filed under seal and served under seal upon the Presiding Judge and all Reviewing Representatives who are on the service list. For anything filed under seal, redacted

versions or, where an entire document is protected, a letter indicating such, will also be filed with the Commission and served on all parties on the service list and the Presiding Judge. Counsel for the producing Participant shall provide to all Participants who request the same, a list of Reviewing Representatives who are entitled to receive such material. Counsel shall take all reasonable precautions necessary to assure that Protected Materials are not distributed to unauthorized persons.

If any Participant desires to include, utilize or refer to any Protected Materials in such a manner that might require disclosure of such material, such Participant shall first notify both counsel for the producing Participant and the Presiding Judge of such desire, identifying with particularity each of the Protected Materials and the proposed manner of their use, and shall provide to both counsel for the producing Participant and the Presiding Judge, in a sealed envelope bearing the caption "PROTECTED MATERIALS" copies of the Protected Materials in the form they are intended to be used. Notification of the desire to use protected materials at trial without *in camera* restrictions shall be provided to counsel for the producing Participant not more than 10 calendar days prior to the date established for the oral argument to show cause. If the producing Participant is unwilling to waive objection to disclosure of such Protected Materials, the producing Participant shall provide to the Presiding Judge, not later than five days after the receipt of the Reviewing Participant's notification, affidavits<sup>1</sup> with respect to each of the identified Protected Materials demonstrating the reasons for maintaining the confidentiality of the Protected Materials, and a Master Index of the Protected Materials, and/or within the same time period the Participants shall file a trial stipulation waiving application of the Protective Order to the use at and after trial of Protected Material relative to adjudication of the stipulated issues, other than any Protected Materials applicable to Critical Energy Infrastructure information. The affidavit shall set forth facts delineating that the information designated as Protected Materials has been maintained in a confidential manner and the precise nature and justification for the monetary injury that would result from the disclosure of such information. The affidavit shall specify the name and corporate position of the person or persons supplying or preparing or assisting in the preparation of the information designated as Protected Materials and the name and corporate position of the person or persons to whom such information has been communicated. The producing Participant shall provide copies of the affidavits and Master Index of Protected Materials to each Reviewing Participant. Oral argument to show cause why such Protected Materials should remain protected shall be held in accordance with the procedural schedule in this proceeding. All objections and arguments related to the Protected Materials shall be conducted *in camera*, closed to all parties except the Reviewing Representatives as described in Paragraph 3(d), hereof. That portion of the hearing transcript which refers to such Protected Materials shall be sealed and subject to this Protective Order. All Protected Materials which ultimately may be admitted into evidence, shall be filed in sealed, confidential envelopes or other appropriate

---

<sup>1</sup> The affidavits shall comply with *International Paper Company v. Fireboard Corporation*, 63 FRD 88, 93-94 and *Parsons v. General Motors Corp.*, 85 FRD 724, 726 (ND Ga 180), and, if claims of work-product immediately are concerned, with *Cajun Electric Power Coop, Inc. v. Gulf States Utilities Co.*, 43 FERC § 63.012, at 65.129 (1988).



containers endorsed to the effect that they are sealed pursuant to this Protective Order.

13. Nothing in this Protective Order shall be construed as precluding any Participant from objecting to the use of Protected Materials on any legal grounds.

14. Nothing in this Protective Order shall preclude any Participant from requesting the Presiding Judge, the Commission, or any other body having appropriate authority, to find that this Protective Order should not apply to all or any materials previously designated as Protected Materials pursuant to this Protective Order. The Presiding Judge may alter or amend this Protective Order as circumstances warrant at any time during the course of this proceeding.

15. Each party governed by this Protective Order has the right to seek changes in it as appropriate from the Presiding Judge or the Commission.

16. All Protected Materials filed with the Commission, the Presiding Judge, or any other judicial or administrative body, in support of, or as a part of, a motion, other pleading, brief, or other document, shall be filed and served in sealed envelopes or other appropriate containers bearing prominent markings indicating that the contents include Protected Materials subject to this Protective Order.

17. In the event that the Presiding Judge at any time in the course of this proceeding finds that all or part of the Protected Materials are not confidential, those materials nevertheless shall continue to be subject to the protection afforded by this Protective Order for three (3) business days from the date of issuance of the Presiding Judge's decision, and if the Participant seeking protection files an interlocutory appeal or requests that the issue be certified to the Commission, for an additional seven (7) business days. None of the Participants waives its rights to seek additional administrative or judicial remedies after the Presiding Judge's decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of any appeal thereof. The provisions of 18 CFR § 388.112 shall apply to any requests for Protected Materials in the files of the Commission under the Freedom of Information Act. (5 USC § 552).

18. Nothing in this Protective Order shall be deemed to preclude any Participant from independently seeking through discovery in any other administrative or judicial proceeding information or materials produced in this proceeding under this Protective Order.

19. None of the Participants waives the right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Protected Materials.

20. The contents of Protected Materials or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with this Protective Order and shall be used only in connection with this

(these) proceeding(s). Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Duke Energy Corporation  
Cinergy Corp.**

)  
)

**Docket No. EC05-\_\_\_\_\_**

**NON-DISCLOSURE CERTIFICATE**

I hereby certify my understanding that access to Protected Materials is provided to me pursuant to the terms and restrictions of the Protective Order in this proceeding, that I have been given a copy of and have read the Protective Order, and that I agree to be bound by it. I understand that the contents of the Protected Materials, any notes or other memoranda, or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with that Protective Order. I acknowledge that a violation of this certificate constitutes a violation of an order of the Federal Energy Regulatory Commission.

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Representing: \_\_\_\_\_

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**Duke Energy Corporation** )  
**and** ) **Docket No. EC05-\_\_\_\_\_**  
**Cinergy Corp.** )

**NOTICE OF FILING  
(July \_\_, 2005)**

Take notice that on July 12, 2005, Duke Energy Corporation and its subsidiaries that are public utilities subject to the Commission's jurisdiction (collectively, "Duke Energy") and Cinergy Corp. and its subsidiaries that are public utilities subject to the Commission's jurisdiction (collectively, "Cinergy") (collectively, Duke Energy and Cinergy are the "Applicants") made a filing pursuant to Section 203 of the Federal Power Act for authorization of a disposition of jurisdictional facilities whereby: (1) the merger of Duke Energy and Cinergy through an all-stock transaction in which each common share of Cinergy will be converted into 1.56 shares of Duke Energy; and (2) the subsequent internal restructuring and consolidation of Duke Energy's and Cinergy's subsidiaries to establish a more efficient corporate structure for the combined company. The Applicants request that the Commission grant its approval no later than January 12, 2006.

Any person desiring to intervene or to protest this filing must file in accordance with Rules 211 and 214 of the Commission's Rules of Practice and Procedure (18 CFR 385.211 and 385.214). Protests will be considered by the Commission in determining the appropriate action to be taken, but will not serve to make protestants parties to the proceeding. Any person wishing to become a party must file a notice of intervention or motion to intervene, as appropriate. Such notices, motions, or protests must be filed on or before the comment date. Anyone filing a motion to intervene or protest must serve a copy of that document on the Applicant. On or before the comment date, it is not necessary to serve motions to intervene or protests on persons other than the Applicant.

The Commission encourages electronic submission of protests and interventions in lieu of paper using the "eFiling" link at <http://www.ferc.gov>. Persons unable to file electronically should submit an original and 14 copies of the protest or intervention to the Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426.

This filing is accessible on-line at <http://www.ferc.gov>, using the "eLibrary" link and is available for review in the Commission's Public Reference Room in Washington, D.C. There is an "eSubscription" link on the web site that enables subscribers to receive email notification when a document is added to a subscribed docket(s). For assistance with any FERC Online service, please email [FERCOnlineSupport@ferc.gov](mailto:FERCOnlineSupport@ferc.gov), or call (866) 208-3676 (toll free). For TTY, call (202) 502-8659.

Comment Date: 5:00 pm Eastern Time on (insert date).

Magalic R. Salas  
Secretary

**Exhibit A: Business Activities of Applicants**

The business activities of the Applicants are described in Section II of this Application and in the attached testimony of Dr. Hieronymus in Exhibit J.

**Exhibit B: List of Energy Subsidiaries and Affiliates**

A list of Cinergy's energy subsidiaries and affiliates is attached as Exhibit B-1. A list of Duke Energy's energy subsidiaries and affiliates is attached as Exhibit B-2.

### Exhibit B-1: List of Cinergy Subsidiaries and Affiliates

The Cinergy subsidiaries and affiliates that provide electric products or inputs to electric products are as follows:

<u>Company Name</u>	<u>Ownership Percentage</u>	<u>Primary Business</u>
The Cincinnati Gas & Electric Company	100%	The Cincinnati Gas & Electric Company is engaged in the production, transmission, distribution and sale of electricity and the sale and transportation of natural gas in the southwestern portion of Ohio.
PSI Energy, Inc.	100%	PSI Energy, Inc. is engaged in the production, transmission, distribution and sale of electricity in North Central, Central and Southern Indiana.
The Union Light, Heat and Power Company	100%	The Union Light, Heat and Power Company is engaged in the transmission, distribution and sale of electricity and the sale and transportation of natural gas in northern Kentucky.
Miami Power Corporation	100%	Miami Power Corporation owns an electric transmission line in Indiana.
KO Transmission Company	100%	KO Transmission Company is engaged in the transportation of natural gas in interstate commerce between Kentucky and Ohio.
Ohio Valley Electric Corporation	9%	Ohio Valley Electric Corporation owns two electric generating facility stations and sells electricity to a government facility that once made enriched uranium.

Brownsville Power I, LLC	100%	Brownsville Power I, LLC is a 480-MW natural gas-fired generation facility located in Haywood County, Tennessee.
Caledonia Power I, LLC	100%	Caledonia Power I, LLC is a 550-MW natural gas-fired generation facility located in Lowndes County, Mississippi.
Ohio River Valley Propane, LLC	100%	Ohio River Valley Propane, LLC is engaged in the business of marketing propane in the United States and owning and operating a propane storage cavern.
Oak Mountain Products, LLC	100%	Oak Mountain Products, LLC is a project company that owns a facility capable of producing synthetic fuel. The facility produces synthetic fuel from coal by applying a latex or asphalt binder in order to induce a chemical change.
Pine Mountain Products, LLC	100%	Pine Mountain Products, LLC is a project company that owns a facility capable of producing synthetic fuel. The facility produces synthetic fuel from coal by applying a latex or asphalt binder in order to induce a chemical change.
Delta Township Utilities, LLC	51%	Delta Township Utilities, LLC constructs, owns, operates and maintains energy-related facilities for a General Motors metal stamping facility located in Delta Township, Michigan.
Environmental Wood Supply, LLC	50%	Environmental Wood Supply, LLC handles all fuel and fuel procurement-related costs for St. Paul Cogeneration LLC.
St. Paul Cogeneration LLC	50%	St. Paul Cogeneration LLC develops, constructs, operates and maintains a qualifying facility (QF) in downtown St. Paul, Minnesota.
Countryside Landfill Gasco, L.L.C.	100%	Countryside Landfill Gasco, L.L.C. owns and operates landfill gas collection systems and related assets.



Morris Gasco, L.L.C.	100%	Morris Gasco, L.L.C. owns and operates landfill gas collection systems and related assets.
Brown County Landfill Gas Associates, L.P.	99.99%	Brown County Landfill Gas Associates, L.P. owns and operates landfill gas collection systems and related assets.
Cinergy Solutions of South Charleston, LLC	100%	Cinergy Solutions of South Charleston, LLC was formed to design, build, own, operate and maintain certain utility equipment in South Charleston, West Virginia.
South Houston Green Power, L.P.	25%	South Houston Green Power, L.P. is a qualifying facility (QF) that operates and maintains existing cogeneration facilities and constructs, owns and operates new cogeneration facilities in Texas City, Texas. Green Power Limited, LLC owns 99% and Green Power G.P., LLC owns 1% of South Houston Green Power, L.P.
Oklahoma Arcadian Utilities, LLC	40.8%	Oklahoma Arcadian Utilities, LLC constructs, owns, operates and maintains energy-related facilities located at a General Motors vehicle assembly plant in Oklahoma City, Oklahoma.
Shreveport Red River Utilities, LLC	40.8%	Shreveport Red River Utilities, LLC constructs, owns, operates and maintains energy-related facilities located at a General Motors vehicle assembly plant in Shreveport, Louisiana.
Lafayette Energy Partners, L.P.	48.33%	Lafayette Energy Partners, L.P. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Taylor Energy Partners, L.P.	48.33%	Taylor Energy Partners, L.P. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Hoffman Road Energy Partners, LLC	48.33%	Hoffman Road Energy Partners, LLC is a landfill gas transportation company located in Toledo, Ohio.

Avon Energy Partners, L.L.C.	24.17%	Avon Energy Partners, L.L.C. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Devonshire Power Partners, L.L.C.	24.17%	Devonshire Power Partners, L.L.C. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Riverside Resource Recovery, L.L.C.	24.17%	Riverside Resource Recovery, L.L.C. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Countryside Genco, L.L.C.	24.17%	Countryside Genco, L.L.C. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Morris Genco, L.L.C.	24.17%	Morris Genco, L.L.C. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Brickyard Energy Partners, LLC	24.17%	Brickyard Energy Partners, LLC is a landfill gas-fired generation facility that is a qualifying facility (QF).
Dixon/Lee Energy Partners, LLC	24.17%	Dixon/Lee Energy Partners, LLC is a landfill gas-fired generation facility that is a qualifying facility (QF).
Roxanna Resource Recovery, L.L.C.	24.17%	Roxanna Resource Recovery, L.L.C. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Streator Energy Partners, LLC	24.17%	Streator Energy Partners, LLC is a landfill gas-fired generation facility that is a qualifying facility (QF).
Upper Rock Energy Partners, LLC	24.17%	Upper Rock Energy Partners, LLC is a landfill gas-fired generation facility that is a qualifying facility (QF).
Barre Energy Partners, L.P.	48.33%	Barre Energy Partners, L.P. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Brown County Energy Associates, LLC	48.33%	Brown County Energy Associates, LLC is a landfill gas-fired generation facility that is a qualifying facility (QF).

Burlington Energy, Inc.	48.33%	Burlington Energy, Inc. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Cape May Energy Associates, L.P.	48.33%	Cape May Energy Associates, L.P. is a landfill gas transportation company located in Cape May, New Jersey.
Dunbarton Energy Partners, Limited Partnership	48.33%	Dunbarton Energy Partners, Limited Partnership is a landfill gas-fired generation facility that is a qualifying facility (QF).
Oceanside Energy Inc.	48.33%	Oceanside Energy Inc. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Onondaga Energy Partners, L.P.	48.33%	Onondaga Energy Partners, L.P. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Oyster Bay Energy Partners, L.P.	48.33%	Oyster Bay Energy Partners, L.P. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Smithtown Energy Partners, L.P.	48.33%	Smithtown Energy Partners, L.P. is a landfill gas-fired generation facility that is a qualifying facility (QF).
Springfield Energy Associates, Limited Partnership	48.33%	Springfield Energy Associates, Limited Partnership is a landfill gas transportation company located in Springfield, Massachusetts.
Suffolk Transmission Partners, L.P.	48.33%	Suffolk Transmission Partners, L.P. is a landfill gas transportation company located in Suffolk, Virginia.
Tucson Energy Partners LP	48.33%	Tucson Energy Partners LP is a landfill gas transportation company located in Tucson, Arizona.
Zapco Readville Cogeneration, Inc.	48.33%	Zapco Readville Cogeneration, Inc. is a landfill cogeneration facility that is a qualifying facility (QF).

## **Exhibit B-2: List of Duke Energy Subsidiaries and Affiliates**

A list of Duke Energy's energy-related subsidiaries doing business in the United States is set forth below. Duke affiliates and subsidiaries doing business in foreign countries or conducting non-energy business in the United States are listed in Exhibit D-2.

### **A. FPA Jurisdictional Affiliates**

1. **Bridgeport Energy LLC ("Bridgeport").** Bridgeport is an indirect, partially owned subsidiary of Duke Energy. Through subsidiaries, Duke Energy holds a 66 2/3 % ownership interest in Bridgeport. The remaining 33 1/3% interest is indirectly owned by UIL Holdings Corporation. Bridgeport owns a 500 MW natural gas-fired, combined cycle merchant plant located in Bridgeport, Connecticut. Bridgeport is authorized to sell electric energy and related services at market-based rates.<sup>1</sup>

2. **Casco Bay Energy Company, LLC ("Casco Bay").** Casco Bay, a wholly-owned, indirect subsidiary of Duke Energy, operates the Maine Independence Station, a 520 MW gas-fired, combined cycle generating facility in Veazie, Maine. Casco Bay is authorized to sell electric energy and related services at market-based rates.<sup>2</sup>

3. **Duke Energy Arlington Valley, LLC ("Duke Arlington Valley").** Duke Arlington Valley, a wholly owned, indirect subsidiary of Duke Energy, owns and operates a natural gas-fired, combined cycle electric generating plant with a nominal capacity of 570 MW in Maricopa County, Arizona. Duke Arlington Valley is authorized to sell electric energy and related services at market-based rates.<sup>3</sup>

4. **Duke Energy Fayette, LLC ("Duke Fayette").** Duke Fayette, a wholly owned, indirect subsidiary of Duke Energy, owns and operates a natural gas-fired combined cycle generating facility located near Masontown, Pennsylvania with a nominal capacity of 620 MW. Duke Fayette is authorized to sell electric energy and related services at market-based rates.<sup>4</sup> Duke Fayette also owns interconnection facilities necessary to connect the facility to the

---

<sup>1</sup> Bridgeport Energy, LLC, 83 FERC ¶ 61,307 (1998); see also Duke Power, 109 FERC ¶ 61,270 (2004).

<sup>2</sup> Oswego Harbor Power LLC, 88 FERC ¶ 61,219 (1999).

<sup>3</sup> Duke Energy Arlington Valley, LLC, Docket No. ER02-443-000 (Jan. 28, 2002) (unpublished letter order); see also Casco Bay Energy Co., Docket No. ER02-443-003 (Apr. 13, 2004) (unpublished letter order).

<sup>4</sup> Duke Energy Fayette, LLC, Docket No. ER03-185-000 (Dec. 24, 2002) (unpublished letter order); see also Casco Bay Energy Co., Docket No. ER03-185-002 (Apr. 13, 2004) (unpublished letter order).

transmission system and to effectuate sales of electricity to Duke Fayette's wholesale power purchasers.

5. **Duke Energy Hanging Rock, LLC ("Duke Hanging Rock").** Duke Hanging Rock, a wholly owned, indirect subsidiary of Duke Energy, operates a natural gas-fired electric generation plant with a nominal capacity of 1,240 MW located in Lawrence County, Ohio. Duke Hanging Rock is authorized to sell electric energy and related services at market-based rates.<sup>5</sup> Duke Hanging Rock also owns interconnection facilities necessary to connect the facility to the transmission system and to effectuate sales of electricity to Duke Hanging Rock's wholesale power purchasers.

6. **Duke Energy Lee, LLC ("Duke Lee").** Duke Lee, a wholly owned, indirect subsidiary of Duke Energy, owns and operates a natural gas-fired, simple cycle electric generation plant with a nominal capacity of approximately 640 MW in Lee County, Illinois. Duke Lee is authorized to sell electric energy and related services at market-based rates.<sup>6</sup> Duke Lee also owns interconnection facilities necessary to connect the facility to the transmission system and to effectuate sales of electricity to Duke Lee's wholesale power purchasers.

7. **Duke Energy Marketing America, LLC ("DEMA").** DEMA, a wholly-owned, indirect subsidiary of Duke Energy, is a wholesale power marketer that also markets natural gas and other energy-related products in the United States. DEMA is authorized to sell electric energy, capacity and ancillary services at market-based rates.<sup>7</sup> DEMA does not own any generation or transmission.

8. **Duke Energy Mohave, LLC ("Duke Mohave") and Griffith Energy, LLC ("Griffith").** Duke Mohave, a wholly owned, indirect subsidiary of Duke Energy, holds a 50% indirect ownership interest in Griffith. PP&L Southwest Generation Holdings, LLC, which is not affiliated with Duke Energy, indirectly owns the remaining 50% ownership interest in Griffith. Griffith owns and operates the Griffith Energy Project, a 600 MW gas-fired combined cycle electric generating plant in Mohave County, Arizona. Duke Mohave is authorized to sell

---

<sup>5</sup> Duke Energy Hanging Rock, LLC, Docket No. ER03-17-000 (Nov. 19, 2002) (unpublished letter order); see also Casco Bay Energy Co., Docket No. ER03-17-002 (Apr. 13, 2004) (unpublished letter order).

<sup>6</sup> Duke Energy Lee, LLC, Docket No. ER01-545-000 (Jan. 5, 2001) (unpublished letter order); see also Casco Bay Energy Co., Docket No. ER01-545-004 (Apr. 13, 2004) (unpublished letter order).

<sup>7</sup> Duke Energy Power Mktg., LLC, Docket No. ER01-1129-000 (May 14, 2001) (unpublished letter order). DEMA was formerly known as Duke Energy Power Marketing, LLC ("DEPM"). DEPM changed its name to DEMA in June 2003. See Duke Energy Mktg. America, LLC, Docket No. ER03-956-000 (Aug. 15, 2003) (unpublished letter order accepting notice of succession filing); see also Duke Power, 109 FERC ¶ 61,270 (2004).

electric energy and related services at market-based rates.<sup>8</sup> Griffith is also authorized to sell electric energy and related services at market-based rates.<sup>9</sup>

**9. Duke Energy Morro Bay LLC ("Duke Morro Bay").** Duke Morro Bay, a wholly-owned, indirect subsidiary of Duke Energy, owns and operates the Morro Bay Power Plant located in Morro Bay, California. The Morro Bay Power Plant consists of four natural gas-fired generating units with a combined generating capacity of 1,002 MW. Duke Morro Bay is authorized to sell electric energy and related services at market-based rates.<sup>10</sup>

**10. Duke Energy Moss Landing LLC ("Duke Moss Landing").** Duke Moss Landing, a wholly-owned, indirect subsidiary of Duke Energy, owns and operates the 2,538 MW Moss Landing Power Plant located in Monterey County, California. Duke Moss Landing is authorized to sell electric energy and related services at market-based rates.<sup>11</sup>

**11. Duke Energy St. Francis, LLC ("Duke St. Francis").** Duke St. Francis, a wholly owned, indirect subsidiary of Duke Energy, has power purchase rights to one-half of the output of two gas-fired combined cycle electric generation units with a total capacity of a nameplate capacity of 494 MW, located near Glennonville, Missouri. Duke St. Francis is authorized to sell electric energy and related services at market-based rates.<sup>12</sup>

**12. Duke Energy Oakland LLC ("Duke Oakland").** Duke Oakland, a wholly-owned, indirect subsidiary of Duke Energy, owns and operates the 165 MW Oakland Power Plant located in Oakland, California. Duke Oakland is authorized to sell electric energy and related services at market-based rates.<sup>13</sup>

---

<sup>8</sup> Duke Energy Mohave, LLC, 95 FERC ¶ 61,256 (2001), order denying reh'g, 96 FERC ¶ 61,092 (2001); see also Casco Bay Energy Co., Docket No. ER01-1619-005 (Apr. 13, 2004) (unpublished letter order).

<sup>9</sup> Griffith Energy, LLC, Docket No. ER00-3696 (Oct. 25, 2000) (unpublished letter order); see also Griffith Energy, LLC, Docket No. ER00-3696-002 (Dec. 15, 2003) (unpublished letter order).

<sup>10</sup> Duke Energy Moss Landing LLC, 83 FERC ¶ 61,317 (1998); see also Duke Energy Oakland LLC, 84 FERC ¶ 61,186 (1998).

<sup>11</sup> Duke Energy Moss Landing LLC, 83 FERC ¶ 61,317 (1998); see also Duke Energy Oakland LLC, 84 FERC ¶ 61,186 (1998).

<sup>12</sup> Minergy Neenah, L.L.C., 88 FERC ¶ 61,102 (1999); see also Casco Bay Energy Co., Docket No. ER99-3118-004 (Apr. 13, 2004) (unpublished letter order).

<sup>13</sup> Duke Energy Moss Landing LLC, 83 FERC ¶ 61,317 (1998); see also Duke Energy Oakland LLC, 84 FERC ¶ 61,186 (1998).

<sup>13</sup> Duke Energy Moss Landing LLC, 83 FERC ¶ 61,317 (1998); see also Duke Energy Oakland LLC, 84 FERC ¶ 61,186 (1998).

**13. Duke Energy South Bay LLC ("Duke South Bay").** Duke South Bay, a wholly-owned, indirect subsidiary of Duke Energy, leases and operates a generating facility consisting of four fossil fuel-fired steam-electric generating units and one combustion turbine with a combined generating capacity of approximately 700 MW. The facility is located in Chula Vista, California. Duke South Bay is authorized to sell electric energy and related services at market-based rates.<sup>14</sup>

**14. Duke Energy Trading and Marketing, L.L.C. ("DETM").** DETM is a wholesale power marketer that also markets natural gas and other energy-related products in the United States. Duke Energy indirectly holds a 60% ownership interest in DETM, with Exxon Mobil Corporation indirectly holding the remaining 40% ownership interest. DETM is authorized to sell electric energy, capacity and ancillary services at market-based rates.<sup>15</sup> DETM does not own any generation or transmission.

**15. Duke Energy Vermillion, LLC ("Duke Vermillion").** Duke Vermillion, a wholly-owned, indirect subsidiary of Duke Energy, holds a 75% undivided ownership interest in a 648 MW gas-fired generation facility located in Vermillion County, Indiana (the "Facility").<sup>16</sup> Duke Vermillion is authorized to sell electric energy and related services at market-based rates.<sup>17</sup> Duke Vermillion also owns a 75% undivided interest in interconnection facilities necessary to connect the Facility to the transmission system and to effectuate sales of electricity to Duke Vermillion's wholesale power customers.

**16. Duke Energy Washington, LLC ("Duke Washington").** Duke Washington, a wholly owned, indirect subsidiary of Duke Energy, owns and operates a 620 MW facility located in Washington County, Ohio. Duke Washington is authorized to sell electric energy and related services at market-based rates.<sup>18</sup> Duke Washington also owns interconnection facilities

---

<sup>14</sup> Rockingham Power, L.L.C., 86 FERC ¶ 61,337 (1999).

<sup>15</sup> PanEnergy Trading & Market Services, L.L.C., Docket No. ER96-2921-000 (Oct. 2, 1996) (unpublished letter order). DETM was formerly known as PanEnergy Trading and Market Services, L.L.C. ("PanEnergy"). PanEnergy changed its name to DETM in 1997. See Duke Energy Trading & Mktg., L.L.C., Docket No. ER97-3858-000 (Sept. 19, 1997) (unpublished letter order accepting notice of succession filing).

<sup>16</sup> Wabash Valley Power Association, Inc. ("Wabash") owns the remaining undivided 25% interest in the Facility, effective as of April 30, 2004. Duke Vermillion obtained Commission approval of the sale of the interest in the Facility to Wabash. See Duke Energy Vermillion, LLC, 106 FERC ¶ 62,061 (2004) (Section 203 order); Duke Energy Vermillion, LLC, Docket No. ER04-420-000 (Feb. 12, 2004) (unpublished related Section 205 order).

<sup>17</sup> Duke Energy Vermillion, LLC, Docket Nos. ER00-1783-000 and ER00-1783-001 (May 4, 2000) (unpublished letter order).

<sup>18</sup> Duke Energy Washington LLC, Docket No. ER02-795-000 (Mar. 11, 2002) (unpublished letter order); see also Casco Bay Energy Co., Docket No. ER02-795-003 (Apr. 13, 2004) (unpublished letter order).

necessary to connect the facility to the transmission system and to effectuate sales of electricity to Duke Washington's wholesale power purchasers.

**17. Duke Power.** Duke Power is a division of Duke Energy that operates Duke Energy's franchised electric utility business unit. It serves approximately 2 million customers in a 22,000 square-mile service area in the central and western portions of North Carolina and South Carolina. Duke Power has a total system generation capability of approximately 19,375 MW, and has approximately 12,700 miles of transmission line and approximately 66,200 miles of distribution line. Duke Power is authorized to sell electric energy at market-based rates.<sup>19</sup> Duke Electric Transmission is a division of Duke Power that operates Duke Power's transmission system. Nantahala Power and Light is a division of Duke Power that operates eleven hydroelectric plants and serves about 58,000 customers in part or all of six counties in western North Carolina.

**B. U.S. Gas Pipeline and Gas Related Companies**

**1. Algonquin Gas Transmission, LLC ("Algonquin").** Algonquin, a wholly owned, indirect subsidiary of Duke Energy, is a natural gas company within the meaning of the Natural Gas Act. Algonquin operates a natural gas pipeline system extending from an interconnection with Texas Eastern Transmission, LP near Lambertville, New Jersey, and extending through the states of New Jersey, New York, Connecticut, Rhode Island, and Massachusetts.

**2. American Natural Gas Corporation ("ANGC").** ANGC is a wholly owned subsidiary of DETM. It is inactive.

**3. Associated Louisiana Intrastate Pipe Line, LLC ("Associated Louisiana").** Associated Louisiana, a wholly-owned subsidiary of Duke Energy Field Services, LP ("DEFS"),<sup>20</sup> owns and operates an intrastate gas pipeline in Louisiana.

**4. Benedum.** DEFS holds a 33.3% interest in Benedum, a company that owns and operates a natural gas processing plant in West Texas.

**5. Centana Gathering, LLC ("Centana Gathering").** Centana Gathering, a wholly owned subsidiary of DEFS, is a natural gas gathering company, which is one of the owners of Dauphin Island Gathering Partners, a company which is described below.

**6. Centana Intrastate Pipeline, LLC ("Centana Pipeline").** Centana Pipeline, a wholly-owned subsidiary of DEFS, is an intrastate pipeline within the meaning of Section 2(16)

---

<sup>19</sup> See Duke/Louis Dreyfus L.L.C., 73 FERC ¶ 61,309 (1995), reh'g, 75 FERC ¶ 61,261 (1996). Duke Power's authorization to sell power at market-based rates within its control area was revoked on June 30. See Duke Power, a Division of Duke Energy Corp., 111 FERC ¶ 61,506 (2005).

<sup>20</sup> DEFS is described in item B.15 below and is a partially-owned subsidiary of Duke Energy.



of the NGPA that provides transportation and storage services pursuant to Section 311 of the NGPA, and operates wholly within the state of Texas.

**7. Centana Oil Gathering, LLC ("Centana Oil").** Centana Oil, a wholly-owned subsidiary of DEFS, owns and operates an oil gathering pipeline.

**8. Dauphin Island Gathering Partners ("Dauphin Partners").** DEFS holds an 84% ownership interest in Dauphin Partners, a partnership that owns and operates offshore natural gas interstate pipelines in the Gulf of Mexico.

**9. Dauphin Island Gathering System, LLC ("Dauphin System").** Dauphin System is a wholly-owned subsidiary of Dauphin Partners, engages in offshore natural gas gathering activities in the Gulf of Mexico.

**10. DEFS Anadarko Gathering, LP ("DEFS Andarko").** DEFS Andarko, a wholly-owned subsidiary of DEFS, owns and operates natural gas gathering facilities in Kansas, Oklahoma, and Texas.

**11. DEFS Austin Gathering, LP ("DEFS Austin").** DEFS Austin, a wholly-owned subsidiary of DEFS, owns and operates natural gas gathering facilities in Texas.

**12. DEFS Raptor Pipeline, LLC ("DEFS Raptor").** DEFS Raptor, a wholly-owned subsidiary of DEFS, is an intrastate pipeline within the meaning of Section 2(16) of the NGPA that provides transportation services pursuant to Section 311 of the NGPA, and operates wholly within the state of New Mexico.

**13. Discovery Gas Transmission, LLC ("Discovery Gas").** Discovery Gas, a wholly-owned, direct subsidiary of Discovery Producer, that owns and operates offshore natural gas interstate pipelines in the Gulf of Mexico.

**14. Discovery Producer Services, LLC ("Discovery Producer").** DEFS holds a 33% ownership interest in Discovery Producer, a company that markets transportation capacity for Discovery Gas.

**15. Duke Energy Field Services, LP ("DEFS").** DEFS is 50% indirectly owned by Duke Energy. DEFS is engaged in gathering, transporting, processing and marketing natural gas and other hydrocarbons. DEFS gathers raw natural gas through 59,000 miles of gathering pipe in eight of the major U.S. natural gas regions. The gas is processed at 57 owned and operated plants and 9 third-party facilities in which we hold an equity interest. Through DEFS processing operations, NGLs are separated from the raw natural gas and "fractionate" the liquids into their individual ethane, propane, butane and natural gasoline components. DEFS has 10 wholly owned and operated fractionating facilities and holds an equity interest in two additional facilities.

**16. Duke Energy Field Services Marketing, LP ("DEFS Marketing").** DEFS Marketing, a wholly-owned, indirect subsidiary of Duke Energy, markets natural gas and related products.

**17. Duke Energy Financial Services, LP ("Duke Energy Financial").** Duke Energy Financial, a wholly-owned subsidiary of DEFS, provides financing to energy related companies, such exploration and production companies.

**18. Duke Energy Guadalupe Pipeline, Inc. ("Duke Guadalupe").** Duke Guadalupe, a wholly-owned subsidiary of DEFS, is an intrastate pipeline within the meaning of Section 2(16) of the NGPA that provides transportation services pursuant to Section 311 of the NGPA, and operates wholly within the state of Texas.

**19. Duke Energy Hinshaw Pipeline, LLC ("Duke Hinshaw").** Duke Hinshaw, a wholly-owned subsidiary of DEFS, owns and operates a "Hinshaw pipeline" in Texas.

**20. Duke Energy Intrastate Network, L.L.C. ("Duke Network").** Duke Network, a wholly-owned subsidiary of DEFS, is an intrastate pipeline within the meaning of Section 2(16) of the NGPA that provides transportation services pursuant to Section 311 of the NGPA, and operates wholly within the state of Texas.

**21. Duke Energy Islander East Pipeline Company, L.L.C. ("Duke Energy Islander East").** Duke Energy Islander East, a wholly-owned, indirect subsidiary of Duke Energy, owns 50% of and is the operator for the Islander East Pipeline Company, L.L.C. ("Islander East Pipeline"). Islander East Pipeline is developing a pipeline projects consisting of approximately 50.4 miles of pipeline from an interconnection with Algonquin in Connecticut to New York.

**22. Duke Energy LNG Sales, Inc. ("Duke LNG Sales").** Duke LNG Sales is an indirectly, wholly-owned subsidiary of Duke Energy that imports Liquefied Natural Gas ("LNG") and markets regassified LNG in the United States.

**23. Duke Energy NGL Operating, LLC ("Duke NGL Operating").** Duke NGL Operating is a wholly-owned subsidiary of DEFS that operates the private NGL pipelines owned by Duke Energy NGL Services, LP.

**24. Duke Energy NGL Services, LP ("Duke NGL").** Duke NGL is a wholly-owned subsidiary of DEFS that markets equity and third-party Natural Gas Liquids ("NGLs") and provides marketing services to third party producers and sales customers in all significant NGL market centers. Duke NGL owns and operates certain NGL common carrier pipelines in Texas. Duke NGL also holds a 50% interest in Black Lake Pipeline Company, a NGL pipeline in Louisiana, and a 20% interest in Enterprise Products Co./Mont Belvieu Fractionation Facility JV and Mont Belvieu I Fractionation Facility JV, both of which are NGL fractionating facilities located in Texas.

**25. Duke Energy Saltville Gas Storage, LLC ("Duke Saltville").** Duke Saltville, a wholly-owned, indirect subsidiary of Duke Energy, owns 50% of Saltville Storage Company L.L.C. ("Saltville"). Saltville owns and operates an underground gas storage facility in Virginia.

**26. Duke Energy Storage Company, LLC ("DESC").** DESC, a wholly owned subsidiary of DETM, is a natural gas marketer.

- 27. Duke Energy Texas Intrastate Pipelines, LLC ("Duke Texas Intrastate").** Duke Texas Intrastate, a wholly-owned subsidiary of DEFS, is an intrastate pipeline that provides transportation services and operates wholly within the state of Texas.
- 28. Duke Energy Transport and Trading Company ("DETT").** DETT, a wholly-owned, indirect subsidiary of Duke Energy, markets petroleum, petroleum products, natural gas and natural gas liquids.
- 29. East Tennessee Natural Gas Company ("East Tennessee").** East Tennessee, a wholly-owned, indirect subsidiary of Duke Energy, is a "natural-gas company" within the meaning of the Natural Gas Act. East Tennessee operates a natural gas pipeline system that extends from Tennessee to its terminus in Virginia.
- 30. EasTrans Limited Partnership ("EasTrans").** EasTrans, a wholly-owned subsidiary of DEFS, is an intrastate pipeline within the meaning of Section 2(16) of the NGPA that provides transportation services pursuant to Section 311 of the NGPA, and operates wholly within the state of Texas.
- 31. Egan Hub Storage, LLC. ("Egan Hub").** Egan Hub is an indirect, wholly-owned subsidiary of Duke Energy that owns the Egan Hub Facility, consisting of two natural gas storage caverns located in Acadia Parish in the south central part of Louisiana.
- 32. Fox Plant, LLC ("Fox").** Fox is 50% owned by DEFS. It owns and operates a natural gas processing and gathering facility in Carter County, Oklahoma.
- 33. Fuels Cotton Valley Gathering, L.P. ("Cotton Valley").** Cotton Valley, a wholly-owned subsidiary of DEFS, owns and operates gas gathering facilities in east Texas.
- 34. Gas Supply Resources, Inc. ("Gas Supply").** Gas Supply, a wholly-owned subsidiary of DEFS, buys, sells, and transports propane and other liquefiable hydrocarbons products at wholesale in the United States and Canada. Gas Supply also holds a 50% interest in Pine Tree Propane Limited Liability Company.
- 35. General Gas Company, LP ("General Gas").** General Gas, a wholly-owned subsidiary of DEFS, buys and sells natural gas in Texas.
- 36. GPM Gas Gathering L.L.C. ("GPM").** GPM is 50% owned by DEFS, and GPM owns and operates natural gas gathering facilities in Texas.
- 37. GSRI Transportation, Inc. ("GSRI").** GSRI, a wholly-owned subsidiary of DEFS, transports propane.
- 38. Gulf Coast NGL Pipeline, L.L.C. ("Gulf Coast").** DEFS holds a 57.89% ownership interest in Gulf Coast. Gulf Coast owns 16.67% of Belle Rose NGL Pipeline, L.L.C. and Tri-States NGL Pipeline, L.L.C., each of which own and operate NGL pipeline facilities in Alabama.
- 39. Gulfstream Natural Gas System, L.L.C. ("Gulfstream").** Duke Energy indirectly holds a 50 % membership interest in Gulfstream. Gulfstream owns and operates an

interstate pipeline that originates from points in Mississippi and Alabama and extends to points in Florida.

**40. Laredo Nueces Pipeline Company ("Laredo").** Laredo is 50% indirectly owned by DEFS. Laredo is an intrastate pipeline within the meaning of Section 2(16) of the NGPA that provides transportation services pursuant to Section 311 of the NGPA, and operates wholly within the state of Texas.

**41. Maritimes & Northeast Pipeline, L.L.C. ("Maritimes").** Duke Energy, through its indirect, wholly-owned subsidiaries, M&N Management Company and Westcoast Energy (U.S.) LLC, owns a 77.53% interest in Maritimes. Maritimes is a natural gas company within the meaning of the Natural Gas Act. Maritimes, along with its Canadian pipeline affiliate, Maritimes & Northeast Pipeline Limited Partnership, operates a high pressure natural gas delivery system that transports natural gas in international commerce from a point near Goldboro, Nova Scotia, to the Canadian-United States border and throughout the northeastern states of Maine, New Hampshire and Massachusetts.

**42. Masters Creek Louisiana Pipeline, LLC ("Masters Pipeline").** Masters Pipeline, a wholly-owned subsidiary of DEFS, owns and operates a NGL pipeline in Louisiana.

**43. Midcontinent Pipeline Operating, LLC ("Midcontinent Operating").** Midcontinent Operating, a wholly-owned subsidiary of DEFS, provides operational and maintenance services for natural gas facilities.

**44. Moss Bluff Hub Partners, L.P. ("Moss Bluff").** The Moss Bluff facility, a wholly-owned, indirect subsidiary of Duke Energy, consists of three natural gas storage caverns located in Liberty and Chambers Counties, near Houston, Texas.

**45. National Helium, LLC ("National").** National, a wholly-owned subsidiary of DEFS, extracts liquid hydrocarbons and helium from natural gas.

**46. Overland Trail Transmission, LLC ("Overland").** Overland is a wholly-owned subsidiary of DEFS that is an intrastate pipeline within the meaning of Section 2(16) of the NGPA, and that operates solely within the state of Wyoming.

**47. Ozona Gas Processing Plant ("Ozona").** DEFS holds a 62.5% interest in Ozona, a company that owns and operates a natural gas processing plant in Texas.

**48. Ouachita River Gas Storage Co., LLC ("Ouachita").** Ouachita owns and operates a gas storage and hub facility in Louisiana. DEFS owns a 39.97% interest in Ouachita.

**49. PanEnergy Louisiana Intrastate, LLC, ("PanEnergy Louisiana").** PanEnergy Louisiana is a wholly-owned subsidiary of DEFS that is an intrastate pipeline within the meaning of Section 2(16) of the NGPA, and that operates solely within the state of Louisiana.

**50. PanEnergy Mobile Bay Processing, LLC ("PanEnergy Mobile").** PanEnergy, a wholly-owned subsidiary of DEFS, is a company that owns and operates a natural gas processing plant in southern Alabama.

**51. Rio Bravo Gas Systems, LLC ("Rio Bravo").** Rio Bravo, a wholly-owned subsidiary of DEFS, owns and operates natural gas gathering facilities in West Texas.

**52. San Jacinto Gas Transmission Company ("San Jacinto Transmission").** San Jacinto Transmission is a wholly-owned subsidiary of DEFS is an intrastate pipeline that provides transportation services and operates wholly within the state of Texas. The San Jacinto Transmission system extends across Southeast Texas from Lavaca County to Harris County.

**53. Texas Eastern Transmission, LP ("Texas Eastern").** Texas Eastern, a wholly-owned, indirect subsidiary of Duke Energy, is a natural-gas company within the meaning of the Natural Gas Act. Its system extends from the State of Texas and offshore Louisiana through the Appalachian area to the eastern seaboard into the Philadelphia and New York City areas. In addition, Texas Eastern's system includes storage fields in Maryland and Pennsylvania.

**54. Union Gas Limited ("Union").** Union, a wholly owned, indirect subsidiary of Duke Energy, owns and operates transmission and storage system facilities that connects natural gas from western Canada and U.S. supply basins to central Canadian and northeastern U.S. markets.

**55. United LP Gas, LLC ("United").** United, a wholly-owned subsidiary of DEFS, transports crude oil products in the United States.

**56. Weld County EP Properties, L.L.C. ("Weld County").** Weld County, a wholly-owned subsidiary of DEFS, provides financing for energy related companies, such as exploration and production. Weld County also owns 10.18% interest in Oakville Partners, LLC and 99% interest in TCE Flour Bluff, L.P. which are energy related companies.

**57. Wolfcamp Gathering & Comp. ("Wolfcamp").** DEFS holds a 57.21% interest in Wolfcamp, which gathers and compresses natural gas.

**C. Other Energy Related Companies**

**1. Claiborne Energy Services, Inc. ("Claiborne Energy Services ").** Claiborne Energy Services, a direct, wholly-owned subsidiary of Duke Energy, holds a 3.33% interest in Louisiana Energy Services, L.P., (LES), a partnership of nuclear energy companies. LES is developing the National Enrichment Facility (NEF), a gas centrifuge uranium enrichment facility to be located in Lea County, New Mexico. LES applied for an operating license for the NEF from the Nuclear Regulatory Commission on December 15, 2003. Upon receipt of that license, the shares of Claiborne Energy Services and certain other partners will be redeemed by the remaining partners and Duke Energy will no longer hold a partnership interest. License approval is expected to take approximately two years.

**2. DETM Marketing Northeast, LLC ("DMN").** DMN is a wholly owned subsidiary of DETM and provides technical energy supply and energy management services to customers in the northeastern United States.

**3. Duke Energy Allowance Management, LLC ("Duke Allowance").** Duke Allowance, an indirect, wholly-owned subsidiary of Duke Energy, purchases and sells environmental credits in the U.S.

4. **Duke Energy Erie, LLC ("Duke Erie").** Duke Erie owns a 0.2% equity, non-voting interest in American Ref-Fuel of Essex, American Ref-Fuel Company of Hempstead, American Ref-Fuel Company of Delaware Valley, L.P. and SEMASS Partnership (collectively, the "ARCCompanies"). The ARC Companies each own generating facilities and are public utilities under the FPA by reason of power sales agreements or market-based rate tariffs on file with the Commission. Although DEGM owns an indirect de minimus interest in the ARC Companies, it has no control over these companies. The remaining 99.8% ownership interests in the ARC Companies, and all control over these entities, are held by companies unaffiliated with DEGM or any other Duke Energy affiliate.<sup>21</sup>

5. **Duke Energy Merchants, LLC ("Duke Merchants").** Duke Merchants, a direct, wholly-owned subsidiary of Duke Energy, markets petroleum products in the Western U.S.

6. **Duke Energy Mulberry, LLC ("Duke Mulberry").** Duke Mulberry sells power to Pacific Gas & Electric Co. from Duke Morro Bay and Duke Moss Landing under limited circumstances.

7. **NuStart Energy Development, LLC ("NuStart").** NuStart, a company in which Duke Energy has a 16.67% ownership interest, has been awarded a contract from the Department of Energy to implement a plan to obtain NRC approval and issuance of a construction and operating license for an advanced nuclear power plant. In furtherance of its plan, NuStart will implement specific tasks supportive of deploying at least one advanced nuclear reactor design. These tasks will include a full range of engineering and technical tasks, analyses, and licensing activities.

---

<sup>21</sup> See MSW Energy Holdings, LLC, 107 FERC ¶ 62,078 (2004); American Ref-Fuel Co. of Essex, 103 FERC ¶ 62,078 (2003).

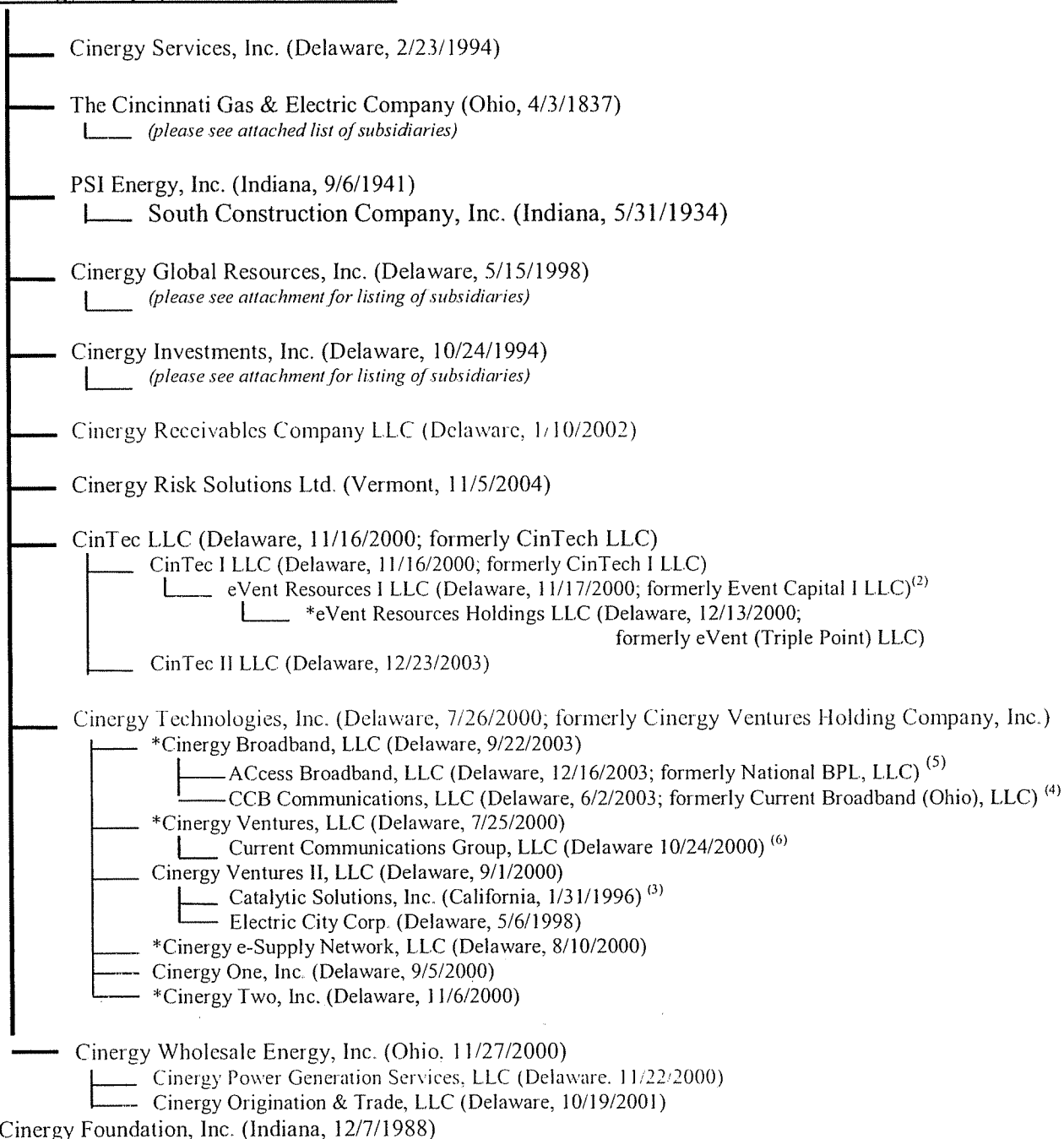
**Exhibit C: Organizational Charts Depicting Current and Post-Transaction Structure**

Attached are organizational charts that depict the pertinent corporate structure of Cinergy and Duke Energy both before and after the Transaction. The current Cinergy corporate structure is attached as Exhibit C-1. The current Duke Energy corporate structure is attached as Exhibit C-2. The combined corporate structure following the Transaction is attached as Exhibit C-3.

Duke Energy directly or indirectly owns more than 600 subsidiaries, a large number of which are inactive or special-purpose vehicles, and submitting a chart showing a comprehensive corporate structure would be extremely difficult and would be not useful in assisting the Commission in its evaluation of the proposed Transaction. Accordingly, Duke Energy includes in this Application materials regarding its corporate structure that it believes will assist the Commission in its evaluation of the proposed Transaction: Exhibit C-2 shows the Duke Energy corporate organization at the highest levels as well as the organization of the Duke Energy companies subject to the Commission's jurisdiction under the Federal Power Act; Exhibit B-2 lists Duke Energy energy subsidiaries and affiliates doing business in the United States; and Exhibit D-2 lists other significant subsidiaries of Duke Energy engaged in non-energy-related businesses as well as energy-related business in other countries. Duke Energy respectfully requests a waiver of 18 C.F.R. § 33.2(c)(3) to the extent it requires a comprehensive organization chart since such a chart would not assist the Commission in its evaluation of the proposed Transaction.

**Exhibit C-1: Cinergy Corporate Structure<sup>(1)</sup>**

**Cinergy Corp. (Delaware, 6/30/1993)**



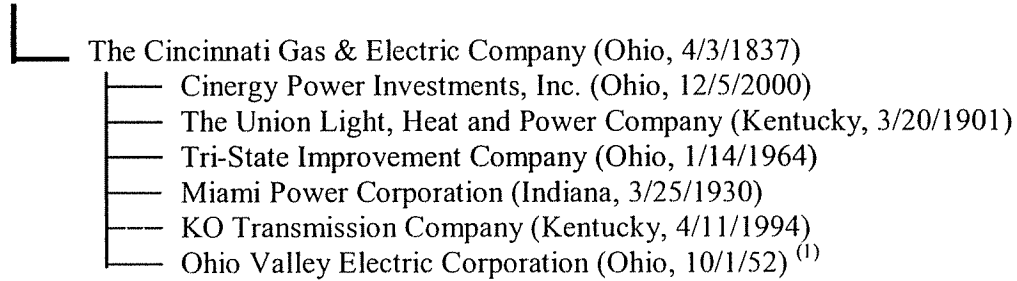
\* "Exempt Telecommunications Company" (as defined in PUHCA) per certification by the Federal Communications Commission.

- (1) This chart includes all corporations and other business organizations in which Cinergy Corp. owns, directly or indirectly, at least 5% of the outstanding voting securities. Please note that the footnotes below are intended to indicate Cinergy's ownership (not voting) interest in jointly-owned companies. For certain jointly-owned companies, Cinergy's percentage ownership interest will differ (be greater or less than) Cinergy's percentage voting interest. Please contact Teri O'Neill in Corporate Secretarial if you have questions.
- (2) Jointly owned 80% by CinTec I LLC and 20% by CinTec II, LLC.
- (3) For additional information regarding this entity, please contact project attorney Rick Beach.
- (4) Jointly owned 50% by Cinergy Broadband, LLC and 50% by Current Broadband I, LLC
- (5) Jointly owned 50% by Cinergy Broadband, LLC and 50% by Current Communications Holdings, LLC
- (6) Jointly owned 9.34% by Cinergy Ventures, LLC and 90.66% by other investors.



**DOMESTIC  
REGULATED CORPORATIONS  
(page 1 of 1)**

**Cinergy Corp. (Delaware, 6/30/1993)**



(1) Jointly owned 9% by The Cincinnati Gas & Electric Company, 39.9% by American Electric Power Company, Inc., 4.3% by Columbus Southern Power Company, 4.9% by The Dayton Power and Light Company, 2.5% by Kentucky Utilities Company, 4.9% by Louisville Gas and Electric Company, 16.5% by Ohio Edison Company, 1.5% by Southern Indiana Gas and Electric Company, 4% by The Toledo Edison Company, 12.5% by Allegheny Energy, Inc. Formed for the purpose of providing the large electric power requirement projected for a major DOE uranium enrichment complex OVEC has in turn a subsidiary called Indiana Kentucky Electric Corporation which provides similar services

**DOMESTIC  
NON-REGULATED CORPORATIONS  
(page 1 of 4)**

**Cinergy Investments, Inc. (Delaware, 10/24/1994)** <sup>(1)</sup>

- \*Cinergy-Cadence, Inc. (Indiana, 12/27/1989; formerly PSI Power Resource Operations, Inc.)
  - \*Cadence Network, Inc.(Delaware, 9/3/1997) <sup>(2)</sup>
- Cinergy Capital & Trading, Inc. (Indiana, 10/8/1992; formerly Wholesale Power Services, Inc.)
  - *(please see attached list of subsidiaries)*
- \*Cinergy Telecommunications Holding Company, Inc. (Delaware, 9/20/1996; formerly Cinergy Communications, Inc.)
  - Q-Comm Corporation (Nevada, 9/26/96) <sup>(3)</sup>
  - \*Lattice Communications, LLC (Delaware, 1/7/99) <sup>(4)</sup>
- Cinergy Engineering, Inc. (Ohio, 3/28/1997)
- \*Cinergy-Centrus, Inc. (Delaware, 4/23/98; formerly Cinergy-Ideon, Inc.)
- \*Cinergy-Centrus Communications, Inc. (Delaware, 7/17/98)
- Cinergy Solutions Holding Company, Inc. (Delaware, 2/11/1997; formerly Cinergy Solutions, Inc.)
  - *(please see attached list of subsidiaries)*
- Cinergy Supply Network, Inc. (Delaware, 1/14/98)
  - Reliant Services, LLC (Indiana, 6/25/98) <sup>(5)</sup>
    - MP Acquisition Corp., Inc. (Indiana, 10/17/2000)
      - Miller Pipeline Corporation (Indiana, July 19, 1995)
    - \*Fiber Link, LLC (Indiana, 9/5/2000) <sup>(6)</sup>
- Cinergy Technology, Inc. (Indiana, 12/12/1991; formerly PSI Environmental Corp.)

\* "Exempt Telecommunications Company" (as defined in PUHCA) per certification by the Federal Communications Commission.

(1) Some of the subsidiaries listed are not currently engaged in active business operations. Contact the Legal Department to determine status of a particular company.

(2) Cadence Network LLC merged into Cadence Network, Inc. effective 3/10/00. Contact 287-2536.

(3) Jointly owned 32.7% by Cinergy Telecommunications Holding Company, Inc. and 67.3% by other investors.

(4) Jointly owned 43.5% by Cinergy Telecommunications Holding Company, Inc., 43.5% Lattice Investors, L.P., and 13% by Lattice Partners LTD.

(5) Jointly owned 50% each with Vectren Utility Services, Inc. (formerly Vectren Enterprises and IGC Energy, Inc.)

(6) Jointly owned 75% Reliant Services, LLC and 25% by Michael Moon

**DOMESTIC  
NON-REGULATED CORPORATIONS  
(page 2 of 4)**

**Cinergy Investments, Inc. (Delaware, 10/24/1994) <sup>(1)</sup>**

- └─ Cinergy Capital & Trading, Inc. (Indiana, 10/8/1992; formerly Wholesale Power Services, Inc.)
  - └─ Brownsville Power I, LLC (Delaware, 7/13/1998)
  - └─ Caledonia Power I, LLC (Delaware, 7/13/1998)
  - └─ CinCap IV, LLC (Delaware, 12/3/1997) <sup>(2)</sup>
  - └─ CinCap V, LLC (Delaware, 7/21/98) <sup>(3)</sup>
  - └─ CinPower I, LLC (Delaware, 6/12/1998)
  - └─ Cinergy Canada, Inc. (Alberta, Canada, 4/20/2001)
  - └─ Cinergy Climate Change Investments, LLC (Delaware, 6/9/2003)
  - └─ ~~Cinergy Limited Holdings, LLC (Delaware, 12/14/2001)~~
  - └─ ~~Cinergy General Holdings, LLC (Delaware, 12/14/2001)~~
    - └─ Cinergy Marketing & Trading, LP (Delaware, 10/27/95; formerly Producers Energy Marketing, LLC) <sup>(4)</sup>
      - └─ Ohio River Valley Propane, LLC (formerly Cinergy Propane, LLC (Delaware, 10/18/2001)
  - └─ Cinergy Mexico Limited, LLC (Delaware, 2/17/2004)
  - └─ Cinergy Mexico General, LLC (Delaware, 2/17/2004)
    - └─ Cinergy Mexico Holdings, L.P. (Delaware, 2/20/2004) <sup>(5)</sup>
      - └─ Cinergy Mexico Marketing & Trading, LLC (Delaware, 2.24.2004)
  - └─ Cinergy Retail Power Limited, Inc. (Delaware, 8/6/2001)
  - └─ Cinergy Retail Power General, Inc. (Texas, 8/7/2001)
    - └─ Cinergy Retail Power, L.P. (Delaware, 8/8/2001) <sup>(6)</sup>
  - └─ Cinergy Retail Sales, LLC (Delaware, 12/9/2003)
  - └─ CinFuel Resources, Inc. (Delaware, 1/10/2002)
    - └─ LH1, LLC (Delaware, 1/10/2002) <sup>(7)</sup>
      - └─ Oak Mountain Products, LLC (Delaware, 7/9/2001)
- └─ Pine Mountain Investments, LLC (Delaware, 1/19/2005) <sup>(7)</sup>
  - └─ Pine Mountain Products, LLC (Delaware, 8/19/2004; formerly Oak Mountain Products II, LLC)
- └─ SYNCAP II, LLC (Delaware, 10/13/2000)

(1) Some of the subsidiaries listed are not currently engaged in active business operations. Contact the Legal Department to determine status of a particular company.

(2) Jointly owned 10% by Cinergy Capital & Trading, Inc. and 90% by other investors managed via the 1998 CinPower Trust.

(3) Jointly owned 10% by Cinergy Capital & Trading, Inc. and 90% by other investors managed via the 1999 CinPower Trust.

(4) Jointly owned 99.9% by Cinergy Limited Holdings, LLC and .1% by Cinergy General Holdings, LLC.

(5) Jointly owned 99.99% by Cinergy Mexico Limited, LLC and .01% by Cinergy Mexico General, LLC

(6) Jointly owned 99% by Cinergy Retail Power Limited, Inc. and 1% by Cinergy Retail Power General, Inc.

(7) Jointly owned 99% Cinergy Capital & Trading, Inc. and 1% by CinFuel Resources, Inc.

**DOMESTIC  
NON-REGULATED CORPORATIONS  
(page 3 of 4)**

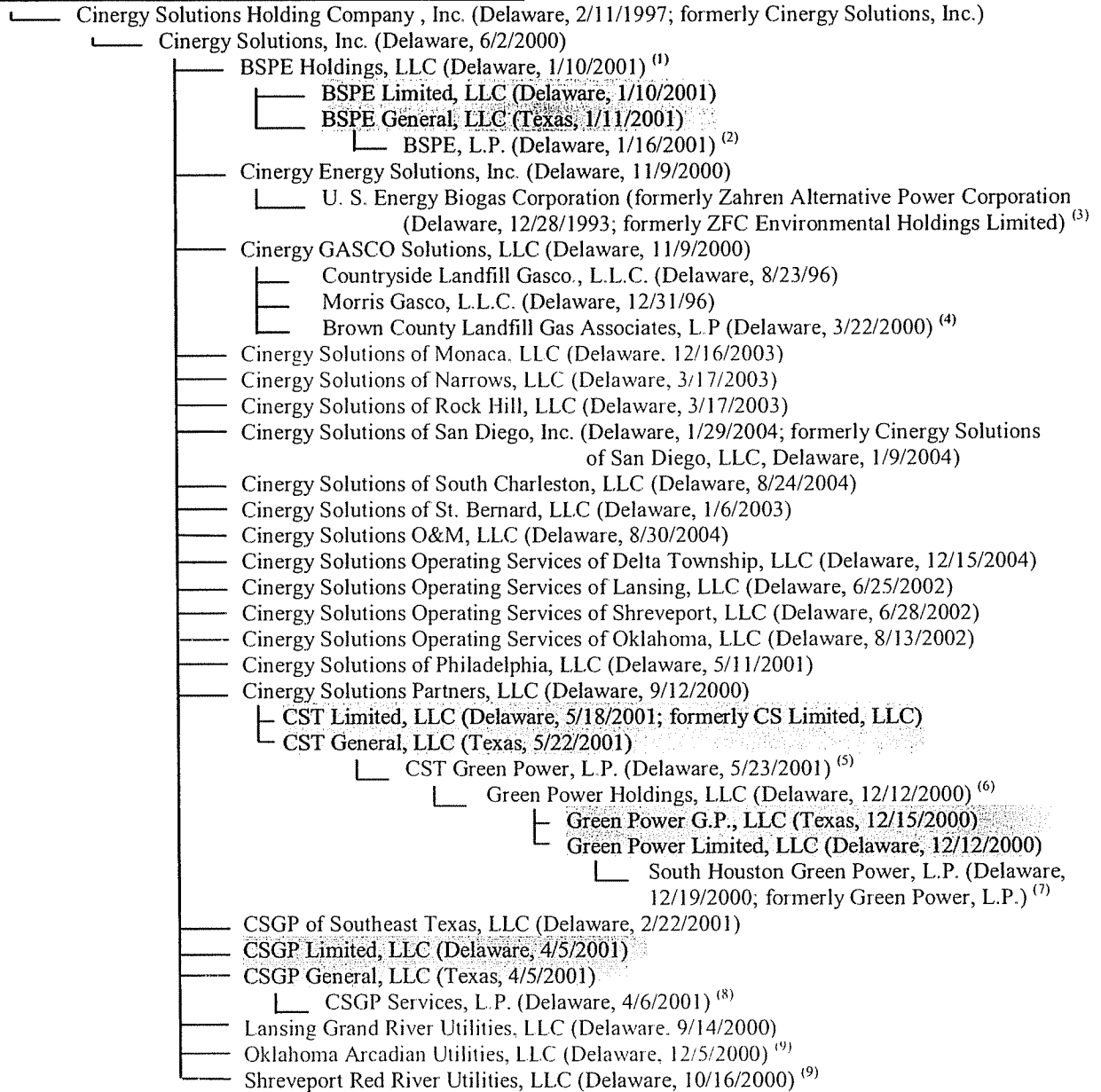
**Cinergy Investments, Inc. (Delaware, 10/24/1994) <sup>(1)</sup>**

- └ Cinergy Solutions Holding Company, Inc. (Delaware, 2/11/1997; formerly Cinergy Solutions, Inc.)
  - └ 1388368 Ontario, Inc. (Ontario, 12/2/99)
  - └ 3036243 Nova Scotia Company (Nova Scotia, 12/10/99)
    - └ Cinergy Solutions Limited Partnership (Ontario, 12/14/99) <sup>(2)</sup>
  - └ Cinergy Solutions – Demand, Inc. (Delaware, 4/6/98; formerly Vestar, Inc., and formerly Cinergy Business Solutions, Inc.)
    - └ Cinergy Solutions – Demand, Ltd. (Ontario, 3/9/84; formerly Vestar Limited, and formerly Rose Technology Group Limited) <sup>(3)</sup>
      - └ 3075959 Nova Scotia Company (Nova Scotia, 4/7/2003)
      - └ Keen Rose Technology Group Limited (Ontario, 8/26/99)
      - └ Optimira Controls, Inc. (Ontario, 4/14/1997) <sup>(4)</sup>
- └ Cinergy EPCOM College Park, LLC (Delaware, 8/20/99)
- └ Cinergy Solutions, Inc. (Delaware, 6/2/2000)
  - └ *(please see attached list of subsidiaries)*
- └ Cinergy Solutions of Tuscola, Inc. (Delaware, 10/13/98)
- └ Delta Township Utilities, LLC (Delaware, 7/5/2001) <sup>(7)</sup>
- └ Delta Township Utilities II, LLC (Delaware, 3/25/2004) <sup>(10)</sup>
- └ Energy Equipment Leasing LLC (Delaware, 11/12/98) <sup>(5)</sup>
- └ Trigen-Cinergy Solutions LLC (Delaware, 2/18/1997) <sup>(6)</sup>
- └ Trigen-Cinergy Solutions of Ashtabula LLC (Delaware, 4/21/99) <sup>(5)</sup>
- └ Cinergy Solutions of Boca Raton, LLC (Delaware, 9/4/98)
- └ Cinergy Solutions of Cincinnati, LLC (Ohio, 7/29/1997)
- └ Cinergy Solutions – Utility, Inc. (Delaware, 9/27/2004)
- └ Trigen-Cinergy Solutions of Lansing LLC (Delaware, 11/3/99) <sup>(7)</sup>
  - └ Trigen/Cinergy – USFOS of Lansing LLC (Delaware, 11/3/1999) <sup>(9)</sup>
- └ Trigen-Cinergy Solutions of Orlando LLC (Delaware, 6/12/1998) <sup>(7)</sup>
- └ Trigen-Cinergy Solutions of Owings Mills LLC (Delaware, 9/20/99) <sup>(5)</sup>
- └ Owings Mills Energy Equipment Leasing, LLC (Delaware, 10/20/99) <sup>(5)</sup>
- └ Trigen-Cinergy Solutions of Rochester LLC (Delaware, 10/20/99) <sup>(5)</sup>
- └ Trigen-Cinergy Solutions of Silver Grove LLC (Delaware, 3/18/99) <sup>(5)</sup>
- └ Cinergy Solutions of St. Paul LLC (Delaware 8/13/98)
  - └ Environmental Wood Supply, LLC (Minnesota, 8/10/2000) <sup>(8)</sup>
  - └ St. Paul Cogeneration LLC (Minnesota, 12/18/98) <sup>(8)</sup>
- └ Trigen-Cinergy Solutions of Tuscola, LLC (Delaware, 8/21/98) <sup>(5)</sup>

- (1) Some of the subsidiaries listed are not currently engaged in active business operations. Contact the Legal Department to determine status of a particular company.
- (2) Jointly owned 99.9% by 3036243 Nova Scotia Company and .1% by 1388368 Ontario, Inc.
- (3) 1381055 Ontario, Inc. (Ontario, 10/22/99) and Rose Technology Group Limited (Ontario, 3/9/84) are predecessors to the amalgamation effective 12/17/99.
- (4) Jointly owned 90.8301% by Cinergy Solutions – Demand, Ltd. and 9.1699% by Jeff Volkens.
- (5) Jointly owned 49% by Cinergy Solutions Holding Company, Inc. and 51% by Trigen Solutions, Inc.
- (6) Jointly owned 50% each with Trigen Solutions, Inc., a subsidiary of Trigen Energy Corporation.
- (7) Jointly owned 51% by Cinergy Solutions Holding Company, Inc. and 49% by Trigen Solutions, Inc.
- (8) Jointly owned 50% by Cinergy Solutions of St. Paul LLC and 50% by Market Street Energy Company, LLC.
- (9) Jointly owned 80% by Trigen-Cinergy Solutions of Lansing, LLC and 20% by Veolia Water North America Operating Services, LLC.
- (10) For ownership interests, please contact Candace Erisen 287-2087.

**DOMESTIC  
NON-REGULATED CORPORATIONS  
(page 4 of 4)**

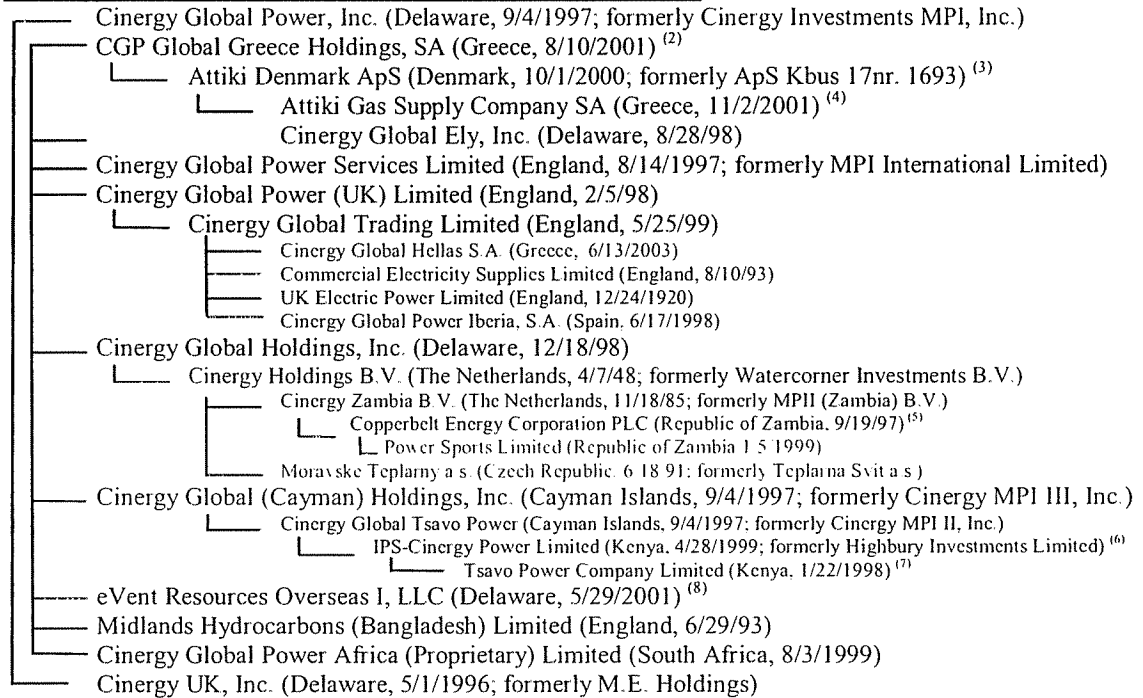
**Cinergy Investments, Inc. (Delaware, 10/24/1994)**



(1) Jointly owned 50% by Cinergy Solutions Inc., LLC and 50% by BP Global Power Corp.  
 (2) Jointly owned 1% by BSPE General, LLC and 99% by BSPE Limited, LLC.  
 (3) Jointly owned 46% by Cinergy Energy Solutions, Inc. and 54% by US Energy Systems, Inc.  
 (4) Jointly owned 99.99% by Cinergy Gasco Solutions, LLC and 0.01% by ZFC Energy, Inc.  
 (5) Jointly owned 1% by CST General, LLC and 99% by CST Limited, LLC  
 (6) Jointly owned 50% by CST Green Power, L.P. and 50% by BP Global Power Corp.  
 (7) Jointly owned 1% by Green Power G.P., LLC and 99% by Green Power Limited, LLC  
 (8) Jointly owned 1% by CSGP General, LLC and 99% by CSGP Limited, LLC  
 (9) Jointly owned 40.8% by Cinergy Solutions, Inc., 39.2% by Trigen Solutions, Inc., and 20% by U.S. Filter Operating Services, Inc.

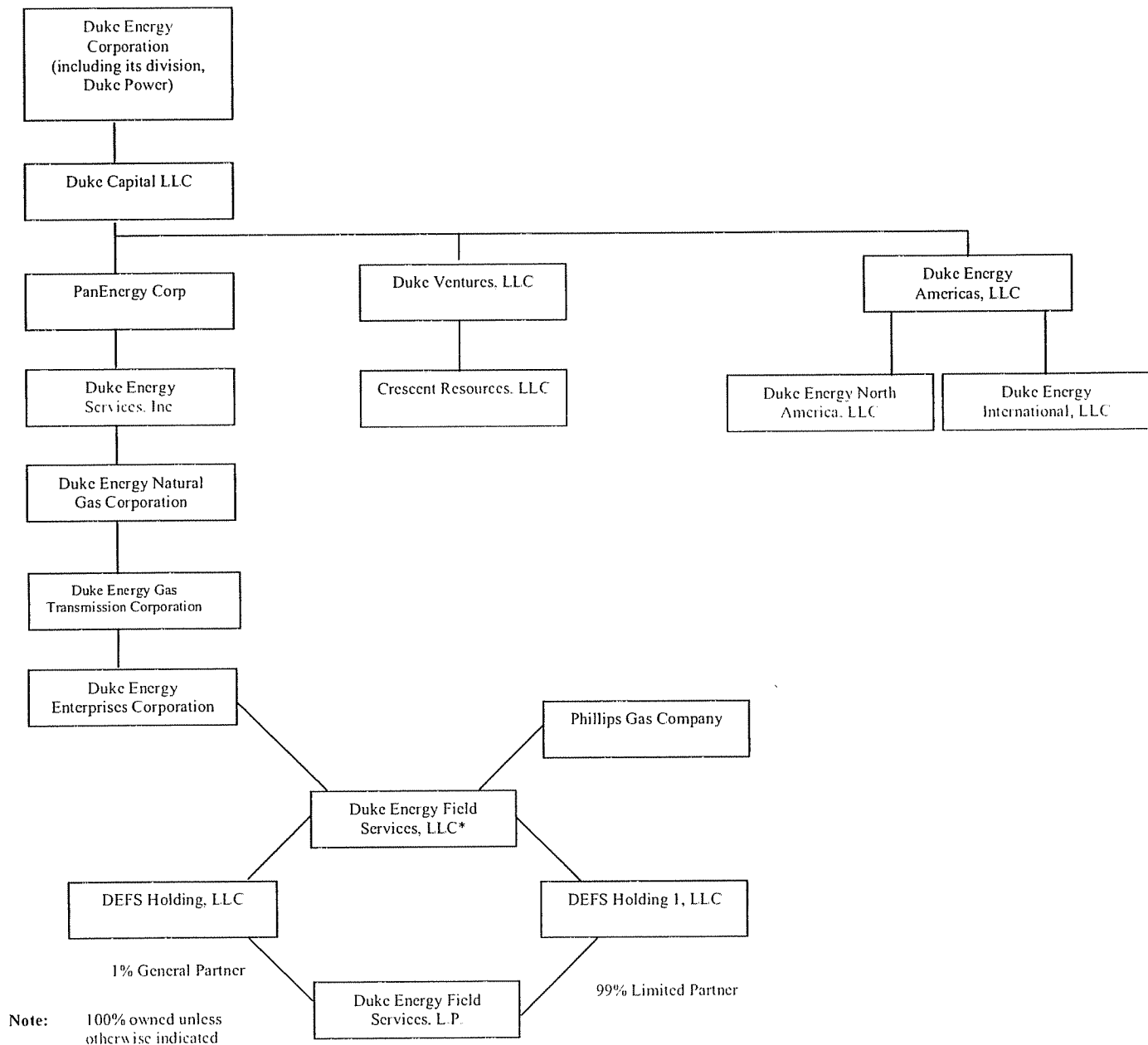
## INTERNATIONAL NON-REGULATED CORPORATIONS

### Cinergy Global Resources, Inc. (Delaware, 5/15/1998) <sup>(1)</sup>



- (1) Some subsidiaries listed are not currently engaged in active business operations. Contact the Legal Department to determine status of company.
- (2) Cinergy Global Holdings, Inc. holds one share in this company
- (3) Jointly owned 51% by CGP Global Greece Holdings SA, and 49% by Shell Gas B.V.
- (4) Jointly owned 49% by Attiki Denmark ApS and 51% by Attiki Gas Distribution Company SA
- (5) Jointly owned 38.5% by Cinergy Zambia B.V., 38.5% by National Grid Holland B.V. (changed its name to National Grid Zambia B.V. on January 12, 1998). 20% is owned by ZCCM Investment Holdings PLC (formerly Zambia Consolidated Copper Mines Limited) and 3% by local senior management. The local senior managers of Copperbelt Energy Corporation PLC (5 individuals referred to as LTTPD, the local technical team of power division) have acquired 3% of the issued ordinary share capital of the Company (giving them each a total of 60,000 shares) pursuant to the LTTPD Share Rights Scheme (Cinergy Zambia BV component and National Grid Zambia BV component). The acquisition of such shares (the final transfer of which occurred on 28 August 2001) represents the vesting of LTTPD's entire entitlement pursuant to the LTTPD Share Rights Scheme. Cinergy Zambia B.V., formerly MPPI (Zambia) B.V., formerly Seascope Holding B.V., was originally organized in The Netherlands on November 18, 1985. The name was changed to Cinergy Zambia B.V. effective September 18, 1998 and MPPI (Zambia) B.V. effective November 19, 1997.
- (6) Jointly owned 48.2% by Cinergy Global Tsavo Power and 51.8% by Industrial Promotion Services (Kenya) Limited.
- (7) Owned 49.9% by IPS-Cinergy Power Limited.
- (8) Common interests held by Cinergy Global Power, Inc. and Preferred interests held by eVent Resources I LLC

**Exhibit C-2: Organizational Structure of Primary Subsidiaries of Duke Energy Corporation and Duke Capital LLC**



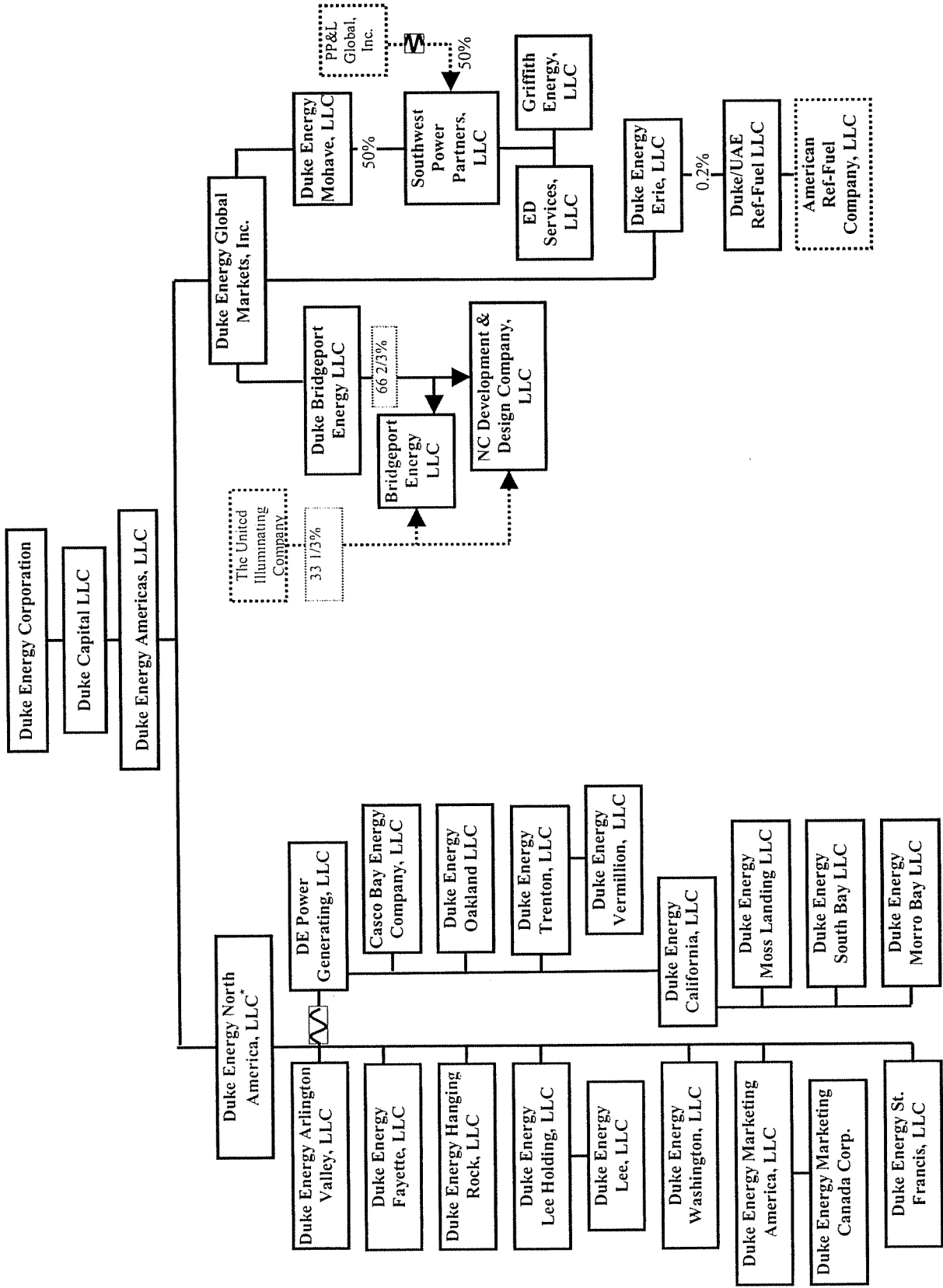
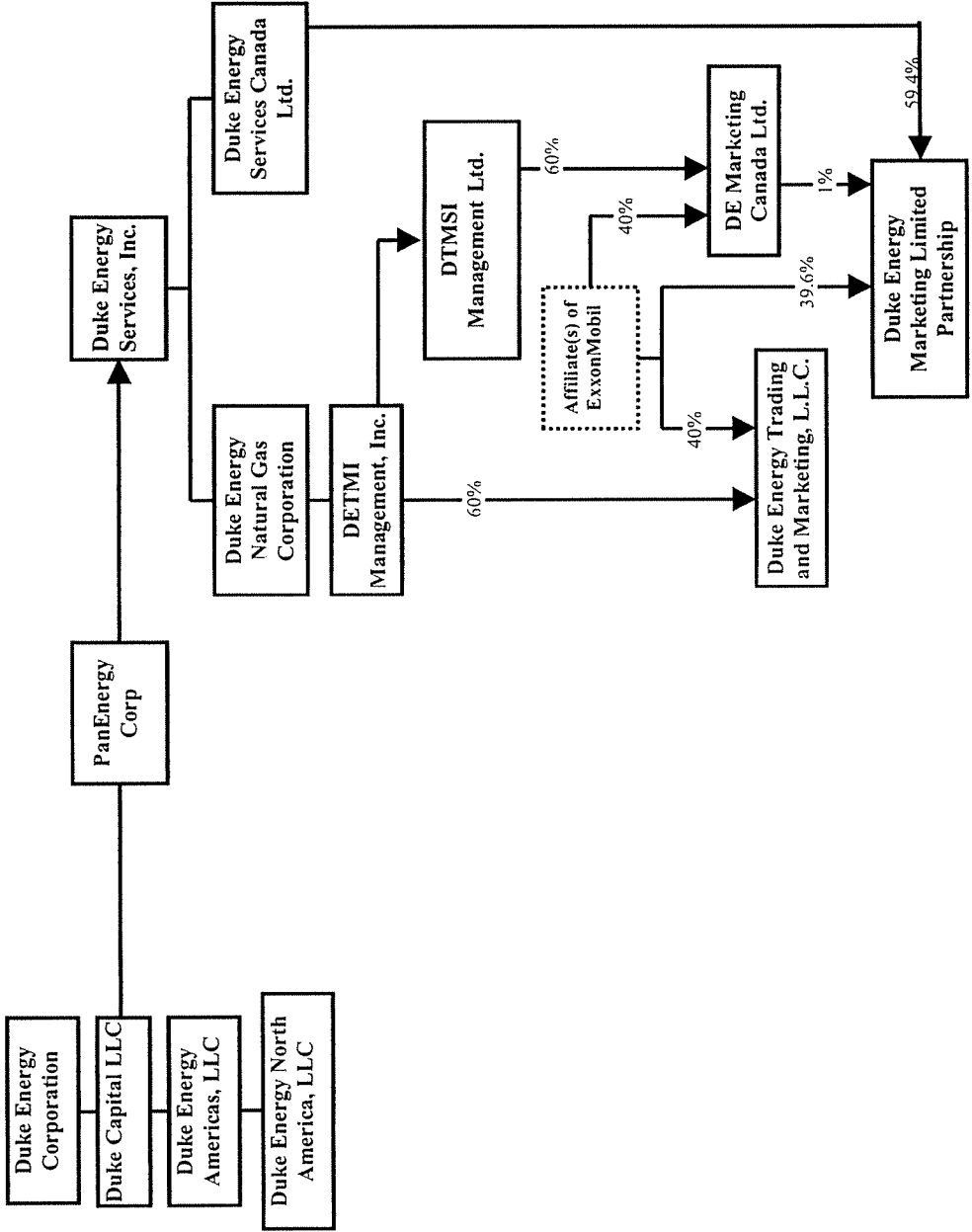


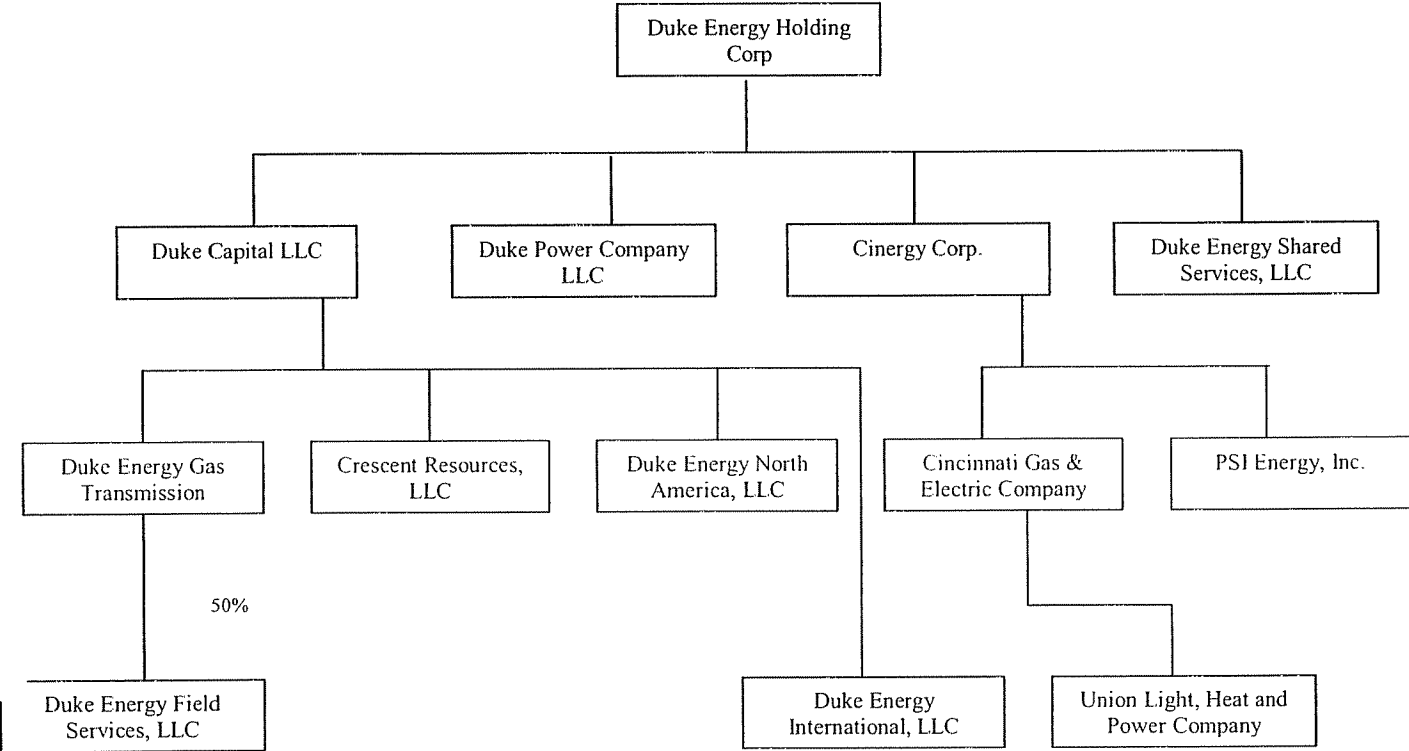
Exhibit C-2 \* Shows only subsidiaries of Duke Energy North America, LLC that are subject to Commission jurisdiction under the Federal Power Act.

Indicates that companies are in-between, but left off chart.





**Exhibit C-3: Post-Transaction Corporate Structure of Duke Energy Corporation and Duke Capital LLC**



**Exhibit D: Description of All Joint Ventures, Strategic Alliances, Tolling Arrangements or Other Business Ventures**

A description of all joint ventures, strategic alliances, tolling arrangements and other business ventures of the Applicants is attached below in Exhibit D-1, describing Cinergy, and Exhibit D-2, describing Duke Energy.

**Exhibit D-1: Description of All Joint Ventures, Strategic Alliances, Tolling Arrangements, Relevant Business Agreements and Other Businesses of Cinergy**

Cinergy's joint ownership interests in generation are listed above in Exhibit B-1.

Cinergy's non-energy and foreign businesses are described in Exhibit C-1. PSI and CG&E have transferred operational control of their transmission systems to MISO.

## **Exhibit D-2: Description of All Joint Ventures, Strategic Alliances, Tolling Arrangements, Relevant Business Agreements and Other Businesses of Duke Energy**

### **A. Joint Ventures**

Duke Energy's interests in energy-related joint ventures in the United States are described above in Exhibit B-2. Additional information pertaining to Duke Vermillion is set forth below.

### **B. Agreements**

The agreements described below pertain to Duke's use of generation assets in geographic markets relevant to the Transaction. These agreements will not be altered by the Transaction, but are described below in order to assist the Commission in its analysis. Routine operational agreements have been excluded from this exhibit.

#### **1. The North Carolina Transmission Planning Participation Agreement**

In May, 2005 Duke Power, Progress Energy Carolinas, North Carolina Municipal Power Agency No. 1 (NCMPA No. 1) and North Carolina Electric Membership (NCEMC) entered into "The North Carolina Participation Agreement" which establishes a collaborative transmission planning process for the Duke and Progress control areas in North Carolina. NCMPA No. 1 and NCEMC are load-serving entities and transmission dependent utilities with delivery points embedded within the systems of both Duke and Progress. The Agreement had its genesis in a series of public meetings held by the North Carolina Utilities Commission (NCUC) in 2004 to discuss transmission planning within the state. The NCUC requested that the major load-serving entities address the issues raised in the meetings in a collaborative manner. The purpose of the North Carolina Participation Agreement is to implement a process to enhance coordinated transmission planning in North Carolina. Specifically, the planning processes of the transmission owners, Duke and Progress, will become more transparent to the other load-serving entities, and access by those entities to a wider array of market sources will be considered more explicitly within the planning process, along with input from other market participants, while continuing to preserve reliability. The process, which will be coordinated with the integrated resource planning process conducted by the NCUC, is administered by an Oversight and Steering Committee (OSC) and a Planning and Working Group (PWG) staffed by the four entities. The process will be facilitated by an independent third party entity. That entity is being chosen via an RFP which was created and distributed by the four signatories.

#### **2. The Catawba Agreements**

Duke and four groups of municipal and cooperative organizations are co-owners of the Catawba Nuclear Station pursuant to three agreements entered into between Duke and each of the other co-owners between 1978 and 1980. These agreements are the Purchase, Construction, and Ownership Agreements, the Interconnection Agreements, and the Operating and Fuel Agreements (together known as the "Catawba Agreements").

Duke owns a 25% interest in Unit 1. The four groups of municipal and cooperative organizations are:

- North Carolina Electric Membership Corp. (NCEMC) – owns 56.25% of Unit 1

- Saluda River Electric Coop., Inc. (SC) (SREC) – owns 18.75% of Unit 1
- North Carolina Municipal Power Agency No. 1 (NCMPA) – owns 75% of Unit 2
- Piedmont Municipal Power Agency (SC) (PMPA) – owns 25% of Unit 2

Duke is licensed by the United States Nuclear Regulatory Commission (NRC) as the operator for both Catawba units. The Catawba Agreements initially contained provisions for Duke to supply certain backup services, as well as supplemental power, to the four co-owners to serve their participating members. The original Catawba Interconnection Agreements also contained transmission provisions. In addition, the Interconnection Agreements provide for two nuclear reliability exchanges, the first between Unit 1 and Unit 2 of Catawba and the second between the two Catawba Units and Duke's McGuire Nuclear Station.

The Catawba Agreements were amended several times between 1980 and 2000. In October 2000, as a result of negotiations between Duke and each of NCEMC, SREC and NCMPA, Duke filed with the FERC revised Catawba Interconnection Agreements which effectively "unbundled" the Interconnection Agreements by transferring transmission service to network service under Duke Power's Open Access Transmission Tariff, and by eliminating the supplemental power provisions, among other things. The three entities now buy their power requirements above their Catawba ownership share from various market sources including Duke Power.

PMPA chose not to "unbundle" its Interconnection Agreement in 2000. However, prior to that, in 1997, PMPA gave notice to Duke that it wished to terminate its Catawba Interconnection Agreement effective January 1, 2006. Thereafter, Duke and PMPA entered into negotiations which resulted, in June 2005, in the execution of two new agreements which are to be filed with the FERC shortly and which are scheduled to be effective beginning January 1, 2006. These agreements continue the Catawba and McGuire nuclear reliability exchanges referenced above, and also contain various provisions which are necessary for the continuation of the co-owner relationship.

### **3. The SEPA Contract**

The Southeastern Power Administration of the United States Department of Energy (SEPA) is responsible for marketing the energy generated at hydroelectric plants operated by the United States Army Corps of Engineers in the southeastern United States to various "preference customers" which are mostly municipal power systems and some electric cooperatives. The Duke Power control area is directly interconnected to two SEPA hydroelectric facilities, Hartwell and Thurmond. SEPA has about 1,500 MW of generation directly interconnected with the Duke control area, and a portion of that power is delivered to SEPA preference customers located within the Duke control area. Under an agreement known as the "SEPA Contract" (FERC Rate Schedule No. 308) Duke delivers SEPA-generated power to these preference customers and provides power services such as scheduling. This contract was unbundled in 1999 and transmission service for these deliveries is provided pursuant to Duke's Open Access Transmission Tariff. The SEPA Contract has been amended on various occasions at the request of SEPA and/or preference customers to adjust the allocations of power to be delivered to the preference customers.

#### 4. The Wabash/Vermillion Agreements

Duke Energy Vermillion, LLC ("Duke Vermillion"), an indirect wholly-owned subsidiary of Duke Energy Corporation ("Duke Energy"), owns an undivided 75% interest in the Vermillion Energy Facility (the "Facility"), an approximately 648 MW natural gas-fired peaking facility located in Vermillion County, Indiana. Wabash Valley Power Association, Inc. ("Wabash") owns the remaining undivided 25% interest in the Facility.<sup>22</sup> The Facility is interconnected to the transmission system of PSI Energy, Inc. ("PSI"), which is an operating subsidiary of Cinergy. PSI's transmission system is controlled by the Midwest Independent Transmission System Operator Inc. ("MISO") under the MISO open access transmission tariff on file with the Commission.

Duke Vermillion and Wabash are each entitled to the available energy, capacity and ancillary services from the Facility in amounts equal to their ownership interests (*i.e.*, Duke Vermillion 75%, Wabash 25%). Pursuant to an ownership and operation agreement ("Ownership Agreement"),<sup>23</sup> operational decisions for the Facility are made by a management committee in which votes are based on Duke Vermillion's and Wabash's ownership percentages in the Facility. With certain exceptions, decisions by the management committee are made by simple majority. Certain major decisions that materially impact the operations of the Facility require a supermajority for approval (*i.e.*, a vote of more than 75%). Generally, costs for the Facility's operations are allocated between Duke Vermillion and Wabash in accordance with their ownership percentage interests, with certain exceptions (such as fuel costs, for which each owner is separately responsible) enumerated in the Ownership Agreement.

The Ownership Agreement also allows either owner to purchase the output of the Facility not scheduled by the other owner at a price equal to variable cost. In addition, the Ownership Agreement allows Duke Vermillion to provide Wabash with market energy in lieu of Wabash's entitlement in the Facility under certain circumstances at a price based on the variable cost that Wabash would have incurred had the energy been provided from the Facility.

Duke Vermillion and Wabash are also parties to a gas purchase agreement under which Duke Vermillion provides Wabash with the gas supplies necessary for Wabash to generate the energy associated with its 25% undivided entitlement in the Facility. The gas purchase agreement can be terminated by either party upon 90 days' written notice.

Operating services for the Facility are performed under contract by CinCap MVC OpCo, LLC ("CinCap"), an affiliate of Cinergy. The operation and maintenance agreement was originally executed on November 22, 1999 for an initial term of five years, with provisions allowing for up to three three-year extensions. In 2004, the term of the agreement was extended

---

<sup>22</sup> Duke Vermillion sold Wabash an undivided 25% interest in the Facility on April 30, 2004 pursuant to Commission authorization under Section 203 of the Federal Power Act ("FPA"). Duke Energy Vermillion, LLC, 106 FERC ¶ 62,061 (2004); Notice of Closing, Docket No. EC04-41-000 (filed May 19, 2004).

<sup>23</sup> The Commission accepted the Ownership Agreement for filing under Section 205 of the FPA on February 12, 2004. Duke Energy Vermillion, LLC, Docket No. ER04-320-000 (Feb. 12, 2004) (unpublished letter order).

to December 31, 2007. Under the agreement, CinCap provides the staff to operate and maintain the Facility at the direction of the owners and in compliance with all applicable laws and permits within the owner-approved budget.

Duke Energy Marketing America, LLC ("DEMA") and Wabash are parties to several power sales agreements:

- On March 30, 2005, DEMA and Wabash entered into an agreement which provides for the sale of Wabash's 25% undivided entitlement in the Facility in order to provide a method for Wabash to offer such entitlement in the new energy market implemented on April 1, 2005 by the MISO. Service commenced under the agreement as of April 1, 2005.
- DEMA and Wabash are also parties to an energy delivery agreement whereby DEMA has agreed to deliver 50 MW of energy to Wabash, starting January 1, 2006 and running through December 31, 2006.
- DEMA and Wabash are also parties to two agreements under which DEMA has agreed to sell Wabash 50 MW of capacity and energy from the Facility, each with a term of seven years. Service under the first agreement starts on June 1, 2006 while service under the second agreement starts on June 1, 2007.

In addition, on July 16, 2004, pursuant to the Master Power Purchase & Sale Agreement (EEI) between DEMA and Southern Indiana Gas & Electric Co. ("SIGECO"), SIGECO agreed to a capacity purchase and energy toll in the Facility for a term beginning January 1, 2007 and ending December 31, 2009. DEMA and SIGECO also agreed to negotiate no later than June 30, 2006, appropriate scheduling and dispatch or other operating matters required to be determined after implementation of the then-pending MISO market rules that went into effect on April 1, 2005.

## **C. Other Businesses**

### **1. Canadian Energy Subsidiaries**

As described in Sections II.B.2 and II.B.3 of the Application, Duke Energy indirectly owns several subsidiaries engaged in the energy and natural gas industries in Canada. These subsidiaries include the following: 806026 Alberta Ltd., Bayside Power L.P., BC One Call Ltd., DEFS Canada Investments L.P., DEFS Canada L.P., Duke Energy Empress L.P., Duke Energy Field Services Canada, Duke Energy Hydrocarbons Canada Ltd. Partnership, Duke Energy Marketing Canada Corp., Duke Energy Marketing Ltd. Partnership, Engage Energy Canada, L.P., Fort Frances Cogeneration L.P., Fourth Creek Plant Gathering (50% in joint venture with Star), Gordondale West Plant (67% in joint venture with Devon), Market Hub Partners Canada L.P., McMahon Cogeneration Plant (50% in joint venture with Atco Power Canada Ltd.), McMahon Power Holdings Ltd. Partnership, St. Clair Pipelines L.P., St. Clair Pipelines (1996) Ltd., Westcoast Energy Inc., Westcoast Energy International Inc., Westcoast Energy Marketing Ltd., Westcoast Energy Ventures Inc., Westcoast Gas Services Inc., Westcoast Power Inc., and Westcoast Transmission Co. (Alberta) Ltd.<sup>24</sup>

---

<sup>24</sup> Inactive companies and various intermediate holding companies have been excluded from this list.



## **2. Mexican Energy Subsidiaries**

Through Westcoast Energy Inc., Duke Energy indirectly owns Energy International Mexico, S.A. de C.V., which manages the Campeche platform in Mexico.

## **3. Energy Subsidiaries Outside North America**

Duke Energy indirectly owns several subsidiaries that participate in energy and energy-related business outside of North America. These subsidiaries include the following: Aguaytia Energy del Peru S.R. Ltda., Comercializadora Duke Energy de Centro America, Ltda., Compania de Servicios de Compresion de Campeche, S.A. de C.V. (50% in joint venture with Marubeni), D/FD Foreign Sales Corp., Duke Energy Egenor S.C.A., Duke Energy International El Salvador Comercializadora de El Salvador, S.A. de C.V., Duke Energy International El Salvador, S en C de C.V., Duke Energy International Netherlands Financial Services B.V., Duke Energy International Operaciones Guatemala Ltda., Duke Energy International Southern Cone SRL, Duke Energy International Trading & Marketing (UK) Ltd., Duke Energy International Transmision Guatemala Ltda., Duke Energy International, Geracao Paranapanema S.A., Duke Energy Services Ireland Ltd., Duke Engineering & Services (Europe) Inc., Duke Engineering & Services (Pty) Ltd., and Duke Engineering & Services International, Inc.<sup>25</sup>

## **4. Real Estate Development and Land Holdings**

As described in Section II.B.6 of the Application, Duke Energy indirectly owns a number of subsidiaries engaged in the real estate development business through Crescent Resources, LLC. These subsidiaries include the following: Ballantyne Properties, LLC; Bartram Lakes, LLC; Belfort 36, LLC; Belfort Developers, LLC; Black Forest on Lake James, LLC; Bridgewater Lakeland Developers, LLC; Carolina Centers, LLC; Carolina Centers, LLC; Chambers County Land Company; Chaparral Pines Investors, LLC; Chaparral Pines Management, LLC; Charlotte Cotton Mill, LLC; Clean Water of NC, LLC; Clean Water, Inc.; CLT Development, LLC; Club Capital, LLC; Club Enterprises LLC; Colbert Lane Commercial, LLC; Colbert Lane Commercial, LLC; Cornerstone Plaza, LLC; Crescent Bartram Park, LLC; Crescent Brookdale Associates, LLC; Crescent Commonwealth Center, LLC; Crescent Communities N.C., LLC; Crescent Communities Realty, LLC; Crescent Communities S.C., LLC; Crescent Land & Timber, LLC; Crescent Potomac Greens, LLC; Crescent Potomac Plaza, LLC; Crescent Potomac Properties, LLC; Crescent Potomac Yard Development, LLC; Crescent Potomac Yard, LLC; Crescent Realty, LLC; Crescent Resources Marketing Services, LLC; Crescent Resources Registration Services, LLC; Crescent Resources, LLC; Crescent River, LLC; Crescent Seminole, LLC; Crescent Southeast Club, LLC; Crescent Twin Creeks, LLC; Crescent Yacht Club, LLC f/k/a Peninsula Yacht Club, LLC; Crescent/Arizona LLC; Crescent/Georgia, LLC; Crescent/RGI Capital, LLC; East Hampton GP, LLC; Eastover Land Company; Entryway Developers, LLC; Fort Walton Development, LLC; FP Real Estate One, LLC; Gardens of Bridgehampton, LLC; Grand Haven Developers, LLC; Grand Haven Golf Club, LLC; Green Fields Investments, LLC; Hampton Ridge Developers LLC; Hawk's Haven Developers, LLC; Hawk's Haven Golf Course Community Developers, LLC; Hawk's Haven Joint Development, LLC; Hawk's Haven Sponsor, LLC; Headwaters Development Limited Partnership; Houston

---

<sup>25</sup> Inactive companies, companies undergoing dissolution, special purpose tax vehicles, and various intermediate holding companies have been excluded from this list.

Center Corporation; HT-Palisades, LLC; II Tryon Investment Trading Society; LandMar Group, LLC; LandMar Management, LLC; May River Forest, LLC; May River Golf Club, LLC; McNinch-Hill Investments, LLC; Milford Estates, LLC; New Riverside, LLC; North Bank Developers, LLC; North Hampton, LLC; Oldfield, LLC; One Thirty-One Developers, LLC; Osprey Cove Realty, LLC; Osprey Development, LLC; Pablo Developers, LLC; Palmetto Bluff Club, LLC; Palmetto Bluff Development, LLC; Palmetto Bluff Investments, LLC; Palmetto Bluff Lodge, LLC; Palmetto Bluff Real Estate Company, LLC; Palmetto Bluff Uplands, LLC; Panama City Development, LLC; Parkside Development, LLC; PCCD, LLC; Piedmont Row Development, LLC; Ponce Developers, LLC; Rim Chaparral Pines Real Estate Services, LLC; Rim Golf Investors, LLC; River Paradise, LLC; Roberts Road, LLC; Sailview Properties, LLC; Seddon Place Development, LLC; SLCD, LLC; South Hampton Developers, Ltd.; South Hampton GP, LLC; Southern Hills Plantation Golf Club, LLC; Southern Hills Realty, LLC; Springfield Crescent, LLC; StoneWater Bay Properties, LLC; Stratford on Howard Development, LLC; Sugarloaf Country Club, LLC; Sugarloaf Properties, LLC; Sugarloaf Realty, LLC; The Club at Osprey Cove, LLC; The Duke Energy Foundation; The Farms, LLC; The Golf Club at Chaparral Pines, LLC; The Golf Club at North Hampton, LLC; The Golf Club at South Hampton, LLC; The Grand Club, LLC; The Oldfield Realty Company, LLC; The Parks of Berkeley, LLC; The Point on Norman, LLC; The Reserve, LLC; The River Club Realty, LLC; The Sanctuary at Lake Wylie, LLC; Third & Fourth South Developers, LLC; Trout Creek Developers, LLC; Twin Creeks Food & Beverage, Inc.; Twin Creeks Holdings, Ltd.; Twin Creeks Management LLC; Twin Creeks Operating Company, LP; Twin Creeks Property, Ltd.; Two Lake Pony Farm, LLC; Tyvola Crossing Associates Limited Partnership; Upstate Land Co. LLC; and Winding River, LLC.

#### **5. Insurance**

Duke Energy subsidiaries providing insurance services include the following: Bison Insurance Co. Ltd., NorthSouth Insurance Co. Ltd., and West Coast Indemnity Co., Ltd.

#### **6. Telecommunications**

Duke subsidiaries engaged in aspects of the telecommunications business include the following: Duke Communication Services Caribbean Ltd., Duke Communication Services, Inc., DukeNet Communications, LLC, DukeNet/TCG LLC, and Texas Eastern Communications, Inc.

#### **7. Weather Derivatives**

Duke Energy Risk Services, L.L.C., a subsidiary of Duke Energy Marketing Canada Corp., is engaged in the weather derivatives business.

**Exhibit E: Common Officers or Directors of the Parties to the Transaction**

There are, at present, no common officers or directors between Cinergy and Duke Energy.

**Exhibit F: Description and Location of Wholesale Power Sales Customers and Unbundled Transmission Services Customers Served by Applicants or their Affiliates**

The names and locations of wholesale power sales customers and unbundled transmission services customers served by Cinergy subsidiaries and affiliates are listed in Exhibit F-1. The customers of Duke Energy's subsidiaries and affiliates are listed in Exhibit F-2.

**Exhibit F-1: Cinergy Wholesale Power Sales Customers and Unbundled Transmission Services Customers**

PSI and CG&E have contracts to sell power to the customers on the first two lists below pursuant to the Cinergy Operating Companies Market Based Power Sales Tariff, Original Volume No. 7, filed in Docket No. ER96-170-000 and approved in Docket No. ER99-962-000 ("Market Based Tariff No. 7") and the Cinergy Operating Companies Market Based Power Sales Tariff, Original Volume No. 9, filed and approved in Docket Nos. ER01-1820-000, et al. ("Market Based Tariff No. 9"). The remainder of PSI's wholesale customers, identified on the third and following lists, are served under the PSI Energy, Inc. First Revised Electric Rate Schedule Vol. No. 1, last revised per a settlement agreement in FERC Docket No. ER00-188-000 ("Cost Based Tariff"), or such other tariff as is indicated.

The Cinergy Operating Companies' wholesale customers under Market Based Tariff No. 7 include the following:

**AES Power, Inc.**

1001 North 19th Street  
Arlington, VA 22209

**Alcoa Power Generating Inc.**

2300 Riverview Tower  
900 S. Gay Street  
Knoxville, TN 37902

**Alliance Energy Services Partnership**

9300 Shelbyville Road  
Louisville, KY 40222

**Alpena Power Co.**

310 North Second Avenue  
P.O. Box 188  
Alpena, MI 49707-0188

**Aquila, Inc. d/b/a Aquila Networks - MPS**

10700 East 350 Highway  
Kansas City, MO 64138

**Aquila, Inc. d/b/a Aquila Networks - WPK**

10700 East 350 Highway  
Kansas City, MO 64138

**Arizona Public Service Co.**

P.O. Box 53999, Mail Drop 9860  
Phoenix, AZ 85072-3999

**Atlantic City Electric Co.**

P.O. Box 6066  
Newark, DE 19714-6066

**Avista Energy, Inc.**

470 Atlantic Avenue, 10th Floor  
Boston, MA 02210

**Bedford (City of)**

215 East Main Street  
Bedford, VA 24523

**Bethel (Village of)**  
Bethel Board of Public Affairs  
120 N. Main Street  
Bethel, OH 45106

**Blanchester (Village of)**  
P.O. Box 158  
Blanchester, OH 45107-0158

**Blue Ridge Power Agency**  
5656 U.S. Highway 29, Suite B-1  
Blairs, VA 24527

**Boston Edison Co.**  
800 Boy Iston Street  
Boston, MA 02199

**BP Energy Co.**  
501 Westlake Park Boulevard  
(WL1 LR4.300B)  
Houston, TX 77079

**Canadian Niagara Power Co., Ltd.**  
1130 Bertie Street, PO Box 1218  
Fort Erie, Ontario Canada L2a5y2

**ConAgra Trade Group, Inc.**  
Eleven ConAgra Drive, Suite 5022  
Omaha, NE 68102-5022

**Consolidated Edison Company  
of New York**  
128 West End Ave.  
New York, NY 10023

**Consolidated Edison Solutions**  
701 Westchester Ave., Suite 201 W  
White Plains, NY 10604

**Constellation New Energy, Inc.**  
535 Boylston Street, Top Floor  
Boston, MA 02116

**Consumers Energy Co.**  
1945 W. Parnall Road  
Jackson, MI 49201

**Coral Power, LLC**  
909 Fannin Street, Suite 700  
Houston, TX 77010

**Danville (City of)**  
427 Patton Street  
Danville, VA 24541

**Delmarva Power & Light Co.**  
P.O. Box 6066  
Newark, DE 19714-6066

**Detroit Edison Co. (The)**  
2000 Second Avenue  
Detroit, MI 48226

**Duke Energy Trading and Marketing, LLC**  
5400 Westheimer Court  
Houston, TX 77056

**Duke Power Company, a Division  
of Duke Energy**  
526 S. Church Street  
Charlotte, NC 28201

**East Kentucky Power Coop., Inc.**  
4758 Lexington Road  
Winchester, KY 40392

**El Paso Marketing, L.P.**  
1001 Louisiana Street  
Houston, TX 77002

**Energy Authority (The)**  
76 South Laura Street  
Jacksonville, FL 32202

**Entergy Services, Inc.**  
Parkwood Two Building, Ste. 300  
10055 Grogan's Mill Road  
The Woodlands, TX 77380

**Florida Power & Light**  
11770 U.S. Highway 1  
South Tower, Fourth Floor  
North Palm Beach, FL 33408

**Florida Power Corporation**  
Attn: Contract Administration  
410 S. Wilmington St.  
Raleigh, NC 27601

**FPL Energy Power Marketing, Inc.**  
11770 U.S. Highway One  
P.O. Box 88825  
North Palm Beach, FL 33408

**Hamersville (Village of)**  
P.O. Box 219  
Hamersville, OH 45130

**IES Utilities, Inc.**  
300 Sheridan Ave,  
Centerville, IA 52544

**Illinois Municipal Electric Agency**  
919 South Spring Street  
Springfield, IL 62704

**Indiana Municipal Power Agency**  
11610 North College Avenue  
Carmel, IN 46032

**Indianapolis Power & Light Co.**  
25 Monument Circle  
Indianapolis, IN 46201

**Intercoast Power Marketing Co.**  
206 East Second St  
Davenport, IA 52801

**Kansas City Board of Public Utilities**  
700 Minnesota Avenue  
Kansas City, KS 66101

**Lebanon, OH (City of)**  
50 South Broadway  
Lebanon, OH 45036

**LG&E Energy Marketing Inc.**  
220 West Main Street 7th Floor  
Louisville, KY 40202

**Logansport, Indiana (City of)**  
6th & Broadway  
Logansport, IN 46947

**Louisiana Generating LLC**  
112 Telly St.  
New Roads, LA 70760

**Louisville Gas & Electric Co./  
Kentucky Utilities Co.**  
220 West Main Street  
Louisville, KY 40202

**Martinsville (City of)**  
55 West Church Street  
Martinsville, VA 24114

**MIECO, Inc.**  
Shoreline Square  
301 East Ocean Boulevard, Suite 1100  
Long Beach, CA 90802-4832

**New York State Electric & Gas Corp.**  
Corporate Drive  
Kirkwood Industrial Park, P.O. Box 5224  
Binghamton, NY 13902-5224

**NIPSCO Energy Services, Inc.**  
801 E. 86<sup>th</sup> Avenue  
Merrillville, IN 46410

**Nordic Electric, LLC**  
2010 Hogback Road, Suite 4  
Ann arbor, MI 48105

**Northeast Utilities Service Co.**  
107 Selden Street  
Berlin, CT 06037-1616

**Northern States Power Co.**

414 Nicollet Mall  
Minneapolis, MN 55401

**Northern Indiana Public Service Co.**

5265 Hohman Avenue  
Hammond, IN 46320-1775

**OGE Energy Resources, Inc.**

408 Central Park Two  
515 Central Park Drive, Suite 400  
Oklahoma City, OK 73105-1722

**Oglethorpe Power Corporation**

3100 East Exchange Place  
Tucker, GA 30085

**Ohio Valley Electric Corporation**

One Riverside Plaza  
Columbus, OH 43215

**Orange & Rockland Utilities Inc.**

390 West Route 59  
Spring Valley, NY 10977-5300

**Paragould Light and Water Commission**

1901 Jones Road  
Piketon, OH 45661

**PG&E Energy Trading – Power, L.P.**

7500 Old Georgetown Road, 13<sup>th</sup> Floor  
Bethesda, MD 20814

**Phibro Power LLC**

500 Nyala Farms Road  
Westport, CT 06880-6262

**Piqua, OH (The City of)**

123 Bridge Street  
Piqua, OH 45356-5001

**Portland General Electric Co.**

121 SW Salmon Street  
Portland, OR 97204

**Potomac Electric Power Co.**

1900 Pennsylvania Avenue, N.W.  
Washington, DC 20068

**PPM Energy, Inc.**

650 N.E. Holladay, Suite 700  
Portland, OR 97232

**Proliance Energy**

135 N. Pennsylvania Street  
Indianapolis, IN 46204-2482

**Quest Energy, L.L.C.**

173 Parkland Plaza, Suite B-1  
Ann Arbor, MI 48103

**Richlands (Town of)**

217 Railroad Avenue  
Richlands, VA 24641

**Ripley (Village of)**

P.O. Box 219  
Ripley, OH 45167

**Salem (City of)**

730 West Main Street  
Salem, VA 24153-0869

**Seminole Electric Cooperative, Inc.**

16313 N Dale Mabry Highway  
PO Box 272000  
Tampa, FL 33688

**Sempra Energy Trading Corp.**

58 Commerce Road  
Stamford, CT 06902

**Southeastern Power Administration**

2 S. Public Square  
Elberton, FA 30635

**Southern Company Services, Inc.**

600 North 18th Street, GS-8529  
Birmingham, AL 35202-2625

**Southern Indiana Gas & Electric Co.**

20 NW Fourth St.  
Evansville, IN 47708

**Springfield (City of) City Water, Light and Power**

800 E. Monroe, 4th Fl,  
Municipal Center East  
Springfield, IL 62757



**Stand Energy Corporation**  
1077 Celestial Street  
Rookwood Building, Suite 110  
Cincinnati, OH 45202

**SUEZ Energy Marketing NA, Inc.**  
1990 Post Oak Blvd, Suite 1900  
Houston, TX 77056

**Tallahassee (City of)**  
Electric Control Center  
400 E. Van Buren Street  
Tallahassee, FL 32301-4456

**Tennessee Power Co.**  
4612 Maria Street  
Chattanooga, TN 37411  
**Tennessee Valley Authority**  
1101 Market Street  
Chattanooga, TN 37402

**University of Missouri – Columbia**  
417 S. 5th Street  
Columbia, MO 65211

**Wabash Valley Power Association, Inc.**  
722 North High School Rd.  
Indianapolis, IN 46214

**Williamstown (City of)**  
P.O. Box 147  
Williamstown, KY 41097

**Wisconsin Electric Power Co.**  
231 W. Michigan Street, A214  
Milwaukee, WI 53203

**Wisconsin Public Service Corporation**  
700 N. Adams  
Green Bay, WI 54307

The Cinergy Operating Companies' wholesale customers under Market-Based Tariff No.

9 include the following:

**Allegheny Energy Supply Co., LLC**  
4350 Northern Pike  
Monroeville, PA 15146-2841

**Ameren Energy Marketing Co.**  
1901 Chouteau Ave., Mail Code AME 950  
St. Louis, MO 63166-6149

**Ameren Energy, Inc.**  
400 South Fourth Street  
St. Louis, MO 63102

**American Electric Power Service Corporation as agent for the AEP Operating Companies**  
155 West Nationwide Blvd.  
Columbus, OH 43215

**American Municipal Power – Ohio, Inc.**  
2600 Airport Drive  
Columbus, OH 43219

**Aquila Merchant Services, Inc.**  
1100 Walnut Street, Suite 3300  
Kansas City, MO 64106

**Barclays Bank**  
10 The South Colonnade  
Canary Wharf  
London, United Kingdom E14 4PU

**Big Rivers Electric Corp.**  
201 Third Street  
Henderson, KY 42420

**Braintree Electric Light Dept.**  
100 Foxborough Blvd  
Foxborough, MA 02035

**Brascan Energy Marketing, Inc.**  
2 Montreal Road West, Suite 200  
Masson-Angers,  
Quebec, Canada J8M2E1

**Bristol, Virginia (City of)**  
P.O. Box 8100, 15022 Lee Highway  
Bristol, VA 24203

**Calpine Energy Management, L.P.**  
717 Texas Avenue, Suite 1000  
Houston, TX 77002

**Calpine Energy Services, L.P.**  
717 Texas Avenue, Suite 1000  
Houston, TX 77002

**Cargill Power Markets, LLC**  
12700 Whitewater Drive  
Minnetonka, MN 55343

**Carolina Power & Light Co.**  
**D/b/a Progress Energy Carolinas, Inc.**  
410 S. Wilmington Street (PEB 9A)  
Raleigh, NC 27601

**Central Virginia Electric Coop.**  
PO Box 247  
Lovingsston, VA 22949

**Citadel Energy Products LLC**  
131 South Dearborn Street  
Chicago, Illinois 60603

**Citizens Electric Corp.**  
150 Merchant St.  
P.O. Box 311  
Ste. Genevieve, MO 63670

**City of Hamilton**  
345 High Street  
Hamilton, OH 45011

**Cleveland Public Power**  
1300 Lakeside Avenue  
Cleveland, Ohio 44114

**Cobb Electric Membership Corp.**  
100 EMC Parkway  
Marietta, GA 30061

**Commonwealth Energy Corp.**  
**d/b/a ElectricAmerica**  
15901 Red Hill Ave., Suite 100  
Tustin, CA 92780

**Conectiv Energy Supply, Inc.**  
500 North Wakefield Drive  
Newark, DE 19702

**ConocoPhillips Co.**  
600 North Dairy Ashford CH-1081  
Houston, TX 77079-1175

**Consolidated Edison Energy**  
701 Westchester Avenue, Suite 201 W  
White Plains, NY 10604

**Constellation Energy Commodities Group, Inc.**  
111 Market Place, Suite 500  
Baltimore, MD 21202

**Dominion Energy Marketing, Inc.**  
120 Tredegar Street  
Richmond, VA 23219

**DTE Energy Trading, Inc.**  
414 S. Main Street, Ste. 200  
Ann Arbor, MI 48104

**Duke Energy Marketing America**  
5400 Westheimer Court  
Houston, TX 77056

**Duquesne Light Co.**  
2839 New Beaver Ave.  
Pittsburgh, PA 15233

**Duquesne Power LP**  
411 Seventh Ave. M/D 8-2  
Pittsburgh, PA 15219

**Dynegy Power Marketing, Inc.**  
1000 Louisiana, Suite 5800  
Houston, Texas 77002-5050

**Eagle Energy Partners I, LP**  
4201 FM 1960 West, Suite 100  
Houston, TX 77068

**Edison Mission Marketing & Trading Inc.**  
160 Federal Street, 4th Floor  
Boston, MA 02110

**Exelon Energy Co.**  
2315 Enterprise Drive  
Westchester, IL 60154

**Exelon Generation Co., LLC**  
300 Exelon Way  
Kennett Square, PA 19348

**EnergyUSA-TPC Corp.**  
1500 165<sup>th</sup> Street, CISC Building  
Hammond, IN 46320

**FirstEnergy Solutions Corp.**  
395 Ghent Road, Room 114  
Akron, OH 44333

**Hoosier Energy REC, Inc.**  
7398 North State Road 37  
Bloomington, IN 47402-0908

**HQ Energy Services (US) Inc.**  
75, Rene-Levesque, 18<sup>th</sup> Floor  
Montreal (Quebec) H2Z 1A4

**Illinois Power Co.**  
P.O. Box 66149, Mail Code AME-950  
St. Louis, MO 63166-6149

**J Aron & Co.**  
85 Broad Street  
New York, NY 10004

**Kenergy Corp.**  
3111 Fairview Dr.  
Owensboro, KY 42303

**KGen Enterprise LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**KGen Hot Springs LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**KGen Marshall LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**KGen Murray I and II LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**KGen New Albany LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**KGen Sandersville LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**KGen Southhaven LLC**  
c/o KGen Power Mgmt Inc.  
1330 Post Oak Blvd.  
15th Floor, Four Oaks Place  
Houston, TX 77056

**Magnolia Energy LP**  
15 Wayside Rd  
Burlington, MA 01803-4609

**Merrill Lynch Commodities, Inc.**  
20 East Greenway Plaza, Suite 700  
Houston, TX 77046

**MidAmerican Energy Co.**  
4299 NW Urbandale Drive  
Urbandale, IA 50322

**Mirant Americas Energy Marketing L.P.**  
1155 Perimeter Center West, Ste 130  
Atlanta, GA 30338-5416

**Morgan Stanley Capital Group, Inc.**  
1585 Broadway, Fourth Floor  
New York, NY 10036

**New Covert Generating Co., LLC**  
7600 Wisconsin Ave  
Bethesda, MD 20814

**North Carolina Municipal Power Agency  
No. 1**  
1427 Meadowood Blvd  
Raleigh, NC 27604

**NRG Power Marketing**  
901 Marquette Ave., Ste. 2300  
Minneapolis, MN 55402-3265

**Occidental Power Services, Inc.**  
5 Greenway Plaza, Suite 110  
Houston, TX 77046

**ONEOK Energy Services Co., L.P.**  
100 West Fifth Street, Suite 1600  
Tulsa, OK 74103

**Ontario Power Generation, Inc.**  
700 University Ave, H9-H18  
Toronto Ontario, Canada M5G1X6

**Otter Tail Corp.**  
**d/b/a Otter Tail Power Co.**  
215 South Cascade  
Fergus Falls, MN 56538-0496

**Pepco Energy Services, Inc.**  
1300 North 17<sup>th</sup> Street, Suite 1600  
Arlington, VA 22209

**PPL Energy Plus Co LLC**  
2 North Ninth Street (GENTW20)  
Allentown, PA 18101-1179

**Progress Ventures, Inc.**  
PO Box 1551  
410 S. Wilmington Street, PEB9A  
Raleigh, NC 27601

**PSEG Energy Resources & Trade LLC**  
80 Park Plaza  
Newark, NJ 07102-4194

**Rainbow Energy Marketing Corporation**  
919 South 7th Street, Suite 405  
Bismarck, ND 58504

**Reliant Energy Services, Inc.**  
1111 Louisiana Street, Suite 1500  
Houston, TX 77210-4455

**Select Energy, Inc.**  
107 Selden Street  
Berlin CT 06037

**Sempra Energy Solutions**  
101 Ash Street, HQ11  
San Diego, CA 92101

**Southern Illinois Power Cooperative**  
11543 Lake of Egypt Road  
Marion, IL 62959-8500

**South Carolina Electric & Gas Co.**  
1426 Main Street, Mail Code 072  
Columbia, SC 29201

**Split Rock Energy LLC**  
301 Fourth Avenue South, Suite 860N  
Minneapolis, MN 55415

**Strategic Energy, LLC**  
2 Gateway Center  
Pittsburgh, PA 15222

**Taunton Municipal Light Plant**  
100 Foxborough Blvd, Suite 110  
Foxborough, MA 02035

**TECO Energy Source, Inc.**  
702 N. Franklin Street, Plaza 8  
Tampa, FL 33602

**Tenaska Power Services Co.**  
1701 East Lamar Blvd., Suite 100  
Arlington, TX 76006

**The Dayton Power & Light Co.**  
1900 Dryden Road, P.O. Box 1807  
Dayton, OH 45401

**TransAlta Energy Marketing (US) Inc.**  
Box 1900, Station "M"  
110-112th Ave. SW  
Calgary, Alberta T2P 2M1

**TXU Portfolio Management Co., LP**  
1717 Main Street, Suite 2000  
Dallas, TX 75201

**UBS AG**  
1500 Louisiana, 5<sup>th</sup> Floor  
Houston, TX 77002

**UGI Utilities, Inc.**  
100 Kachel Blvd., Suite 400  
Reading, PA 19612

**Utilities Commission, City of**  
**New Smyrna Beach, Florida**  
210 Sams Ave.,  
New Smyrna Beach, FL 32168

**Village of Georgetown**  
301 S. Main Street  
Georgetown, OH 45121

**Virginia Electric & Power Co.**  
120 Tredegar Street  
Richmond, VA 23219

**Westar Energy, Inc.**  
818 South Kansas Avenue  
Topeka, KS 66612

**Western Farmer's Electric Coop.**  
701 N.E. 7th Street  
Anadarko, OK 73005

**Williams Power Co., Inc.**  
One Williams Center  
Tulsa, OK 74172

**WPS Energy Services, Inc.**  
1088 Springhurst Drive  
Green Bay, WI 54304

PSI's wholesale customers served under PSI's First Revised Electric Rate Schedule Vol.

No. 1 are as follows:

**Town of Brooklyn**  
Brooklyn, IN 47872  
Attn: Town Clerk

**Town of Coatesville**  
Coatesville, IN 46121  
Attn: Town Clerk

**Town of Dublin**  
Dublin, IN 47335  
Attn: Town Clerk

**Town of Dunreith**  
Dunreith, IN 47337  
Attn: Town Clerk

**Town of Spiceland**  
Spiceland, IN 47385  
Attn: Town Clerk

**Town of Hagerstown**  
49 East College Street  
Hagerstown, IN 47346  
Attn: Town Clerk

**Town of Rockville**  
Rockville, IN 47872  
Attn: Town Clerk

**Town of Straughn**  
Straughn, IN 47387  
Attn: Town Clerk

**Town of Lewisville**

Lewisville, 47352  
Attn: Town Clerk

**Town of Thorntown**

Thorntown Utilities  
101 West Main Street  
Thorntown, IN 46071

**Town of Montezuma**

Municipal Utilities  
1325 North Jefferson Street  
Montezuma, IN 47862

**Town of Knightstown**

Light-Power Plant  
Knightstown, IN 46148

**Town of New Ross**

P.O. Box 156  
New Ross, IN 47968

**Town of Veedersburg**

Veedersburg, IN 47987  
Attn: Town Clerk

**Town of South Whitley**

P. O. Box 372  
South Whitley, IN 46787

**Town of Williamsport**

Williamsport, IN 47993

PSI serves the following customer under its First Revised Rate Schedule Vol. No. 234:

**Indiana Municipal Power Agency**

11610 North College Avenue  
Carmel, IN 46032

PSI serves the following customer under its First Revised Rate Schedule Vol. Nos. 267

and 268:

**Wabash Valley Power Association, Inc.**

722 North High School Road  
P. O. Box 24700  
Indianapolis, IN 46224

PSI serves the following customer under Service Agreement No. 264 to Electric Tariff

Vol. No. 5:

**City of Logansport**

Logansport Municipal Utilities  
City Building  
Logansport, IN 46947

PSI serves the following customer under its FERC Rate Schedule No. 255:

**City of Piqua**

123 Bridge Street  
Piqua, OH 45356

The current long-term firm transmission customers of CG&E and PSI, their locations and or Rate Schedule numbers of their transmission contracts are as follows:<sup>26</sup>

**American Municipal Power – Ohio, Inc.**  
2600 Airport Drive  
Columbus, OH 43219  
Rate Schedule Nos.: 237; 53

**Brooklyn Municipal Utilities**  
10 S. Main Street  
Brooklyn, IN 46111  
Rate Schedule No.: MUN

**Coatesville Light & Power Department**  
P.O. Box 143  
Coatesville, IN 46121  
Rate Schedule No.: MUN

**Columbus Southern Power Co.**  
215 North Front Street  
Columbus, OH 43215  
Rate Schedule No.: 37; 10/1/64 Basic  
Transmission & Facility Agreement

**Indiana Municipal Power Agency**  
11610 North College Avenue  
Carmel, IN 46032  
Rate Schedule No.: 253

**Dayton Power & Light Co. (The)**  
Courthouse Plaza Southwest  
Dayton, OH 45401  
Rate Schedule No.: 37; 3/1/84  
Basic Transmission & Facility  
Agreement; 10/1/64 Transmission &  
Facility Agreement

**Dublin Municipal Electric Light System**  
Cumberland Street, P.O. Box 145  
Dublin, IN 47335  
Rate Schedule No.: MUN

**Dunreith Electric Department**  
Box 219  
Dunreith, IN 47337  
Rate Schedule No.: MUN

**East Kentucky Power Coop., Inc.**  
4758 Lexington Road  
Winchester, KY 40391  
Rate Schedule Nos.: 43; 13

**Hagerstown Municipal Light Department**  
49 E. College Street  
Hagerstown, IN 47346  
Rate Schedule No.: MUN

**Hoosier Energy Rural Electric Coop., Inc.**  
7398 North State Road 37  
Bloomington, IN 47402-0908  
Rate Schedule No.: 222

**South Whitley Municipal Light & Power**  
118 E. Front Street, P.O. Box 372  
South Whitley, IN 46787  
Rate Schedule No.: MUN

**Spiceland Municipal Light Co.**  
130 E. Main Street, P.O. Box 386  
Spiceland, IN 47385  
Rate Schedule No.: MUN

**Knightstown Electric Utility**  
26 S. Washington Street  
Knightstown, IN 46148  
Rate Schedule No.: MUN

**Lewisville Municipal Light Department**  
Box 288  
Lewisville, IN 47352  
Rate Schedule No.: MUN

**Logansport Municipal Utilities**  
601 East Broadway, Number 101  
Logansport, IN 46947  
Rate Schedule No.: 256

---

<sup>26</sup> The MISO serves transmission customers under its TEMT. The transmission customers listed here are grandfathered transmission customers served by PSI and CG&E.

**Louisville Gas & Electric Co.**

220 West Main Street  
Louisville, KY 40202  
Rate Schedule No.: 17

**Montezuma Municipal Utilities**

1325 N. Jackson Street, P.O. Box 37  
Montezuma, IN 47862  
Rate Schedule No.: MUN

**New Ross Electric Service Department**

P.O. Box 156  
New Ross, IN 47968  
Rate Schedule No.: MUN

**Ohio Valley Electric Corp.**

P.O. Box 16631  
Columbus, OH 43216  
Rate Schedule No.: 49; 7/10/53  
Transmission Agreement

**Straughn Municipal Electric Plant**

P.O. Box 427  
Straughn, IN 47387  
Rate Schedule No.: MUN

**Tennessee Valley Authority**

4612 Maria Street  
Chattanooga, TN 37411  
Rate Schedule No.: 17

**Thorntown Utilities**

101 W. Main Street  
Thorntown, IN 46071  
Rate Schedule No.: MUN

**Town of Rockville**

P.O. Box 143  
Rockville, IN 47872  
Rate Schedule No.: MUN

**Veedersburg Municipal Electric Dept.**

118 Railroad Avenue  
Veedersburg, IN 47987  
Rate Schedule No.: MUN

**Wabash Valley Power Association, Inc.**

722 North High School Road  
Indianapolis, IN 46214  
Rate Schedule Nos.: 267; 253

**Williamsport Light & Water Utility**

29 N. Monroe Street  
Williamsport, IN 47993  
Rate Schedule No.: MUN



**Exhibit F-2: Duke Energy Wholesale Power Sales Customers and Unbundled Transmission Services Customers**

**A. Duke Power**

Duke Power, a Division of Duke Energy Corp., has contracts to sell power to the following customers at market-based rates pursuant to Rate Schedule MR (Market Rates), FERC Electric Tariff, Second Revised Volume No. 3:<sup>27</sup>

**Alabama Electric Coop., Inc.**  
2027 Three Notch St.  
Andalusia, AL 36420

**Florida Power & Light (FPLEMT)**  
11770 U.S. Highway One  
P.O. Box 88825  
North Palm Beach, FL 33408

**Alcoa Power Generating, Inc.**  
2300 Riverview Tower  
900 S. Gay Street  
Knoxville, TN 37902

**Florida Power Corp.,  
d/b/a Progress Energy Florida, Inc.**  
410 S. Wilmington St.  
Raleigh, NC 27601

**Allegheny Energy Supply Co., LLC**  
4350 Northern Pike  
Monroeville, PA 15146-2841

**Illinova Power Marketing, Inc.**  
6955 Union Park Center- Suite 300  
Midvale, UT 84047

**Alliant Energy Corporate Services, Inc.**  
200 1st St. Southeast, Suite 200  
Cedar Rapids, IA 52401

**Jacksonville Electric Authority**  
302 Lane Ave N  
Jacksonville, FL 32254

**Amerada Hess Corp.**  
1185 Avenue of the Americas  
New York, NY 10030

**LG&E Energy Marketing Inc.**  
220 West Main Street 7th Floor  
Louisville, KY 40202

**Ameren Energy, Inc.**  
400 South Fourth Street  
St. Louis, MO 63102

**MidCon Power Services Corp**  
701 E. 22nd St.  
Lombard, IL 60148

**American Electric Power Services Corp.**  
155 West Nationwide Blvd.  
Columbus, OH 43215

**Morgan Stanley Capital Grp**  
1585 Broadway, 4th Floor  
New York, NY 10036

---

<sup>27</sup> See Duke Power, Docket No. ER96-110 (letter order issued July 15, 2002); Duke Power, Docket No. ER96-110 (letter order issued May 14, 2002); Duke Power, a Division of Duke Energy Corp., 84 FERC ¶ 61,235 (1998); Duke Louis Dreyfus L.L.C., 73 FERC ¶ 61.309 (1995).

**American Municipal Power-Ohio, Inc.**  
2600 Airport Drive  
Columbus, OH 43219

**Aquila Merchant Services, Inc.**  
1100 Walnut Street, Suite 3300  
Kansas City, MO 64106

**Arkansas Electric Coop. Corp.**  
1 Cooperative Way  
Little Rock, AR 72209

**Associated Electric Coop., Inc.**  
2814 S. Golden  
Springfield, MO 65801

**Atlantic City Electric Co.**  
P.O. Box 6066  
Newark, DE 19714-6066

**Avista Energy, Inc.**  
470 Atlantic Avenue, 10th Floor  
Boston, MA 02210

**BP Energy Co.**  
501 Westlake Park Blvd. (WL1 LR4.300B)  
Houston, TX 77079

**Calpine Energy Services, L.P.**  
717 Texas Avenue, Suite 1000  
Houston, TX 77002

**Cargill Power Markets, LLC**  
12700 Whitewater Drive  
Minnetonka, MN 55343

**Carolina Power & Light Co.,  
d/b/a Progress Energy Carolinas, Inc.**  
410 S. Wilmington St. (PEB 9A)  
Raleigh, NC 27661-1748

**Cincinnati Gas & Elec Co. (The)**  
139 E. Fourth St.  
Cincinnati, OH 45201

**Municipal Electric Authority of Georgia**  
1470 Riveredge Pkwy NW  
Atlanta, GA 30328-7686

**NC Electric Membership Corp.**  
3400 Sumner Blvd. (Zip 27616)  
Post Office Box 27306 (Zip 27611-7306)  
Raleigh, NC

**NP Energy, Inc.**  
101 S. Fifth St.  
Louisville, KY 40202

**OGE Energy Resources Inc.**  
408 Central Park Two  
515 Central Park Drive, Suite 400  
Oklahoma City, OK 73105-1722

**Oglethorpe Power Corp.**  
3100 East Exchange Place  
Tucker, GA 30085

**PG&E Energy Trading-Power, L.P.**  
7500 Old Georgetown Road, 13th Floor  
Bethesda, MD 20814

**PPL EnergyPlus, LLC**  
2 North Ninth Street (GENTW20)  
Allentown, PA 18101-1179

**PSEG Energy Resources & Trade LLC**  
80 Park Plaza  
Newark, NJ 07102-4194

**Rainbow Energy Marketing Corp**  
919 South 7th Street, Suite 405  
Bismarck, ND 58504

**Reliant Energy Services, Inc.**  
1111 Louisiana Street, Suite 1500  
Houston, TX 77210-4455

**Saluda River Elec. Coop., Inc.**  
P.O. Box 929  
Laurens, SC 29360

**City of Tallahassee, Florida**  
City Hall  
300 South Adams St.  
Tallahassee, FL 32301

**Clinton Energy Management Services, Inc.**  
1400 Smith St.  
Houston, TX 7702

**Columbia Energy Power Marketing Corp.**  
1330 Post Oak Blvd. Fl 20  
Houston, TX 77056

**Commonwealth Edison Co.**  
10 Dearborn St., 37th Fl.  
Chicago, IL 60680

**Constellation Energy Commodities Group, Inc.**  
111 Market Place, Suite 500  
Baltimore, MD 21202

**Conectiv Energy Supply, Inc.**  
500 North Wakefield Drive  
Newark, DE 19702

**Coral Power, L.L.C.**  
909 Fannin Street, Suite 700  
Houston, TX 77010

**Dayton Power & Light Co. (The)  
(DP&L Power Services)**  
1065 Woodman Dr.  
Dayton, OH 45432

**Delmarva Power & Light Co.**  
P.O. Box 6066  
Newark, DE 19714-6066

**Detroit Edison Co.  
(Detroit Edison Merchant Operations)**  
2000 Second Ave.  
Detroit, MI 48226

**SCANA Energy Marketing, Inc.**  
100 Gateway Corporate Blvd. Suite 200  
Columbia, SC 29218

**Seminole Elec. Coop., Inc.**  
16313 N Dale Mabry Highway  
PO Box 272000  
Tampa, FL 33688

**Sempra Energy Trading Corp.**  
58 Commerce Road  
Stamford, CT 06902

**Sonat Power Marketing, LP**  
1900 Fifth Ave  
Birmingham, AL 35203

**Sonat Power Marketing, Inc.**  
1900 Fifth Ave  
Birmingham, AL 35203

**South Carolina Elec. & Gas Co.  
(SCE&G Power Marketing)**  
1426 Main Street, Mail Code 072  
Columbia, SC 29201

**South Carolina Public Service Authority  
(Santee Cooper)**  
1 Riverwood Dr.  
Moncks Corner, SC 29461-2901

**Southeastern Power Administration**  
2 S. Public Square  
Elberton, FA 30635

**Southern Company Energy Marketing, L.P.**  
1155 Perimeter Center, Suite 130  
Atlanta, GA 30338

**Southern Company Services Inc.**  
600 North 18th St., GS-8529  
Birmingham, AL 35202-2625

**DTE Energy Trading, Inc.**  
414 S. Main Street, Ste. 200  
Ann Arbor, MI 48104

**Duquesne Light Co.**  
2839 New Beaver Ave.  
Pittsburgh, PA 15233

**Dynegy Power Marketing, Inc.**  
1000 Louisiana, Suite 5800  
Houston, Texas 77002-5050

**East Kentucky Power Coop., Inc.**  
4758 Lexington Road  
Winchester, KY 40392

**El Paso Marketing, L.P.**  
1001 Louisiana Street  
Houston, TX 77002

**Energy Authority Inc. (The)**  
76 South Laura Street Suite 1500  
Jacksonville, FL 32202

**Enron Power Marketing Inc.**  
1400 Smith St.  
Houston, TX 77002

**Entergy Services Inc.**  
Parkwood Two Building, Suite 300  
10055 Grogan's Mill Road  
The Woodlands, TX 77380

**Exelon Generation Co., LLC**  
300 Exelon Way  
Kennett Square, PA 19348

**Federal Energy Sales, Inc.**  
20525 Detroit Rd., Ste 2  
Rocky River, OH 44116

**FirstEnergy Solutions Corp.**  
395 Ghent Road, Room 114  
Akron, OH 44333

**Teneska Power Services Co.**  
1701 East Lamar Blvd., Suite 100  
Arlington, TX 76006

**Tennessee Valley Authority BP Trading**  
400 W. Summit Hill Dr.  
Knoxville, TN 37902

**TransCanada Power Corp.**  
450 First Street SW  
Calgary, Alberta, Canada T2P 5H1

**TXU Energy Trading Co. LP**  
1717 Main Street, Suite 2000  
Dallas, TX 75201

**Union Electric Co.**  
1901 Choteau Ave  
St. Louis, MO 63103

**UtiliCorp United Inc.**  
20 West Ninth Street  
Kansas City, MO 64105

**Virginia Electric & Power Co.  
(Virginia Power Marketing)**  
120 Tredegar Street  
Richmond, VA 23219

**Vitol Gas & Electric LLC**  
Atlantic Avenue 10th Floor  
Boston, MA 02210-2208

**Western Power Services, Inc.**  
12200 North Pecos Street  
Denver, CO 80234

**Western Resources - KP&L**  
818 South Kansas Ave.  
P.O. Box 889  
Topeka, KS 66601

**Wisconsin Power & Light Co.**  
4902 N. Baltimore Ln.  
Madison, WI 53718

Duke Power has contracts to sell power to the following customers at market-based rates pursuant to Duke Operating Companies FERC Electric Tariff, Original Volume No. 5:<sup>28</sup>

**Cargill Power Markets, LLC**  
12700 Whitewater Drive  
Minnetonka, MN 55343

**Morgan Stanley Capital Group**  
1585 Broadway, 4th Floor  
New York, NY 10036

**Carolina Power & Light Co.,  
d/b/a Progress Energy Carolinas, Inc.**  
410 S. Wilmington Street (PEB 9A)  
Raleigh, NC 27601

**NC Municipal Power Agency No. 1**  
1427 Meadowood Blvd  
Raleigh, NC 27604

**Cobb Electric Membership Corp.**  
100 EMC Parkway  
Marietta, GA 30061

**Oglethorpe Power Corporation**  
3100 East Exchange Place  
Tucker, GA 30085

**Conectiv Energy Supply, Inc.**  
500 North Wakefield Drive  
Newark, Delaware 19702

**Old Dominion Electric Coop.**  
4201 Dominion Rd  
Glen Allen, VA 23060

**Consumers Energy Co.  
(Consumers Energy Traders)**  
1945 W. Parnall Road  
Jackson, MI 49201

**PJM Interconnection L.L.C.**  
955 Jefferson Ave  
Norristown, PA 19403

**ConocoPhillips Co.**  
600 North Dairy Ashford CH-1081  
Houston, TX 77079-1175

**Progress Ventures, Inc,  
d/b/a Progress Energy Ventures, Inc.**  
PO Box 1551  
410 S. Wilmington Street, PEB9A  
Raleigh, NC 27601

**Florida Power Corp.,  
d/b/a Progress Energy Florida, Inc.**  
410 S. Wilmington St.  
Raleigh, NC 27601

**Select Energy, Inc.**  
107 Selden Street  
Berlin CT 06037

**Hoosier Energy Rural Elec. Coop.**  
7398 North State Road 37  
Bloomington, IN 47402-0908

**South Carolina Elec. & Gas Co.  
(SCE&G Power Marketing)**  
1426 Main Street, Mail Code 072  
Columbia, SC 29201

---

<sup>28</sup> See Duke Power, a Division of Duke Energy Corp., Docket No. ER00-3454 (letter order issued Oct. 24, 2000).

**J. Aron & Co.**  
85 Broad Street  
New York, NY 10004

**Split Rock Energy LLC**  
301 Fourth Avenue South, Suite 860N  
Minneapolis, MN 55415

**Louisville Gas & Elec. Co.**  
220 West Main Street 7th Floor  
Louisville, KY 40202

**TransAlta Energy Marketing (U.S.) Inc.**  
Box 1900, Station "M"  
110-112th Avenue SW  
Calgary, Alberta T2P 2M1

**Merrill Lynch Capital Services, Inc.**  
c/o Merrill Lynch & Co., Inc.  
4 World Financial Center  
New York, New York 10080

**Wabash Valley Power Association, Inc.**  
722 North High School Rd.  
Indianapolis, IN 4621

**Merrill Lynch Commodities, Inc.**  
20 East Greenway Plaza, Suite 700  
Houston, TX 77046

**Westar Energy, Inc.**  
818 South Kansas Ave.  
Topeka, KS 66612

**Mirant Americas Energy Marketing, LP**  
1155 Perimeter Center West, Suite 130  
Atlanta, GA 30338-5416

**Williams Power Co., Inc.**  
One Williams Center  
Tulsa, OK 74172

Duke Power, DEMA, and DETM are each members of the Western Systems Power Pool ("WSPP") and are thus authorized to sell power at market-based rates under Western Systems Power Pool Rate Schedule FERC No. 6.

Duke Power serves the following wholesale customers under the Catawba Agreements described in Exhibit D-2 pursuant to the following rate schedules, some of whom are also served under Rate Schedule MR:

**North Carolina Municipal Power Agency  
Number 1**  
1427 Meadowwood Boulevard (Zip 27604)  
Post Office Box 29513 (Zip 27626-0513)  
Raleigh, North Carolina  
Association of Municipalities – NC  
First Revised Rate Schedule No. 280

**North Carolina Electric Membership Corp.**  
3400 Sumner Boulevard (Zip 27616)  
Post Office Box 27306 (Zip 27611-7306)  
Raleigh, NC  
Association of Electric Cooperatives – NC  
First Revised Rate Schedule No. 273

**Saluda River Electric Coop., Inc.**  
1776 Highway 14  
Post Office Box 929  
Laurens, SC 28360  
Association of Electric Cooperatives – SC  
First Revised Rate Schedule No. 274

**Piedmont Municipal Power Agency**  
121 Village Drive  
Greer, SC 29651  
Association of Municipalities – SC  
Rate Schedule No. 276

Duke Power serves the following wholesale customers pursuant to FERC Rate Schedule

10-A, Resale Service, Municipalities and Public Utility Companies:

**City of Concord**  
26 Union Street, South  
PO Box 308  
Concord, NC 28026  
Municipal Owned Utility  
Rate Schedule No. 298

**Town of Dallas**  
210 North Holland Street  
Dallas, NC 28034  
Municipal Owned Utility  
Rate Schedule No. 299

**City of Kings Mountain**  
101 West Gold Street  
PO Box 429  
Kings Mountain, NC 28086  
Municipal Owned Utility  
Rate Schedule No. 300

**Town of Due West**  
103 Main Street  
Due West, SC 29639  
Municipal Owned Utility  
Rate Schedule No. 301

**Town of Forest City**  
128 North Powell Street  
PO Box 728  
Forest City, NC 28043  
Municipal Owned Utility  
Rate Schedule No. 302

**Town of Prosperity**  
116 McNeary Street  
PO Box 36  
Prosperity, SC 29127  
Municipal Owned Utility  
Rate Schedule No. 303

**Lockhart Power Co.**  
420 River Street  
PO Box 10  
Lockhart, SC 29364  
Investor Owned Utility  
Rate Schedule No. 304

**Clemson University**  
Klugh Avenue  
Clemson, SC 29634  
State Owned Utility  
Rate Schedule No. No. 305

Duke Power serves the following wholesale customers pursuant to Schedule PL

(COSAC), Rate Schedule 307:

**Western Carolina University**  
Resale Electric Department  
HF Robinson Administration Building  
Cullowhee, NC 28723  
State Owned Utility

**Town of Highlands**  
P.O. Box 460  
Highlands, NC 2874  
Municipal Owned Utility

The following pre-Order 888 interconnection/interchange agreements are on file.

However, no business is being conducted under these agreements with the exception of rare purchases or sales of emergency power:

Rate Schedule FERC No. 4:

**Appalachian Electric Power Co.**  
1 Riverside Plaza  
Columbus, OH 43215-2372

Rate Schedule FERC No. 10:

**Carolina Power & Light Co.,  
d/b/a Progress Energy Carolinas, Inc.**  
410 S. Wilmington Street (PEB 9A)  
Raleigh, NC 27601

Rate Schedule FERC No. 285:

**Florida Power & Light Co.**  
11770 U.S. Highway 1  
South Tower, Fourth Floor  
North Palm Beach, FL 33408

Rate Schedule FERC No. 286:

**Jacksonville Electric Authority**  
302 Lane Ave N  
Jacksonville, FL 32254

Rate Schedule FERC No. 287:

**Florida Power Corp.**  
410 S. Wilmington St.  
Raleigh, NC 27601

Rate Schedule FERC No. 288:

**Seminole Electric Coop.**  
16313 N Dale Mabry Highway  
PO Box 272000  
Tampa, FL 33688

Rate Schedule FERC No. 290:

**Cajun Electric Power Coop., Inc.**  
10719 Airline Highway  
P.O. Box 15540  
Baton Rouge, Louisiana 70895



Rate Schedule FERC No. 292:	<b>Southern Company Services, Inc.</b> 600 North 18th Street, GS-8529 Birmingham, AL 35202-2625
Rate Schedule FERC No. 293:	<b>South Carolina Public Service Authority (Santee Cooper)</b> 1 Riverwood Dr. Moncks Corner, SC 29461-2901
Rate Schedule FERC No. 294:	<b>South Carolina Elec. &amp; Gas Co. (SCE&amp;G Power Marketing)</b> 1426 Main Street, Mail Code 072 Columbia, SC 2920
Rate Schedule FERC No. 295:	<b>Oglethorpe Power Corp.</b> 3100 East Exchange Place Tucker, GA 30085
Rate Schedule FERC No. 297:	<b>Enron Power Marketing, Inc.</b> 1400 Smith St. Houston, TX 77002
Rate Schedule FERC No. 306:	<b>Tennessee Valley Authority</b> 400 W. Summit Hill Dr. Knoxville, TN 37902

The current transmission customers of Duke Power are as follows:

<b>Alcoa Power Generating dba Alcoa Trading</b> 2300 Riverview Tower 900 S. Gay Street Knoxville, TN 37902	<b>Amerada Hess Corp.</b> 1185 Avenue of the Americas New York, NY 10030
<b>Allegheny Energy</b> 800 Cabin Hill Dr. Greensburg, PA 15601-1689	<b>American Electric Power Service Corp.</b> 155 West Nationwide Blvd. Columbus, OH 43215
<b>Aquila Energy Corp.</b> 1250 West Hastings ST. Vancouver, BC Canada, V6E 2MA	<b>BP Energy Co.</b> 501 Westlake Park Blvd. (WL1 LR4.300B) Houston, TX 77079
<b>Avista Energy, Inc.</b> 470 Atlantic Avenue, 10th Floor Boston, MA 02210	<b>Broad River Energy, LLC</b> c/o Calpine Northbrook 650 Dundee Rd., Suite 350 Northbrook, IL 60062

**Calpine Power Services Co.**  
717 Texas Ave Suite 1000  
Houston, TX 77002

**Cargill-Alliant, LLC**  
6000 Clearwater Drive  
Minnetonka, MN 55343

**Carolina Power & Light Co.**  
410 S. Wilmington St.  
Raleigh, NC 27601-1748

**Cherokee County Cogeneration Partners,  
L.P.**  
700 Universe Blvd.  
Juno Beach, FL 33408

**Cincinnati Gas & Electric Co. (The) and  
PSI Energy, Inc.**  
139 E. Fourth St.  
Cincinnati, OH 45202  
**Cinergy Services, Inc**  
139 E. Fourth St.  
Cincinnati, OH 45202

**City of Concord**  
26 Union St.  
South Concord, NC 28025

**City of Greenwood**  
520 Monument St.  
Greenwood, SC 29646

**City of Seneca**  
250 East North Second Street  
Seneca, SC 29679

**CMS Energy Services Corporation**  
One Energy Plaza  
Jackson, MI 49201

**Cobb Electric Membership Corp.**  
1000 EMC Parkway  
Marietta, GA 30061

**Columbia Energy Power Marketing Corp.**  
1330 Post Oak Blvd. FL. 20  
Houston, TX 77056

**Conectiv Energy Supply, Inc.**  
500 North Wakefield Drive  
Newark, Delaware 19702

**ConocoPhillips Co.**  
600 North Dairy Ashford CH-1081  
Houston, TX 77079-1175

**Constellation Power Source, Inc**  
111 Market Place, Suite 500  
Baltimore, MD 21202

**Consumers Energy Co.**  
1945 W. Parnall Road  
Jackson, MI 49201

**Coral Power LLC**  
909 Fannin Street, Suite 700  
Houston, TX 77010

**Dayton Power & Light Co.**  
1065 Woodman Dr.  
Dayton, OH 45432

**DTE Energy Trading, Inc.**  
414 S. Main Street, Ste. 200  
Ann Arbor, MI 48104

**Duke Energy Marketing America, LLC**  
5400 Westheimer Court  
Houston, TX 77056

**Duke Energy Trading & Marketing**  
5400 Westheimer Court  
Houston, TX 77056

**Duke Power, a division of Duke Energy  
Corporation**  
P.O. Box 1244  
Charlotte, NC 28201-1244

**Dynergy Corp.**  
1000 Louisiana  
Houston, TX 77002

**Eagle Energy Partners I, L.P.**  
4201 FM 1960 West, Suite 100  
Houston, TX 77068

**Edison Mission Marketing & Trading, Inc.**  
160 Federal ST.  
Boston, MA 02110

**El Paso Merchant Energy L.P.**  
1001 Louisiana Street  
Houston, TX 77002

**Florida Power & Light Co.**  
11770 U.S. Highway 1  
South Tower, Fourth Floor  
North Palm Beach, FL 33408

**Florida Power Corp.**  
410 S. Wilmington St.  
Raleigh, NC 27601

**FPL Energy Power Marketing, Inc.**  
11770 U.S. Highway One  
P.O. Box 88825  
North Palm Beach, FL 33408

**H.Q. Energy Services (U.S.) Inc.**  
C/O Hydro-Québec Production  
75 boul. René-Lévesque Ouest  
17th Floor  
Montréal, Québec H2Z 1A4

**J. Aron & Co.**  
85 Broad St.  
New York, NY 10004

**Jacksonville Electric Authority**  
21 W. Church St.  
Jacksonville, FL 32202-3139

**LG&E Energy Markting Inc.**  
220 West Main Street 7th Floor  
Louisville, KY 40202

**LG&E Power Marketing, Inc.**  
12500 Fair Lakes Circle, Suite 350  
Fairfax, VA 22033

**Louisville Gas & Electric Co.**  
220 West Main Street  
Louisville, KY 40202

**Merrill Lynch Commodities, Inc.**  
20 East Greenway Plaza, Suite 700  
Houston, TX 77046

**Michigan Electric Power Coordination  
Center**  
1901 South Wagner Rd.  
Ann Arbor, MI 48103

**Morgan Stanley Capital Group Inc.**  
1585 Broadway, 4th Floor  
New York, NY 10036

**Municipal Electric Authority of Georgia**  
1470 Riveredge Pkwy. NW  
Atlanta, GA 30328-4686

**New Horizon Electric Coop., Inc.**  
P.O. Box 1169  
Laurens, SC 29360

**New York State Electric & Gas Corp.**  
James A. Carrig Center, Corporate Dr.  
Binghamton, NY 13902-5224

**North American Energy Conservation, Inc.**  
100 Clinton Square, Suite 400  
Syracuse, NY 13202-1012

**North Carolina Electric Membership Corp., Inc.**  
3400 Sumner Boulevard (Zip 27616)  
Post Office Box 27306 (Zip 27611-7306)  
Raleigh, NC

**North Carolina Municipal Power Agency Number 1**  
1427 Meadowood Blvd  
Raleigh, NC 27604

**Northern States Power**  
414 Nicollet Mall  
Minneapolis, MN 55401

**Occidental Power Services, Inc.**  
5 Greenway Plaza, Suite 110  
Houston, TX 77046

**OGE Energy Resources, Inc.**  
408 Central Park Two  
515 Central Park Drive, Suite 400  
Oklahoma City, OK 73105-1722

**Oglethorpe Power Corp.**  
3100 East Exchange Place  
Tucker, GA 30085

**Ohio Edison Co.**  
76 S. Main ST.  
Akron, OH 44308

**PacifiCorp Power Marketing, Inc.**  
825 N.E. Multnomah, Suite 600  
Portland, OR 97232

**PP&L Energy Plus Co.**  
2 North Ninth Street (GENTW20)  
Allentown, PA 18101-1179

**Progress Ventures**  
PO Box 1551  
410 S. Wilmington Street, PEB9A  
Raleigh, NC 27601

**Public Service Company of Colorado**  
1099 18th St.  
Denver, CO 80202

**Public Service Electric & Gas Co.**  
80 Park Plaza  
Newark, NJ 07102

**Rainbow Energy Marketing Corp.**  
919 South 7th Street, Suite 405  
Bismarck, ND 58504

**Reliant Energy Services, Inc.**  
1111 Louisiana Street, Suite 1500  
Houston, TX 77210-4455

**Rockingham Power**  
240 Ernest Dr.  
Reidsville, NC 27320

**Rowan County Power**  
410 S. Wilmington St. 333-4  
Raleigh, NC 27601

**SCANA Energy Marketing, Inc.**  
246 Stoneridge Dr., Suite 300  
Columbia, SC 29210

**Sempra Energy Trading Corp.**  
58 Commerce Road  
Stamford, CT 06902

**South Carolina Electric & Gas Co.**  
1426 Main Street, Mail Code 072  
Columbia, SC 29201

**South Carolina Public Service Authority**  
1 Riverwood Dr.  
Moncks Corner, SC 29461-2901

**Southeastern Power Administration**  
2 S. Public Square  
Elberton, FA 30635

**Southern Company Services, Inc.**  
600 North 18<sup>th</sup> Street, GS-8529  
Birmingham, AL 35202-2625

**Split Rock Energy LLC**  
301 Fourth Avenue South, Suite 860N  
Minneapolis, MN 5541

**TXU Energy Trading Co.**  
1717 Main Street, Suite 2000  
Dallas, TX 75201

**Tampa Electric Co.**  
TECO Plaza, 702 N. Franklin St.  
Tampa, FL 33602

**UBS AG, London Branch**  
1500 Louisiana Steet  
Hudson, TX 77002

**Tenaska Power Services Co.**  
2000 East Lamar , Suite 450  
Arlington, TX 76006

**Virginia Electric & Power Co.**  
701 E. Cary St.  
Richmond, VA 23219

**Tennessee Valley Authority**  
400 W. Summit Hill Dr.  
Knoxville, TN 37902

**Westar Energy, Inc.**  
818 South Kansas Avenue  
Topeka, KS 66612

**The Energy Authority, Inc.**  
76 South Laura Street Suite 1500  
Jacksonville, FL 32202

**Williams Energy Services Co.**  
P.O. Box 2848  
Tulsa, OK 74101

**Tractebel Energy Marketing, Inc.**  
1990 Post Oak Blvd., Suite 1800  
Houston, TX 77056

**Western Carolina Energy LLC**  
1216 Blowing Rock Blvd. NE  
Lenoir, NC 28645

**TransAlta Energy Marketing (U.S.) Inc.**  
Box 1900, Station "M"  
110-112<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 2M1

**Yadkin, Inc.**  
300 N. Hall Rd.  
Alcoa, TN 37701

**B. Wholesale Customers of DENA Affiliates and Subsidiaries**

**1. Duke Energy Marketing America, LLC**

Duke Energy Marketing America, LLC ("DEMA") is authorized to sell electric energy, capacity, and ancillary services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. DEMA's wholesale customers under the this tariff include the following:

**Allegheny Energy Supply Co., L.L.C.**  
4350 Northern Pike  
Monroeville, PA 15146-2841

**Kansas City Power & Light Co.**  
P.O. Box 418679  
Kansas City, MO 64141-9679

**Ameren Energy Marketing Co.**  
1901 Chouteau Ave. MC-950  
St. Louis, MO 63103

**Los Alamos County**  
P. O. Box Drawer 1030  
Los Alamos, CA 87544

**Ameren Energy, Inc.** as Agent for  
One Ameren Plaza  
1901 Chouteau Ave.  
St. Louis, MO 63103

**American Electric Power Service Corp.**  
5718 Westheimer, Suite 1660  
Houston, TX 77057

**Aquila Merchant Services, Inc.**  
20 West Ninth St.  
Kansas City, MO 64106

**Arizona Electric Power Coop., Inc.**  
P.O. Box 670  
Benson, AZ 85602-0670

**Arizona Public Service Co.**  
P.O. Box 53999, MS 9842  
Phoenix, AZ 85072-3999

**Arkansas Electric Coop. Corp.**  
8000 Scott Hamilton Dr.  
Little Rock, AR 72219-4208

**Associated Electric Coop., Inc.**  
8000 Scott Hamilton Dr.  
Little Rock, AR 72209-8000

**Bonneville Power Administration**  
P.O. Box 3621  
Portland, OR 97208-3621

**BP Energy Co.**  
P.O. Box 3047  
Houston, TX 77253

**Brascan Energy Marketing Inc.**  
2 Montreal Road West, Suite 200  
Masson-Angers,  
Quebec, Canada J8M2E1

**California Department of Water Resources**  
1416 Ninth St., Room 841  
Sacramento, CA 95814

**Los Angeles Dept. of Water & Power**  
111 North Hope St.  
Room 456  
Los Angeles, CA 90012

**Louisiana Energy & Power Authority**  
210 Venture Way  
Lafayette, LA 70507-5319

**Maine Electric Power Co.**  
83 Edison Dr.  
Augusta, ME 04330

**Midwest Ind. Transmission System  
Operator, Inc.**  
701 City Center Dr.  
Carmel, IN 46032

**Mirant Americas Energy Marketing, LP**  
1155 Perimeter Center West  
Suite 130  
Atlanta, GA 30338-5416

**Modesto Irrigation District**  
P.O. Box 4060  
Modesto, CA 95352

**Morgan Stanley Capital Group Inc.**  
1585 Broadway  
New York, NY 10036

**Nevada Power Co.**  
P.O. Box 230  
Las Vegas, NV 89151-0230

**Northern California Power Agency**  
180 Cirby Way  
Roseville, CA 95678

**NorthWestern Energy, a div. of  
NorthWestern Corp.**  
125 S. Dakota Ave.  
Sioux Falls, SD 57104-6403

**NRG Power Marketing Inc.**  
901 Marquette Ave., Suite 2300  
Minneapolis, MN 55402-3265

**California Dept of Water Resources -  
Emergency Div**  
1416 9th St., Room 841  
Sacramento, CA 95814

**California Independent System Operator  
Corp.**  
101 Blue Ravine Road  
Folsom, CA 95673-9015

**Cargill Power Markets, LLC**  
12700 Whitewater Dr.  
Minnetonka, MN 55343

**Chehalis Power Generating Limited  
Partnership**  
1177 West Loop South  
Houston, TX 77027

**Cincinnati Gas & Electric Co. (The)  
Cinergy Corp.**  
P.O. Box 960, Room EA502  
Cincinnati, OH 45201

**City of Anaheim**  
201 S. Anaheim Blvd., Suite 802  
Anaheim, CA 92805

**City of Azusa, California**  
729 North Azusa Ave.  
Azusa, CA 91702

**City of Burbank, California**  
City of Burbank - BWP  
P.O. Box 631  
Burbank, CA 91503-0631

**City of Farmington, New Mexico**  
800 Municipal Dr.  
Farmington, NM 87401-2663

**City of Riverside, California**  
3900 Main St.  
Riverside, CA 92522

**Occidental Power Services, Inc.**  
P.O. Box 27570  
Houston, TX 77227-7570

**ONEOK Energy Services Co., L.P.**  
100 West Fifth St.  
Tulsa, OK 74103

**Pacific Gas & Electric Co.**  
PO Box 770000  
San Francisco, CA 94177

**PJM Interconnection, L.L.C.**  
955 Jefferson Ave.  
Valley Forge Corporate Center  
Norristown, PA 17403-2497

**Powerex Corp.**  
1400 - 666 Berard St.  
Vancouver, [??] V6C 2X8

**PPL EnergyPlus, LLC**  
c/o PPL Corp.  
2 N. Ninth St.  
Allentown, PA 18101-1179

**PPM Energy, Inc.**  
1125 NW Couch, Suite 700  
Portland, OR 97209

**Progress Ventures, Inc.**  
410 South Wilmington St.  
PEB19A  
Raleigh, NC 27601

**PSEG Energy Resources & Trade LLC**  
Central and South West Services, Inc.  
P. O. Box 21928  
Tulsa, OK 74121-1928

**Public Service Company of Colorado**  
1099 18th St., Suite 3000  
Denver, CO 80202

**City of Santa Clara, California**  
1500 Warburton Ave  
Santa Clara, CA 95050

**Commonwealth Energy Corp.**  
15901 Red Hill Ave, Suite 100  
Tustin, CA 92780

**ConocoPhillips Co.**  
600 N. Dairy Ashford  
Houston, TX 77079

**Constellation Energy Commodities Group, Inc.**  
111 Market Place, Suite 500  
Baltimore, MD 21202

**Consumers Energy Co.**  
1945 W. Parnall Rd.  
Jackson, MI 49201-8643

**Dayton Power & Light Co. (The)**  
1065 Woodman Dr.  
Dayton, OH 45401-1247

**Detroit Edison Co. (The)**  
2000 2nd Ave. 404 SB  
Detroit, MI 48226-1279

**Dominion Energy Marketing, Inc.**  
120 Tredegar St. - DEC  
Richmond, VA 23219

**DTE Energy Trading, Inc.**  
414 S. Main  
Ann Arbor, MI 48104

**Duke Energy Trading and Marketing, L.L.C.**  
5400 Westheimer  
Houston, TX 77056

**Public Service Company of New Mexico**  
2401 Aztec N.E. MS-Z220  
Bulk Power Sales  
Albuquerque, NM 87107

**Public Utility District No. 1 of Chelan County, Wa**  
P.O. Box 1231  
Wenatchee, WA 98807-1231

**Puget Sound Energy, Inc.**  
411 108th Ave. N.E.  
Bellevue, WA 98004-5515

**Rainbow Energy Marketing Corp.**  
Cloverleaf Office Bldg 6  
6803 West 64th St. Suite 108  
Overleaf Park, KS 66202

**Reliant Energy Services, Inc.**  
1000 Main  
Houston, TX 77002

**Sacramento Municipal Utility District**  
6001 South St.  
Sacramento, CA 95817

**Salt River Project Agricultural Improvement & Power Dist**  
P.O. Box 52025  
Phoenix, AZ 85072-2025

**San Diego Gas & Electric Co.**  
8315 Century Park Court, Suite 21D  
San Diego, CA 92123-1593

**Seattle City Light**  
Key Tower  
700 5th Ave., Suite 3100  
Seattle, WA 98104

**Select Energy, Inc.**  
P.O. Box 270  
Hartford, CT 06141-0270



**Duquesne Light Co.**  
2839 New Beaver Ave.  
N2-SO  
Pittsburgh, PA 15233

**Duquesne Power, L.P.**  
411 Seventh Ave. M/D 8-2  
Pittsburgh, PA 15219

**Eagle Energy Partners I, L.P.**  
4201 FM 1960 West  
Suite 100  
Houston, TX 77068

**East Kentucky Power Coop., Inc.**  
4758 Lexington Rd. (40391)  
P. O. Box 707  
Winchester, KY 40392-0707

**El Paso Electric Co.**  
P.O. Box 982 Location 702  
El Paso, TX 79960

**El Paso Marketing, L.P.**  
P.O. Box 2511  
Houston, TX 77252-2511

**Elwood Energy LLC**  
130 E. Randolph Dr.  
Chicago, IL 60601

**Empire District Electric Co. (The)**  
P.O. Box 127  
Joplin, MO 64802

**Entergy Gulf States Inc.**  
P.O. Box 2951  
Beaumont, TX 77704

**Entergy Louisiana, Inc.**  
P.O. Box 61000  
New Orleans, LA 70161-1000

**Sempra Energy Trading Corp.**  
One Greenwich Plaza  
Greenwich, CT 06830

**South Carolina Electric & Gas Co.**  
1426 Main St.  
Columbia, SC 29201

**Southern California Edison Co.**  
P.O. Box 800  
Rosemead, CA 91770

**Southern Company Services, Inc.**  
P.O. Box 2625  
Birmingham, AL 35202

**Southern Indiana Gas & Electric Co.**  
P.O. Box 569  
Evansville, IN 47741-0001

**Southwest Power Pool, Inc.**  
415 North McKinley  
#700 Plaza West  
Little Rock, AR 72205-3020

**Southwest Transmission Coop., Inc.**  
1000 South Highway 80  
Benson, AZ 85602

**Split Rock Energy LLC**  
30 West Superior  
Duluth, MN 55802

**Tampa Electric Co.**  
P.O. Box 111  
Tampa, FL 33601-0111

**Tenaska Power Services Co.**  
1044 N. 115th St.  
Suite 400  
Omaha, NE 68154

**Entergy New Orleans Inc.**  
P.O. Box 61005  
New Orleans, LA 70161

**Entergy Services Inc.**  
Parkwood Bldg. #2  
10055 Grogans Mill Rd., Suite 300  
The Woodland, TX 77380

**EPCOR Merchant and Capital (US) Inc.**  
800, 505 - 2nd St. SW  
Calgary, [??] T2P 1N8

**Exelon Generating L.L.C.**  
300 Exelon Square  
Kennett Square, PA 19348

**Exelon Generation Co., LLC**  
300 Exelon Way  
Kennett Square, PA 19348

**FirstEnergy Solutions Corp.**  
395 Ghent Road  
Akron, OH 44333

**Georgia Power Co.**  
P.O. Box 2625  
Birmingham, AL 35202

**Hoosier Energy Rural Electric Coop., Inc.**  
N. State Road 37  
Bloomington, IN 47402-0908

**Illinois Power Co.**  
2701 N. Martin Luther King Dr.  
Decatur, IL 62526-2475

**Imperial Irrigation District**  
P.O. Box 937  
Imperial, CA 92251-0937

**ISONew England, Inc.**  
One Sullivan Road  
Holyoke, MA 01040-2841

**Tennessee Valley Authority**  
1101 Market St.  
Chattanooga, TN 37402

**Tucson Electric Power**  
3950 East Irvington Road  
Tucson, AZ 85712

**Turlock Irrigation District**  
333 East Canal Dr.  
Turlock, CA 95381

**UBS AG**  
1500 Louisiana St.  
Houston, TX 77002

**Wabash Valley Power Association, Inc.**  
722 North High School Rd.  
Indianapolis, IN 46214

**WAPA - Sierra NV Region**  
114 Parkshore Dr.  
Folsom, CA 95630-4710

**Westar Energy, Inc.**  
P. O. Box 889  
Topeka, KS 66601-0889

**Western Area Power Administration**  
P. O. Box 35800  
Billings, MT 59107-5800

**Western Farmers Electric Coop.**  
701 N. East 7th  
PO Box 429  
Anadarko, OK 73005

**Williams Power Co., Inc.**  
P O Box 700  
Bloomfield, NM 87413

**WPS Energy Services, Inc.**  
1088 Springhurst Dr.  
Green Bay, WI 54304

## 2. Duke Energy Trading and Marketing, L.L.C.

Duke Energy Trading and Marketing, L.L.C. ("DETM") is authorized to sell electric energy, capacity, and ancillary services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. DETM's wholesale customers under this tariff include the following:

**A.L. Power Limited Liability Co.**  
12727 Featherwood, Suite 108  
Houston, TX 77034

**Alabama Electric Coop., Inc.**  
P. O. Box 550  
Andalusia, IL 36420

**Allegheny Energy Supply Co., L.L.C.**  
4350 Northern Pike  
Monroeville, PA 15146-2841

**Alliant Energy Corp.**  
4902 N. Biltmore  
P.O. Box 77007  
Madison, MI 53707-1007

**Amerada Hess Corp.**  
P.O. Box 201544  
Houston, TX 77216-1544

**Ameren Energy Marketing Co.**  
1901 Chouteau Ave. MC-950  
St. Louis, MO 63103

**Ameren Energy, Inc.** as Agent for  
One Ameren Plaza  
1901 Chouteau Ave.  
St. Louis, MO 63103

**Ameren Services Co.**  
P.O. Box 66149  
St. Louis, MO 63166-6149

**Amerex Power, Ltd.**  
One Sugar Creek Center Blvd.  
Suite 700  
Sugar Land, TX 77478

**Imperial Irrigation District**  
P.O. Box 937  
Imperial, CA 92251-0937

**Indiana Municipal Power Agency**  
11610 N. College Avenue  
Carmel, CA 46032

**Indianapolis Power & Light Co.**  
P.O. Box 1595  
Indianapolis, IN 46206-1595

**Intel Corp.**  
2200 Mission College Blvd.  
Santa Clara, CA 95052

**ISO New England, Inc.**  
One Sullivan Rd.  
Holyoke, MA 01040-2841

**J. Aron & Co.**  
85 Broad St.  
New York, NY 10004

**Jacksonville Electric Authority**  
7720 Ramona Blvd.  
Jacksonville, FL 32221

**Jersey Central Power & Light Co.**  
395 Ghent Road  
Akron, OH 44333

**Kansas City Board of Public Utilities**  
312 N. St.  
Kansas City, KS 66101

**American Electric Power Service Corp.**  
5718 Westheimer, Suite 1660  
Houston, TX 77057

**American Electric Pwr Svc Corp agent/AEP  
OP Co's**  
155 West Nationwide Blvd.  
Columbus, OH 43215

**American Municipal Power - Ohio, Inc.**  
601 Dempsey Rd.  
Westerville, OH 43081

**American Transmission Co. LLC**  
N 19 23993 Ridgeview Parkway W.  
Waukesha, WI 53187-0047

**Aquila Merchant Services, Inc.**  
20 West Ninth St.  
Kansas City, MO 64106

**Aquila Networks Canada (Alberta) Ltd.**  
P.O. Box 2570  
Accounts Receivable  
Calgary, Alberta,  
Canada T2P 5H4

**Arizona Public Service Co.**  
P.O. Box 53999, MS 9842  
Phoenix, AZ 85072-3999

**Arkansas Electric Coop. Corp.**  
8000 Scott Hamilton Dr.  
Little Rock, AR 72219-4208

**Associated Electric Coop., Inc.**  
8000 Scott Hamilton Dr.  
Little Rock, AR 72209-8000

**Automated Power Exchange, Inc.**  
5201 Great America Parkway, Suite 522  
Santa Clara, CA 95054

**Kansas City Power & Light Co.**  
P.O. Box 418679  
Kansas City, MO 64141

**LG&E Energy Marketing Inc.**  
220 W. Main St.  
Louisville, KY 40202

**Los Alamos County**  
P. O. Box Drawer 1030  
Los Alamos, CA 87544

**Los Angeles Dept. of Water & Power**  
111 North Hope St.  
Room 456  
Los Angeles, CA 90012

**Louisiana Energy & Power Authority**  
210 Venture Way  
Lafayette, LA 70507-5319

**Louisville Gas & Electric Co./Kentucky  
Utilities Co**  
220 West Main St.  
Louisville, KY 40202

**Louisville Gas & Electric Co.**  
220 West Main St., 7th Floor  
Louisville, KY 40202

**Madison Gas and Electric Co.**  
133 South Blair St.  
Madison, WI 53701

**Maine Electric Power Co.**  
83 EDISON DR.  
Augusta, GA 04336

**Merrill Lynch Capital Services, Inc.**  
Global Power Trdg Grp, World Fin'l Cntr  
North Tower, 7th Flr -- 250 Vesey St.  
New York, NY 10281-1307

**Avista Corp.**  
1411 E Mission Ave.  
P.O. Box 3727  
Spokane, WA 99220-2600

**Avista Energy, Inc.**  
201 W. North River Dr., Suite 610  
Spokane, WA 99201

**Baltimore Gas & Electric Co.**  
P.O. Box 1475  
Baltimore, MD 21203-1475

**Bangor Hydro-Electric Co.**  
33 State St.  
Bangor, ME 04401

**Benton, Arkansas, City of**  
114 East St.  
Benton, AR 72015

**Boeing Co.**  
P.O. Box 3707, 7X-71  
Seattle, WA 98124-2207

**Bonneville Power Administration**  
P.O. Box 3621  
Portland, OR 97208-3621

**Bp Corp. North America, Inc.**  
P.O. Box 87703  
Chicago, IL 60680-0703

**BP Energy Co.**  
P.O. Box 3047  
Houston, TX 77253

**Braintree Electric Light Department**  
100 Foxborough Blvd. Ste. 110  
Foxborough, MA 02035

**Brascan Energy Marketing Inc.**  
2 Montreal Road West  
Masson-Angers, Quebec  
Canada J8M 1K6

**Merrill Lynch Commodities, Inc.**  
20 E. Greenway Plaza, Suite 700  
Houston, TX 77046

**Metropolitan Edison Co.**  
395 Ghent Road  
Arkon, OH 44333

**Michigan Electric Transmission Co., LLC**  
540 Avis Dr.  
Ann Arbor, MI 48708

**MidAmerican Energy Co.**  
4299 NW Urbandale Dr.  
Urbandale, IA 50322

**Midwest Ind. Transmission System  
Operator, Inc.**  
701 City Center Dr.  
Carmel, CA 46032

**MIECO, Inc.**  
301 East Ocean Blvd., Suite 1100  
Long Beach, CA 90802

**Mirant Americas Energy Marketing, LP**  
1155 Perimeter Center West, Suite 130  
Atlanta, GA 30338-5416

**Mississippi Power Co.**  
P.O. Box 4079  
Gulfport, MS 39502-4079

**Modesto Irrigation District**  
P.O. Box 4060  
Modesto, CA 95352

**Morgan Stanley Capital Group Inc.**  
1585 Broadway  
New York, NY 10036

**Nevada Power Co.**  
P.O. Box 230  
Las Vegas, NV 89151-0230

**California Department of Water Resources**  
1416 Ninth St., Room 841  
Sacramento, CA 95814

**California Dept of Water Resources -  
Emergency Div**  
1416 Ninth St., Room 841  
Sacramento, CA 95814

**California Independent System Operator  
Corp.**  
101 Blue Ravine Road  
Folsom, CA 95673-9015

**California Power Exchange**  
1000 South Freemonth Ave.  
Bldg. A9W  
Alhambra, CA 91803-4637

**Calpine Energy Services, L.P.**  
700 Louisiana St., Suite 2700  
Houston, TX 77002

**Cargill Power Markets, LLC**  
12700 Whitewater Dr.  
Minnetonka, MN 55343

**Carolina Power & Light Co.**  
411 Fayetteville St. Mall  
P.O. Box 1551  
Raleigh, NC 27602

**Central Illinois Light Co.**  
300 Liberty St.  
Peoria, IL 61602

**Central Maine Power Co.**  
Energy Trading & Marketing  
83 Edison Dr.  
Augusta, ME 04336

**Cincinnati Gas & Electric Co. (The)**  
Cinergy Corp.  
P.O. Box 960, Room EA502  
Cincinnati, OH 45201

**New Brunswick Power Corp.**  
515 King St.  
P.O. Box 2000  
Fredericton, New Brunswick  
Canada E2B 4X1

**New England Power Co.**  
25 Research Dr.  
Westborough, MA 01582

**New Hampshire Electric Coop., Inc.**  
579 Tenney Mountain Highway  
Plymouth, NH 03264

**New York Independent System Operator**  
290 Washington Ave. Extension  
Albany, NY 12203

**New York State Electric & Gas Corp.**  
P.O. Box 5224  
Binghamton, NY 13902-5224

**North American Natural Resources, Inc.**  
4121 Okemos Rd., Suite 17  
Okemos, MI 48864

**Northeast Utilities Service Co.**  
P.O. Box 270  
Hartford, CT 06141-0270

**Northern California Power Agency**  
180 Cirby Way  
Roseville, CA 95678

**Northern Indiana Public Service Co.**  
1500 165th St. - CISC Bldg.  
Hammond, IN 46324

**Northern States Power Co.-Minnesota**  
414 Nicollet Mall  
Minneapolis, MN 55401

**Cinergy Capital & Trading, Inc.**  
7200 Industrial Rd.  
Florence, OH 45202

**Cinergy Services, Inc.**  
139 East Fourth St. EF402  
P.O. Box 960  
Cincinnati, OH 45201

**City of Anaheim**  
201 S. Anaheim Blvd., Suite 802  
Anaheim, CA 92805

**City of Austin, Texas**  
721 Barton Spring Rd.  
Town Lake Center 5th Floor, Suite 549  
Austin, TX 78703

**City of Aztec, New Mexico**  
Electric Office  
201 West Chaco  
Aztec, NM 87410

**City of Azusa, California**  
729 North Azusa Ave.  
Azusa, CA 91702

**City of Bryan, Texas**  
P.O. Box 1000  
Bryan, TX 77805

**City of Burbank, California**  
City of Burbank - BWP  
P.O. Box 631  
164 W. Magnolia Blvd.  
Burbank, CA 91503-0631

**City of Burlington, Vermont Electric  
Department**  
585 Pine St.  
Burlington, VA 04501-4891

**City of Dover, Delaware**  
P. O. Box 475  
Dover, DE 19901

**Northwestern Corp.**  
125 S. Dakota Ave.  
Sioux Falls, SD 57104-6403

**NRG Power Marketing Inc.**  
901 Marquette Ave., Suite 2300  
Minneapolis, MN 55402-3265

**NRG Power Mktg. Inc.,**  
agent for LA Generating LLC  
1221 Nicollet Mall  
Minneapolis, MN 55403

**Occidental Power Services, Inc.**  
P.O. Box 27570  
Houston, TX 77227-7570

**OGE Energy Resources, Inc.**  
P.O. Box 24300 M-CNX4  
Oklahoma City, OK 73124

**Oglethorpe Power Corp.**  
2100 East Exchange Pl.  
Tucker, GA 30085

**Oklahoma Gas & Electric Co.**  
P.O. Box 321 M/C GB58  
Oklahoma City, OK 73101

**Oklahoma Municipal Power Authority**  
2300 East Second St.  
P.O. Box 1960  
Edmond, OK 73083-1960

**ONEOK Energy Services Co., L.P.**  
100 West Fifth St.  
Tulsa, OK 74103

**Ontario Power Generation Inc.**  
700 University Ave.(H9-E18)  
Toronto, Ontario, Canada M5G 1X6

**City of Farmington, New Mexico**  
800 Municipal Dr.  
Farmington, NM 87401-2663

**City of Independence, Missouri**  
111 East Maple  
P.O. Box 1019  
Independence, MO 64051-0519

**City of North Little Rock, Arkansas**  
120 Main St.  
North Little Rock, AR 72114

**City of Riverside, California**  
3900 Main St.  
Riverside, CA 92522

**City of Ruston, LA**  
1801 McDonald Ave  
P.O. Box 2069  
Ruston, LA 71273-2069

**City of Santa Clara, California**  
1500 Warburton Ave  
Santa Clara, CA 95050

**City of Tallahassee, Florida**  
100 W. Virginia St.  
Tallahassee, FL 32301

**Cleco Marketing & Trading LLC**  
2005 Vandeveld Avenue  
Alexandria, LA 71303

**Cleco Power LLC**  
2030 Donahue Ferry Road  
P.O. Box 5000  
Pineville, LA 71361-5000

**CMS Energy Resource Management Co.**  
One Jackson Square, Suite 1060  
Jackson, MO 49201-1406

**Orion Power Midwest, L.P.**  
7 East Redwood St., 10th Floor  
Baltimore, MD 21202

**Orlando Utilities Commission**  
P.O. Box 3193  
Orlando, FL 32802

**Pacific Gas & Electric Co.**  
PO Box 770000  
San Francisco, CA 94177

**Pacificorp**  
825 N.E. Multnomah, 600 LCT  
Portland, OR 97232

**Panda Gila River, L.P.**  
4100 Spring Valley Rd., Suite 1001  
Dallas, TX 75244

**PG&E Energy Trading-Power, L.P.**  
7500 Old Georgetown Rd., 14th Floor  
Bethesda, MD 20814

**Pinnacle West Capital Corp.**  
Station 8104  
P.O. Box 53920  
Phoenix, AZ 85078-3920

**PJM Interconnection, L.L.C.**  
955 Jefferson Ave  
Valley Forge Corporate Center  
Norristown, PA 17403-2497

**Portland General Electric Co.**  
121 S.W. Salmon St. (3 WTC-BR)  
Portland, OR 97204

**Powerex Corp.**  
1400 - 666 Berard St.  
Vancouver, British Columbia,  
Canada V6C 2X8



**Cobb Electric Membership Corp.**  
1000 EMC Parkway  
Marietta, GA 30060

**Colorado River Commission**  
555 East Washington Ave, Suite 3100  
Las Vegas, NV 89101

**Commonwealth Edison Co.**  
10 S. Dearborn St.  
P.O. Box 767  
Chicago, IL 60690-0767

**ConAgra Trade Group, Inc.**  
Eleven ConAgra Dr.  
Suite 5022  
Omaha, NE 68102-5022

**Conectiv Energy Supply, Inc.**  
252 Chapman Road  
Newark, NJ 19702

**Connecticut Light & Power Co.**  
P. O. Box 270  
Hartford, CT 06141-0270

**Connecticut Municipal Electric Energy  
Coop.**  
30 Stott Ave.  
Norwich, CT 06360-1526

**ConocoPhillips Co.**  
600 N. Dairy Ashford  
Houston, TX 77079

**Consolidated Edison Co. of New York Inc.**  
4 Irving Place  
Room 550S  
New York, NY 10033-598

**Consolidated Edison Energy, Inc.**  
701 Westchester Ave., Suite 201  
White Plains, NY 10604

**PPL EnergyPlus, LLC**  
c/o PPL Corp.  
2 N. Ninth St.  
Allentown, PA 18101-1179

**PPL Montana, LLC**  
45 Basin Creek Rd.  
Butte, MT 59701

**PPM Energy, Inc.**  
1125 NW Couch, Suite 700  
Portland, OR 97209

**ProLiance Energy, LLC**  
111 Monument Circle  
Bank One Tower, Suite 2200  
Indianapolis, IA 46204

**PSEG Energy Resources & Trade LLC**  
Central and South West Services, Inc.  
P.O. Box 21928  
Tulsa, OK 74121-1928

**Public Service Co. of Colorado**  
1099 18th St., Suite 3000  
Denver, CO 80202

**Public Service Co. of New Mexico**  
2401 Aztec N.E. MS-Z220  
Bulk Power Sales  
Albuquerque, NM 87107

**Puget Sound Energy, Inc.**  
411 108th Ave. N.E.  
Bellevue, WA 98004-5515

**Rainbow Energy Marketing Corp.**  
Cloverleaf Office Bldg 6  
6803 West 64th St. Suite 108  
Mission, KS 66202

**Reliant Energy Services, Inc.**  
1000 Main  
Houston, TX 77002

**Constellation Energy Commodities Group, Inc.**

Operations Dept. - Deal Confirmation  
111 Market Place, Suite 500  
Baltimore, MD 21202

**Consumers Energy Co.**

1945 W. Parnall Road  
Jackson, MO 49201-8643

**Coral Power, L.L.C.**

909 Fannin  
Houston, TX 77010

**Dayton Power & Light Co.**

1065 Woodman Dr.  
Dayton, OH 45401-1247

**Delmarva Power & Light Co.**

252 Chapman Road  
P.O. Box 6066  
Newark, NJ 19714-6066

**Detroit Edison Co., The**

2000 Second Ave. 404 SB  
Detroit, MI 48226-1279

**Dominion Energy Marketing, Inc.**

120 Tredegar St. - DEC  
Richmond, VA 23219

**DTE Energy Trading, Inc.**

414 S. Main  
Ann Arbor, MI 48104

**Duke Energy Marketing America, LLC**

5400 Westheimer Ct.  
Houston, TX 77056

**Dynegy Canada Mktg & Trade,**

a div of Dynegy Canada  
1000 Louisiana, Suite 5800  
Houston, TX 77002

**RWE Trading Americas Inc.**

1221 Lamar, 7th Floor  
Houston, TX 77010

**Sacramento Municipal Utility District**

6001 South St.  
Sacramento, CA 95817

**Salt River Proj Agricultural Improvement & Power Dist**

P.O. Box 52025  
Phoenix, AZ 85072-2025

**San Diego Gas & Electric Co.**

8315 Century Park Court, Suite 21D  
San Diego, CA 92123-1593

**Seattle City Light**

Key Tower  
700 5th Ave., Suite 3100  
Seattle, WA 98104

**Select Energy New York, Inc.**

597 Plum St.  
Syracuse, NY 13204

**Select Energy, Inc.**

P.O. Box 270  
Hartford, CT 06141-0270

**Sempra Energy Solutions, LLC**

101 Ash St. - HQ09  
San Diego, CA 92101

**Sempra Energy Trading Corp.**

One Greenwich Plaza  
Greenwich, CT 06830

**Sierra Pacific Power Co.**

Barbara Sztabnick (mail station 20)  
P.O. Box 230  
Las Vegas, NV 89151

**Dynegy Power Marketing, Inc.**  
1000 Louisiana, Suite 5800  
Houston, TX 77002-5050

**East Kentucky Power Coop., Inc.**  
4758 Lexington Rd. (40391)  
P.O. Box 707  
Winchester, KY 40392-0707

**East Texas Electric Coop., Inc**  
P.O. Box 631623  
2905 Westward Dr.  
Nacodoches, TX 75963-1623

**El Paso Electric Co.**  
P.O. Box 982  
Location 702  
El Paso, TX 79960

**El Paso Marketing, L.P.**  
P.O. Box 2511  
Houston, TX 77252-2511

**Emera Energy Services, Inc.**  
1894 Barrington St. Barrington Tower  
Halifax, Nova Scotia, Canada B3J2A8

**Empire District Electric Co., The**  
P. O. Box 127  
Joplin, MO 64802

**Encogen One Partners Ltd.**  
103 North Washington Street  
Easton, PA 21601

**Energetix, Inc.**  
755 Brooks Ave.  
Rochester, NY 14619

**Energy Atlantic LLC**  
P.O. Box 1148  
Presque Isle, ME 04769

**Snohomish County PUD No. 1**  
2320 California St. (98201)  
P.O. Box 1107  
Everett, WA 98206-1107

**South Carolina Electric & Gas Co.**  
1426 Main St.  
Columbia, SC 29201

**Southern California Edison Co.**  
P.O. Box 800  
Rosemead, CA 91770

**Southern Co. Services, Inc.**  
P.O. Box 2625  
Birmingham, AL 35202

**Southern Indiana Gas & Electric Co.**  
P.O. Box 569  
Evansville, IN 47741-0001

**Southern Nevada Water Authority**  
1001 South Valley View Blvd.  
Mailstop #440  
Las Vegas, NV 89153

**Southwest Power Pool, Inc.**  
415 North McKinley  
#700 Plaza West  
Little Rock, AR 72205-3020

**Southwestern Electric Power Co.**  
428 TRAVIS ST.  
Shreveport, LA 71101

**Southwestern Power Administration (DOE)**  
P.O. Box 1619  
Tulsa, OK 74101-1619

**Southwestern Public Service Co.**  
1099 18th St., Suite 3000  
Denver, CO 80202

**Energy Authority, Inc., The**  
76 S. Laura St.  
Jacksonville, FL 32202

**Energy New England,**  
agent, Taunton Mun Light Plant  
100 Foxborough Boulevard, Suite 110  
Foxborough, MA 02035

**EnergyUSA-TPC Corp.**  
1500 165th St. CISC Bldg  
Hammond, IN 46324

**Enron North America Corp.**  
1400 Smith St.  
Houston, TX 77002

**Enron Power Marketing, Inc.**  
P.O. Box 1188  
Houston, TX 77251-1188

**Entergy Gulf States Inc.**  
P.O. Box 2951  
Beaumont, TX 77704

**Entergy Services Inc.**  
Parkwood Bldg. #2  
10055 Grogans Mill Rd., Suite 300  
The Woodlands, TX 77380

**Entergy-Koch Trading, LP**  
20 E. Greenway Plaza, 7th Floor  
Houston, TX 77046-2002

**EPCOR Merchant and Capital (US) Inc.**  
800, 505 - 2nd St. SW  
Calgary, Alberta, Canada  
T2P 1N8

**EPCOR Merchant and Capital L.P.**  
8th Floor, 505 - 2nd St. SW  
Calgary, Alberta, Canada  
T2P 1N8

**Split Rock Energy LLC**  
30 West Superior  
Duluth, MN 55802

**Strategic Energy LLC**  
2 Gateway Center  
Pittsburgh, PA 15222

**SUEZ Energy Marketing NA, Inc.**  
1990 Post Oak Boulevard, Suite 1900  
Houston, TX 77056-4499

**Tacoma Power**  
P.O. Box 11007  
Tacoma, WA 98411-0007

**Tampa Electric Co.**  
P.O. Box 111  
Tampa, FL 33601-0111

**TECO EnergySource, Inc.**  
P.O. Box 111  
Tampa, FL 33606

**Tenaska Power Services Co.**  
1044 N. 115th St., Suite 400  
Omaha, NE 68154

**Tennessee Valley Authority**  
1101 Market St.  
Chatanooga, TN 37402

**Transalta Energy Marketing (U.S.), Inc.**  
8th flr, 1202 Ctr St. S.E. (T2G 5A5)  
P.O. Box 1900 Station  
Calgary, Alberta, Canada  
T2P 2M1

**Tucson Electric Power**  
3950 East Irvington Road  
Tucson, AZ 85712

**Exelon Energy Co.**  
2315 Enterprise Dr.  
Westchester, NY 60154

**Exelon Generating L.L.C.**  
300 Exelon Sqare  
Kennett Square, PA 19348

**Exelon Generation Co., LLC**  
300 Exelon Way  
Kennett Square, PA 19348

**Exelon New England Power Marketing, LP**  
Exelon Power Team  
300 Exelon Way  
Kennett Square, PA 19348

**FirstEnergy Solutions Corp.**  
395 Ghent Road  
Akron, OH 44333

**Fitchburg Gas and Electric Light Co.**  
6 Liberty Lane West  
Hampton, NH 03842

**Florida Power & Light Co.**  
P.O. Box 88825  
North Palm Beach, FL 33408

**Florida Power Corp.**  
**d/b/a Progress Energy Florida Inc.**  
410 S. Wilmington St.  
Raleigh, NC 27602

**FMC Corp.**  
Crockett's Point  
P. O. Box 308  
Rockland, ME 04841

**FPL Energy Power Marketing, Inc.**  
700 Universe Boulevard, EPM/JB  
P.O. Box 14000  
Juno Beach, FL 33408

**TXU Portfolio Management Co. LP**  
1717 Main St., 17th Floor  
Dallas, TX 75201

**UBS AG**  
1500 Louisiana St.  
Houston, TX 77002

**Unitil Power Corp.**  
6 Liberty Lane West  
Hampton, NH 03842

**Vermont Public Power Supply Authority**  
5195 Waterbury - Stowe Rd.  
P.O. Box 298  
Waterbury, CT 05667

**Virginia Electric and Power Co.**  
5000 Dominion Blvd.  
Third Floor North  
Glen Allen, VA 23060-6711

**Virginia Power Energy Marketing, Inc.**  
Trading Floor  
P.O. Box 25773  
Richmond, VA 23260

**Wabash Valley Power Association, Inc.**  
722 North High School Road  
Indianapolis, IA 46214

**WAPA - CO River Storage Project**  
**(Montrose)**  
1800 South Rio Grande  
Montrose, CO 81401

**WD Energy Services Inc.**  
1200 Smith St., Suite 600  
Houston, TX 77002

**Westar Energy, Inc.**  
P.O. Box 889  
Topeka, KS 66601-0889

**Ga Options, LLC**  
390 Fifth Avenue  
Suite 906  
New York, NY 10018

**Grand River Dam Authority**  
P O Box 94755  
Tulsa, OK 74194

**Grant County Pud #2**  
P.O. Box 878  
Ephrata, WA 98823

**Griffith Energy, L.L.C.**  
303 N. Broadway, Suite 400  
Billings, MT 59101

**H.Q. Energy Services (U.S.) Inc.**  
75, Rene-Levesquee Blvd. West  
18th Floor  
Montreal, Canada H2Z 1A4

**Hinson Power Co., LLC**  
c/o Glencore Limited  
301 Tresser Blvd.  
Stamford, CT 06901

**Hoosier Energy Rural Electric Coop., Inc.**  
N. State Road 37  
Bloomington, IN 47402-0908

**Idaho Power Co.**  
P.O. Box 70  
Power Supply Reporting - CHQ3  
Boise, ID 83707

**Illinois Power Co.**  
2701 N. Martin Luther King Dr.  
Decatur, IL 62526-2475

**Western Administration Lower Colorado**  
File #51587, P.O. Box 60000  
San Francisco, CA 94160-1587

**Western Area Power Administration**  
P. O. Box 35800  
Billings, MT 59107-5800

**Western Massachusetts Electric Co.**  
c/o Northeast Utilities Services Co.  
P.O. Box 270  
Hartford, CT 06141-0270

**Williams Power Co., Inc.**  
P O Box 700  
Bloomfield, NM 87413

**Wisconsin Electric Power Co.**  
231 West Michigan St.  
Milwaukee, WI 53201

**Wisconsin Power & Light Co.**  
4902 N. Biltmore  
P.O. Box 77007  
Madison, WI 53707-1007

**Wisconsin Public Service Corp.**  
677 Baeten Road  
Green Bay, WI 54304

**WPS Energy Services, Inc.**  
1088 Springhurst Dr.  
Green Bay, WI 54304

### **3. Bridgeport Energy LLC**

Bridgeport Energy LLC ("Bridgeport") is authorized to sell electric energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Bridgeport's wholesale customers under this tariff include DETM and DEMA. DETM's and DEMA's principal addresses are 5400 Westheimer Court, Houston, Texas 77506.

Bridgeport also sells reliability services to the ISO New England, Inc. ("ISO-NE") under a cost-of-service Reliability Must Run Agreement ("RMR agreement") which Bridgeport filed with the Commission on February 18, 2005 in Docket No. ER05-611-000 and designated as FERC Electric Tariff, Original Volume No. 2. ISO-NE's principal address is One Sullivan Road, Holyoke, Massachusetts 01040. DEMA is also a party to the RMR agreement. As of the date of this filing, the RMR agreement is pending Commission action.

#### **4. Casco Bay Energy Co., LLC**

Casco Bay Energy Company, LLC ("Casco Bay") is authorized to sell electric energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Casco Bay's wholesale customers under this tariff include DETM and DEMA.

#### **5. Duke Energy Arlington Valley, LLC**

Duke Energy Arlington Valley, LLC ("Duke Arlington Valley") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Arlington Valley's wholesale customers under this tariff include DETM and DEMA.

Duke Arlington Valley also is a member of the Southwest Reserve Sharing Group (the "SRSG") and can sell and buy spinning reserve, supplemental reserve, and energy under the SRSG Participation Agreement, designated as SRSG Rate Schedule FERC No. 1.<sup>29</sup> Duke Arlington Valley's customers under the SRSG Participation Agreement include the following:

**Arizona Electric Power Coop., Inc.**  
P.O. Box 670  
Benson, AZ 85602

**Salt River Project Agricultural  
Improvement & Power District**  
P.O. Box 52025  
Phoenix, AZ 85072

**Arizona Public Service Co.**  
P.O. Box 53999  
Phoenix, AZ 85072

**Tucson Electric Power Co.**  
3950 East Irvington Road  
Tucson, AZ 85712

**City of Farmington**  
800 Municipal Drive  
Farmington, NM 87401

**Western Area Power Administration**  
File 51587, P.O. Box 60000  
San Francisco, CA 94160

**El Paso Electric Co.**  
P.O. Box 982  
El Paso, TX 79960

**Southwest Transmission Coop., Inc.**  
1000 South Highway 80  
Benson, AZ 85602

---

<sup>29</sup> See Tucson Elec. Power Co., Docket No. ER03-842-000 (June 25, 2003) (unpublished letter order accepting amendment to SRSG Participation Agreement to include Duke Arlington Valley as an SRSG member).

**County of Los Alamos**  
P.O. Box Drawer 1030  
Los Alamos, NM 87544

**PPL Energy Plus, LLC**  
c/o PPL Corp.  
2 N. Ninth Street  
Allentown, PA 18101

**Nevada Power Co.**  
P.O. Box 230  
Las Vegas, NV 89151

**Panda Gila River, LP**  
**d/b/a Gila River Power, L.P.**  
c/o Entegra Power Group  
702 N. Franklin Street  
Tampa, FL 33602

**Plains Electric Generation &  
Transmission Coop., Inc.**  
P.O. Box 6551  
Albuquerque, NM 87197

**New Harquahala Generating Co.**  
9300 U.S. Route 9 West  
P.O. Box 349  
Athens, NY 12015

**Public Service Company of New Mexico**  
2401 Aztec N.E.  
Albuquerque, NM 87107

**6. Duke Energy Fayette, LLC**

Duke Energy Fayette, LLC ("Duke Fayette") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Fayette's wholesale customers under this tariff include DETM and DEMA.

Duke Fayette is also authorized to sell Reactive Supply and Voltage Control from Generation Sources Service under its FERC Electric Tariff, Original Volume No. 2, which the Commission accepted for filing in Docket No. ER03-794-000 on July 18, 2003. Duke Fayette's customer under this tariff is PJM Interconnection, L.L.C. ("PJM"). PJM's address is 955 Jefferson Avenue, Norristown, Pennsylvania 19403.

**7. Duke Energy Hanging Rock, LLC**

Duke Energy Hanging Rock, LLC ("Duke Hanging Rock") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Hanging Rock's wholesale customers under this tariff include DETM and DEMA.

Duke Hanging Rock is also authorized to sell Reactive Supply and Voltage Control from Generation Sources Service under its FERC Electric Tariff, Original Volume No. 2, which the Commission accepted for filing in Docket No. ER05-567-000 on April 1, 2005. Duke Hanging Rock's customer under this tariff is PJM.



## **8. Duke Energy Lee, LLC**

Duke Energy Lee, LLC ("Duke Lee") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Lee's wholesale customers under this tariff include DETM and DEMA.

Duke Lee is also authorized to sell Reactive Supply and Voltage Control from Generation Sources Service under its FERC Electric Tariff, Original Volume No. 2, which the Commission accepted for filing as part of an uncontested settlement in Docket No. ER04-641 on January 25, 2005. Duke Lee's customer under this tariff is PJM.

Duke Lee also has an agreement with Commonwealth Edison Company ("ComEd") to sell blackstart services under a Blackstart Agreement dated May 10, 2004, designated as Rate Schedule FERC No. 2, and accepted for filing by the Commission in Docket No. ER04-936 on July 29, 2004. Commonwealth Edison's address is 10 Dearborn St., 37th Fl., Chicago, IL 60680. Duke Lee is also authorized to sell blackstart services to PJM under Schedule 6A of the PJM tariff.<sup>30</sup>

Duke Lee is also authorized to sell emergency redispatch services to ComEd under its emergency redispatch tariff, designated as FERC Rate Schedule No. 1, which was accepted for filing by the Commission in Docket No. ER01-1988-000 on July 6, 2001.

## **9. Duke Energy Mohave, LLC**

Duke Energy Mohave, LLC ("Duke Mohave") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Mohave's wholesale customers under this tariff include DETM and DEMA.

## **10. Duke Energy Morro Bay LLC**

Duke Energy Morro Bay LLC ("Duke Morro Bay") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Morro Bay's wholesale customers under this tariff include DETM, DEMA, Duke Energy Mulberry, LLC ("Duke Mulberry"), and the California Independent System Operator, Inc. ("Cal ISO"). Duke Mulberry's address is 5400 Westheimer Court, Houston Texas 77056. The Cal ISO's address is P.O. Box 639014, Folsom, California 95763.

## **11. Duke Energy Moss Landing LLC**

Duke Energy Moss Landing LLC ("Duke Moss Landing") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Moss Landing's wholesale customers under this tariff include DETM, DEMA, Duke Mulberry, and the Cal ISO.

---

<sup>30</sup> See PJM Interconnection, L.L.C., 109 FERC ¶ 61,368 (2004).

**12. Duke Energy Oakland LLC**

Duke Energy Oakland LLC ("Duke Oakland") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Oakland's wholesale customers under this tariff include DEMA and customers of the Cal ISO.

Duke Oakland is also authorized to sell reliability services to the Cal ISO under a cost-of-service reliability must-run agreement, designated as FERC Rate Schedule, First Revised Volume No. 2.

**13. Duke Energy South Bay LLC**

Duke Energy South Bay LLC ("Duke South Bay") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke South Bay's wholesale customers under this tariff include DETM, DEMA and customers of the Cal ISO.

Duke South Bay is also authorized to sell reliability services to the Cal ISO under a cost-of-service reliability must-run agreement, designated as FERC Rate Schedule, First Revised Volume No. 2.

**14. Duke Energy St. Francis, LLC**

Duke Energy St. Francis, LLC ("Duke St. Francis") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke St. Francis' wholesale customer under this tariff includes DETM.

**15. Duke Energy Vermillion, LLC**

Duke Energy Vermillion, LLC ("Duke Vermillion") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Vermillion's wholesale customers under this tariff include DETM, DEMA, and Wabash Valley Power Association, Inc ("Wabash"). Wabash's address is 722 North High School Road, Indianapolis, Indiana 46214.

Duke Vermillion is also authorized to sell Reactive Supply and Voltage Control from Generation Sources Service under its FERC Electric Tariff, Original Volume No. 2, which the Commission accepted for filing as part of an uncontested settlement in Docket No. ER05-123-000 on April 18, 2005. Duke Vermillion's customer under this tariff is the Midwest Independent Transmission System Operator ("MISO"). As of the date of this filing, service under this tariff is to commence on the date on which Schedule 2 to the MISO's OATT is made effective by the Commission. MISO's address is 701 City Center Drive, Carmel, Indiana 46032.

**16. Duke Energy Washington, LLC**

Duke Energy Washington, LLC ("Duke Washington") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Duke Washington's wholesale customers under this tariff include DETM and DEMA.

Duke Washington is also authorized to sell Reactive Supply and Voltage Control from Generation Sources Service under its FERC Electric Tariff, Original Volume No. 2, which the Commission accepted for filing in Docket No. ER05-623-000 on April 26, 2005. Duke Washington's customer under this tariff is PJM.

**16. Griffith Energy, LLC**

Griffith Energy, LLC ("Griffith") is authorized to sell energy, capacity, and other related services under its market-based rate tariff, designated as FERC Electric Tariff, Original Volume No. 1. Griffith's wholesale customers under this tariff include DETM, Duke Mohave, and PPL Southwest Generation Holdings, LLC ("PPL"). Duke Mohave's address is 5400 Westheimer Court, Houston, Texas 77056. PPL's address is 2 N. Ninth Street, Allentown, PA 18101.

## **Exhibit G: Description of Jurisdictional Facilities of Applicants and Their Affiliates**

The Applicants' and their affiliates' jurisdictional facilities are described in Parts II, III and IV of this Application and in the attached testimony of Dr. Hieronymus.

The transfer of the DENA Midwest Assets to CG&E described in Section IV.B of the Application may also include the transfer of one or more of the following jurisdictional tariffs and agreements:

### **A. Duke Energy Fayette, LLC**

1. **FERC Electric Tariff, Original Volume No. 1.** MBR tariff, filed in Docket No. ER03-185.

2. **Electric Energy Sales Agreement by and between Duke Energy Fayette, LLC and Duke Energy Trading and Marketing, L.L.C., dated as of May 31, 2003, as amended.** Currently designated as Second Revised Service Agreement No. 2 under Duke Fayette's MBR tariff.

3. **Electric Energy Sales Agreement by and between Duke Energy Fayette, LLC and Duke Energy Marketing America, LLC, dated as of March 1, 2004, as amended.** Currently designated as First Revised Service Agreement No. 3 under Duke Fayette's MBR tariff.

4. **FERC Electric Tariff, Original Volume No. 2.** Provision of Reactive Supply and Voltage Control from Generation Sources Service to PJM Interconnection, L.L.C. Filed with FERC in Docket No. ER03-794.

### **B. Duke Energy Hanging Rock, LLC**

1. **FERC Electric Tariff, Original Volume No. 1.** MBR tariff, filed in Docket No. ER03-17.

2. **Electric Energy Sales Agreement by and between Duke Energy Hanging Rock, LLC and Duke Energy Trading and Marketing, L.L.C., dated as of June 10, 2003, as amended.** Currently designated as Second Revised Service Agreement No. 2 under Duke Hanging Rock's MBR tariff.

3. **Electric Energy Sales Agreement by and between Duke Energy Hanging Rock, LLC and Duke Energy Marketing America, LLC, dated March 1, 2004, as amended.** Currently designated as First Revised Service Agreement No. 3.

4. **FERC Electric Tariff, Original Volume No. 2.** Provision of Reactive Supply and Voltage Control from Generation Sources Service to PJM Interconnection, L.L.C. Filed with FERC in Docket No. ER05-567.

### **C. Duke Energy Lee, LLC**

**1. FERC Electric Tariff, Original Volume No. 1.** MBR tariff, filed in Docket No. ER01-545.

**2. FERC Electric Rate Schedule No. 1.** Provision of Emergency Redispatch Service to Commonwealth Edison Company. Filed with FERC in Docket No. ER01-1988.

**3. Power Purchase Agreement by and between Duke Energy Lee, LLC and Duke Energy Trading and Marketing, L.L.C., dated May 24, 2001, as amended.** Currently designated as First Revised Service Agreement No. 2 under Duke Lee's MBR tariff.

**4. Electric Energy Sales Agreement by and between Duke Energy Lee, LLC and Duke Energy Trading and Marketing, L.L.C., dated April 1, 2002, as amended.** Currently designated as Second Revised Service Agreement No. 1 under Duke Lee's MBR tariff.

**5. Electric Energy Sales Agreement by and between Duke Energy Lee, LLC and Duke Energy Marketing America, LLC, dated March 1, 2004, as amended.** Currently designated as First Revised Service Agreement No. 3.

**6. FERC Electric Tariff, Original Volume No. 2.** Provision of Reactive Supply and Voltage Control from Generation Sources Service to PJM Interconnection, L.L.C. Filed with FERC in Docket No. ER04-641.

**7. Black Start Service Agreement by and between Duke Energy Lee, LLC and Commonwealth Edison Company, dated May 10, 2004.** Designated as FERC Electric Rate Schedule No. 2. Filed with FERC in ER04-936.

**8. PJM OATT, Schedule 6A.** Not technically a Duke Lee tariff but FERC accepted PJM's express request to provide blackstart payments to Duke Lee (and some other generators) under PJM OATT, Schedule 6A in Docket No. ER05-185.

### **D. Duke Energy Vermillion, LLC**

**1. FERC Electric Tariff, Original Volume No. 1.** MBR tariff, filed in Docket No. ER00-1783.

**2. Electric Energy and Ancillary Services Agreement by and between Duke Energy Vermillion, LLC and Duke Energy Trading and Marketing, L.L.C., dated September 12, 2001, as amended.** Currently designated as First Revised Service Agreement No. 2 under Duke Vermillion's MBR tariff.

**3. Electric Energy Sales Agreement by and between Duke Energy Vermillion, LLC and Duke Energy Marketing America, LLC, dated March 1, 2004, as amended.** Currently designated as First Revised Service Agreement No. 3 under Duke Vermillion's MBR tariff.

**4. Ownership and Operation Agreement for the Vermillion Generating Facility by and between Wabash Valley Power Association, Inc. and Duke Energy Vermillion, LLC.** Designated as Rate Schedule FERC No. 2. Filed in Docket No. ER04-320.

**5. FERC Electric Tariff, Original Volume No. 2.** Provision of Reactive Supply and Voltage Control from Generation Resources Service to Midwest Independent Transmission System Operator, Inc. Filed in Docket No. ER05-123. Service has not yet commenced under the tariff but is expected to commence as of the effective date of the MISO's Schedule 2 to its OATT.

**E. Duke Energy Washington, LLC**

**1. FERC Electric Tariff, Original Volume No. 1.** MBR tariff, filed in Docket No. ER02-795.

**2. Electric Energy Sales Agreement by and between Duke Energy Washington, LLC and Duke Energy Trading and Marketing, L.L.C., dated as of July 1, 2002, as amended.** Currently designated as Third Revised Service Agreement No. 1.

**3. Electric Energy Sales Agreement by and between Duke Energy Washington, LLC and Duke Energy Marketing America, LLC, dated as of March 1, 2004, as amended.** Currently designated as First Revised Service Agreement No. 2.

**4. FERC Electric Tariff, Original Volume No. 2.** Provision of Reactive Supply and Voltage Control from Generation Sources Service to PJM Interconnection, L.L.C. Filed with FERC in Docket No. ER05-623.

**Exhibit H: Jurisdictional Facilities and Securities Associated with or Affected by the Transaction**

The jurisdictional facilities and securities associated with or affected by the Transaction are described in Parts II, III and IV of this Application and the attached testimony of Dr. Hieronymus.

**Exhibit I: Contracts with Respect to the Disposition of Facilities**

The Merger Agreement between Duke Energy and Cinergy implementing the Transaction and an amendment to the Merger Agreement dated July 11, 2005 are attached as Exhibit I.

Exhibits and schedules described or referenced in the Merger Agreement that would not assist the Commission in understanding or analyzing the Transaction have been omitted. To the extent 18 C.F.R § 33.2 may be interpreted to require the submission of such supplementary information, applicants respectfully request waiver of this requirement.



**EXECUTION COPY**

AGREEMENT AND PLAN OF MERGER

by and among

DUKE ENERGY CORPORATION,

CINERGY CORP.,

DEER HOLDING CORP.,

DEER ACQUISITION CORP.

and

COUGAR ACQUISITION CORP.

Dated as of May 8, 2005

---

**TABLE OF CONTENTS**

**ARTICLE I**

**The Mergers and the Restructuring Transactions**

Section 1.01	<u>The Duke Merger</u> .....	2
Section 1.02	<u>The Duke Conversion</u> .....	2
Section 1.03	<u>The Restructuring Transactions</u> .....	2
Section 1.04	<u>The Cinergy Merger</u> .....	3
Section 1.05	<u>Closing</u> .....	3
Section 1.06	<u>Effective Time of the Duke and Cinergy Mergers</u> .....	3
Section 1.07	<u>Effects of the Mergers and the Conversion</u> .....	4
Section 1.08	<u>Organizational Documents of Duke, Cinergy and the Company</u> .....	4
Section 1.09	<u>Directors and Officers of Duke and Cinergy</u> .....	5
Section 1.10	<u>Directors and Officers of the Company</u> .....	5
Section 1.11	<u>Post-Merger Operations</u> .....	6
Section 1.12	<u>Transition Committee</u> .....	6

**ARTICLE II**

**Effects of the Mergers on the Capital Stock of the Constituent Corporations;  
Exchange of Certificates**

Section 2.01	<u>Effect on Capital Stock</u> .....	6
Section 2.02	<u>Exchange of Certificates</u> .....	8
Section 2.03	<u>Dissenting Shares</u> .....	13

**ARTICLE III**

**Representations and Warranties**

Section 3.01	<u>Representations and Warranties of Cinergy</u> .....	14
Section 3.02	<u>Representations and Warranties of Duke</u> .....	29

## ARTICLE IV

### Covenants

Section 4.01	<u>Covenants of Cinergy</u> .....	43
Section 4.02	<u>Covenants of Duke</u> .....	49
Section 4.03	<u>No Solicitation by Cinergy</u> .....	54
Section 4.04	<u>No Solicitation by Duke</u> .....	57
Section 4.05	<u>Other Actions</u> .....	60
Section 4.06	<u>Coordination of Dividends</u> .....	60
Section 4.07	<u>Redemption of Duke Preferred Stock and Duke Preferred Stock A</u> .....	60
Section 4.08	<u>Transfer of Certain Assets</u> .....	60

## ARTICLE V

### Additional Agreements

Section 5.01	<u>Preparation of the Form S-4 and the Joint Proxy Statement; Shareholders Meetings</u> .....	61
Section 5.02	<u>Letters of Cinergy's Accountants</u> .....	62
Section 5.03	<u>Letters of Duke's Accountants</u> .....	62
Section 5.04	<u>Access to Information; Effect of Review</u> .....	62
Section 5.05	<u>Regulatory Matters; Reasonable Best Efforts</u> .....	63
Section 5.06	<u>Stock Options; Restricted Stock and Equity Awards; Stock Plans</u> .....	65
Section 5.07	<u>Employee Matters</u> .....	68
Section 5.08	<u>Indemnification, Exculpation and Insurance</u> .....	69
Section 5.09	<u>Fees and Expenses</u> .....	71
Section 5.10	<u>Public Announcements</u> .....	74
Section 5.11	<u>Affiliates</u> .....	75
Section 5.12	<u>NYSE Listing</u> .....	75
Section 5.13	<u>Shareholder Litigation</u> .....	75
Section 5.14	<u>Tax-Free Reorganization Treatment</u> .....	75
Section 5.15	<u>Standstill Agreements; Confidentiality Agreements</u> .....	75

## ARTICLE VI

### Conditions Precedent

Section 6.01	<u>Conditions to Each Party's Obligation to Effect the Mergers</u> .....	76
Section 6.02	<u>Conditions to Obligations of Cinergy</u> .....	76
Section 6.03	<u>Conditions to Obligations of Duke</u> .....	77
Section 6.04	<u>Frustration of Closing Conditions</u> .....	78

## ARTICLE VII

### Termination, Amendment and Waiver

Section 7.01	<u>Termination</u> .....	78
Section 7.02	<u>Effect of Termination</u> .....	81
Section 7.03	<u>Amendment</u> .....	82
Section 7.04	<u>Extension; Waiver</u> .....	82

## ARTICLE VIII

### General Provisions

Section 8.01	<u>Nonsurvival of Representations and Warranties</u> .....	82
Section 8.02	<u>Notices</u> .....	82
Section 8.03	<u>Definitions</u> .....	83
Section 8.04	<u>Interpretation and Other Matters</u> .....	84
Section 8.05	<u>Counterparts</u> .....	85
Section 8.06	<u>Entire Agreement; No Third-Party Beneficiaries</u> .....	85
Section 8.07	<u>Governing Law</u> .....	85
Section 8.08	<u>Assignment</u> .....	85
Section 8.09	<u>Enforcement</u> .....	85
Section 8.10	<u>Severability</u> .....	86
Section 8.11	<u>Waiver of Jury Trial</u> .....	86
Section 8.12	<u>Alternative Structure</u> .....	86

AGREEMENT AND PLAN OF MERGER, dated as of May 8, 2005 (this "Agreement"), by and among DUKE ENERGY CORPORATION, a North Carolina corporation ("Duke"), CINERGY CORP., a Delaware corporation ("Cinergy"), DEER HOLDING CORP., a Delaware corporation (the "Company") and a wholly-owned subsidiary of Duke, DEER ACQUISITION CORP., a North Carolina corporation and a wholly-owned subsidiary of the Company ("Merger Sub A"), and COUGAR ACQUISITION CORP., a Delaware corporation and a wholly-owned subsidiary of the Company ("Merger Sub B").

WHEREAS the respective Boards of Directors of Duke, Cinergy, the Company, Merger Sub A and Merger Sub B have approved the consummation of the business combination provided for in this Agreement, pursuant to which Merger Sub A and Merger Sub B will merge, respectively, with and into Duke and Cinergy, respectively, whereby, subject to the terms of Article II, each share of common stock, no par value per share, of Duke (including, except as the context otherwise requires, the associated Duke Rights as defined in Section 3.02(b), the "Duke Common Stock") and each share of common stock, par value \$.01 per share, of Cinergy (the "Cinergy Common Stock") will be converted into the right to receive the Merger Consideration (as defined in Section 2.01) (such transactions are referred to herein individually as the "Duke Merger" and the "Cinergy Merger", respectively, and collectively as the "Mergers"), as a result of which the holders of Duke Common Stock and Cinergy Common Stock will together own all of the outstanding shares of common stock, no par value per share, of the Company (the "Company Common Stock") (and the Company will, in turn, own all of the outstanding shares of common stock, no par value per share, of the surviving corporation in the Duke Merger (the "Surviving Duke Common Stock") and all of the outstanding shares of common stock, par value \$.01 per share, of the surviving corporation in the Cinergy Merger (the "Surviving Cinergy Common Stock"));

WHEREAS the respective Boards of Directors of Duke, the Company and Merger Sub A have approved the conversion of Duke into a limited liability company organized under the laws of the State of North Carolina ("Duke Power LLC") as provided for in this Agreement, whereby, subject to the terms and conditions of this Agreement, the outstanding shares of Surviving Duke Common Stock shall be converted into membership interests of Duke Power LLC;

WHEREAS the respective Boards of Directors of Duke and the Company have approved the distribution by Duke to the Company of Duke Capital LLC ("Duke Capital"), a Delaware limited liability company and wholly-owned subsidiary of Duke, and the Restructuring Transactions (as defined below);

WHEREAS the respective Boards of Directors of Duke and Cinergy have each determined that the Mergers and the other transactions contemplated hereby are consistent with, and in furtherance of, the best interests of their respective corporations and shareholders and each of Duke's and Cinergy's respective business strategies and goals;

WHEREAS Duke and Cinergy desire to make certain representations, warranties, covenants and agreements in connection with the Mergers and the transactions contemplated by

this Agreement and also to prescribe various conditions to the Mergers and the Restructuring Transactions; and

WHEREAS, for United States federal income tax purposes, it is intended that the Duke Merger and the Duke Conversion (as defined below) (together, the "Duke Reorganization") shall qualify as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code") and that the Cinergy Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Code, and this Agreement is intended to be, and is hereby, adopted as a plan of reorganization within the meaning of Section 368(a) of the Code.

NOW, THEREFORE, in consideration of the foregoing and of the representations, warranties, covenants and agreements contained in this Agreement, the parties agree as follows:

## ARTICLE I

### The Mergers and the Restructuring Transactions

Section 1.01 The Duke Merger. Upon the terms and subject to the conditions set forth in this Agreement, at the Duke Effective Time (as defined in Section 1.06), Merger Sub A shall be merged with and into Duke in accordance with the North Carolina Business Corporation Act (the "NCBCA"). Duke shall be the surviving corporation in the Duke Merger and shall continue its corporate existence under the laws of the State of North Carolina and shall succeed to and assume all of the rights and obligations of Duke and Merger Sub A in accordance with the NCBCA. As a result of the Duke Merger, Duke shall become a wholly-owned subsidiary of the Company.

Section 1.02 The Duke Conversion. Upon the terms and subject to the conditions set forth in this Agreement, immediately following the effectiveness of the Duke Merger, Duke may convert to a limited liability company (the "Duke Conversion") pursuant to a plan of conversion adopted pursuant to Section 55-11A-11 of the NCBCA and Section 57C-9A-02 of the North Carolina Limited Liability Company Act (the "NCLLCA"). Following the Duke Conversion, Duke Power LLC will be a limited liability company all of whose membership or other equity interests are held by the Company.

### Section 1.03 The Restructuring Transactions.

(a) Immediately following the effectiveness of the Duke Conversion, Duke Power LLC may, and may cause its subsidiaries to, effect the transactions set forth on Section 1.03(a) of the Duke Disclosure Letter (as defined in Section 3.02(a)).

(b) Immediately following the consummation of the transactions set forth on Section 1.03(a) of the Duke Disclosure Letter, Duke Power LLC may distribute to the Company the membership interests in Duke Capital (the "Duke Capital Transfer"). Following the Duke Capital Transfer, Duke Capital will be a direct wholly-owned subsidiary of the Company.

(c) Immediately following the effectiveness of the Duke Capital Transfer, the Company may cause Duke Capital to effect the transactions set forth on Section 1.03(c) of the Duke Disclosure Letter (the Duke Conversion, the Duke Capital Transfer and the transactions set forth on Section 1.03(a) and Section 1.03(c) of the Duke Disclosure Letter are referred to herein as the "Restructuring Transactions"). Duke shall provide prior notice to Cinergy of any Restructuring Transactions it proposes to effect. Immediately after the Duke Effective Time, all shares of Company Common Stock owned by Duke shall be cancelled.

Section 1.04 The Cinergy Merger. Upon the terms and subject to the conditions set forth in this Agreement, immediately following the latest of consummation of the Duke Merger or any Restructuring Transactions, at the Cinergy Effective Time (as defined in Section 1.06), Merger Sub B shall be merged with and into Cinergy in accordance with the Delaware General Corporation Law (the "DGCL"). Cinergy shall be the surviving corporation in the Cinergy Merger and shall continue its corporate existence under the laws of the State of Delaware and shall succeed to and assume all of the rights and obligations of Cinergy and Merger Sub B in accordance with the DGCL. As a result of the Cinergy Merger, Cinergy shall become a wholly-owned subsidiary of the Company.

Section 1.05 Closing. The closing of the Mergers and the Restructuring Transactions (the "Closing") will take place at 10:00 a.m., local time, on a date to be specified by the parties (the "Closing Date"), which shall be no later than the second business day after satisfaction or waiver of the conditions set forth in Article VI, (other than those conditions that by their terms are to be satisfied at the Closing, but subject to the satisfaction or waiver of such conditions at such time) unless another time or date is agreed to by the parties hereto. The Closing shall be held at such location in The City of New York as is agreed to by the parties hereto.

Section 1.06 Effective Time of the Duke and Cinergy Mergers. Subject to the provisions of this Agreement, (i) with respect to the Duke Merger, as soon as practicable after 10:00 a.m., local time, on the Closing Date the parties thereto shall file articles of merger (the "Duke Articles of Merger") executed in accordance with, and containing such information as is required by, Section 55-11-05 of the NCBCA with the Secretary of State of the State of North Carolina and on or after the Closing Date shall make all other filings or recordings required under the NCBCA, (ii) with respect to the Duke Conversion, as soon as practicable on the Closing Date following the Duke Effective Time, Duke shall file articles of organization of Duke Power LLC (the "Duke Power Articles of Organization") and articles of conversion (the "Duke Articles of Conversion") executed in accordance with, and containing such information as is required by, Section 55-11A-12 of the NCBCA and Section 57C-9A-02 of the NCLLCA with the Secretary of State of the State of North Carolina and on or after the Closing Date shall make all other filings or recordings required under the NCBCA and the NCLLCA, and (iii) with respect to the Cinergy Merger, immediately following the consummation of the Restructuring Transactions, the parties thereto shall file a certificate of merger (the "Cinergy Certificate of Merger") executed in accordance with, and containing such information as is required by, the relevant provisions of Section 251 of the DGCL with the Secretary of State of the State of Delaware and on or after the Closing Date shall make all other filings or recordings required under the DGCL. The Duke Merger shall become effective at such time as the Duke Articles of Merger are duly filed with the Secretary of State of the State of North Carolina (the time the