

E-7 Sub1017  
788  
**OFFICIAL COPY**

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Monday, May 14, 2012 4:32 PM  
**To:** Ann Gray [Redacted - Personal Info]; Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Cc:** Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Subject:** FW: August Board locations  
**Attach:** August BOD 2012 Grid\_v1\_0.xlsx

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Ann and Jim:

Please see the attached spreadsheet of possible locations for the August board meeting. We checked availability and pricing for a number of locations that you mentioned, as well as some others generally within the States of our service territory (in Indianapolis; Cincinnati; and Charlestown and Kiawah, South Carolina).

The chart shows the places with availability, the pricing for rooms and meetings space, and distances from the airport into which we would fly. We have converted costs (excluding travel) into a per person cost, and listed the available locations from most to least expensive. Without doing the full math of air travel, flight costs would be greatest for Colorado, next would be Nantucket, with the other locations probably pretty similar because the cost is a function of total miles flown to and from director pick-up.

Those locations that did not have availability or would otherwise not work are listed at the bottom. As Debbie notes, we have a hold on the available places for a short period of time (two weeks), and should make a final decision as soon as possible. Debbie confirmed that we have no financial obligation for the reservation at Clemson, and have advised them that we will not be meeting there.

Marc

Marc E. Manly  
Group Vice President, General Counsel, and Corporate Secretary  
Duke Energy Corporation  
550 S. Tryon Street, Mail Code DEC48  
Charlotte, NC 28202  
Phone: [Redacted - Personal Info]  
email: marc.manly@duke-energy.com

---

**From:** Garrett, Debby  
**Sent:** Monday, May 14, 2012 4:19 PM  
**To:** Manly, Marc E  
**Cc:** Maltz, David S; Sims, Bobbie A  
**Subject:** August Board locations

Marc,  
Per your request, attached is the August Board retreat location options for you to send to Ann. David may or may not have mentioned that these properties are on a 1<sup>st</sup> option hold for 2 weeks. This means they will hold the space and give us 1<sup>st</sup> option to reserve it within 2 weeks. Kim tells me this is high season for most of them, so we'll want to move sooner rather than later. Please let me know how you would like us to proceed. Thanks.

Debby Garrett  
Associate, Board of Directors  
Duke Energy Corporation  
550 South Tryon St.

DUKE\_NCUC\_00002723

DUKE\_NCUC\_00002723-A

DEC45A

Charlotte, NC 28202

Redacted - Personal Info (phone)

Redacted - Personal Info (fax)

Redacted - Personal Info (cell)

debby.garrett@duke-energy.com

### Confidentiality Notice

This message is being sent by or on behalf of a lawyer. It is intended exclusively for the individual or entity to which it is addressed. This communication may contain information that is proprietary, privileged or confidential or otherwise legally exempt from disclosure. If you are not the named addressee, you are not authorized to read, print, retain, copy or disseminate this message or any part of it. If you have received this message in error, please notify the sender immediately by e-mail and delete all copies of the message.

DUKE\_NCUC\_00002724

DUKE\_NCUC\_00002724-A

|    | A                                       | B            | C             | D                 | E            | F                     | G                                  |
|----|---|--------------|---------------|-------------------|--------------|-----------------------|------------------------------------|
| 1  | Hotel August 26-28                      | Availability | Meeting space | Sleeping rooms    | food cost/pp | est. cost per person* | comments                           |
| 2  |   |              |               |                   |              |                       |                                    |
| 3  | White Elephant (Nantucket, MA)          | yes          | \$ 1,250.00   | \$575.00-\$890.00 | \$ 500.00    | \$ 1,400.00           | Redacted - Person Info             |
| 4  |   |              |               |                   |              |                       |                                    |
| 5  | Broadmoor (Colorado Springs, CO)        | yes          | comp          | \$445.00-\$545.00 | \$ 450.00    | \$ 1,200.00           | Redacted - Person Info             |
| 6  |   |              |               |                   |              |                       |                                    |
| 7  | Grove Park Inn (Asheville, NC)          | yes          | comp          | \$209.00-\$650.00 | \$ 450.00    | \$ 1,200.00           | Redacted - Person Info             |
| 8  |   |              |               |                   |              |                       |                                    |
| 9  | Sanctuary (Kiawan, SC)                  | yes          | \$ 450.00     | \$ 390.00         | \$ 400.00    | \$ 1,000.00           | Redacted - Person Info             |
| 10 |   |              |               |                   |              |                       |                                    |
| 11 | Greenbrier (White Sulphur Springs, WV)  | yes          | comp          | \$279.00-\$479.00 | \$ 400.00    | \$ 1,000.00           | Redacted - Person Info             |
| 12 |   |              |               |                   |              |                       |                                    |
| 13 | Conrad (Indianapolis, IN)               | yes          | \$ 1,500.00   | \$ 199.00         | \$ 400.00    | \$ 920.00             | Redacted - Person Info             |
| 14 |   |              |               |                   |              |                       |                                    |
| 15 | Inn on Biltmore Estates (Asheville, NC) | yes          | \$ 900.00     | \$ 259.00         | \$ 400.00    | \$ 800.00             | Redacted - Person Info             |
| 16 |   |              |               |                   |              |                       |                                    |
| 17 | Cincinnati (Cincinnati, OH)             | yes          | \$ 500.00     | \$ 229.00         | \$ 400.00    | \$ 800.00             | Redacted - Person Info             |
| 18 |   |              |               |                   |              |                       |                                    |
| 19 |   |              |               |                   |              |                       |                                    |
| 20 |   |              |               |                   |              |                       |                                    |
| 21 | Farrington House                        | N/A          |               |                   |              |                       | larger group has space on 8/27     |
| 22 | Charleston Place                        | N/A          |               |                   |              |                       | sold out                           |
| 23 | Samoset                                 | N/A          |               |                   |              |                       | large group has majority of space  |
| 24 | Wild Dunes- Charleston 20 min.          | N/A          |               |                   |              |                       | large group has majority of space  |
| 25 | Market Pavilion- Charleston             | N/A          |               |                   |              |                       | not large enough for meeting space |
| 26 | Homestead                               | N/A          |               |                   |              |                       | sold out                           |
| 27 | Wentworth                               | N/A          |               |                   |              |                       | 21 sleeping rooms total            |
| 28 |   |              |               |                   |              |                       |                                    |
| 29 |   |              |               |                   |              |                       |                                    |
| 30 | *resort fees and taxes not included     |              |               |                   |              |                       |                                    |

DUKE\_NCUC\_00002725

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|    | H              |
|----|----------------|
| 1  | airport        |
| 2  |                |
| 3  | 5.8 miles      |
| 4  |                |
| 5  | 15milesCOS     |
| 6  |                |
| 7  | 30 min-ASH     |
| 8  |                |
| 9  | 20min- JZI     |
| 10 |                |
| 11 | 9 miles        |
| 12 |                |
| 13 | 14 miles       |
| 14 |                |
| 15 | AVL-20 min     |
| 16 |                |
| 17 | lunken 8 miles |
| 18 |                |
| 19 |                |
| 20 |                |
| 21 |                |
| 22 |                |
| 23 |                |
| 24 |                |
| 25 |                |
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| 27 |                |
| 28 |                |
| 29 |                |
| 30 |                |

DUKE\_NCUC\_00002726

DUKE\_NCUC\_00002726-A

**From:** Harrington, Sue C <Sue.Harrington@duke-energy.com>  
**Sent:** Wednesday, April 25, 2012 7:54 PM  
**To:** Barnef, W <Redacted - Personal Info>; Bernhardt, Alex - bernhardt  
<Redacted - Personal Info>; Michael Browning <Redacted - Personal Info>;  
John Forsgren <Redacted - Personal Info>; Ann Gray <Redacted - Personal Info>; James H  
Hance, Jr. <Redacted - Personal Info>; Reinsch, Jim <Redacted - Personal Info>;  
<Redacted - Personal Info>; Rhodes, Jim <Redacted - Personal Info>; <Redacted - Personal Info>; Sharp <Redacted - Personal Info>  
**Cc:** Manly, Marc E <Marc.Manly@duke-energy.com>; Maltz, David S  
<David.Maltz@duke-energy.com>; Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** April 26 Special Telephonic Board Meeting Regarding Edwardsport Settlement

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This message is to confirm that the special telephonic Board meeting to discuss and approve settlement of the Edwardsport project will take place tomorrow at 4:00pm as was tentatively scheduled. I will let you know as soon as the agenda and presentation materials are available in BoardVantage tomorrow.

Sent from my iPad

DUKE\_NCUC\_00002727

DUKE\_NCUC\_00002727-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, April 23, 2012 5:30 PM  
**To:** Manly, Marc E <Marc.Manly@duke-energy.com>; 'amgray@[Redacted - Personal Info]'  
**Cc:** Maltz, David S <David.Maltz@duke-energy.com>  
**Subject:** Re: Availability Chart for the Edwardsport Special Board Meeting (not very pretty)

---

Marc, how about Saturday?

Best,  
Jim

----- Original Message -----

From: Manly, Marc E  
Sent: Monday, April 23, 2012 03:00 PM  
To: Ann Gray ([Redacted - Personal Info] <[Redacted - Personal Info]>); Rogers, Jim  
Cc: Maltz, David S  
Subject: FW: Availability Chart for the Edwardsport Special Board Meeting (not very pretty)

# Redacted - Privilege

-----Original Message-----

From: Maltz, David S  
Sent: Monday, April 23, 2012 2:50 PM  
To: Manly, Marc E  
Cc: Harrington, Sue C  
Subject: RE: Availability Chart for the Edwardsport Special Board Meeting (not very pretty)

Marc: The best it looks like we can do is get 8 of the 10 outside directors. Below are the three best options.

1. Wednesday 8-9. Missing Hance and Sharp. JER may not be available at this time. Kathy is checking.
2. Thursday 10:30-11:30. Missing Browning and Sharp.
3. Thursday 4-5. Missing Bernhardt and Forsgren.

DUKE\_NCUC\_00002728

DUKE\_NCUC\_00002728-A

**From:** Ann Maynard Gray <[Redacted - Personal Info]>  
**Sent:** Tuesday, April 17, 2012 1:11 PM  
**To:** Rogers, Jim <jim.rogers@duke-energy.com>  
**Subject:** Re: NEIL mtg

---

Jim,  
Thanks for forwarding note from Dhiaa; long path to clarity on this, your meeting will help a lot.  
Best, Ann

Sent from my iPad

On Apr 17, 2012, at 10:12 AM, "Rogers, Jim" <Jim.Rogers@duke-energy.com> wrote:

> Ann,

>

# Notice of Appeal

>

> Best,

> Jim

>

> ----- Original Message -----

> From: Jamil, Dhiaa M

> Sent: Monday, April 16, 2012 08:46 PM

> To: Rogers, Jim; Good, Lynn J; Manly, Marc E

> Subject: NEIL mtg

>

# Redacted - Privilege

DUKE\_NCUC\_00002730

DUKE\_NCUC\_00002730-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Monday, April 23, 2012 3:01 PM  
**To:** Ann Gray (Redacted - Personal Info); Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Cc:** Maltz, David S <David.Maltz@duke-energy.com> . .  
**Subject:** FW: Availability Chart for the Edwardsport Special Board Meeting (not very pretty)

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**Redacted - Privilege**

-----Original Message-----

From: Maltz, David S  
Sent: Monday, April 23, 2012 2:50 PM  
To: Manly, Marc E  
Cc: Harrington, Sue C  
Subject: RE: Availability Chart for the Edwardsport Special Board Meeting (not very pretty)

Marc: The best it looks like we can do is get 8 of the 10 outside directors. Below are the three best options.

1. Wednesday 8-9. Missing Hance and Sharp. JER may not be available at this time. Kathy is checking.
2. Thursday 10:30-11:30. Missing Browning and Sharp.
3. Thursday 4-5. Missing Bernhardt and Forsgren.

DUKE\_NCUC\_00002729

DUKE\_NCUC\_00002729-A



**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Tuesday, April 17, 2012 10:13 AM  
**To:** 'amgray' Redacted - Personal Info  
**Subject:** Fw: NEIL mtg

---

Ann,

# Notice of Appeal

Best,  
Jim

----- Original Message -----

From: Jamil, Dhiaa M  
Sent: Monday, April 16, 2012 08:46 PM  
To: Rogers, Jim; Good, Lynn J; Manly, Marc E  
Subject: NEIL mtg

# Redacted - Privilege

DUKE\_NCUC\_00002731

DUKE\_NCUC\_00002731-A

**From:** Garrett, Debby <Debby.Garrett@duke-energy.com> on behalf of Maltz, David S <David.Maltz@duke-energy.com>  
**Sent:** Thursday, November 17, 2011 3:20 PM  
**To:** amgray [Redacted - Personal Info] Rogers, Jim <Jim.Rogers@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>; Good, Lynn J <Lynn.Good@duke-energy.com>; Maltz, David S <David.Maltz@duke-energy.com>  
**Cc:** Currence, Kathy K <Kathy.Currence@duke-energy.com>; Miller, Monica L <Monica.Miller@duke-energy.com>; Sims, Bobbie A <Bobbie.Sims@duke-energy.com>; Seaford, Robin T <Robin.Seaford@duke-energy.com>; Harrington, Sue C <Sue.Harrington@duke-energy.com>; Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Subject:** December 7-8, 2011, Board and Committee Agendas and Schedule  
**Attach:** December 7-8, 2011, Board and Committee Agendas and Schedule.pdf

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In preparation for our 1:30pm meeting tomorrow, I've attached the current drafts of the December Board and Committee agendas and schedule. Let me know if you have any questions. Thanks.

David

DUKE\_NCUC\_00002732

DUKE\_NCUC\_00002732-A

**DUKE ENERGY CORPORATION  
BOARD OF DIRECTORS  
SCHEDULE OF MEETINGS – DECEMBER 7–8, 2011**

Corporate Headquarters – Duke Energy Center  
550 South Tryon Street, Charlotte, North Carolina

| <b><u>WEDNESDAY<br/>DECEMBER 7, 2011</u></b> | <b><u>MEETING</u></b>   |
|--|---|
| 11:00AM – 12:30PM                            | Compensation Committee<br>(Room 4719 – Duke Energy Center)  |
| 12:00PM – 1:30PM                             | Lunch<br>(Room 4659 – Duke Energy Center)   |
| 1:00PM – 2:00PM                              | Corporate Governance Committee<br>(Room 4719 – Duke Energy Center)  |
| 2:00PM – 4:30PM                              | Finance and Risk Management Committee<br>(Board Room – Duke Energy Center)  |
| 4:30PM – 6:30PM                              | Audit Committee<br>(Board Room – Duke Energy Center)  |
| 6:30PM                                       | Reception and Dinner<br>(The Vista (46 <sup>th</sup> Floor) – Duke Energy Center)   |
| <b><u>THURSDAY<br/>DECEMBER 8, 2011</u></b>  | <b><u>MEETING</u></b>   |
| 6:30AM – 8:00AM                              | Breakfast<br>(Room 4719 – Duke Energy Center)   |
| 8:00AM – 12:30PM                             | Duke Energy Board Meeting<br>(Board Room – Duke Energy Center)  |
| 12:30PM – 1:00PM                             | Independent Directors Meeting, including lunch, and briefing of Chairman<br>at end of session, if necessary<br>(Room 4719 – Duke Energy Center) |

Nuclear Oversight Committee will not meet in December

AGENDA  
DUKE ENERGY CORPORATION  
COMPENSATION COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 11:00 A.M. TO 12:30 P.M.  
ROOM 4719 AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

|                            |                |                     |
|----------------------------|----------------|---------------------|
| <u>Committee Members:</u>  | <u>Present</u> |                     |
| James H. Hance, Jr., Chair | _____          | Secretary_____      |
| Daniel R. DiMicco          | _____          |                     |
| John H. Forsgren           | _____          | Others Present_____ |
| Ann M. Gray                | _____          | _____               |

\* \* \* \* \*

Matter to be considered  
and acted upon:

|  |               |               |             |
|--|---------------|---------------|-------------|
|  | <u>Motion</u> | <u>Second</u> | <u>Vote</u> |
|--|---------------|---------------|-------------|

**Redacted - Non Merger Business**

**Matters to be reviewed and discussed:**

- A. Discuss compensation and benefits issues related to the merger, including:
- i. Employment agreement for Chief Executive Officer and amendment to employment agreement for Executive Chairman

**Redacted - Non Merger Business**

Next scheduled meeting date: February 27, 2012

DUKE\_NCUC\_00002734

DUKE\_NCUC\_00002734-A

AGENDA  
DUKE ENERGY CORPORATION  
CORPORATE GOVERNANCE COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 1:00 P.M. TO 2:00 P.M.  
ROOM 4719 AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

|                           |                |                      |
|---------------------------|----------------|----------------------|
| <u>Committee Members:</u> | <u>Present</u> |                      |
| Ann M. Gray, Chair        | _____          | Secretary _____      |
| Michael G. Browning       | _____          |                      |
| Daniel R. DiMicco         | _____          | Others Present _____ |

\* \* \* \* \*

Matters to be considered  
and acted upon:

Motion      Second      Vote

**Redacted - Non Merger Business**

2. Review and recommendation of  
Amended and Restated  
Stock Ownership Guidelines

**Redacted - Non Merger Business**

#426366

DUKE\_NCUC\_00002735

DUKE\_NCUC\_00002735-A

# Redacted - Non Merger Business

## Reconvene with Full Board during Board meeting on December 8, 2011

Discussion of Corporate Organization, Leadership Team and Succession Planning, including Work Force Management

- Role and objectives of Executive Chairman

Next scheduled meeting dates: February \_\_\_, 2012 (CEO Evaluation teleconference)  
February 27, 2012

AGENDA  
DUKE ENERGY CORPORATION  
FINANCE AND RISK MANAGEMENT COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 2:00 P.M. TO 4:30 P.M.  
BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

Committee Members:

Present

William Barnett III, Chair

Michael G. Browning

Ann M. Gray

James H. Hance, Jr.

E. James Reinsch

Secretary \_\_\_\_\_

Others Present \_\_\_\_\_

\*\*\*\*\*

Matters to be considered  
and acted upon (2:00–3:00):

Motion

Second

Vote

**Redacted - Non Merger Business**

3. Review of New Duke Energy Three-Year (2012-2014) Financial Plan (Lynn Good)

**Redacted - Non Merger Business**

Next scheduled meeting date: February 27, 2012

DUKE\_NCUC\_00002737

DUKE\_NCUC\_00002737-A

AGENDA  
DUKE ENERGY CORPORATION  
AUDIT COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 4:30 P.M. TO 6:30 P.M.  
BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

Committee Members:

Present

Michael G. Browning, Chair  
G. Alex Bernhardt, Sr.  
John H. Forsgren  
James T. Rhodes  
Philip R. Sharp

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Secretary \_\_\_\_\_

Others Present \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

\* \* \* \* \*

Matters to be considered  
and acted upon:

Motion

Second

Vote

**Redacted - Non Merger Business**

Matters to be discussed:

**Redacted - Non Merger Business**

Matters for review:

**Redacted - Non Merger Business**



# **Redacted - Non Merger Business**

**Next scheduled meeting dates:** February [ ], 2012 (Fourth Quarter Earnings Release  
and Form 10-K)  
February 27, 2012

#426369

DUKE\_NCUC\_00002739

DUKE\_NCUC\_00002739-A

## AGENDA

### DUKE ENERGY CORPORATION

#### BOARD OF DIRECTORS MEETING

THURSDAY, DECEMBER 8, 2011 – 8:00 A.M. TO 12:30 P.M.

BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

| <u>Directors:</u>      | <u>Present</u> |                     |
|------------------------|----------------|---------------------|
| James E. Rogers, Chair | _____          | Secretary_____      |
| William Barnet, III    | _____          | _____               |
| G. Alex Bernhardt, Sr. | _____          | _____               |
| Michael G. Browning    | _____          | Counsel_____        |
| Daniel R. DiMicco      | _____          | Others Present_____ |
| John H. Forsgren       | _____          | _____               |
| Ann M. Gray            | _____          | _____               |
| James H. Hance, Jr.    | _____          | _____               |
| E. James Reinsch       | _____          | _____               |
| James T. Rhodes        | _____          | _____               |
| Philip R. Sharp        | _____          | _____               |

\*\*\*\*\*  
**Safety Message**

- A. Independent Director Session (8:00–8:30)
- B. Executive Session (Jim Rogers) (8:30–9:00)
  - Discussion of Corporate Organization, Leadership Team and Succession Planning, including Work Force Management
    - Role and Objectives of Executive Chairman
- C. Duke Energy Indiana's Edwardsport Integrated Gasification Combined Cycle (IGCC) Project Update (Pat Galloway, Pegasus Global Holdings, Inc./Randy Speck, Kaye Scholer Law Firm) (9:00–10:00)  
  
BREAK (10:00–10:15)
- D. Executive Session Reconvened, as necessary (Jim Rogers) (10:15–10:45)
- E. Merger Integration Update, including Crystal River and Day 1 Items (Lynn Good/Dhiaa Jamil/Marc Manly/A.R. Mullinax) (10:45–11:15)
- F. New Duke Energy Three-Year (2012-2014) Financial Plan (Lynn Good) (11:15–12:00)
- G. Executive Session (Jim Rogers) (12:00–12:30)
  - Report of the Audit Committee (Michael Browning)
  - Report of the Compensation Committee (Jim Hance)
  - Report of the Corporate Governance Committee (Ann Gray)
  - Report of the Finance and Risk Management Committee (Bill Barnet)

DUKE\_\_NCUC\_\_00002740

DUKE\_NCUC\_00002740-A

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**MATTERS TO BE CONSIDERED**

**AND ACTED UPON:**

Motion

Second

Vote

**CONSENT AGENDA**

Item Recommended from the Corporate Governance Committee:

- (1) Approval of Amended and Restated Stock Ownership Guidelines
- (2) Approval of Designation of Director Nominees
- (3) Approval of Determination of Director Independence
- (4) Approval of Determination that the Composition of Audit Committee Satisfies New York Stock Exchange and Securities and Exchange Commission Requirements
- (5) Approval of Designation of the Audit Committee Financial Experts
- (6) Approval of Date, Time and Place for 2012 Annual Meeting of Shareholders and Record Date for Shareholders Entitled to Vote

Item Recommended from the Finance and Risk Management Committee:

# Notice of Appeal

General Items:

- (13) Approval of the Appointment of Officers
- (14) Designation of the "Section 16 Officers" and Securities and Exchange Commission "Executive Officers"
- (15) Approval of Delegation of Authority to the Audit Committee to Approve the Filing of the Corporation's 2011 Annual Report on Form 10-K
- (16) Establish 2014 Dates and Locations of Board and Committee Meetings
- (17) Approval of Minutes of Board of Directors' Meetings Held on October 19, 2011, and October 25, 2011

\*\*\*\*\*  
Next Scheduled Meetings:

|                   |   |
|-------------------|---|
| February __, 2012 | Special Corporate Governance Committee Meeting<br>(CEO Evaluation)              |
| February __, 2012 | Special Audit Committee Meeting (Fourth Quarter Earnings Release and Form 10-K) |
| February 27, 2011 | Nuclear Oversight Committee Meeting   |
| February 27, 2011 | Corporate Governance Committee Meeting  |
| February 27, 2012 | Regulatory Policy and Operations  |
| February 27, 2011 | Audit Committee Meeting   |
| February 27, 2012 | Finance and Risk Management Committee Meeting                                   |
| February 27, 2012 | Compensation Committee Meeting  |
| February 28, 2012 | Duke Energy Corporation Board Meeting   |

DUKE\_NCUC\_00002741

DUKE\_NCUC\_00002741-A

**From:** Maltz, David S <David.Maltz@duke-energy.com>  
**Sent:** Thursday, November 10, 2011 3:25 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>; Good, Lynn J <Lynn.Good@duke-energy.com>; Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Cc:** Currence, Kathy K <Kathy.Currence@duke-energy.com>; Sims, Bobbie A <Bobbie.Sims@duke-energy.com>; Seaford, Robin T <Robin.Seaford@duke-energy.com>; Shannon, Patty <Patty.Shannon@duke-energy.com>; Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Subject:** December Board/Committee agendas  
**Attach:** img-Y10161410-0001.pdf

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In preparation for our 3pm meeting tomorrow, I've attached current drafts of the December Board and Committee agendas. Let me know if you have any questions. Thanks.

David

DUKE\_NCUC\_00002742

DUKE\_NCUC\_00002742-A

**DUKE ENERGY CORPORATION  
BOARD OF DIRECTORS  
SCHEDULE OF MEETINGS – DECEMBER 7–8, 2011**

Corporate Headquarters – Duke Energy Center  
550 South Tryon Street, Charlotte, North Carolina

| <b><u>WEDNESDAY<br/>DECEMBER 7, 2011</u></b> | <b><u>MEETING</u></b>   |
|--|---|
| 11:00AM – 12:30PM                            | Compensation Committee<br>(Room 4719 – Duke Energy Center)  |
| 12:00PM – 1:30PM                             | Lunch<br>(Room 4659 – Duke Energy Center)   |
| 1:00PM – 2:00PM                              | Corporate Governance Committee<br>(Room 4719 – Duke Energy Center)  |
| 2:00PM – 4:30PM                              | Finance and Risk Management Committee<br>(Board Room – Duke Energy Center)  |
| 4:30PM – 6:30PM                              | Audit Committee<br>(Board Room – Duke Energy Center)  |
| 6:30PM                                       | Reception and Dinner<br>(The Vista (46 <sup>th</sup> Floor) – Duke Energy Center)   |
| <b><u>THURSDAY<br/>DECEMBER 8, 2011</u></b>  | <b><u>MEETING</u></b>   |
| 6:30AM – 8:00AM                              | Breakfast<br>(Room 4719 – Duke Energy Center)   |
| 8:00AM – 12:30PM                             | Duke Energy Board Meeting<br>(Board Room – Duke Energy Center)  |
| 12:30PM – 1:00PM                             | Independent Directors Meeting, including lunch, and briefing of Chairman<br>at end of session, if necessary<br>(Room 4719 – Duke Energy Center) |

Nuclear Oversight Committee will not meet in December

**AGENDA**  
**DUKE ENERGY CORPORATION**  
**COMPENSATION COMMITTEE MEETING**  
**WEDNESDAY, DECEMBER 7, 2011 – 11:00 A.M. TO 12:30 P.M.**  
**ROOM 4719 AT THE DUKE ENERGY CENTER**  
**CHARLOTTE, NORTH CAROLINA**

| <u>Committee Members:</u>  | <u>Present</u> |                     |
|----------------------------|----------------|---------------------|
| James H. Hance, Jr., Chair | _____          | Secretary_____      |
| Daniel R. DiMicco          | _____          |                     |
| John H. Forsgren           | _____          | Others Present_____ |
| Ann M. Gray                | _____          | _____               |

\*\*\*\*\*

**Redacted - Non Merger Business**

**Matters to be reviewed and discussed:**

- A. Discuss compensation and benefits issues related to the merger, including:
- i. Amend the Progress SERP and merge it into the Duke Executive Cash Balance Plan
  - ii. Employment agreement for Chief Executive Officer and amendment to employment agreement for Executive Chairman

**Redacted - Non Merger Business**

**Next scheduled meeting date: February 27, 2012**

DUKE\_NCUC\_00002744

DUKE\_NCUC\_00002744-A

AGENDA  
DUKE ENERGY CORPORATION  
CORPORATE GOVERNANCE COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 1:00 P.M. TO 2:00 P.M.  
ROOM 4719 AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

Committee Members:

Present

Ann M. Gray, Chair  
Michael G. Browning  
Daniel R. DiMicco

Secretary \_\_\_\_\_

Others Present \_\_\_\_\_

\* \* \* \* \*

**Matters to be considered  
and acted upon:**

Motion

Second

Vote

**Redacted - Non Merger Business**

2. Review and recommendation of  
Amended and Restated  
Stock Ownership Guidelines

**Redacted - Non Merger Business**

#A26266

DUKE\_NCUC\_00002745

DUKE\_NCUC\_00002745-A

# Redacted - Non Merger Business

## Reconvene with Full Board during Board meeting on December 8, 2011

Discussion of Corporate Organization, Leadership Team and Succession Planning,  
including Work Force Management

Next scheduled meeting dates: February \_\_\_\_, 2012 (CEO Evaluation teleconference)  
February 27, 2012



AGENDA  
DUKE ENERGY CORPORATION  
FINANCE AND RISK MANAGEMENT COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 2:00 P.M. TO 4:30 P.M.  
BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

|                           |                |                     |
|---------------------------|----------------|---------------------|
| <u>Committee Members:</u> | <u>Present</u> |                     |
| William Barnet III, Chair | _____          | Secretary_____      |
| Michael G. Browning       | _____          |                     |
| Ann M. Gray               | _____          | Others Present_____ |
| James H. Hance, Jr.       | _____          | _____               |
| E. James Reinsch          | _____          | _____               |

\* \* \* \* \*

|   |               |               |             |
|---|---------------|---------------|-------------|
| Matters to be considered<br>and acted upon (2:00–3:00): | <u>Motion</u> | <u>Second</u> | <u>Vote</u> |
|---|---------------|---------------|-------------|

**Redacted - Non Merger Business**

3. Review of New Duke Energy three-year (2012-2014) financial forecast (Lynn Good)

**Redacted - Non Merger Business**

**Redacted - Non Merger Business**

Next scheduled meeting date: February 27, 2012

DUKE\_NCUC\_00002747

DUKE\_NCUC\_00002747-A

AGENDA  
DUKE ENERGY CORPORATION  
AUDIT COMMITTEE MEETING  
WEDNESDAY, DECEMBER 7, 2011 – 4:30 P.M. TO 6:30 P.M.  
BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

|                            |                |                      |
|----------------------------|----------------|----------------------|
| <u>Committee Members:</u>  | <u>Present</u> |                      |
| Michael G. Browning, Chair | _____          | Secretary _____      |
| G. Alex Bernhardt, Sr.     | _____          |                      |
| John H. Forsgren           | _____          | Others Present _____ |
| James T. Rhodes            | _____          |                      |
| Philip R. Sharp            | _____          |                      |

\*\*\*\*\*

Matters to be considered  
and acted upon:

Motion      Second      Vote

**Redacted - Non Merger Business**

Matters to be discussed:

**Redacted - Non Merger Business**

Matters for review:

**Redacted - Non Merger Business**

# **Redacted - Non Merger Business**

**Next scheduled meeting dates:** February [ ], 2012 (Fourth Quarter Earnings Release  
and Form 10-K)  
February 27, 2012

#426369

DUKE\_NCUC\_00002749

DUKE\_NCUC\_00002749-A

**A G E N D A**  
**DUKE ENERGY CORPORATION**  
**BOARD OF DIRECTORS MEETING**  
**THURSDAY, DECEMBER 8, 2011 – 8:00 A.M. TO 12:30 P.M.**  
**BOARD ROOM AT THE DUKE ENERGY CENTER**  
**CHARLOTTE, NORTH CAROLINA**

| <u>Directors:</u>      | <u>Present</u> |                      |
|------------------------|----------------|----------------------|
| James E. Rogers, Chair | _____          | Secretary _____      |
| William Barnet, III    | _____          | _____                |
| G. Alex Bernhardt, Sr. | _____          | _____                |
| Michael G. Browning    | _____          | Counsel _____        |
| Daniel R. DiMicco      | _____          | Others Present _____ |
| John H. Forsgren       | _____          | _____                |
| Ann M. Gray            | _____          | _____                |
| James H. Hance, Jr.    | _____          | _____                |
| E. James Reinsch       | _____          | _____                |
| James T. Rhodes        | _____          | _____                |
| Philip R. Sharp        | _____          | _____                |

\*\*\*\*\*

**Safety Message**

- A. Independent Director Session (8:00–8:30)
- B. Executive Session (Jim Rogers) (8:30–9:30)
  - Discussion of Corporate Organization, Leadership Team and Succession Planning, including Work Force Management
- C. Merger Integration Update, including Crystal River and Day 1 Items (Lynn Good/Dhiaa Jamil/Marc Manly/A.R. Mullinax) (9:30–10:30)  
  
BREAK (10:30–10:45)
- D. Five-Year (2012-2016) Business Plans (Lynn Good/Keith Trent/Dhiaa Jamil) (10:45–12:00)
- E. Executive Session (Jim Rogers) (12:00–12:30)
  - Report of the Audit Committee (Michael Browning)
  - Report of the Compensation Committee (Jim Hance)
  - Report of the Corporate Governance Committee (Ann Gray)
  - Report of the Finance and Risk Management Committee (Bill Barnet)

DUKE\_NCUC\_00002750

DUKE\_NCUC\_00002750-A

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**MATTERS TO BE CONSIDERED  
AND ACTED UPON:**

**CONSENT AGENDA**

Motion      Second      Vote

Item Recommended from the Corporate Governance Committee:

- (1) Approval of Amended and Restated Stock Ownership Guidelines
- (2) Approval of Compensation/Related Party Transactions
- (3) Approval of Designation of Director Nominees
- (4) Approval of Determination of Director Independence
- (5) Approval of Determination that the Composition of Audit Committee Satisfies New York Stock Exchange and Securities and Exchange Commission Requirements
- (6) Approval of Designation of the Audit Committee Financial Experts
- (7) Approval of Date, Time and Place for 2012 Annual Meeting of Shareholders and Record Date for Shareholders Entitled to Vote

Item Recommended from the Finance and Risk Management Committee:

# Notice of Appeal

General Items:

- (13) Approval of the Appointment of Officers
- (14) Designation of the "Section 16 Officers" and Securities and Exchange Commission "Executive Officers"
- (15) Approval of Delegation of Authority to the Audit Committee to Approve the Filing of the Corporation's 2011 Annual Report on Form 10-K
- (16) Establish 2014 Dates and Locations of Board and Committee Meetings
- (17) Approval of Minutes of Board of Directors' Meetings Held on October 19, 2011, and October 25, 2011

\*\*\*\*\*  
Next Scheduled Meetings:

|                   |   |
|-------------------|---|
| February __, 2012 | Special Corporate Governance Committee Meeting<br>(CEO Evaluation)              |
| February __, 2012 | Special Audit Committee Meeting (Fourth Quarter Earnings Release and Form 10-K) |
| February 27, 2011 | Nuclear Oversight Committee Meeting   |
| February 27, 2011 | Corporate Governance Committee Meeting  |
| February 27, 2012 | Regulatory Policy and Operations  |
| February 27, 2011 | Audit Committee Meeting   |
| February 27, 2012 | Finance and Risk Management Committee Meeting                                   |
| February 27, 2012 | Compensation Committee Meeting  |
| February 28, 2012 | Duke Energy Corporation Board Meeting   |

DUKE\_NCUC\_00002751

DUKE\_NCUC\_00002751-A

✓

**From:** Alex Bernhardt <Redacted - Personal Info n>  
**Sent:** Wednesday, December 14, 2011 4:47 PM  
**To:** E. Jim Reinsch <Redacted - Personal Info n>  
**Cc:** Rogers, Jim <jim.rogers@duke-energy.com>; rhodesj <Redacted - Personal Info n>; Sharp, Phil <Redacted - Personal Info n>; Barnet, Bill <Redacted - Personal Info n>  
**Subject:** **Notice of Appeal**

---

Agree,  
Alex

**From:** "E. Jim Reinsch" <Redacted - Personal Info n>  
**To:** "rhodesjt@yahoo.com" <Redacted - Personal Info n>  
**Cc:** "Rogers, Jim" <jim.rogers@duke-energy.com>; "Barnet, Bill" <Redacted - Personal Info n>; "Bernhardt, Alex" <Redacted - Personal Info n>; "Sharp, Phil" <Redacted - Personal Info n>  
**Date:** 12/14/2011 03:03 PM  
**Subject:** **Notice of Appeal**

Agree.  
Jim

Sent from my iPad

On Dec 14, 2011, at 2:59 PM, "rhodesjt" <Redacted - Personal Info n> wrote:

This looks fine to me, Jim.

Jim

Sent from my Verizon Wireless BlackBerry

**From:** "Rogers, Jim" <jim.rogers@duke-energy.com>  
**Date:** Wed, 14 Dec 2011 14:07:49 -0500  
**To:** Rhodes, Jim <Redacted - Personal Info n>; Barnet, W <Redacted - Personal Info n>; Bernhardt, Alex <Redacted - Personal Info n>; Reinsch, Jim <Redacted - Personal Info n>; Sharp <Redacted - Personal Info n>  
**Subject:** **Notice of Appeal**

**Notice of Appeal**

DUKE\_NCUC\_00002752

DUKE\_NCUC\_00002752-A

✓  
Please let me know if you disagree.

Thanks,

Jim

From: Jamil, Dhiaa M  
Sent: Wednesday, December 14, 2011 1:33 PM  
To: Rogers, Jim  
Subject: **Notice of Appeal**

Jim,

**Notice of Appeal**

Thanks,

Dhiaa

**Notice of Appeal**

DUKE\_NCUC\_00002753

DUKE\_NCUC\_00002753-A

**Confidential**

DUKE\_NCUC\_00002754

DUKE\_NCUC\_00002754-A



V

# Confidential

DUKE\_NCUC\_00002755

DUKE\_NCUC\_00002755-A

**Confidential**

DUKE\_NCUC\_00002756

DUKE\_NCUC\_00002756-A

From: Wbarnett [Redacted - Personal Info]  
Sent: Wednesday, December 14, 2011 2:41 PM  
To: jim.rogers@duke-energy.com  
Cc: rhodesjt [Redacted - Personal Info]  
Subject: **Notice of Appeal**

---

seems very thoughtful ( as one would anticipate) and directionally appropriate.....think all parties handled this well and properly...thanks for sharing.

In a message dated 12/14/2011 2:07:57 P.M. Eastern Standard Time, Jim.Rogers@duke-energy.com writes:

# Notice of Appeal

Please let me know if you disagree.

Thanks,

Jim

---

From: Jamil, Dhiaa M  
Sent: Wednesday, December 14, 2011 1:33 PM  
To: Rogers, Jim  
Subject: **Notice of Appeal**

# Notice of Appeal

DUKE\_NCUC\_00002757

DUKE\_NCUC\_00002757-A

# Confidential

DUKE\_NCUC\_00002758

DUKE\_NCUC\_00002758-A

# Confidential

DUKE\_NCUC\_00002759

DUKE\_NCUC\_00002759-A

DUKE\_NCUC\_00002760

DUKE\_NCUC\_00002760-A

From: E. Jim Reinsch <[Redacted - Personal Info]>  
Sent: Wednesday, December 14, 2011 2:03 PM  
To: rhodesjt <[Redacted - Personal Info]>  
Cc: Rogers, Jim <jim.rogers@duke-energy.com>; Barnet, Bill <[Redacted - Personal Info]>; Bernhardt, Alex <[Redacted - Personal Info]>; Sharp, Phil <[Redacted - Personal Info]>  
Subject: Notice of Appeal

---

Agree.

Jim

Sent from my iPad

On Dec 14, 2011, at 2:59 PM, "rhodesjt" <[Redacted - Personal Info]> wrote:

This looks fine to me, Jim.

Jim

Sent from my Verizon Wireless BlackBerry

---

From: "Rogers, Jim" <jim.rogers@duke-energy.com>  
Date: Wed, 14 Dec 2011 14:07:49 -0500  
To: Rhodes, Jim <[Redacted - Personal Info]>; Barnet, Bill <[Redacted - Personal Info]>; Bernhardt, Alex <[Redacted - Personal Info]>; Reinsch, Jim <[Redacted - Personal Info]>; Sharp, Phil <[Redacted - Personal Info]>  
Subject: Notice of Appeal

# Notice of Appeal

Please let me know if you disagree.

Thanks,

Jim

From: Jamil, Dhiaa M  
Sent: Wednesday, December 14, 2011 1:33 PM  
To: Rogers, Jim  
Subject: Notice of Appeal

# Notice of Appeal

Thanks,

Dhiaa

DUKE\_NCUC\_00002761

DUKE\_NCUC\_00002761-A

# Confidential

DUKE\_NCUC\_00002762

DUKE\_NCUC\_00002762-A



# Confidential

DUKE\_NCUC\_00002763

DUKE\_NCUC\_00002763-A

**From:** rhodesjt <Redacted - Personal Info>  
**Sent:** Wednesday, December 14, 2011 2:00 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>; Barnet, Bill <Redacted - Personal Info>; Bernhardt, Alex <Redacted - Personal Info>; Reinsch, Jim <Redacted - Personal Info>; Sharp, Phil <Redacted - Personal Info>  
**Subject:** Notice of Appeal

---

This looks fine to me, Jim.

Jim

Sent from my Verizon Wireless BlackBerry

---

**From:** "Rogers, Jim" <Jim.Rogers@duke-energy.com>  
**Date:** Wed, 14 Dec 2011 14:07:49 -0500  
**To:** Rhodes, Jim <Redacted - Personal Info>; Barnet, W <Redacted - Personal Info>; Bernhardt, Alex - bernhardt <Redacted - Personal Info>; Reinsch, Jim <Redacted - Personal Info>; Sharp <Redacted - Personal Info>  
**Subject:** Notice of Appeal

## Notice of Appeal

Please let me know if you disagree.

Thanks,

Jim

---

**From:** Jamil, Dhiaa M  
**Sent:** Wednesday, December 14, 2011 1:33 PM  
**To:** Rogers, Jim  
**Subject:** Notice of Appeal

# Notice of Appeal

DUKE\_NCUC\_00002764

DUKE\_NCUC\_00002764-A

# Confidential

DUKE\_NCUC\_00002765

DUKE\_NCUC\_00002765-A

# Confidential

DUKE\_NCUC\_00002766

DUKE\_NCUC\_00002766-A

**From:** Sharp, Phil <[Redacted - Personal Info]>  
**Sent:** Wednesday, December 14, 2011 1:44 PM  
**To:** Rogers, Jim <jim.rogers@duke-energy.com>  
**Subject:** **Notice of Appeal**

---

Thanks for the update,  
Phil

Sent from my iPad

On Dec 14, 2011, at 2:08 PM, "Rogers, Jim" <jim.rogers@duke-energy.com<mailto:Jim.Rogers@duke-energy.com>> wrote:

## Notice of Appeal

Please let me know if you disagree.

Thanks,  
Jim

**From:** Jamil, Dhiaa M  
**Sent:** Wednesday, December 14, 2011 1:33 PM  
**To:** Rogers, Jim  
**Subject:** **Notice of Appeal**

Jim,

## Notice of Appeal

Thanks,  
Dhiaa

Deliverable

Notes

# Notice of Appeal

DUKE\_NCUC\_00002767

DUKE\_NCUC\_00002767-A

# Confidential

DUKE\_NCUC\_00002768

DUKE\_NCUC\_00002768-A

# Confidential

DUKE\_NCUC\_00002769

DUKE\_NCUC\_00002769-A

From: Rogers, Jim <Jim.Rogers@duke-energy.com>  
Sent: Wednesday, December 14, 2011 1:08 PM  
To: Rhodes, Jim <Redacted - Personal Info>; Barnett, W <Redacted - Personal Info>; Bernhardt, Alex - <Redacted - Personal Info>; Reinsch, Jim -aol <Redacted - Personal Info>; Sharp <Redacted - Personal Info>  
Bcc: <Redacted - Personal Info>  
Subject: Notice of Appeal

---

## Notice of Appeal

Please let me know if you disagree.

Thanks,  
Jim

---

From: Jamil, Dhiaa M  
Sent: Wednesday, December 14, 2011 1:33 PM  
To: Rogers, Jim  
Subject: Notice of Appeal

Jim,

## Notice of Appeal

Thanks,  
Dhiaa

# Notice of Appeal

DUKE\_NCUC\_00002770

DUKE\_NCUC\_00002770-A



# Confidential

DUKE\_NCUC\_00002771

DUKE\_NCUC\_00002771-A

# Confidential

DUKE\_NCUC\_00002772

DUKE\_NCUC\_00002772-A

From: Jim Rhodes <Redacted - Personal Info>  
Sent: Wednesday, December 7, 2011 2:46 PM  
To: Jamil, Dhiaa M <Dhiaa.Jamil@duke-energy.com>  
Cc: Rogers, Jim <Jim.Rogers@duke-energy.com>  
Subject: **Notice of Appeal**

---

Dhiaa

## Notice of Appeal

Jim

Sent from my iPad

On Dec 7, 2011, at 12:06 PM, "Jamil, Dhiaa M" <Dhiaa.Jamil@duke-energy.com> wrote:

Jim and Jim,

# Notice of Appeal

Thanks,

Dhiaa

# Notice of Appeal

DUKE\_NCUC\_00002773

DUKE\_NCUC\_00002773-A

# Confidential

DUKE\_NCUC\_00002774

DUKE\_NCUC\_00002774-A

# Confidential

<12-06-11 Dhiaa Corrective Action Status.docx>

DUKE\_NCUC\_00002775

DUKE\_NCUC\_00002775-A

**From:** Jamil, Dhiaa M <Dhiaa.Jamil@duke-energy.com>  
**Sent:** Wednesday, December 7, 2011 11:06 AM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>; Rhodes, Jim <Redacted - Personal Info >  
**Subject:** Notice of Appeal  
**Attach:** 12-06-11 Dhiaa Corrective Action Status.docx

---

Jim and Jim,

## Notice of Appeal

Thanks,  
Dhiaa

# Notice of Appeal

DUKE\_NCUC\_00002776

DUKE\_NCUC\_00002776-A

# Confidential

DUKE\_NCUC\_00002777

DUKE\_NCUC\_00002777-A

# Confidential

DUKE\_NCUC\_00002778

DUKE\_NCUC\_00002778-A



| Deliverable                                    | Notes | Completion Date | Status |
|--|-------|-----------------|--------|
| <b>Redacted – Sensitive Nuclear Operations</b> |       |                 |        |

DUKE\_NCUC\_00002779

DUKE\_NCUC\_00002779-A

**Redacted – Sensitive Nuclear Operations**

DUKE\_NCUC\_00002780

DUKE\_NCUC\_00002780-A

**Redacted – Sensitive Nuclear Operations**

DUKE\_NCUC\_00002781

DUKE\_NCUC\_00002781-A

# **Redacted – Sensitive Nuclear Operations**

DUKE\_NCUC\_00002782

DUKE\_NCUC\_00002782-A

**From:** Harrington, Sue C <Sue.Harrington@duke-energy.com>  
**Sent:** Friday, March 2, 2012 3:51 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>; Weber, Jennifer <Jennifer.Weber@duke-energy.com>; Ringel, Robert J <Robert.Ringel@duke-energy.com>; Maltz, David S <David.Maltz@duke-energy.com>; (James Hance <Redacted - Personal Info>); Reinsch, Jim <Redacted - Personal Info>; John Forsgren <Redacted - Personal Info>; Bernhardt, Alex - bernhardt <Redacted - Personal Info>; Ann M. Gray <Redacted - Personal Info>; Dan DiMicco <Redacted - Personal Info>; Rhodes, Jim <Redacted - Personal Info>; Jim Hance <Redacted - Personal Info>; Michael Browning <Redacted - Personal Info>; Sharp <Redacted - Personal Info>; Barnett, W <Redacted - Personal Info>  
**Cc:** Currence, Kathy K <Kathy.Currence@duke-energy.com>; Miller, Monica L <Monica.Miller@duke-energy.com>; Sims, Bobbie A <Bobbie.Sims@duke-energy.com>; Shannon, Patty <Patty.Shannon@duke-energy.com>; Kennedy, Karla D <Karla.Kennedy@duke-energy.com>; Garrett, Debby <Debby.Garrett@duke-energy.com>; Bonny Light <Redacted - Personal Info>; Elizabeth Gilliam <Redacted - Personal Info>; Joyce Hiott <Redacted - Personal Info>; Kieca Pointdujour <Redacted - Personal Info>; Linda Canipe <Redacted - Personal Info>; Marilyn Voigt <Redacted - Personal Info>; Sandra S Thrower <Redacted - Personal Info>; Sandra Thrower <Redacted - Personal Info>  
**Subject:** Special Telephonic Duke Energy Compensation Committee Meeting re 2012 Proxy Statement

---

The Compensation Committee will convene a special telephonic meeting at 9:00 a.m. on Monday, March 19<sup>th</sup>. The purpose of the meeting is to review the compensation-related portions of the proxy statement, but all members of the Board are invited to join the meeting to ask any questions or provide any comments they would like to discuss with respect to the proxy statement. On or about March 14<sup>th</sup>, we will distribute (via BoardVantage) a draft of the proxy statement and more details about the special telephonic meeting, but we wanted to provide you with advance notice for scheduling purposes. Of course, anyone can provide comments separate from this meeting by contacting David Maltz or Bob Ringel any time prior to the proxy filing date.

Thank you,  
Sue

Sue C. Harrington  
Assistant Corporate Secretary  
Duke Energy Corporation  
550 South Tryon St/DEC45A  
P.O. Box 1321 (28201)  
Charlotte, NC 28202  
Phone: <Redacted - Personal Info>  
Fax: <Redacted - Personal Info>  
Sue.Harrington@duke-energy.com

DUKE\_NCUC\_00002783

DUKE\_NCUC\_00002783-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Thursday, March 1, 2012 2:34 PM  
**To:** 'Ann Gray' <[Redacted - Personal Info]>  
**Cc:** Rogers, Jim <Jim.Rogers@duke-energy.com>; Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Subject:** RE: June and August

---

Thanks Ann.

Marc E. Manly  
Group Vice President, General Counsel, and Corporate Secretary  
Duke Energy Corporation  
550 S. Tryon Street, Mail Code DEC48  
Charlotte, NC 28202  
Phone: [Redacted - Personal Info]  
email: marc.manly@duke-energy.com

---

**From:** Ann Gray [mailto:[Redacted - Personal Info]]  
**Sent:** Thursday, March 01, 2012 2:32 PM  
**To:** Manly, Marc E  
**Cc:** Rogers, Jim; Garrett, Debby  
**Subject:** Re: June and August

This reflects my recall of our discussion and sounds fine to me. Directors at the exec session raised no concerns about this possibility.

Thanks

Sent from my iPhone

On Mar 1, 2012, at 1:32 PM, "Manly, Marc E" <Marc.Manly@duke-energy.com> wrote:

Ann and Jim:

Following up on our discussion about the upcoming June and August Board meetings, I've had Debbie check to confirm that the conference center and rooms would be available at Clemson and that we could get rooms at the Ritz. This is based on my understanding of our discussion that we would switch the June off-site retreat to the August meeting, do that meeting at Clemson, and hold the June meeting in Charlotte.

If this works, let me know and we will book things before our tentative holds expire. Thanks.

Marc

Marc E. Manly  
Group Vice President, General Counsel, and Corporate Secretary  
Duke Energy Corporation  
550 S. Tryon Street, Mail Code DEC48  
Charlotte, NC 28202  
Phone: [Redacted - Personal Info]  
email: marc.manly@duke-energy.com

DUKE\_NCUC\_00002784

DUKE\_NCUC\_00002784-A

**From:** Garrett, Debby  
**Sent:** Thursday, March 01, 2012 1:24 PM  
**To:** Manly, Marc E  
**Cc:** Maltz, David S  
**Subject:** June and August

Rooms are available at The Ritz for our June meetings. The Ritz will hold rooms until Friday, March 9<sup>th</sup>. They will not hold the rooms after the 9<sup>th</sup> unless we sign a contract. I expect (based on previous contracts with The Ritz) that our cancellation charges would be around \$4000.

Space is available at the James F Martin Inn (hotel) and the Madren Conference Center (meetings) in Clemson for our August meeting. I have requested space based on numbers for a New Duke Board meeting. I thought it would be easier to cut back numbers rather than add to. Thanks.

Debby Garrett  
Associate, Board of Directors  
Duke Energy Corporation  
550 South Tryon St.  
DEC45A  
Charlotte, NC 28202  
Redacted - Personal Info (phone)  
Redacted - Personal Info (fax)  
Redacted - Personal Info (cell)  
[debby.garrett@duke-energy.com](mailto:debby.garrett@duke-energy.com)

**Confidentiality Notice**

This message is being sent by or on behalf of a lawyer. It is intended exclusively for the individual or entity to which it is addressed. This communication may contain information that is proprietary, privileged or confidential or otherwise legally exempt from disclosure. If you are not the named addressee, you are not authorized to read, print, retain, copy or disseminate this message or any part of it. If you have received this message in error, please notify the sender immediately by e-mail and delete all copies of the message.

DUKE\_NCUC\_00002785

DUKE\_NCUC\_00002785-A

**From:** Ann Gray <[Redacted - Personal Info]>  
**Sent:** Thursday, March 1, 2012 2:32 PM  
**To:** Manly, Marc E <marc.manly@duke-energy.com>  
**Cc:** Rogers, Jim <jim.rogers@duke-energy.com>; Garrett, Debby <debby.garrett@duke-energy.com>  
**Subject:** Re: June and August

---

This reflects my recall of our discussion and sounds fine to me. Directors at the exec session raised no concerns about this possibility.

Thanks

Sent from my iPhone

On Mar 1, 2012, at 1:32 PM, "Manly, Marc E" <Marc.Manly@duke-energy.com> wrote:

Ann and Jim:

Following up on our discussion about the upcoming June and August Board meetings, I've had Debbie check to confirm that the conference center and rooms would be available at Clemson and that we could get rooms at the Ritz. This is based on my understanding of our discussion that we would switch the June off-site retreat to the August meeting, do that meeting at Clemson, and hold the June meeting in Charlotte.

If this works, let me know and we will book things before our tentative holds expire. Thanks.

Marc

Marc E. Manly  
Group Vice President, General Counsel, and Corporate Secretary  
Duke Energy Corporation  
550 S. Tryon Street, Mail Code DEC48  
Charlotte, NC 28202  
Phone: [Redacted - Personal Info]  
email: [marc.manly@duke-energy.com](mailto:marc.manly@duke-energy.com)

---

**From:** Garrett, Debby  
**Sent:** Thursday, March 01, 2012 1:24 PM  
**To:** Manly, Marc E  
**Cc:** Maltz, David S  
**Subject:** June and August

Rooms are available at The Ritz for our June meetings. The Ritz will hold rooms until Friday, March 9<sup>th</sup>. They will not hold the rooms after the 9<sup>th</sup> unless we sign a contract. I expect (based on previous contracts with The Ritz) that our cancellation charges would be around \$4000.

Space is available at the James F Martin Inn (hotel) and the Madren Conference Center (meetings) in Clemson for our August meeting. I have requested space based on numbers for a New Duke Board meeting. I thought it would be easier to cut back numbers rather than add to. Thanks.

DUKE\_NCUC\_00002786

DUKE\_NCUC\_00002786-A



Debby Garrett  
Associate, Board of Directors  
Duke Energy Corporation  
550 South Tryon St.  
DEC45A  
Charlotte, NC 28202

Redacted - Personal Info (phone)

Redacted - Personal Info (fax)

Redacted - Personal Info (cell)

[debby.garrett@duke-energy.com](mailto:debby.garrett@duke-energy.com)

#### Confidentiality Notice

This message is being sent by or on behalf of a lawyer. It is intended exclusively for the individual or entity to which it is addressed. This communication may contain information that is proprietary, privileged or confidential or otherwise legally exempt from disclosure. If you are not the named addressee, you are not authorized to read, print, retain, copy or disseminate this message or any part of it. If you have received this message in error, please notify the sender immediately by e-mail and delete all copies of the message.

DUKE\_NCUC\_00002787

DUKE\_NCUC\_00002787-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Thursday, March 1, 2012 1:32 PM  
**To:** 'Ann Gray' <[Redacted - Personal Info]>; Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Cc:** Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Subject:** FW: June and August

---

Ann and Jim:

Following up on our discussion about the upcoming June and August Board meetings, I've had Debbie check to confirm that the conference center and rooms would be available at Clemson and that we could get rooms at the Ritz. This is based on my understanding of our discussion that we would switch the June off-site retreat to the August meeting, do that meeting at Clemson, and hold the June meeting in Charlotte.

If this works, let me know and we will book things before our tentative holds expire. Thanks.

Marc

Marc E. Manly  
Group Vice President, General Counsel, and Corporate Secretary  
Duke Energy Corporation  
550 S. Tryon Street, Mail Code DEC48  
Charlotte, NC 28202  
Phone: [Redacted - Personal Info]  
email: marc.manly@duke-energy.com

---

**From:** Garrett, Debby  
**Sent:** Thursday, March 01, 2012 1:24 PM  
**To:** Manly, Marc E  
**Cc:** Maltz, David S  
**Subject:** June and August

Rooms are available at The Ritz for our June meetings. The Ritz will hold rooms until Friday, March 9<sup>th</sup>. They will not hold the rooms after the 9<sup>th</sup> unless we sign a contract. I expect (based on previous contracts with The Ritz) that our cancellation charges would be around \$4000.

Space is available at the James F Martin Inn (hotel) and the Madren Conference Center (meetings) in Clemson for our August meeting. I have requested space based on numbers for a New Duke Board meeting. I thought it would be easier to cut back numbers rather than add to. Thanks.

Debby Garrett  
Associate, Board of Directors  
Duke Energy Corporation  
550 South Tryon St.  
DEC45A  
Charlotte, NC 28202  
[Redacted - Personal Info] (phone)  
[Redacted - Personal Info] (fax)  
[Redacted - Personal Info] (cell)  
debby.garrett@duke-energy.com

Confidentiality Notice

DUKE\_NCUC\_00002788

DUKE\_NCUC\_00002788-A

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DUKE\_NCUC\_00002789

DUKE\_NCUC\_00002789-A

**From:** Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Sent:** Wednesday, February 29, 2012 3:14 PM  
**To:** Ann Maynard Gray <Redacted - Personal Info>; Dan DiMicco  
<Redacted - Personal Info>; Bernhardt, Alex - bernhardt  
<Redacted - Personal Info>; James H. Hance, Jr.  
<Redacted - Personal Info>; Rhodes, Jim <Redacted - Personal Info>; John  
Forsgren <Redacted - Personal Info>; Michael G. Browning  
<Redacted - Personal Info>; Reinsch, Jim <Redacted - Personal Info>;  
<Redacted - Personal Info>, Sharp <Redacted - Personal Info>; Rogers, Jim <Jim.Rogers@duke-  
energy.com>; Barnett, W <Redacted - Personal Info>  
**Cc:** Maltz, David S <David.Maltz@duke-energy.com>; Manly, Marc E  
<Marc.Manly@duke-energy.com>; Harrington, Sue C <Sue.Harrington@duke-  
energy.com>; Bonny Light <Redacted - Personal Info>; Currence, Kathy K  
<Kathy.Currence@duke-energy.com>; Elizabeth Gilliam  
<Redacted - Personal Info>; Joyce Hiott <Redacted - Personal Info>; Kieca Pointdujour  
<Redacted - Personal Info>; Linda Canipe <Redacted - Personal Info>;  
Marilyn Voigt <Redacted - Personal Info>; Miller, Monica L <Monica.Miller@duke-  
energy.com>; Sandra Thrower <Redacted - Personal Info>; Sandra  
Thrower <Redacted - Personal Info>  
**Subject:** BoardVantage - Housekeeping items

---

In order to continue to comply with our document control and retention guidelines related to Board materials, we plan to institute the following policy related to materials posted on BoardVantage. Within 24 hours after a meeting occurs, it will be our policy to delete all annotations (subject to any legal holds that may be active) from a meeting book and also to remove the book from the briefcase (pc and iPad), the new items (iPad) and the home page (pc). We also request that you do not make any annotations to a book after a meeting. Books will still be available for you to access in the timeline feature from your iPad or the document tab from your pc.

On a different note, we would also like to inform you of a new function we have added to our use of BoardVantage. In addition to past meeting books that will continue to be available for your access, we have also added a link to a document of each committee's past agendas (since the December 7-8, 2011 meetings). We thought this might assist you in the event you were attempting to find a particular item or document. You can click on the agenda link and review all past agendas for that particular committee. You can also do a word search within this document. Once you find the agenda item you were searching for, you can then go to the book for that particular meeting and review the related document. Unfortunately, due to the different configuration of the iPad versus the pc, this search functionality is currently not available on the iPad; however, the agendas are located in the document repository on the iPad.

Debby Garrett  
Associate, Board of Directors  
Duke Energy Corporation  
550 South Tryon St.  
DEC45A  
Charlotte, NC 28202

DUKE\_NCUC\_00002790

DUKE\_NCUC\_00002790-A

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Redacted - Personal Info (cell)

debby.garrett@duke-energy.com

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DUKE\_NCUC\_00002791

DUKE\_NCUC\_00002791-A

**From:** Alex Bernhardt <[Redacted - Personal Info]>  
**Sent:** Wednesday, January 25, 2012 2:42 PM  
**To:** Jim Rogers <jim.rogers@duke-energy.com>  
**Subject:** Re: CONFIDENTIAL NEWS RELEASE - FYI - New Electric Rates Approved for Duke Energy's South Carolina Customers

---

Congratulations !!  
Alex Bernhardt Sr.  
Sent By My Blackberry

---

**From:** "Rogers, Jim" [Jim.Rogers@duke-energy.com]  
**Sent:** 01/25/2012 03:13 PM EST  
**To:** Alex Bernhardt; "amgray [Redacted - Personal Info]"; "[Redacted - Personal Info]"; "dan.dimiccio [Redacted - Personal Info]"; "Reinsch, Jim [Redacted - Personal Info]"; "jhforsgren [Redacted - Personal Info]"; "jhance [Redacted - Personal Info]"; "[Redacted - Personal Info]"; "Rogers, Jim" <Jim.Rogers@duke-energy.com>; "mbrowning [Redacted - Personal Info]"; "mbrowning [Redacted - Personal Info]"; "Rhodes, Jim [Redacted - Personal Info]"; "[Redacted - Personal Info]"; Sharp [Redacted - Personal Info]; "Barnet [Redacted - Personal Info]"; W [Redacted - Personal Info]  
**Cc:** "Manly, Marc E" <Marc.Manly@duke-energy.com>; "Good, Lynn J" <Lynn.Good@duke-energy.com>  
**Subject:** Fw: CONFIDENTIAL NEWS RELEASE - FYI - New Electric Rates Approved for Duke Energy's South Carolina Customers

The SC Commission approved our rate settlement. Attached is our press release which will be issued at 4:05 pm today.

The details of the approval are in the release. If you have any questions, please give me a call.

Best,  
Jim

---

**From:** Shiel, Tom Jr  
**Sent:** Wednesday, January 25, 2012 03:03 PM  
**To:** Executive Distribution for New Releases - Franchised  
**Cc:** Media Relations  
**Subject:** CONFIDENTIAL NEWS RELEASE - FYI - New Electric Rates Approved for Duke Energy's South Carolina Customers

#### CONFIDENTIAL NEWS RELEASE – FOR YOUR INFORMATION

- **NOTE:** The attached news release will be issued at 4:05 p.m. ET today. It has been reviewed and approved by Catherine Heigel, George Acker, Bonnie Loomis, Dwight Jacobs, Carol Shrum, Jeff Bailey, Phil Stillman, Timika Shafeek-Horton and Bill Currens

Date: 1/25/12                      Time: 3 p.m. ET                      Draft: FINAL  
Release expected: 4:05 p.m. ET    1/25/12

This draft news release is intended to be seen only by those persons listed above on the Distribution or Special Distribution. **PLEASE DO NOT FORWARD THIS E-MAIL.** If you believe that someone not listed above should preview this draft news release, please contact Tom Shiel.

DUKE\_NCUC\_00002792

DUKE\_NCUC\_00002792-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Wednesday, January 25, 2012 2:14 PM  
**To:** Bernhardt, Alex - bernhardt <[Redacted - Personal Info]>; 'amgray' <[Redacted - Personal Info]>; 'dan.dimicco' <[Redacted - Personal Info]>; Reinsch, Jim <[Redacted - Personal Info]>; 'jhforsgren' <[Redacted - Personal Info]>; 'jhhance' <[Redacted - Personal Info]>; Rogers, Jim <Jim.Rogers@duke-energy.com>; 'mbrowning' <[Redacted - Personal Info]>; Rhodes, Jim <[Redacted - Personal Info]>; <[Redacted - Personal Info]>; Sharp <[Redacted - Personal Info]>; Barnett, W <[Redacted - Personal Info]>  
**Cc:** Manly, Marc E <Marc.Manly@duke-energy.com>; Good, Lynn J <Lynn.Good@duke-energy.com>  
**Subject:** Fw: CONFIDENTIAL NEWS RELEASE - FYI - New Electric Rates Approved for Duke Energy's South Carolina Customers  
**Attach:** 1-25-12 FE\_G Carolinas South Carolina Rate Case\_2012\_Order\_FINAL.docx

---

The SC Commission approved our rate settlement. Attached is our press release which will be issued at 4:05 pm today.

The details of the approval are in the release. If you have any questions, please give me a call.

Best,  
Jim

---

**From:** Shiel, Tom Jr  
**Sent:** Wednesday, January 25, 2012 03:03 PM  
**To:** Executive Distribution for New Releases - Franchised  
**Cc:** Media Relations  
**Subject:** CONFIDENTIAL NEWS RELEASE - FYI - New Electric Rates Approved for Duke Energy's South Carolina Customers

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Date: 1/25/12                      Time: 3 p.m. ET                      Draft: FINAL  
Release expected: 4:05 p.m. ET    1/25/12

This draft news release is intended to be seen only by those persons listed above on the Distribution or Special Distribution. **PLEASE DO NOT FORWARD THIS E-MAIL.** If you believe that someone not listed above should preview this draft news release, please contact Tom Shiel.

DUKE\_NCUC\_00002793

DUKE\_NCUC\_00002793-A



## NEWS RELEASE

Duke Energy Corporation  
P.O. Box 1009  
Charlotte, NC 28201-1009

Jan. 25, 2012

MEDIA CONTACT:  
24-Hour:

Jason Walls

Redacted - Personal Info

ANALYSTS:

Bill Currans

Redacted - Personal Info

### **New Electric Rates Approved for Duke Energy's South Carolina Customers**

CHARLOTTE, N.C. – The Public Service Commission of South Carolina (PSCSC) today approved an increase to electric rates for Duke Energy's South Carolina customers.

The PSCSC accepted the settlement among Duke Energy Carolinas, the South Carolina Office of Regulatory Staff, and Walmart Stores East.

"We're pleased the commission approved the settlement, which strikes a balance between the economic challenges facing our customers and the company's need to recover its capital investments," said Catherine Heigel, president, Duke Energy South Carolina. "This decision enables the company to continue to make needed investments to deliver reliable energy to customers at competitive rates and address compliance with ever-increasing environmental regulations."

Consistent with the approved settlement agreement, Duke Energy Carolinas will increase its customer rates in South Carolina by \$92.8 million, with an allowed return on common equity of 10.5 percent and a 53 percent equity component of the capital structure.

- more -

[www.duke-energy.com](http://www.duke-energy.com)

DUKE\_NCUC\_00002794

DUKE\_NCUC\_00002794-A



The average rate increase is 5.98 percent, but the list below shows the approximate increase for each customer class. The specific increase for individual customers will vary, depending on the rate they pay and other factors.

- Residential – 7.1 percent increase, approximately \$6 each month for customers who use 1,000 kilowatt-hours a month
- Commercial (general service) – 5.2 percent
- Industrial – 5.1 percent
- Lighting – 5.8 percent

The new rates will go into effect on Feb. 6, 2012.

Additionally, Duke Energy Carolinas will donate \$4 million to AdvanceSC, a limited liability company established by Duke Energy in 2004 to support communities in Duke Energy's South Carolina service area. The money will be used for grants for low income assistance, education initiatives, economic development and existing manufacturing support.

Under the provisions of the revised rates, the company's current Bulk Power Marketing profit sharing allocation will change to provide 50 percent to AdvanceSC, 40 percent to customers, and 10 percent to the company. The previous formula provided 50 percent to AdvanceSC and 50 percent to the company.

As part of Duke Energy Carolinas' modernization plan, the company expects two new power plants to begin producing electricity for customers in 2012. As a result, the company plans to request an additional rate increase in 2012 to recover the costs of these new plants and other capital investments made on behalf of customers.

The company continues to await a decision from the North Carolina Utilities Commission on its request to increase electric rates in North Carolina.

**Money-Saving Opportunities for Customers**

Duke Energy wants to help customers make the best use of every dollar spent on their energy-related costs. To learn more, visit [www.duke-energy.com/youutility](http://www.duke-energy.com/youutility).

Duke Energy Carolinas owns nuclear, coal-fired, natural gas and hydroelectric generation. That diverse fuel mix provides approximately 19,000 megawatts of owned electric capacity to approximately 2.4 million customers in a 24,000-square-mile service area of North Carolina and South Carolina.

Duke Energy is one of the largest electric power holding companies in the United States. Its regulated utility operations serve approximately 4 million customers located in five states in the Southeast and Midwest, representing a population of approximately 12 million people. Its commercial power and international business segments own and operate diverse power generation assets in North America and Latin America, including a growing portfolio of renewable energy assets in the United States.

Headquartered in Charlotte, N.C., Duke Energy is a Fortune 500 company traded on the New York Stock Exchange under the symbol DUK. More information about the company is available on the Internet at: [www.duke-energy.com](http://www.duke-energy.com).

###

[www.duke-energy.com](http://www.duke-energy.com)

DUKE\_NCUC\_00002796

DUKE\_NCUC\_00002796-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Tuesday, January 17, 2012 1:03 PM  
**To:** Bernhardt, Alex - bernhardt <[Redacted - Personal Info]>; 'amgray' <[Redacted - Personal Info]>;  
'dan.dimicco' <[Redacted - Personal Info]>; Reinsch, Jim <[Redacted - Personal Info]>;  
'[Redacted - Personal Info]' <[Redacted - Personal Info]>; 'jhhance' <[Redacted - Personal Info]>; Rogers, Jim <Jim.Rogers@duke-energy.com>; 'mbrowning' <[Redacted - Personal Info]>; Rhodes, Jim <[Redacted - Personal Info]>;  
<[Redacted - Personal Info]>; Sharp <[Redacted - Personal Info]>; Barnett, W <[Redacted - Personal Info]>;  
<[Redacted - Personal Info]>; Manly, Marc E <Marc.Manly@duke-energy.com>; Good, Lynn J <Lynn.Good@duke-energy.com>  
**Subject:** Board Materials for Thursday Call

---

The earliest we will be able to post materials as to the Florida settlement will be noon tomorrow.

We received the 25-page settlement yesterday and are in the process of quantifying the impact on earnings and a future decision to either repair or retire Crystal River 3.

If you have any questions, please give me a call.

DUKE\_NCUC\_00002797

DUKE\_NCUC\_00002797-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Sunday, January 15, 2012 9:36 AM  
**To:** 'dan.dimicco' [Redacted - Personal Info]  
**Cc:** 'amgray' [Redacted - Personal Info]; Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** Board call

---

Dan:

as you have seen, the best time next week for the board call on the progress request for consent re their proposed settlement is next thursday during a time unfortunately you will be unavailable. All other possible times had at least two members unavailable, so we picked the time that maximized attendance. We apologize and can provide you a separate briefing at any time most convenient to you.

Marc

DUKE\_NCUC\_00002798

DUKE\_NCUC\_00002798-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Saturday, January 14, 2012 9:58 AM  
**To:** 'amgray' [Redacted - Personal Info]  
**Cc:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** Re: Board call on florida

---

Ann: friday jim and I will be going in between raleigh and columbia meeting with public staff on merger mitigation measures and had to keep that day open as we work out meeting and travel schedules. I know dan won't be happy, but thursday was the best in terms of attendance and we will offer to give him a separate briefing at his convenience.

---

**From:** amgray [Redacted - Personal Info] [mailto:[Redacted - Personal Info]]  
**Sent:** Saturday, January 14, 2012 09:05 AM  
**To:** Manly, Marc E  
**Cc:** Rogers, Jim  
**Subject:** Re: Board call on florida

Friday was never an option, not sure why? Dan has in the past pushed back via email to me on schedules that exclude him.

If there is no other option, ..... then Thurs at 430 is default  
thanks, ann

----- Original Message -----

**From:** "Manly, Marc E"  
**Date:** Saturday, January 14, 2012 12:41 am  
**Subject:** Board call on florida  
**To:** "amgray" [Redacted - Personal Info], "Rogers, Jim"

# Redacted - Privilege

DUKE\_NCUC\_00002799

DUKE\_NCUC\_00002799-A

**From:** amgray [Redacted - Personal Info]  
**Sent:** Saturday, January 14, 2012 9:18 AM  
**To:** Rogers, Jim <jim.rogers@duke-energy.com>  
**Cc:** Manly, Marc E <marc.manly@duke-energy.com>  
**Subject:** Re: Board call on florida

---

So Thurs it is!!  
Freezing here and windy, 15 tonight and tomorrow!  
thanks, Ann

----- Original Message -----

**From:** "Rogers, Jim"  
**Date:** Saturday, January 14, 2012 10:12 am  
**Subject:** Re: Board call on florida  
**To:** "amgray [Redacted - Personal Info]" , "Manly, Marc E"

> Ann,  
>  
> The reason Friday was never in the mix is Bill and I are meeting  
> with the NC consumer rep in the morning and the SC guy in the  
> afternoon.  
> I hope you have a fun weekend. Very, very cold here.  
>  
> Best,  
> Jim  
>  
> **From:** amgray [Redacted - Personal Info] [mailto:[Redacted - Personal Info]]  
> **Sent:** Saturday, January 14, 2012 09:05 AM  
> **To:** Manly, Marc E  
> **Cc:** Rogers, Jim  
> **Subject:** Re: Board call on florida  
>  
> Friday was never an option, not sure why? Dan has in the past  
> pushed back via email to me on schedules that exclude him.  
> If there is no other option, ..... then Thurs at 430 is default  
> thanks, ann

> ----- Original Message -----

> **From:** "Manly, Marc E"  
> **Date:** Saturday, January 14, 2012 12:41 am  
> **Subject:** Board call on florida  
> **To:** "amgray [Redacted - Personal Info]" , "Rogers, Jim"

**Redacted - Privilege**

DUKE\_NCUC\_00002800

DUKE\_NCUC\_00002800-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Saturday, January 14, 2012 9:12 AM  
**To:** 'amgray'; Manly, Marc E <Marc.Manly@duke-energy.com>  
**Subject:** Re: Board call on florida

---

Ann,

The reason Friday was never in the mix is Bill and I are meeting with the NC consumer rep in the morning and the SC guy in the afternoon.

I hope you have a fun weekend. Very, very cold here.

Best,  
Jim

---

**From:** amgray; [mailto:];  
**Sent:** Saturday, January 14, 2012 09:05 AM  
**To:** Manly, Marc E  
**Cc:** Rogers, Jim  
**Subject:** Re: Board call on florida

Friday was never an option, not sure why? Dan has in the past pushed back via email to me on schedules that exclude him.

If there is no other option, ..... then Thurs at 430 is default  
thanks, ann

----- Original Message -----

**From:** "Manly, Marc E"  
**Date:** Saturday, January 14, 2012 12:41 am  
**Subject:** Board call on florida  
**To:** "amgray"; "Rogers, Jim"

# Redacted - Privilege

DUKE\_NCUC\_00002801

DUKE\_NCUC\_00002801-A

**From:** amgray [Redacted - Personal Info]  
**Sent:** Saturday, January 14, 2012 8:05 AM  
**To:** Manly, Marc E <marc.manly@duke-energy.com>  
**Cc:** Rogers, Jim <jim.rogers@duke-energy.com>  
**Subject:** Re: Board call on florida

---

Friday was never an option, not sure why? Dan has in the past pushed back via email to me on schedules that exclude him.

If there is no other option, ..... then Thurs at 430 is default  
thanks, ann

----- Original Message -----

**From:** "Manly, Marc E"  
**Date:** Saturday, January 14, 2012 12:41 am  
**Subject:** Board call on florida  
**To:** "amgray [Redacted - Personal Info]" , "Rogers, Jim"

# Redacted - Privilege

DUKE\_NCUC\_00002802

DUKE\_NCUC\_00002802-A



**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Saturday, January 14, 2012 7:42 AM  
**To:** Manly, Marc E <Marc.Manly@duke-energy.com>; 'amgray' [Redacted - Personal Info]  
**Subject:** Re: Board call on florida

---

Marc, that works. Let's talk today. Thanks.

----- Original Message -----

**From:** Manly, Marc E  
**Sent:** Saturday, January 14, 2012 12:41 AM  
**To:** 'amgray' [Redacted - Personal Info]; Rogers, Jim  
**Subject:** Board call on florida

**Redacted - Privilege**

DUKE\_NCUC\_00002803

DUKE\_NCUC\_00002803-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Friday, January 6, 2012 6:02 PM  
**To:** Manly, Marc E <Marc.Manly@duke-energy.com>; Good, Lynn J <Lynn.Good@duke-energy.com>  
**Subject:** Fw: No new news as to satisfying the FERC but late breaking news as to CR3.

---

## Redacted - Privilege

----- Original Message -----

From: Rogers, Jim  
Sent: Friday, January 06, 2012 07:00 PM  
To: 'amgray' <[Redacted - Personal Info]>  
Subject: No new news as to satisfying the FERC but late breaking news as to CR3.

Ann,

# Notice of Appeal

Sorry about this late breaking news....the timing is out of our control.

Best,  
Jim

DUKE\_NCUC\_00002804

DUKE\_NCUC\_00002804-A

**From:** Harrington, Sue C <Sue.Harrington@duke-energy.com>  
**Sent:** Monday, February 13, 2012 1:39 PM  
**To:** 'Ann M. Gray' <amgray@duke-energy.com>; Rogers, Jim <Jim.Rogers@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>; Good, Lynn J <Lynn.Good@duke-energy.com>; Maltz, David S <David.Maltz@duke-energy.com>  
**Cc:** Currence, Kathy K <Kathy.Currence@duke-energy.com>; Sims, Bobbie A <Bobbie.Sims@duke-energy.com>; Seaford, Robin T <Robin.Seaford@duke-energy.com>; Garrett, Debby <Debby.Garrett@duke-energy.com>  
**Subject:** Schedule and Agendas for the February 27-28, 2012, Duke Energy Board and Committee Meetings  
**Attach:** 2012.02.27-28 Schedule and Board and Committee Agendas.pdf

---

Attached are the schedule and agendas for the February 27-28 Board and committee meetings to be discussed at tomorrow's planning session meeting at 4:00p.m.

Sue C. Harrington  
Assistant Corporate Secretary  
Duke Energy Corporation  
550 South Tryon St/DEC45A  
P.O. Box 1321 (28201)  
Charlotte, NC 28202  
Redacted - Personal Info  
Sue.Harrington@duke-energy.com

DUKE\_NCUC\_00002805

DUKE\_NCUC\_00002805-A

DRAFT

**DUKE ENERGY CORPORATION  
BOARD OF DIRECTORS  
SCHEDULE OF MEETINGS – FEBRUARY 27–28, 2012**

**McGuire Nuclear Station – Huntersville, North Carolina**

**Corporate Headquarters – Duke Energy Center  
550 South Tryon Street, Charlotte, North Carolina**

| <b><u>MONDAY<br/>FEBRUARY 27, 2012</u></b>  | <b><u>MEETING</u></b>   |
|---|---|
| 7:45AM – 1:00PM                             | Nuclear Oversight Committee<br>(McGuire Nuclear Station – Huntersville, North Carolina)   |
| 11:00AM – 12:30PM                           | Compensation Committee<br>(Room 4719 – Duke Energy Center)  |
| 12:00PM – 1:30PM                            | Lunch<br>(Room 4659 – Duke Energy Center)   |
| 1:00PM – 2:00PM                             | Corporate Governance Committee<br>(Room 4719 – Duke Energy Center)  |
| 2:00PM – 4:30PM                             | Finance and Risk Management Committee<br>(Board Room – Duke Energy Center)  |
| 4:30PM – 6:30PM                             | Audit Committee<br>(Board Room – Duke Energy Center)  |
| 6:30PM                                      | Reception and Dinner<br>(The Vista (46 <sup>th</sup> Floor) – Duke Energy Center)   |
| <b><u>TUESDAY<br/>FEBRUARY 28, 2012</u></b> | <b><u>MEETING</u></b>   |
| 6:30AM – 8:00AM                             | Breakfast<br>(Room 4719 – Duke Energy Center)   |
| 8:00AM – 12:30PM                            | Duke Energy Board Meeting<br>(Board Room – Duke Energy Center)  |
| 12:30PM – 1:00PM                            | Independent Directors Meeting, including lunch, and briefing of Chairman<br>at end of session, if necessary<br>(Room 4719 – Duke Energy Center) |

#436393

DUKE\_NCUC\_00002806

DUKE\_NCUC\_00002806-A

DRAFT

## AGENDA

### DUKE ENERGY CORPORATION NUCLEAR OVERSIGHT COMMITTEE MEETING

MONDAY, FEBRUARY 27, 2012 – 7:45 A.M. TO 1:00 P.M.

TRAINING CENTER AT MCGUIRE NUCLEAR STATION  
12700 HAGERS FERRY ROAD, HUNTERSVILLE, NORTH CAROLINA

#### Committee Members:

#### Present

James T. Rhodes, Chair  
William Barnet, III  
G. Alex Bernhardt, Sr.  
E. James Reinsch  
Philip R. Sharp

Secretary: \_\_\_\_\_

Others Present: \_\_\_\_\_

\*\*\*\*\*

Matter to be considered  
and acted upon:

Motion

Second

Vote

**Redacted - Non Merger Business**

Matters to be discussed:

**Redacted - Non Merger Business**

Executive Session

Lunch with McGuire Management

Next scheduled meeting date: May 2, 2012, at Catawba Nuclear Station

DUKE\_NCUC\_00002807

DUKE\_NCUC\_00002807-A

AGENDA  
DUKE ENERGY CORPORATION  
COMPENSATION COMMITTEE MEETING  
MONDAY, FEBRUARY 27, 2012 – 11:00 A.M. TO 12:30 P.M.  
ROOM 4719 AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

|                            |                |                     |
|----------------------------|----------------|---------------------|
| <u>Committee Members:</u>  | <u>Present</u> |                     |
| James H. Hance, Jr., Chair | _____          | Secretary_____      |
| Daniel R. DiMicco          | _____          |                     |
| John H. Forsgren           | _____          | Others Present_____ |
| Ann M. Gray                | _____          | _____               |

\*\*\*\*\*

|   |               |               |             |
|---|---------------|---------------|-------------|
| <b>Matters to be considered<br/>and acted upon:</b> | <u>Motion</u> | <u>Second</u> | <u>Vote</u> |
|---|---------------|---------------|-------------|

**Redacted - Non Merger Business**

Close-Out of Current Incentive Plans

**Redacted - Non Merger Business**<sup>1</sup>

Approval of New Incentive Plans

**Redacted - Non Merger Business**

Miscellaneous

**Redacted - Non Merger Business**

**Matters to be reviewed and discussed:**

**Redacted - Non Merger Business**

**Next scheduled meeting date:** March [ ], 2012 (proxy statement)  
May 2, 2012

DRAFT

AGENDA

DUKE ENERGY CORPORATION  
CORPORATE GOVERNANCE COMMITTEE MEETING  
MONDAY, FEBRUARY 27, 2012 – 1:00 P.M. TO 2:00 P.M.  
ROOM 4719 AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

Committee Members:

Present

Ann M. Gray, Chair  
Michael G. Browning  
Daniel R. DiMicco

Secretary \_\_\_\_\_

Others Present \_\_\_\_\_

\*\*\*\*\*  
**Matters to be considered  
and acted upon:**

Motion

Second

Vote

**Redacted - Non Merger Business**

**Matters to be discussed:**

**Redacted - Non Merger Business**

Next scheduled meeting date:

May 2, 2012

#437179

DUKE\_NCUC\_00002810

DUKE\_NCUC\_00002810-A



AGENDA  
DUKE ENERGY CORPORATION  
FINANCE AND RISK MANAGEMENT COMMITTEE MEETING  
MONDAY, FEBRUARY 27, 2012 – 2:00 P.M. TO 4:30 P.M.  
BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

|                           |                |                     |
|---------------------------|----------------|---------------------|
| <u>Committee Members:</u> | <u>Present</u> |                     |
| William Barnet III, Chair | _____          | Secretary_____      |
| Michael G. Browning       | _____          |                     |
| Ann M. Gray               | _____          | Others Present_____ |
| James H. Hance, Jr.       | _____          | _____               |
| E. James Reinsch          | _____          | _____               |

\* \* \* \* \*

Matters to be considered  
and acted upon (2:00–2:30):

Motion

Second

Vote

**Redacted - Non Merger Business**

Commercial Businesses Projects (2:30–3:15):

**Redacted - Non Merger Business**

Matters to be reviewed (3:15–4:30):

**Redacted - Non Merger Business**

Next scheduled meeting date: May 2, 2012

AGENDA

DUKE ENERGY CORPORATION  
AUDIT COMMITTEE MEETING

MONDAY, FEBRUARY 27, 2012 – 4:30 P.M. TO 6:30 P.M.

BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA

Committee Members:                      Present

Michael G. Browning, Chair

G. Alex Bernhardt, Sr.

John H. Forsgren

James T. Rhodes

Philip R. Sharp

Secretary \_\_\_\_\_

Others Present \_\_\_\_\_

\* \* \* \* \*

**Matters to be considered  
and acted upon:**

Motion

Second

Vote

**Redacted - Non Merger Business**

**Matters to be discussed:**

**Redacted - Non Merger Business**

**DRAFT**

**Matters to be reviewed:**

**Redacted - Non Merger Business**

**Next scheduled meeting date: May 2, 2012**

#438389

DUKE\_NCUC\_00002813

DUKE\_NCUC\_00002813-A

**A G E N D A****DUKE ENERGY CORPORATION****BOARD OF DIRECTORS MEETING****TUESDAY, FEBRUARY 28, 2012 – 8:00 A.M. TO 12:30 P.M.****BOARD ROOM AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA**

|                        |                |                      |
|------------------------|----------------|----------------------|
| <u>Directors:</u>      | <u>Present</u> |                      |
| James E. Rogers, Chair | _____          | Secretary _____      |
| William Barnet, III    | _____          |                      |
| G. Alex Bernhardt, Sr. | _____          | Counsel _____        |
| Michael G. Browning    | _____          |                      |
| Daniel R. DiMicco      | _____          | Others Present _____ |
| John H. Forsgren       | _____          |                      |
| Ann M. Gray            | _____          |                      |
| James H. Hance, Jr.    | _____          |                      |
| E. James Reinsch       | _____          |                      |
| James T. Rhodes        | _____          |                      |
| Philip R. Sharp        | _____          |                      |

\*\*\*\*\*  
**Safety Message**

- A. Independent Director Session (8:00–8:30)
- B. Executive Session (Jim Rogers) (8:30–9:30)
  - Discussion of Chairman, President and CEO Evaluation
- C. Financial Report (Lynn Good) (9:30–10:00)
  - January Financial Results
  - 2012 Operating Plan Discussion
- BREAK (10:00–10:10)
- D. Merger Integration Update, including Crystal River and Regulatory Strategy (Lynn Good/Dhiaa Jamil/Marc Manly/A.R. Mullinax) (10:10–10:45)
- E. Duke Energy Indiana's Edwardsport Integrated Gasification Combined Cycle (IGCC) Project Update (Marc Manly/Doug Esamann/Rick Haviland) (10:45–11:15)
- F. Commercial Businesses Report (Keith Trent) (11:15–11:45)
- G. Legal, Regulatory and Legislative Update Report (Marc Manly) (11:45–12:00)
- H. Executive Session (Jim Rogers) (12:00–12:30)
  - Report of the Audit Committee (Michael Browning)
  - Report of the Compensation Committee (Jim Hance)
  - Report of the Corporate Governance Committee (Ann Gray)
    - Board Self-Assessment Questionnaire Results
  - Report of the Finance and Risk Management Committee (Bill Barnet)
  - Report of the Nuclear Oversight Committee (Jim Rhodes)

\*\*\*\*\*

**MATTERS TO BE CONSIDERED  
AND ACTED UPON:**

Motion      Second      Vote

**CONSENT AGENDA**

Item Recommended from the Audit Committee:

- (1) Approval of Deloitte & Touche LLP as Independent Accountant for 2012 and Shareholder Ratification of Such Selection

Item Recommended from the Compensation Committee:

- (2) Approval of Compensation Pursuant to Say-On-Pay Vote

Item Recommended from the Corporate Governance Committee:

- (3) Approval of 2014 Dates and Locations of Board and Committee Meetings  
(4) Approval of Amendment to the Amended and Restated Certificate of Incorporation

Items Recommended from the Finance and Risk Management Committee:

# Notice of Appeal

General Items:

- (9) Approval of the 2012 Operating Plan  
(10) Approval of Amended and Restated Duke Energy Corporation Banking Resolutions  
(11) Approval of Minutes of Board of Directors' Meetings Held on December 8, 2011; December 20, 2011; January 19, 2012; February 6, 2012; and February 13, 2012

\*\*\*\*\*

Next Scheduled Meetings:

|                |  |
|----------------|--|
| March __, 2012 | Compensation Committee (teleconference – proxy statement)        |
| May 2, 2012    | Nuclear Oversight Committee Meeting                              |
| May 2, 2012    | Compensation Committee Meeting                                   |
| May 2, 2012    | Corporate Governance Committee Meeting                           |
| May 2, 2012    | Finance and Risk Management Committee Meeting                    |
| May 2, 2012    | Audit Committee Meeting  |
| May 3, 2012    | Duke Energy Corporation Board Meeting/Annual Shareholder Meeting |

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Monday, April 4, 2011 11:50 AM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** RE: Merger status and potential issues.

---

Jim,

Thanks so much for forwarding to me. Things are going well on this end. I head to Raleigh on Wednesday to present to the HR leadership team at Progress. Paula and AR set up a meeting with Bill while I'm there. It's a brief half hour meeting intended to understand his philosophy on some executive compensation topics, especially areas where we appear to be far apart. He also wants an update on where things stand related to the transition of their SERP.

I will let you know how it goes.  
Again, I appreciate you keeping me in the loop on these matters.

See you later in the week.

-----Original Message-----

From: Rogers, Jim  
Sent: Monday, April 04, 2011 11:40 AM  
To: Weber, Jennifer  
Subject: Fw: Merger status and potential issues.

Jennifer, sorry. I forgot to add your name. I hope everything is going well?

----- Original Message -----

From: Rogers, Jim  
Sent: Monday, April 04, 2011 11:15 AM  
To: Good, Lynn J; Jamil, Dhiaa M; Manly, Marc E; Mullinax, A R  
Subject: Merger status and potential issues.

Team,

I talked with Ann this morning and in the course of the conversation she ask about the integration. After expressing my views (tone/arrogance/lack of respect/inflated sense of capability especially in light of their track record), she is properly concerned about a clash of cultures as I am.

I suggested that we address it at the board meeting. I would like to set out every issue that appears at this time we have a conflict--model; what is in Raleigh etc etc.  
It is important that they have a clear point of view on these issues. It will enhance my ability to address these issues as you all kick them to Bill and me to resolve.

This email should not be shared with anyone.

DUKE\_NCUC\_00002816

DUKE\_NCUC\_00002816-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Monday, January 3, 2011 2:56 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** RE: Write-up

---

It is [Redacted - Personal Info], code is [Redacted - Personal Info]. I assume that Jennifer or Bob is the moderator, so you just use the participant code. I will come over to the hangar and join you there. Lynn is trying to determine whether to join.

---

**From:** Rogers, Jim  
**Sent:** Monday, January 03, 2011 2:53 PM  
**To:** Manly, Marc E  
**Subject:** Re: Write-up

Would you send me the dial in numbers for comp committee. I believe some of us are going to do it from hangar.

---

**From:** Manly, Marc E  
**Sent:** Monday, January 03, 2011 02:52 PM  
**To:** Rogers, Jim; 'SARosenblum@[Redacted - Personal Info]'  
**Subject:** RE: Write-up

## Redacted - Privilege

---

**From:** Rogers, Jim  
**Sent:** Monday, January 03, 2011 2:44 PM  
**To:** Manly, Marc E; 'SARosenblum@[Redacted - Personal Info]'  
**Subject:** Fw: Write-up

## Redacted - Privilege

---

**From:** Little, Nanci [Redacted - Personal Info]  
**Sent:** Wednesday, December 29, 2010 02:47 PM  
**To:** Rogers, Jim  
**Subject:** Write-up

Jim,

The draft write-up is below. Of course, I reserve the right to change my mind and reverse direction.  
Bill

*The Executive Chairman will fulfill important roles internally and externally for the Company. Internally, he will advise and counsel the CEO on strategic and other matters. He will chair Board meetings and will represent the Board to the public.*

*Externally, the Executive Chairman will serve as the Company's primary spokesman on matters of national and international energy policy. He will continue his involvement in global initiatives important to the Company's strategy, as well as the assessment of technological development and deployment. Along with the CEO, he will also play an active role in the Company's governmental relations and activities at the national and state levels. His work in these areas will help to shape and develop the company's long-term strategy.*

DUKE\_NCUC\_00002817

DUKE\_NCUC\_00002817-A

**From:** Manly, Marc E <Marc.Manly@duke-energy.com>  
**Sent:** Monday, January 3, 2011 2:52 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>; 'SARosenblum@' [Redacted - Personal Info]  
**Subject:** RE: Write-up

## Redacted - Privilege

**From:** Rogers, Jim  
**Sent:** Monday, January 03, 2011 2:44 PM  
**To:** Manly, Marc E; 'SARosenblum@' [Redacted - Personal Info]  
**Subject:** Fw: Write-up

## Redacted - Privilege

**From:** Little, Nanci [Redacted - Personal Info]  
**Sent:** Wednesday, December 29, 2010 02:47 PM  
**To:** Rogers, Jim  
**Subject:** Write-up

Jim,

The draft write-up is below. Of course, I reserve the right to change my mind and reverse direction.  
Bill

*The Executive Chairman will fulfill important roles internally and externally for the Company. Internally, he will advise and counsel the CEO on strategic and other matters. He will chair Board meetings and will represent the Board to the public.*

*Externally, the Executive Chairman will serve as the Company's primary spokesman on matters of national and international energy policy. He will continue his involvement in global initiatives important to the Company's strategy, as well as the assessment of technological development and deployment. Along with the CEO, he will also play an active role in the Company's governmental relations and activities at the national and state levels. His work in these areas will help to shape and develop the company's long-term strategy.*

DUKE\_NCUC\_00002818

DUKE\_NCUC\_00002818-A



**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Monday, January 3, 2011 12:37 PM  
**To:** James Hance [Redacted - Personal Info] [Redacted - Personal Info]  
amgray [Redacted - Personal Info] jhforsgren [Redacted - Personal Info] dan.dimicco [Redacted - Personal Info]  
**Cc:** Rogers, Jim <Jim.Rogers@duke-energy.com>; Beverly Aisenbrey  
<[Redacted - Personal Info]>; Manly, Marc E <Marc.Manly@duke-energy.com>;  
Good, Lynn J <Lynn.Good@duke-energy.com>; Weber, Jennifer  
<Jennifer.Weber@duke-energy.com>; Harrington, Sue C <Sue.Harrington@duke-  
energy.com>  
**Bcc:** r  
**Subject:** Confidential - Duke Energy Compensation Committee Meeting Materials  
**Attach:** Granite CC Deck 1 3 11.pdf

---

Attached are the materials (26 pages) for the Compensation Committee meeting at 4:00 today. The materials include a short PowerPoint describing the compensation and benefits considerations in Project Granite, as well as a number of items that Mr. Hance asked us to send in connection with CEO and Executive Chair compensation. If you would prefer that we fax the materials, please do not hesitate to let us know.

DUKE\_NCUC\_00002819

DUKE\_NCUC\_00002819-A

**This document is a  
Board or Committee  
presentation. It is  
available for inspection.**

DUKE\_NCUC\_00002820

DUKE\_NCUC\_00002820-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, September 27, 2010 9:58 PM  
**To:** 'amgray'; Redacted - Personal Info  
**Subject:** Re: Granite Update

---

Ann, I will call early - 8 ish - looking forward to our conversation. Best, jim

----- Original Message -----

From: amgray; Redacted - Personal Info  
To: Rogers, Jim  
Sent: Mon Sep 27 21:51:29 2010  
Subject: Re: Granite Update

Jim,  
Flexible all morning until I leave at 1130, so any time after 7am is fine  
Thx, Ann  
Sent via BlackBerry by AT&T

----- Original Message -----

From: "Rogers, Jim" <Jim.Rogers@duke-energy.com>  
Date: Mon, 27 Sep 2010 21:34:07  
To: 'amgray'; Redacted - Personal Info  
Subject: Re: Granite Update

Ann, I just finished a dinner at my house for all the major givers in the company to the United Way. I will call in the morning to share the details. What is the best time for you? Best,  
Jim

----- Original Message -----

From: amgray; Redacted - Personal Info  
To: Rogers, Jim  
Sent: Mon Sep 27 18:25:36 2010  
Subject: Re: Granite Update

Jim,  
Eager to fill in some of the details, look forward to speaking w you. Am at a Board mtg Tues aftn thru Wed-do you have any time tomorrow AM? Or this evening? If not, then Thurs possibly?  
Ann

----- Original Message -----

From: Rogers, Jim  
To: Bernhardt, Alex; Redacted - Personal Info  
To: 'amgray'; Redacted - Personal Info  
To: Barnett; Redacted - Personal Info  
To: 'dan.dimicco'; Redacted - Personal Info  
To: Jim Hance  
To: Reinsch, Jim; Redacted - Personal Info  
To: Rhodes, Jim; Redacted - Personal Info  
To: John Forsgren  
To: 'mbrowning'; Redacted - Personal Info  
To: Sharp; Redacted - Personal Info  
Cc: Good, Lynn J  
Cc: Manly, Marc E  
Subject: Granite Update  
Sent: Sep 27, 2010 5:53 PM

This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

DUKE\_NCUC\_00002821

DUKE\_NCUC\_00002821-A

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

# Notice of Appeal

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.

If you have any questions, please give me a call.

Sent via BlackBerry by AT&T

DUKE\_NCUC\_00002822

DUKE\_NCUC\_00002822-A

**From:** amgray [Redacted - Personal Info]  
**Sent:** Monday, September 27, 2010 9:51 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** Re: Granite Update

---

Jim,  
Flexible all morning until I leave at 1130, so any time after 7am is fine  
Thx, Ann  
Sent via BlackBerry by AT&T

-----Original Message-----

From: "Rogers, Jim" <Jim.Rogers@duke-energy.com>  
Date: Mon, 27 Sep 2010 21:34:07  
To: 'amgray' [Redacted - Personal Info]  
Subject: Re: Granite Update

Ann, I just finished a dinner at my house for all the major givers in the company to the United Way. I will call in the morning to share the details. What is the best time for you? Best,  
Jim

----- Original Message -----

From: amgray [Redacted - Personal Info]  
To: Rogers, Jim  
Sent: Mon Sep 27 18:25:36 2010  
Subject: Re: Granite Update

Jim,  
Eager to fill in some of the details, look forward to speaking w you. Am at a Board mtg Tues afn thru Wed-do you have any time tomorrow AM? Or this evening? If not, then Thurs possibly?  
Ann

-----Original Message-----

From: Rogers, Jim  
To: Bernhardt, Alex [Redacted - Personal Info]  
To: 'amgray' [Redacted - Personal Info]  
To: Burnett [Redacted - Personal Info]  
To: 'dan.dinnico' [Redacted - Personal Info]  
To: Jim Hance  
To: Reinsch, Jim  
To: Rhodes, Jim  
To: John Forsgren  
To: 'mbrowning' [Redacted - Personal Info]  
To: [Redacted] Sharp [Redacted]  
Cc: Good, Lynn J  
Cc: Manly, Marc E  
Subject: Granite Update  
Sent: Sep 27, 2010 5:53 PM

This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

**Confidential**

DUKE\_NCUC\_00002823

DUKE\_NCUC\_00002823-A

# Notice of Appeal

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.

If you have any questions, please give me a call.

Sent via BlackBerry by AT&T

DUKE\_NCUC\_00002824

DUKE\_NCUC\_00002824-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, September 27, 2010 9:36 PM  
**To:** Bernhardt, Alex [Redacted - Personal Info]; amgray [Redacted - Personal Info]  
**Subject:** Re: Granite Update

---

Thanks for your note....I am focused on making this a reality in a way that works for all stakeholders of both companies.....we have much worked to do...if it is meant to be, we will find a way.  
Best, Jim

----- Original Message -----

**From:** Alex Bernhardt [Redacted - Personal Info]  
**To:** Rogers, Jim  
**Cc:** amgray [Redacted - Personal Info]  
**Sent:** Mon Sep 27 20:53:37 2010  
**Subject:** Re: Granite Update

Hang in there ! This is still excellent for all for the long run. Very pleased that there will be a meeting with the two CEOs and the two lead directors ; this is progress !!  
tk  
Alex

"Rogers, Jim"  
<Jim.Rogers@duke-energy.com>

To: "Bernhardt, Alex" [Redacted - Personal Info]  
09/27/2010 05:54 PM

amgray [Redacted - Personal Info]  
[Redacted - Personal Info] "Barnet,"  
[Redacted - Personal Info]  
dan.dimicco [Redacted - Personal Info]  
[Redacted - Personal Info]  
"jhance" [Redacted - Personal Info]  
[Redacted - Personal Info]  
"Reinsch, Jim" [Redacted - Personal Info]  
[Redacted - Personal Info] "Rhodes, Jim -"  
[Redacted - Personal Info]  
"jhforsgren" [Redacted - Personal Info]  
[Redacted - Personal Info]  
"mbrowning" [Redacted - Personal Info]  
[Redacted - Personal Info]  
[Redacted - Personal Info] Sharp [Redacted - Personal Info]  
[Redacted - Personal Info]

cc

"Good, Lynn J"  
<Lynn.Good@duke-energy.com>,  
"Manly, Marc E"  
<Marc.Manly@duke-energy.com>  
Subject  
Granite Update

DUKE\_NCUC\_00002825

DUKE\_NCUC\_00002825-A

✓  
This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

**Confidential**

**Notice of Appeal**

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.

If you have any questions, please give me a call.

DUKE\_NCUC\_00002826

DUKE\_NCUC\_00002826-A



**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, September 27, 2010 9:34 PM  
**To:** 'amgray' [Redacted - Personal Info]  
**Subject:** Re: Granite Update

---

Ann, I just finished a dinner at my house for all the major givers in the company to the United Way. I will call in the morning to share the details. What is the best time for you? Best,  
Jim

----- Original Message -----

**From:** amgray [Redacted - Personal Info]  
**To:** Rogers, Jim  
**Sent:** Mon Sep 27 18:25:36 2010  
**Subject:** Re: Granite Update

Jim,  
Eager to fill in some of the details, look forward to speaking w you. Am at a Board mtg Tues afn thru Wed-do you have any time tomorrow AM? Or this evening? If not, then Thurs possibly?  
Ann

-----Original Message-----

**From:** Rogers, Jim  
**To:** Bernhardt, Alex [Redacted - Personal Info]  
**To:** 'amgray' [Redacted - Personal Info]  
**To:** Barnett [Redacted - Personal Info]  
**To:** 'dan.dimicco' [Redacted - Personal Info]  
**To:** Jim Hance  
**To:** Reinsch, Jim [Redacted - Personal Info]  
**To:** Rhodes, Jim [Redacted - Personal Info]  
**To:** John Forsgren  
**To:** 'mbrowning' [Redacted - Personal Info]  
**To:** [Redacted - Personal Info] Sharp [Redacted - Personal Info]  
**Cc:** Good, Lynn J  
**Cc:** Manly, Marc E  
**Subject:** Granite Update  
**Sent:** Sep 27, 2010 5:53 PM

This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

# Confidential

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.

If you have any questions, please give me a call.

Sent via BlackBerry by AT&T

DUKE\_NCUC\_00002827

DUKE\_NCUC\_00002827-A

**From:** Alex Bernhardt [Redacted - Personal Info]  
**Sent:** Monday, September 27, 2010 8:54 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Cc:** amgray [Redacted - Personal Info]  
**Subject:** Re: Granite Update

---

Hang in there ! This is still excellent for all for the long run. Very pleased that there will be a meeting with the two CEOs and the two lead directors ; this is progress !!

tk  
Alex

"Rogers, Jim"  
<Jim.Rogers@duke-energy.com>

To  
"Bernhardt, Alex" [Redacted - Personal Info]  
09/27/2010 05:54 PM  
[Redacted - Personal Info]  
"amgray" [Redacted - Personal Info]

[Redacted - Personal Info] "Barnet"

[Redacted - Personal Info]

"dan.dimicco" [Redacted - Personal Info]

[Redacted - Personal Info]

"jhlhance" [Redacted - Personal Info]

[Redacted - Personal Info]

"Reinsch, Jim" [Redacted - Personal Info]

[Redacted - Personal Info] "Rhodes, Jim -

[Redacted - Personal Info]

"jhlorsgren" [Redacted - Personal Info]

[Redacted - Personal Info]

"mbrowning" [Redacted - Personal Info]

[Redacted - Personal Info]

[Redacted - Personal Info] Sharp [Redacted - Personal Info]

[Redacted - Personal Info]

cc

"Good, Lynn J"  
<Lynn.Good@duke-energy.com>,  
"Manly, Marc E"

<Marc.Manly@duke-energy.com>  
Subject

Granite Update

This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

**Confidential**

DUKE\_NCUC\_00002828

DUKE\_NCUC\_00002828-A

# Notice of Appeal

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.  
If you have any questions, please give me a call.

DUKE\_NCUC\_00002829

DUKE\_NCUC\_00002829-A

**From:** amgray [Redacted - Personal Info]  
**Sent:** Monday, September 27, 2010 6:26 PM  
**To:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Subject:** Re: Granite Update

---

Jim,

Eager to fill in some of the details, look forward to speaking w you. Am at a Board mtg Tues aftn thru Wed-do you have any time tomorrow AM? Or this evening? If not, then Thurs possibly?

Ann

-----Original Message-----

**From:** Rogers, Jim  
**To:** Bernhardt, Alex [Redacted - Personal Info]  
**To:** 'amgray' [Redacted - Personal Info]  
**To:** Barnet [Redacted - Personal Info]  
**To:** 'dan.dimicco' [Redacted - Personal Info]  
**To:** Jim Hance  
**To:** Reinsch, Jim [Redacted - Personal Info]  
**To:** Rhodes, Jim [Redacted - Personal Info]  
**To:** John Forsgren  
**To:** 'mbrowning' [Redacted - Personal Info]  
**To:** [Redacted - Personal Info] Sharp [Redacted - Personal Info]  
**Cc:** Good, Lynn J  
**Cc:** Manly, Marc E  
**Subject:** Granite Update  
**Sent:** Sep 27, 2010 5:53 PM

This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

# Confidential

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.

If you have any questions, please give me a call.

Sent via BlackBerry by AT&T

DUKE\_NCUC\_00002830

DUKE\_NCUC\_00002830-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, September 27, 2010 5:54 PM  
**To:** Bernhardt, Alex; [Redacted - Personal Info]; 'amgray'; [Redacted - Personal Info]  
Barnet; [Redacted - Personal Info]; 'dan.dimicco'; [Redacted - Personal Info]  
'jhhance'; [Redacted - Personal Info]; Reinsch, Jim; [Redacted - Personal Info]; Rhodes, Jim; [Redacted - Personal Info]  
[Redacted - Personal Info]; 'jhforsgren'; [Redacted - Personal Info]; 'mbrowning'; [Redacted - Personal Info]  
[Redacted - Personal Info]; Sharp; [Redacted - Personal Info]  
**Cc:** Good, Lynn J <Lynn.Good@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>  
**Subject:** Granite Update

---

This is a brief update on the meeting that I had yesterday with the CEO of Platinum.

We had a detailed discussion on several key items. The bottom line is we agreed to set Nov 15th or the first week of December as possible announcement dates. We also agreed to schedule a meeting in the next several weeks with the lead directors and CEOs of both companies.

Candidly, we have much work to do to structure a deal that will work for both companies' shareholders. Some of the terms/concepts we discussed are as follows:

# Confidential

I still believe that this has the potential to be a good deal for our shareholders and other stakeholders. I will continue to work to find a way forward.

If you have any questions, please give me a call.

DUKE\_NCUC\_00002831

DUKE\_NCUC\_00002831-A

**From:** Wbarnet [Redacted - Personal Info]  
**Sent:** Tuesday, September 21, 2010 5:30 AM  
**To:** Jim.Rogers@duke-energy.com  
**Cc:** amgray [Redacted - Personal Info]  
**Subject:** Re: Update:Granite

---

thank you...glad still on track...let me (us) know if we can help in any way....think these are issues identified at very start ...hope Sunday a good opportunity.

-----Original Message-----

From: Rogers, Jim <Jim.Rogers@duke-energy.com>  
To: Bernhardt, Alex [Redacted - Personal Info] amgray [Redacted - Personal Info]  
Barnet, W [Redacted - Personal Info] dan.dimicco [Redacted - Personal Info] jhance [Redacted - Personal Info]  
[Redacted - Personal Info] Reinsch, Jim [Redacted - Personal Info] Rhodes, Jim [Redacted - Personal Info]  
jhforsgren [Redacted - Personal Info] mbrowning [Redacted - Personal Info]  
Sharp [Redacted - Personal Info]  
Cc: Good, Lynn J <Lynn.Good@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>  
Sent: Mon, Sep 20, 2010 8:18 pm  
Subject: Update:Granite

I had a very good conversation with the CEO who described his board meeting last week.

He said most of the meeting was focused on the transaction. He described it as a very positive meeting and that they see the strategic value in the transaction.

# Confidential

Thanks for meeting today.  
Best,  
Jim=

DUKE\_NCUC\_00002832

DUKE\_NCUC\_00002832-A

**From:** Alex Bernhardt [Redacted - Personal Info]  
**Sent:** Monday, September 20, 2010 10:33 PM  
**To:** Jim Rogers <jim.rogers@duke-energy.com>  
**Subject:** Re: Update:Granite

---

Good luck ! Press on ! This is the right one for us !  
Alex  
Alex Bernhardt Sr.  
Sent By My Blackberry

----- Original Message -----

From: "Rogers, Jim" [Jim.Rogers@duke-energy.com]  
Sent: 09/20/2010 08:18 PM AST  
To: Alex Bernhardt; "amgray" [Redacted - Personal Info]; "Barnet" [Redacted - Personal Info]  
"dan.dimicco" [Redacted - Personal Info]; "jhance" [Redacted - Personal Info]; "Reinsch, Jim -  
[Redacted - Personal Info]"; "Rhodes, Jim" [Redacted - Personal Info]; "jhforsgren" [Redacted - Personal Info]  
"mbrowning" [Redacted - Personal Info]; "Sharp" [Redacted - Personal Info]  
Cc: "Good, Lynn J" <Lynn.Good@duke-energy.com>; "Manly, Marc E" <Marc.Manly@duke-energy.com>  
Subject: Update:Granite

I had a very good conversation with the CEO who described his board meeting last week.

He said most of the meeting was focused on the transaction. He described it as a very positive meeting and that they see the strategic value in the transaction.

# Confidential

Thanks for meeting today.  
Best,  
Jim

DUKE\_NCUC\_00002833

DUKE\_NCUC\_00002833-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, September 20, 2010 8:18 PM  
**To:** Bernhardt, Alex - bernhardt [Redacted - Personal Info]; 'amgray [Redacted - Personal Info]  
Barnet [Redacted - Personal Info]; 'dan.dimicco [Redacted - Personal Info]  
'jhhance [Redacted - Personal Info]; Reinsch, Jim [Redacted - Personal Info]; Rhodes, Jim [Redacted - Personal Info]  
[Redacted - Personal Info]; jhforsgren [Redacted - Personal Info]; mbrowning [Redacted - Personal Info]  
[Redacted - Personal Info]; Sharp [Redacted - Personal Info]  
**Cc:** Good, Lynn J <Lynn.Good@duke-energy.com>; Manly, Marc E <Marc.Manly@duke-energy.com>  
**Subject:** Update:Granite

---

I had a very good conversation with the CEO who described his board meeting last week.

He said most of the meeting was focused on the transaction. He described it as a very positive meeting and that they see the strategic value in the transaction.

# Confidential

Thanks for meeting today.  
Best,  
Jim

DUKE\_NCUC\_00002834

DUKE\_NCUC\_00002834-A



**From:** Trent, Keith <Keith.Trent@duke-energy.com>  
**Sent:** Thursday, December 15, 2011 2:52 PM  
**To:** Barnet, W [Redacted - Personal Info]  
**Subject:** RE: DEO Auction and Commercial Transmission announcement

---

Thanks Bill. Same to you.

---

**From:** Wbarnet [Redacted - Personal Info]  
**Sent:** Thursday, December 15, 2011 3:49 PM  
**To:** Trent, Keith  
**Subject:** Re: DEO Auction and Commercial Transmission announcement

thanks for this recap....interesting and informative...hope a great holiday for you and your family...best wishes for a great 2012...after today, sense it will extremely interesting.

In a message dated 12/15/2011 10:37:14 A.M. Eastern Standard Time, Keith.Trent@duke-energy.com writes:

# Confidential

DUKE\_NCUC\_00002835

DUKE\_NCUC\_00002835-A

**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Tuesday, January 4, 2011 2:14 PM  
**To:** Henry.Morgenbesser@Redacted - Personal Info  
**Cc:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Bcc:** r  
**Subject:** RE: Term sheet

---

## Notice of Appeal

-----Original Message-----

From: Henry.Morgenbesser@Redacted - Personal Info  
Sent: Monday, January 03, 2011 10:48 AM  
To: Ringel, Robert J  
Cc: Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

-----Original Message-----

From: Ringel, Robert J [mailto:Robert.Ringel@duke-energy.com]  
Sent: Sunday, January 02, 2011 8:37 PM  
To: Morgenbesser, Henry [Redacted - Personal Info]; Morgenbesser, Henry [Redacted - Personal Info]  
Cc: Weber, Jennifer  
Subject: FW: Term sheet

## Notice of Appeal

----- Original Message -----

From: Ringel, Robert J  
Sent: Sunday, January 02, 2011 07:53 PM  
To: Rogers, Jim  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

-----Original Message-----

From: Rogers, Jim  
Sent: Sunday, January 02, 2011 7:52 PM  
To: Ringel, Robert J  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: Re: Term sheet

## Notice of Appeal

----- Original Message -----

From: Ringel, Robert J  
Sent: Sunday, January 02, 2011 07:41 PM  
To: Rogers, Jim  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

DUKE\_NCUC\_00002836

DUKE\_NCUC\_00002836-A

# Notice of Appeal

-----Original Message-----

From: Manly, Marc E  
Sent: Sunday, January 02, 2011 6:07 PM  
To: Rogers, Jim  
Cc: Ringel, Robert J  
Subject: Term sheet

# Notice of Appeal

Marc

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Allen & Overy LLP  
1221 Avenue of the Americas  
New York, New York 10020

Redacted - Personal Info

<http://www.allenoverly.com>

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DUKE\_NCUC\_00002837

DUKE\_NCUC\_00002837-A

✓

**From:** Henry.Morgenbesser@[Redacted - Personal Info]  
**Sent:** Monday, January 3, 2011 10:48 AM  
**To:** Robert.Ringel@duke-energy.com  
**Cc:** Jennifer.Weber@duke-energy.com  
**Subject:** RE: Term sheet

---

## Notice of Appeal

-----Original Message-----

From: Ringel, Robert J [mailto:Robert.Ringel@duke-energy.com]  
Sent: Sunday, January 02, 2011 8:37 PM  
To: Morgenbesser, Henry [Redacted - Personal Info]; Morgenbesser, Henry [Redacted - Personal Info]  
Cc: Weber, Jennifer  
Subject: FW: Term sheet

## Notice of Appeal

----- Original Message -----

From: Ringel, Robert J  
Sent: Sunday, January 02, 2011 07:53 PM  
To: Rogers, Jim  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

-----Original Message-----

From: Rogers, Jim  
Sent: Sunday, January 02, 2011 7:52 PM  
To: Ringel, Robert J  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: Re: Term sheet

## Notice of Appeal

----- Original Message -----

From: Ringel, Robert J  
Sent: Sunday, January 02, 2011 07:41 PM  
To: Rogers, Jim  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

-----Original Message-----

From: Manly, Marc E  
Sent: Sunday, January 02, 2011 6:07 PM  
To: Rogers, Jim  
Cc: Ringel, Robert J  
Subject: Term sheet

## Notice of Appeal

DUKE\_NCUC\_00002838

DUKE\_NCUC\_00002838-A

# Notice of Appeal

Marc

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Allen & Overy LLP  
1221 Avenue of the Americas  
New York, New York 10020

Redacted - Personal Info

<http://www.allenoverly.com>

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DUKE\_NCUC\_00002839

DUKE\_NCUC\_00002839-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Monday, January 3, 2011 7:55 AM  
**To:** Eric Weber (Redacted - Personal Info)  
**Subject:** FW: Availability for a Pre-Call  
**Attach:** CC DECK 1 3 11.pdf

---

---

**From:** Ringel, Robert J  
**Sent:** Sunday, January 02, 2011 8:25 PM  
**To:** Weber, Jennifer; 'James.Hance' (Redacted - Personal Info); 'JHHance' (Redacted - Personal Info)  
**Subject:** RE: Availability for a Pre-Call

Jim, Attached are materials for our discussion tomorrow at 10:00. My dial-in information is: (Redacted - Personal Info) (code: (Redacted - Personal Info)). Bob

---

**From:** Weber, Jennifer  
**Sent:** Sunday, January 02, 2011 6:57 PM  
**To:** Ringel, Robert J; 'James.Hance' (Redacted - Personal Info); 'JHHance' (Redacted - Personal Info)  
**Subject:** Re: Availability for a Pre-Call

10:00 works well for me also.

---

**From:** Ringel, Robert J  
**Sent:** Sunday, January 02, 2011 06:30 PM  
**To:** 'James.Hance' (Redacted - Personal Info) <James.Hance (Redacted - Personal Info)>; Weber, Jennifer; 'JHHance' (Redacted - Personal Info) <JHHance (Redacted - Personal Info)>  
**Subject:** Re: Availability for a Pre-Call

10:00 works for me if it works for Jennifer. Prior to our call, we will email you a draft of a short PowerPoint that, if you agree, we would like to email to the rest of the Committee members in advance of the call at 4:00. Should we check on Beverly's availability for a pre-call at 10:00 or would you like us to brief her separately? We can use my dial-in: (Redacted - Personal Info) (code: (Redacted - Personal Info))

---

**From:** James Hance [mailto:James.Hance (Redacted - Personal Info)]  
**Sent:** Sunday, January 02, 2011 06:02 PM  
**To:** Weber, Jennifer; James Hance Jr. <jhhance (Redacted - Personal Info)>  
**Cc:** Ringel, Robert J  
**Subject:** RE: Availability for a Pre-Call

Yes, I would appreciate a call. How about in the morning around 10? Jim

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Sun 1/2/2011 3:30 PM  
**To:** James Hance Jr.; James Hance  
**Cc:** Ringel, Robert J  
**Subject:** Availability for a Pre-Call

Jim,

DUKE\_NCUC\_00002840

DUKE\_NCUC\_00002840-A

Would you have time for a phone call with me and Bob Ringel prior to the compensation Committee meeting tomorrow? We can be flexible with your schedule- so either this evening or sometime tomorrow. I'd like to brief you on where we've ended up in our negotiations and propose a compromise on our approach to the SERP.

I don't believe the discussion will take long.

Jennifer

\*\*\*\*\*

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DUKE\_NCUC\_00002841

DUKE\_NCUC\_00002841-A

**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Sunday, January 2, 2011 8:37 PM  
**To:** henry.morgenbesser@[Redacted - Personal Info]; Henry.Morgenbesser@[Redacted - Personal Info]  
**Cc:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Bcc:** r  
**Subject:** FW: Term sheet  
**Attach:** Granite\_Rogers\_Term\_Sheet.doc

---

## Notice of Appeal

----- Original Message -----

From: Ringel, Robert J  
Sent: Sunday, January 02, 2011 07:53 PM  
To: Rogers, Jim  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

-----Original Message-----

From: Rogers, Jim  
Sent: Sunday, January 02, 2011 7:52 PM  
To: Ringel, Robert J  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: Re: Term sheet

## Notice of Appeal

----- Original Message -----

From: Ringel, Robert J  
Sent: Sunday, January 02, 2011 07:41 PM  
To: Rogers, Jim  
Cc: Manly, Marc E; Weber, Jennifer  
Subject: RE: Term sheet

## Notice of Appeal

-----Original Message-----

From: Manly, Marc E  
Sent: Sunday, January 02, 2011 6:07 PM  
To: Rogers, Jim  
Cc: Ringel, Robert J  
Subject: Term sheet

# Notice of Appeal

DUKE\_NCUC\_00002842

DUKE\_NCUC\_00002842-A



# Notice of Appeal

# Notice of Appeal

DUKE\_NCUC\_00002844

DUKE\_NCUC\_00002844-A

**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Sunday, January 2, 2011 8:25 PM  
**To:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>; 'James.Hance' [Redacted - Personal Info]; 'JHHance' [Redacted - Personal Info]  
**Bcc:** r  
**Subject:** RE: Availability for a Pre-Call  
**Attach:** CC DECK 1 3 11.pdf

---

Jim, Attached are materials for our discussion tomorrow at 10:00. My dial-in information is: [Redacted - Personal Info] (code: [Redacted - Personal Info]). Bob

---

**From:** Weber, Jennifer  
**Sent:** Sunday, January 02, 2011 6:57 PM  
**To:** Ringel, Robert J; 'James.Hance' [Redacted - Personal Info]; 'JHHance' [Redacted - Personal Info]  
**Subject:** Re: Availability for a Pre-Call

10:00 works well for me also.

---

**From:** Ringel, Robert J  
**Sent:** Sunday, January 02, 2011 06:30 PM  
**To:** 'James.Hance' [Redacted - Personal Info]; Weber, Jennifer; 'JHHance' [Redacted - Personal Info]  
[Redacted - Personal Info]  
**Subject:** Re: Availability for a Pre-Call

10:00 works for me if it works for Jennifer. Prior to our call, we will email you a draft of a short PowerPoint that, if you agree, we would like to email to the rest of the Committee members in advance of the call at 4:00. Should we check on Beverly's availability for a pre-call at 10:00 or would you like us to brief her separately? We can use my dial-in:

[Redacted - Personal Info] (code: [Redacted - Personal Info])

---

**From:** James Hance [Redacted - Personal Info]  
**Sent:** Sunday, January 02, 2011 06:02 PM  
**To:** Weber, Jennifer; James Hance Jr. <[Redacted - Personal Info]>  
**Cc:** Ringel, Robert J  
**Subject:** RE: Availability for a Pre-Call

Yes, I would appreciate a call. How about in the morning around 10? Jim

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Sun 1/2/2011 3:30 PM  
**To:** James Hance Jr.; James Hance  
**Cc:** Ringel, Robert J  
**Subject:** Availability for a Pre-Call

Jim,

Would you have time for a phone call with me and Bob Ringel prior to the compensation Committee meeting tomorrow? We can be flexible with your schedule- so either this evening or sometime tomorrow. I'd like to brief you on where we've ended up in our negotiations and propose a compromise on our approach to the SERP.

DUKE\_NCUC\_00002845

DUKE\_NCUC\_00002845-A

I don't believe the discussion will take long.

Jennifer

\*\*\*\*\*

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DUKE\_NCUC\_00002846

DUKE\_NCUC\_00002846-A

# **Privileged Attachment Withheld**

DUKE\_NCUC\_00002847

DUKE\_NCUC\_00002847-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Saturday, February 11, 2012 8:58 AM  
**To:** James H. Hance Jr. (Jim) <Redacted - Personal Info>; Redacted - Personal Info  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Bcc:** j  
**Subject:** Compensation Committee Update

---

Jim,

As a follow-up to our pre-call last week, and in advance of our meeting on Monday morning, we wanted to provide you with an update on a few matters.

<!--[if !supportLists]-->1. <!--[endif]-->Agenda. As requested, we added an agenda item so that we can provide the Committee with an update on compensation and benefits issues related to the Progress merger.

**Confidential**

<!--[if !supportLists]-->3. <!--[endif]-->CD&A. In order to give the Committee a sense of the differences between the new CD&A and the version from last year, we added a short list of key differences at the beginning of this agenda item.

<!--[if !supportLists]-->4. <!--[endif]-->Miscellaneous. The Committee meeting is scheduled to end at 9:00, and the Board meeting is not scheduled to begin until 10:00. If you have a few minutes after the Compensation Committee meeting ends, we would like to update you on a few items so that you have additional background when you are reviewing the draft materials for the February 27<sup>th</sup> meeting (which we are scheduled to discuss by phone on Wednesday, February 15<sup>th</sup>).

If you have any questions, please don't hesitate to let us know.

Jennifer

DUKE\_NCUC\_00002848

DUKE\_NCUC\_00002848-A

DUKE\_NCUC\_00002849

DUKE\_NCUC\_00002849-A

**From:** Beverly Aisenbrey <[Redacted - Personal Info]>  
**Sent:** Monday, February 6, 2012 12:13 PM  
**To:** James Hance ([Redacted - Personal Info]); James Hance [Redacted - Personal Info]  
**Cc:** Ringel, Robert J <robert.ringel@duke-energy.com>; Weber, Jennifer <jennifer.weber@duke-energy.com>  
**Subject:**

---

Jim:

In advance of our call at 1 pm, I just have a couple of comments:

# Confidential

## Notice of Appeal

Regards,

Beverly

Beverly W. Aisenbrey  
Managing Director  
Frederic W. Cook & Co., Inc.  
303 South Broadway, Suite 108  
Tarrytown, NY 10591  
[Redacted - Personal Info] (office)  
[Redacted - Personal Info] (fax)  
[Redacted - Personal Info]

DUKE\_NCUC\_00002850

DUKE\_NCUC\_00002850-A



**From:** Beverly Aisenbrey <Redacted - Personal Info >  
**Sent:** Sunday, October 9, 2011 6:32 PM  
**To:** James Hance (Redacted - Personal Info); James Hance (Redacted - Personal Info)  
**Cc:** Robert Ringel (Robert.Ringel@duke-energy.com); Jennifer L Weber (JLWeber@dukeenergy.com)  
**Bcc:** j  
**Subject:** October Committee Book

---

Jim:

In reviewing the book, I had a number of background questions that I sent to Bob separately. There are some questions and comments that I wanted to bring to your attention:

**Notice of Appeal**

**Confidential**

**Notice of Appeal**

**Confidential**

Regards,

Beverly

DUKE\_NCUC\_00002851

DUKE\_NCUC\_00002851-A

**From:** Beverly Aisenbrey <Redacted - Personal Info>  
**Sent:** Sunday, October 9, 2011 6:32 PM  
**To:** James Hance <Redacted - Personal Info>; James Hance <Redacted - Personal Info>  
**Cc:** Robert Ringel (Robert.Ringel@duke-energy.com); Jennifer L Weber (JLWeber@dukeenergy.com)  
**Subject:** October Committee Book

---

Jim:

In reviewing the book, I had a number of background questions that I sent to Bob separately. There are some questions and comments that I wanted to bring to your attention:

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## Notice of Appeal

# Confidential

Regards,

Beverly

DUKE\_NCUC\_00002852

DUKE\_NCUC\_00002852-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Sunday, October 23, 2011 12:12 PM  
**To:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Re: Compensation Committee Update

---

Oops--forgot to copy her-can you forward and tell her I meant to copy her

---

**From:** Ringel, Robert J  
**Sent:** Sunday, October 23, 2011 10:35 AM  
**To:** Weber, Jennifer  
**Subject:** Re: Compensation Committee Update

Did you want to also send to Beverly?

---

**From:** Weber, Jennifer  
**Sent:** Friday, October 21, 2011 06:34 PM  
**To:** jhhance <Redacted - Personal Info> James Hance <Redacted - Personal Info>  
**Cc:** Ringel, Robert J  
**Subject:** Compensation Committee Update

Jim,

As a follow-up to our pre-call last week, and in advance of our meeting on Monday morning, we wanted to provide you with an update on a few matters.

# Notice of Appeal

DUKE\_NCUC\_00002853

DUKE\_NCUC\_00002853-A

# Notice of Appeal

If you have any questions, please don't hesitate to let us know. Bob and I are available to meet with you prior to the meeting on Monday morning if it would be helpful.

Jennifer

DUKE\_NCUC\_00002854

DUKE\_NCUC\_00002854-A

**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Sunday, October 23, 2011 10:35 AM  
**To:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Bcc:** r  
**Subject:** Re: Compensation Committee Update

---

Did you want to also send to Beverly?

---

**From:** Weber, Jennifer  
**Sent:** Friday, October 21, 2011 06:34 PM  
**To:** jhhance [Redacted - Personal Info] >; James Hance [Redacted - Personal Info] >  
**Cc:** Ringel, Robert J  
**Subject:** Compensation Committee Update

Jim,

As a follow-up to our pre-call last week, and in advance of our meeting on Monday morning, we wanted to provide you with an update on a few matters.

# Notice of Appeal

If you have any questions, please don't hesitate to let us know. Bob and I are available to meet with you prior to the meeting on Monday morning if it would be helpful.

Jennifer

DUKE\_NCUC\_00002855

DUKE\_NCUC\_00002855-A

**From:** James Hance Jr. <Redacted - Personal Info >  
**Sent:** Monday, March 19, 2012 2:13 PM  
**To:** 'Weber, Jennifer' <jennifer.weber@duke-energy.com>  
**Subject:** RE: Duke Compensation Committee

---

## Notice of Appeal

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Monday, March 19, 2012 2:35 PM  
**To:** Jim Hance (Redacted - Personal Info); James Hance  
**Cc:** Ringel, Robert J  
**Subject:** Duke Compensation Committee

Jim,

# Notice of Appeal

# Confidential

## Notice of Appeal

Please let us know if you agree with our approach to director compensation, and please don't hesitate to let us know if you have any questions.

Jennifer

DUKE\_NCUC\_00002856

DUKE\_NCUC\_00002856-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Monday, March 19, 2012 1:35 PM  
**To:** Jim Hance [Redacted - Personal Info]; James Hance <Redacted - Personal Info>  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Duke Compensation Committee

---

Jim,

In connection with our next Compensation Committee meeting, which is on May 2<sup>nd</sup>, we would like to coordinate on a few matters.

## Notice of Appeal

# Confidential

## Notice of Appeal

Please let us know if you agree with our approach to director compensation, and please don't hesitate to let us know if you have any questions.

Jennifer

DUKE\_NCUC\_00002857

DUKE\_NCUC\_00002857-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Thursday, March 15, 2012 8:36 PM  
**To:** James H. Hance Jr. (Jim) <Redacted - Personal Info>; jhhance@Redacted - Personal Info  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Fwd: Email to Jim Hance

---

Jim,

In connection with the special meeting of the Compensation Committee on Monday morning, March 19<sup>th</sup>, at 9:00, we wanted to provide a few updates.

# Notice of Appeal

# Notice of Appeal

<!--[if !supportLists]-->3. <!--[endif]-->The entire Board is invited to the call, which is consistent with our historical practice for reviewing the proxy statement. In the past, usually one or two Board members who are not on the Compensation Committee have joined the call.

<!--[if !supportLists]-->4. <!--[endif]-->As in prior years, we anticipate that the call will be relatively short, but if there is anything in particular that you would like us to address, please let us know.

<!--[if !supportLists]-->5. <!--[endif]-->Management will be attending the call from a conference room on the 48<sup>th</sup> floor of our headquarters building. If you are in Charlotte that morning, you are welcome to join us for the call.

# Notice of Appeal

Looking forward to our call on Monday.

Jennifer

DUKE\_NCUC\_00002858

DUKE\_NCUC\_00002858-A



**From:** James Hance <[Redacted - Personal Info]>  
**Sent:** Thursday, March 1, 2012 4:34 PM  
**To:** Ringel, Robert J <robert.ringel@duke-energy.com>; jhhance[Redacted - Personal Info]  
**Cc:** Beverly Aisenbrey; [Redacted - Personal Info] Weber, Jennifer <jennifer.weber@duke-energy.com>  
**Subject:** RE: Compensation Committee

---

Pre meeting for me is not necessary. Thanks, Jim

---

**From:** Ringel, Robert J [mailto:Robert.Ringel@duke-energy.com]  
**Sent:** Thursday, March 01, 2012 4:19 PM  
**To:** James Hance; [Redacted - Personal Info]  
**Cc:** Beverly Aisenbrey; Weber, Jennifer  
**Subject:** Compensation Committee

Jim,

We have scheduled a special telephonic meeting of the Compensation Committee on March 19<sup>th</sup>. The only item that is currently on the agenda is a review of the compensation sections of the proxy statement. We want to let you know that we intend to follow the same practice as in prior years -- we will send the draft proxy statement to the entire Board and invite all directors to the Compensation Committee call. Last year, Bill Barnet, Alex Bernhardt and Michael Browning were the only directors, other than Compensation Committee members, who attended. We are happy to schedule a pre-meeting with you prior to March 19<sup>th</sup>, but if you would prefer to skip it, as we have done in prior years, we do not anticipate that such a pre-meeting is necessary.

Bob

Robert J. Ringel  
Vice President, Legal  
Duke Energy Shared Services  
139 East Fourth Street  
Room 1212-Main  
Cincinnati, Ohio 45202

Phone: [Redacted - Personal Info]  
Fax: [Redacted - Personal Info]  
[robert.ringel@duke-energy.com](mailto:robert.ringel@duke-energy.com)

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DUKE\_NCUC\_00002859

DUKE\_NCUC\_00002859-A

**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Thursday, March 1, 2012 3:19 PM  
**To:** James Hance <Redacted - Personal Info>; Redacted - Personal Info  
**Cc:** Beverly Aisenbrey; Redacted - Personal Info; Weber, Jennifer  
<Jennifer.Weber@duke-energy.com>  
**Bcc:** r  
**Subject:** Compensation Committee

---

Jim,

We have scheduled a special telephonic meeting of the Compensation Committee on March 19<sup>th</sup>. The only item that is currently on the agenda is a review of the compensation sections of the proxy statement. We want to let you know that we intend to follow the same practice as in prior years – we will send the draft proxy statement to the entire Board and invite all directors to the Compensation Committee call. Last year, Bill Barnett, Alex Bernhardt and Michael Browning were the only directors, other than Compensation Committee members, who attended. We are happy to schedule a pre-meeting with you prior to March 19<sup>th</sup>, but if you would prefer to skip it, as we have done in prior years, we do not anticipate that such a pre-meeting is necessary.

Bob

Robert J. Ringel  
Vice President, Legal  
Duke Energy Shared Services  
139 East Fourth Street  
Room 1212-Main  
Cincinnati, Ohio 45202

Phone: Redacted - Personal Info  
Fax: Redacted - Personal Info  
[robert.ringel@duke-energy.com](mailto:robert.ringel@duke-energy.com)

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DUKE\_NCUC\_00002860

DUKE\_NCUC\_00002860-A

**From:** jhhance [Redacted - Personal Info]  
**Sent:** Sunday, February 26, 2012 8:56 AM  
**To:** James Hance ([Redacted - Personal Info]); Beverly Aisenbrey  
[Redacted - Personal Info]  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>; Silvana Nuzzo  
[Redacted - Personal Info]; Jennifer L Weber (jlweber@dukeenergy.com)  
**Bcc:** J  
**Subject:** Re: FW: Duke Energy AIP Goals Exhibit

---

Beverly, Thanks. Jim  
--- Beverly Aisenbrey [Redacted - Personal Info] wrote:

=====

Jim:

Here is the analysis of goal ranges for Duke's peers. We can hand this out at the meeting if you like.

**Notice of Appeal**

**Notice of Appeal**

Regards,

Beverly

DUKE\_NCUC\_00002861

DUKE\_NCUC\_00002861-A

**From:** jhhance; [Redacted - Personal Info]  
**Sent:** Sunday, February 26, 2012 8:56 AM  
**To:** James Hance; [Redacted - Personal Info]; Beverly Aisenbrey  
[Redacted - Personal Info]  
**Cc:** Ringel, Robert J <robert.ringel@duke-energy.com>; Silvana Nuzzo  
[Redacted - Personal Info]; Jennifer L Weber (JLWeber@dukeenergy.com)  
**Subject:** Re: FW: Duke Energy AIP Goals Exhibit

---

Beverly, Thanks. Jim  
--- Beverly Aisenbrey [Redacted - Personal Info] wrote:

=====  
Jim:

Here is the analysis of goal ranges for Duke's peers. We can hand this out at the meeting if you like.

**Notice of Appeal**

**Notice of Appeal**

Regards,

Beverly

DUKE\_NCUC\_00002862

DUKE\_NCUC\_00002862-A

**From:** Beverly Aisenbrey [Redacted - Personal Info]  
**Sent:** Sunday, February 26, 2012 7:09 AM  
**To:** James Hance [Redacted - Personal Info]; James Hance [Redacted - Personal Info]  
**Cc:** Jennifer L Weber (jlweber@dukeenergy.com); Ringel, Robert J <Robert.Ringel@duke-energy.com>; Silvana Nuzzo [Redacted - Personal Info]  
**Bcc:** j  
**Subject:** FW: Duke Energy AIP Goals Exhibit  
**Attach:** AIP Program Detail Exhibit 2.24.12.pdf

---

Jim:

Here is the analysis of goal ranges for Duke's peers. We can hand this out at the meeting if you like. [Notice of Appeal]

**Notice of Appeal**

Regards,

Beverly

DUKE\_NCUC\_00002863

DUKE\_NCUC\_00002863-A

# Confidential

DUKE\_NCUC\_00002864

DUKE\_NCUC\_00002864-A

**From:** Beverly Aiscnbrey; **Redacted - Personal Info**  
**Sent:** Sunday, February 26, 2012 7:09 AM  
**To:** James Hance; **Redacted - Personal Info**); James Hance (**Redacted - Personal Info**)  
**Cc:** Jennifer L Weber (JLWeber@dukeenergy.com); Ringel, Robert J <robert.ringel@duke-energy.com>; Silvana Nuzzo; **Redacted - Personal Info**  
**Subject:** FW: Duke Energy AIP Goals Exhibit  
**Attach:** AIP Program Detail Exhibit 2.24.12.pdf

---

Jim:

Here is the analysis of goal ranges for Duke's peers. We can hand this out at the meeting if you like. **Notice of Appeal**

**Notice of Appeal**

Regards,

Beverly

DUKE\_NCUC\_00002865

DUKE\_NCUC\_00002865-A

# Confidential

DUKE\_NCUC\_00002866

DUKE\_NCUC\_00002866-A



**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Thursday, February 23, 2012 1:05 PM  
**To:** Jim Hance (Redacted - Personal Info); James Hance <Redacted - Personal Info>  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Compensation Committee Background Information  
**Attach:** Exhibit 5A - Exec Officers 2012 Comp Recommendations.xlsx; Impact on Edwardsport Revised.docx

---

Jim,

I am writing to coordinate on a few items in connection with our upcoming Compensation Committee meeting, as well as to provide some background information that might be helpful when Marie McKee calls.

With respect to our Compensation Committee meeting, attached are the following two items.

# Confidential

In addition to the materials on BoardVantage, we will bring the following walk-in items to the meeting: (a) the Edwardsport impact analysis mentioned above, (b) Jim Rogers' 2012 individual goals, and (c) at Beverly's request, a comparison of the number of shares covered by stock awards that were granted to each executive officer in 2011 as compared to the projected number that will be granted in 2012.

With respect to Marie, we are not sure why she will be calling you, but we wanted to provide additional background on a few matters in case they come up during your conversation. We have already discussed most of these matters with you during our Committee meetings or pre-meeting calls, but we thought it might be helpful to provide another summary. This is likely more detail than you need but I want you to be prepared in the event these topics come up.

# Confidential

DUKE\_NCUC\_00002867

DUKE\_NCUC\_00002867-A

Compensation Committee. At Marie's request, last month we also had a call with Progress' independent compensation consultant (Meridian) to explain the background of our benchmarking philosophy so that they could provide recommendations to Marie on the use of general industry data.

# Confidential

It is our understanding that Progress had a Compensation Committee meeting yesterday, and has another on March 12<sup>th</sup>. It is entirely possible that Marie is calling to give an update on the outcome of their meeting.

Please feel free to call me if you would like to discuss further.

Jennifer

DUKE\_NCUC\_00002868

DUKE\_NCUC\_00002868-A

|    | A                  | B  |
|----|--------------------|--|
| 1  |                    |  |
| 2  |                    |  |
| 3  |                    |  |
| 4  | NAME               | CURRENT COMPENSATION   |
| 5  |                    | TITLE  |
| 6  |                    |  |
| 7  | CEO Direct Reports |  |
| 8  | Good, Lynn J       | Group Exec & Chief Financial Officer                         |
| 9  |                    |  |
| 10 | Manly, Marc E      | Group Exec, Chief Legal Officer & Corp Secretary             |
| 11 |                    |  |
| 12 | Jamil, Dhiaa M     | Group Exec, Chief Generation Officer & Chief Nuclear Officer |
| 13 |                    |  |
| 14 |                    |  |
| 15 |                    |  |
| 16 | Trent, B Keith     | Group Exec & President, Commercial Businesses                |
| 17 |                    |  |
| 18 | Weber, Jennifer    | Group Exec, HR and Corporate Relations                       |

Duke Energy-Confidential

DUKE\_NCUC\_00002869

DUKE\_NCUC\_00002869-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002870

DUKE\_NCUC\_00002870-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002871

DUKE\_NCUC\_00002871-A

|    |                                     |
|----|-------------------------------------|
|    | M                                   |
| 1  | ANNUAL COMPENSATION RECOMMENDATIONS |
| 2  | EXECUTIVE OFFICERS                  |
| 3  |                                     |
| 4  | RECOMMENDED ACTION                  |
| 5  |                                     |
| 6  | Recommendation Date                 |
| 7  |                                     |
| 8  | Merger Position                     |
| 9  | Effective 3/1/2012                  |
| 10 | Merger Position                     |
| 11 |                                     |
| 12 | Merger Position                     |
| 13 |                                     |
| 14 |                                     |
| 15 |                                     |
| 16 | Merger Position                     |
| 17 | Effective 3/1/2012                  |
| 18 | Merger Position                     |

Duke Energy-Confidential

DUKE\_NCUC\_00002872

DUKE\_NCUC\_00002872-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002873

DUKE\_NCUC\_00002873-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002874

DUKE\_NCUC\_00002874-A



|    | A                               | B                                      |
|----|---------------------------------|--|
| 4  |                                 |  |
| 5  | <b>NAME</b>                     | <b>CURRENT COMPENSATION</b>            |
| 6  |                                 | <b>TITLE</b>                           |
| 19 | Wagner, Jennifer                | Group Exec, HR and Corporate Relations |
| 20 | <b>Other Executive Officers</b> |  |
| 21 | De May, Stephen G               | SVP Investor Relations & Treasurer     |
| 22 |                                 |  |
| 23 | Young, Steve                    | SVP & Controller                       |
| 24 |                                 |  |
| 25 |                                 |  |
| 26 |                                 |  |
| 27 |                                 |  |
| 28 |                                 |  |

Duke Energy-Confidential

DUKE\_NCUC\_00002875

DUKE\_NCUC\_00002875-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002876

DUKE\_NCUC\_00002876-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002877

DUKE\_NCUC\_00002877-A

|    |   |
|----|---|
|    | M   |
| 4  | RECOMMENDED ACTION  |
| 5  |   |
| 6  | Recommendation Date   |
| 19 |   |
| 20 |   |
| 21 | Merger Position   |
| 22 | Effective 1/1/2012  |
| 23 | Merger Position   |
| 24 | Effective 1/1/2012  |
| 25 |   |
| 26 | Merger Position - Reflects salary actions previously approved to be effective on merger close |
| 27 |   |
| 28 | Market Median Data reflects Duke Energy market position prior to the merger                   |

Duke Energy-Confidential

DUKE\_NCUC\_00002878

DUKE\_NCUC\_00002878-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002879

DUKE\_NCUC\_00002879-A

# Confidential

Duke Energy-Confidential

DUKE\_NCUC\_00002880

DUKE\_NCUC\_00002880-A

# Confidential

DUKE\_NCUC\_00002881

DUKE\_NCUC\_00002881-A

**From:** Miller, Monica L <Monica.Miller@duke-energy.com>  
**Sent:** Wednesday, December 7, 2011 9:30 AM  
**To:** Miller, Monica L <Monica.Miller@duke-energy.com>; Ringel, Robert J <Robert.Ringel@duke-energy.com>; Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Cc:** Shannon, Patty <Patty.Shannon@duke-energy.com>; Currence, Kathy K <Kathy.Currence@duke-energy.com>; Garrett, Debby <Debby.Garrett@duke-energy.com>; Harrington, Sue C <Sue.Harrington@duke-energy.com>  
**Subject:** JER 2011 STIP Closeout - FINAL  
**Attach:** JER 2011 STIP Closeout.docx; JER Performance 2011.docx

---

Attached is the Final STIP Closeout document as well as the Final board memo (as he discussed with Jennifer this morning).

Please let me know if you have any questions.

Thanks

*Monica Miller*  
*Executive Assistant to James E. Rogers*  
*Chairman, President & CEO*  
*Duke Energy Corporation*  
*550 South Tryon Street*  
*Mail Code DEC48B*  
*Charlotte, NC 28202*

|   |               |
|---|---------------|
| <small>Redacted - Personal Info</small> | <i>Office</i> |
| <small>Redacted - Personal Info</small> | <i>Fax</i>    |
| <small>Redacted - Personal Info</small> | <i>Cell</i>   |

[monica.miller@duke-energy.com](mailto:monica.miller@duke-energy.com)

---

**From:** Miller, Monica L  
**Sent:** Wednesday, December 07, 2011 9:10 AM  
**To:** Ringel, Robert J; Weber, Jennifer  
**Cc:** Shannon, Patty; Currence, Kathy K; Garrett, Debby; Harrington, Sue C  
**Subject:** RE: JER 2011 STIP Closeout - Revised

See attached...

Jim plans to review this again so will let you know if there are any additional changes!

*Monica Miller*  
*Executive Assistant to James E. Rogers*  
*Chairman, President & CEO*  
*Duke Energy Corporation*  
*550 South Tryon Street*  
*Mail Code DEC48B*  
*Charlotte, NC 28202*

|   |               |
|---|---------------|
| <small>Redacted - Personal Info</small> | <i>Office</i> |
| <small>Redacted - Personal Info</small> | <i>Fax</i>    |
| <small>Redacted - Personal Info</small> |               |

[monica.miller@duke-energy.com](mailto:monica.miller@duke-energy.com)

---

**From:** Ringel, Robert J  
**Sent:** Wednesday, December 07, 2011 9:00 AM  
**To:** Miller, Monica L; Weber, Jennifer

DUKE\_NCUC\_00002882

DUKE\_NCUC\_00002882-A



**Cc:** Shannon, Patty; Currence, Kathy K; Garrett, Debby; Harrington, Sue C  
**Subject:** RE: JER 2011 STIP Closeout - Revised

Can someone please re-send (nothing was attached)? I am copying Sue and Debby because they likely will distribute the packages.

---

**From:** Miller, Monica L  
**Sent:** Wednesday, December 07, 2011 8:59 AM  
**To:** Weber, Jennifer  
**Cc:** Shannon, Patty; Currence, Kathy K; Ringel, Robert J  
**Subject:** RE: JER 2011 STIP Closeout - Revised

Ok. I'll let you know if he has additional changes before the meeting.  
Thanks!

*Monica Miller*  
*Executive Assistant to James E. Rogers*  
*Chairman, President & CEO*  
*Duke Energy Corporation*  
*550 South Tryon Street*  
*Mail Code DEC48B*  
*Charlotte, NC 28202*  

Redacted - Personal Info

Office  

Redacted - Personal Info

Fax  
[monica.miller@duke-energy.com](mailto:monica.miller@duke-energy.com)

---

**From:** Weber, Jennifer  
**Sent:** Wednesday, December 07, 2011 8:57 AM  
**To:** Miller, Monica L  
**Cc:** Shannon, Patty; Currence, Kathy K; Ringel, Robert J  
**Subject:** Re: JER 2011 STIP Closeout - Revised

Okay. Bob's team will make copies for the board. Thanks

---

**From:** Miller, Monica L  
**Sent:** Wednesday, December 07, 2011 08:52 AM  
**To:** Weber, Jennifer  
**Cc:** Shannon, Patty; Currence, Kathy K  
**Subject:** JER 2011 STIP Closeout - Revised

Jim made changes to the 2011 STIP document this morning so I have attached for your record. Please let me know if you have any questions.  
Thanks!

*Monica Miller*  
*Executive Assistant to James E. Rogers*  
*Chairman, President & CEO*  
*Duke Energy Corporation*  
*550 South Tryon Street*  
*Mail Code DEC48B*  
*Charlotte, NC 28202*  

Redacted - Personal Info

Office  

Redacted - Personal Info

Fax

DUKE\_NCUC\_00002883

DUKE\_NCUC\_00002883-A

Redacted - Personal Info

~~monica.miller@duke-energy.com~~

DUKE\_NCUC\_00002884

DUKE\_NCUC\_00002884-A

# **Notice of Appeal**

# **Confidential**

# Notice of Appeal

# **Notice of Appeal**

# **Confidential**

Edwardsport IGCC Project

**Redacted - Non Merger Business**

North Carolina Rate Case

**Redacted - Non Merger Business**

South Carolina Rate Case

**Redacted - Non Merger Business**

12/7/11

To: Duke Energy Board of Directors

From: Jim Rogers

# Notice of Appeal

# Confidential

# Notice of Appeal

# Confidential

# **Notice of Appeal**

**Redacted - Privilege**



**Redacted - Privilege**

**Notice of Appeal**

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available for inspection.**

**This document is a  
Board or Committee  
presentation. It is  
available for inspection.**

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Monday, December 5, 2011 1:29 PM  
**To:** 'jhhance [Redacted - Personal Info]'; James Hance <[Redacted - Personal Info]>  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Compensation Committee Update  
**Attach:** WI - STI Scorecard.pptx; WI - TSR Findings.ppt; WI - VSP Numbers.pptx

---

Jim,

As a follow-up to our pre-call last week, and in advance of our meeting on Wednesday, we wanted to provide you with an update on a few matters.

# Notice of Appeal

If you have any questions, please don't hesitate to let us know. Bob and I are available for a phone call prior to the meeting on Wednesday morning if it would be helpful.

Jennifer

DUKE\_NCUC\_00002894

DUKE\_NCUC\_00002894-A

# Confidential

DUKE\_NCUC\_00002895

DUKE\_NCUC\_00002895-A

# Confidential

# Confidential

DUKE\_NCUC\_00002897

DUKE\_NCUC\_00002897-A

**From:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Sent:** Monday, June 4, 2012 8:15 AM  
**To:** [Redacted - Personal Info]; James Hance <[Redacted - Personal Info]>; Beverly Aisenbrey <[Redacted - Personal Info]>  
**Cc:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>; Kennedy, Karla D <Karla.Kennedy@duke-energy.com>  
**Bcc:** r  
**Subject:** Compensation Committee Materials - 6/25/12 Meeting

---

Jim and Beverly,

On Thursday, June 7<sup>th</sup>, or Friday, June 8<sup>th</sup>, we plan to post to BoardVantage a draft of the materials for our call on June 11<sup>th</sup> at 9:00 a.m. to discuss the materials for the Compensation Committee meeting on June 25<sup>th</sup>. We will notify you when the materials are posted for your review. The materials for this meeting include tally sheets, which are formatted on 11" x 14" paper, and therefore might be awkward to view on BoardVantage. If you would like to receive a hard copy of the tally sheets, or any other material, please let us know what location/address to mail your materials for delivery on Friday or Saturday.

For your convenience, the call-in information is below.

Toll Free Number - [Redacted - Personal Info]  
Participant Code [Redacted - Personal Info]

Bob

Robert J. Ringel  
Vice President, Legal  
Duke Energy Shared Services  
139 East Fourth Street  
Room 1212-Main  
Cincinnati, Ohio 45202

Phone: [Redacted - Personal Info]  
Fax: [Redacted - Personal Info]  
[robert.ringel@duke-energy.com](mailto:robert.ringel@duke-energy.com)

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# Confidential

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# Confidential

DUKE\_NCUC\_00002905

DUKE\_NCUC\_00002905-A



**From:** James Hance Jr. <[Redacted - Personal Info]>  
**Sent:** Sunday, May 13, 2012 9:59 AM  
**To:** 'Weber, Jennifer' <Jennifer.Weber@duke-energy.com>  
**Subject:** RE: Follow Up

---

Jennifer, the agenda and notes look fine. Let's see what develops in the next month before we finalize. Jim

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Wednesday, May 09, 2012 9:27 AM  
**To:** James Hance; Jim Hance ([Redacted - Personal Info])  
**Cc:** Ringel, Robert J  
**Subject:** Follow Up

Jim,

Thanks again for taking the time to meet with me and Bob last week to discuss the agendas for our next several meetings. In order to keep us on the same page, we have listed below the agenda items that we currently anticipate over the next few months.

June 25. This will be our last regularly-scheduled meeting prior to the anticipated closing date for the merger. We will plan to discuss the following: (1) tally sheets, (2) peer proxy analysis of key positions (prepared by Beverly), and (3) an update on compensation and benefits aspects related to the merger. With respect to the merger update, we will be ready to discuss a proposed methodology for adjusting the performance measures under the ongoing STI plan (2012) and the LTI plan cycles (2010-2012, 2011-2013, and 2012-2014). As you requested, we will also provide an update on the HR governance matters and delegations of authority that will be approved in connection with the merger.

Merger Teleconference (Early July). The new Board will hold a teleconference upon or shortly following the merger to approve items that are required for the new company. The Compensation Committee will convene for a portion of this call, at which time we plan to ask for approval of (or recommendation to approve) the following: (1) CEO employment agreement, (2) amendment to Executive Chairman's employment agreement, (3) compensation and incentive targets for executive officers, (4) the amendment of the Progress SERP, (5) perks, and (6) HR governance matters and delegations of authority. Each Compensation Committee has already separately reviewed these items.

August 27-28. As you know, the offsite retreat will occur in place of the regularly-scheduled meetings in August, but if there is a need for an in-person Compensation Committee meeting for items that should be addressed in person prior to the October meeting, we can find time during the retreat. At this meeting, we would plan to ask the new Compensation Committee to approve the following: (1) adjustments to the performance measures under the ongoing STI plan (2012) and the LTI plan cycles (2010-2012, 2011-2013, and 2012-2014), (2) adjustments to the director compensation program, and (3) compensation benchmarking / peer groups.

Starting with the regular meeting in October, we would plan to discuss the proposed design of the new incentive plans for 2013. As you know, we anticipate that the general framework of the new incentive plans will follow the historical design of the Duke plans.

Please let me know if you have any questions or additional input.

Jennifer

DUKE\_NCUC\_00002907

DUKE\_NCUC\_00002907-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Wednesday, May 9, 2012 9:27 AM  
**To:** James Hance <[Redacted - Personal Info]>; Jim Hance [Redacted - Personal Info]  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Follow Up  
**Attach:** Agenda\_v1\_0.docx

---

Jim,

Thanks again for taking the time to meet with me and Bob last week to discuss the agendas for our next several meetings. In order to keep us on the same page, we have listed below the agenda items that we currently anticipate over the next few months.

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Please let me know if you have any questions or additional input.

Jennifer

DUKE\_NCUC\_00002908

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DRAFT OF MAY 8, 2012

**AGENDA**

**DUKE ENERGY CORPORATION  
COMPENSATION COMMITTEE MEETING**

**MONDAY, JUNE 25, 2012 – 11:00 A.M. TO 12:30 P.M.**

**ROOM 4719 AT THE DUKE ENERGY CENTER  
CHARLOTTE, NORTH CAROLINA**

Committee Members:                      Present

James H. Hance, Jr., Chair

Daniel R. DiMicco

John H. Forsgren

Ann M. Gray

Secretary \_\_\_\_\_

Others Present \_\_\_\_\_

\*\*\*\*\*

**Matter to be considered  
and acted upon:**

Motion

Second

Vote

**Redacted - Non Merger Business**

**Matters to be discussed:**

**Redacted - Non Merger Business**

4. Update on compensation and benefits issues related to the merger

**Next scheduled meeting date:    October 29, 2012**

DUKE\_NCUC\_00002909

DUKE\_NCUC\_00002909-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Thursday, June 21, 2012 12:21 PM  
**To:** Jim Hance (<Redacted - Personal Info>); James Hance (<Redacted - Personal Info>)  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>; 'Beverly Aisenbrey' (<Redacted - Personal Info>)  
**Subject:** Director Compensation  
**Attach:** Director Compensation\_v2\_0 (3) (5).DOC; FINAL FWC DECK 5-2-12.pdf

---

Jim,

In order to facilitate the discussion of the director compensation program at the meeting on Monday, attached is a two-page document that we will be ready to distribute as a walk-in item. The document summarizes the current Duke and Progress director compensation programs, and we added a column to the Duke chart to show the potential changes that the Duke Committee has previously discussed.

We are not planning to send the attached to Marie in advance of our call with her, but we will be ready to discuss with her depending on how the discussion goes with the Duke Compensation Committee on Monday.

We will also plan to bring Beverly's director compensation analysis from the May 2<sup>nd</sup> meeting (attached) as a walk-in item in case the Duke Committee would like to refer to the benchmarking information.

See you on Monday. Please feel free to give me a call if there is anything you would like to discuss in advance.

Jennifer

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DUKE\_NCUC\_00002911-A

# Confidential

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DUKE\_NCUC\_00002912-A

**This document is a  
Board or Committee  
presentation. It is  
available for inspection.**

DUKE\_NCUC\_00002913

DUKE\_NCUC\_00002913-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Wednesday, June 20, 2012 8:30 AM  
**To:** 'James.Hance' [Redacted - Personal Info]; 'jhhance' [Redacted - Personal Info]  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Re: Director Compensation

---

Good idea--we will pull this together for Monday

---

**From:** James Hance [mailto:[Redacted - Personal Info]]  
**Sent:** Wednesday, June 20, 2012 08:23 AM  
**To:** Weber, Jennifer; jhhance [Redacted - Personal Info]  
**Cc:** Ringel, Robert J  
**Subject:** RE: Director Compensation

Jennifer, thanks for the thoughtful reply. Ann and I discussed this on Monday. Let me circle back to her to see if it works to delay until August. I think it is new Board friendly to wait until August. In the meantime, yes please prepare an analysis of the proposed changes. We may want to bring this up with Marie on Monday to share our thinking and get her reaction to the proposed changes. Jim

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Tuesday, June 19, 2012 5:51 PM  
**To:** Jim Hance ([Redacted - Personal Info]); James Hance  
**Cc:** Ringel, Robert J  
**Subject:** Director Compensation

Jim,

# Redacted - Privilege

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DUKE\_NCUC\_00002914-A



# Redacted - Privilege

Jennifer

\*\*\*\*\*

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DUKE\_NCUC\_00002915

DUKE\_NCUC\_00002915-A

**From:** James Hance <Redacted - Personal Info >  
**Sent:** Wednesday, June 20, 2012 8:25 AM  
**To:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Subject:** RE: Tier 1 Compensation

---

I am ok with this schedule.Jlm

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Tuesday, June 19, 2012 5:58 PM  
**To:** Jim Hance (Redacted - Personal Info ); James Hance  
**Cc:** Ringel, Robert J  
**Subject:** Tier 1 Compensation

Jim,

During our conversation last week about Beverly's peer proxy analysis, you asked us to send you the current and proposed compensation levels of the new Duke executive officers (including the legacy Progress executives) in order to provide as a walk-in item at our meeting on June 25<sup>th</sup>. This will provide the Duke Compensation Committee with additional context for its discussion. In this regard, we have attached the spreadsheet that we intend to submit to the Compensation Committee at its meeting on Legal Day One (LDO) when it approves the compensation levels of the executive officers.

# Confidential

DUKE\_NCUC\_00002916

DUKE\_NCUC\_00002916-A

# Confidential

In advance of our call with Marie and John McArthur on June 25<sup>th</sup>, we will send them the Compensation Committee materials that will be approved at the full board meeting on LDO (i.e., executive officer compensation, the SERP, and the delegation and governance materials). We would like to send these materials tomorrow if possible, so please let us know if you have any questions about the attached before we send it to Marie and John.

Thank you Jim.

Jennifer

\*\*\*\*\*

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DUKE\_NCUC\_00002917

DUKE\_NCUC\_00002917-A

**From:** James Hance <[Redacted - Personal Info]>  
**Sent:** Wednesday, June 20, 2012 8:24 AM  
**To:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>; jhhance <[Redacted - Personal Info]>  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** RE: Director Compensation

---

Jennifer, thanks for the thoughtful reply. Ann and I discussed this on Monday. Let me circle back to her to see if it works to delay until August. I think it is new Board friendly to wait until August. In the meantime, yes please prepare an analysis of the proposed changes. We may want to bring this up with Marie on Monday to share our thinking and get her reaction to the proposed changes. Jim

---

**From:** Weber, Jennifer [mailto:Jennifer.Weber@duke-energy.com]  
**Sent:** Tuesday, June 19, 2012 5:51 PM  
**To:** Jim Hance ([Redacted - Personal Info]); James Hance  
**Cc:** Ringel, Robert J  
**Subject:** Director Compensation

Jim,

**Redacted - Privilege**

DUKE\_NCUC\_00002918

DUKE\_NCUC\_00002918-A

## Redacted - Privilege

Jennifer

\*\*\*\*\*

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DUKE\_NCUC\_00002919

DUKE\_NCUC\_00002919-A

**From:** Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Sent:** Tuesday, June 19, 2012 5:58 PM  
**To:** Jim Hance (Redacted - Personal Info); James Hance (Redacted - Personal Info)  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>  
**Subject:** Tier 1 Compensation  
**Attach:** LD1 - 2012 Exec Officers Compensation Recommendations v1.pdf

---

Jim,

During our conversation last week about Beverly's peer proxy analysis, you asked us to send you the current and proposed compensation levels of the new Duke executive officers (including the legacy Progress executives) in order to provide as a walk-in item at our meeting on June 25<sup>th</sup>. This will provide the Duke Compensation Committee with additional context for its discussion. In this regard, we have attached the spreadsheet that we intend to submit to the Compensation Committee at its meeting on Legal Day One (LDO) when it approves the compensation levels of the executive officers.

# Confidential

DUKE\_NCUC\_00002920

DUKE\_NCUC\_00002920-A

# Confidential

In advance of our call with Marie and John McArthur on June 25<sup>th</sup>, we will send them the Compensation Committee materials that will be approved at the full board meeting on LDO (i.e., executive officer compensation, the SERP, and the delegation and governance materials). We would like to send these materials tomorrow if possible, so please let us know if you have any questions about the attached before we send it to Marie and John.

Thank you Jim.

Jennifer

DUKE\_NCUC\_00002921

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# Confidential

DUKE\_NCUC\_00002922

DUKE\_NCUC\_00002922-A



**From:** Beverly Aisenbrey <[Redacted - Personal Info]>  
**Sent:** Friday, June 8, 2012 4:15 PM  
**To:** James Hance ([Redacted - Personal Info]); James Hance ([Redacted - Personal Info])  
**Cc:** Ringel, Robert J <Robert.Ringel@duke-energy.com>; Weber, Jennifer <Jennifer.Weber@duke-energy.com>  
**Subject:** Tally Sheets

---

Jim:

I reviewed the Tally sheets and have the same questions/comments as in the past. Perhaps next year some changes could be considered:

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Also, a delivered pay analysis would be a good addition, particularly if companies begin to add them to their proxy statements.

Regards,

Beverly

Beverly W. Aisenbrey  
Managing Director  
Frederic W. Cook & Co., Inc.

[Redacted - Personal Info]

[Redacted - Personal Info]

[Redacted - Personal Info] (cell)

DUKE\_NCUC\_00002923

DUKE\_NCUC\_00002923-A

**From:** Johnson, Bill <bill.johnson@Redacted - Personal Info>  
**Sent:** Tuesday, May 15, 2012 12:47 PM  
**To:** 'Rogers, Jim' <Jim.Rogers@duke-energy.com>  
**Subject:** RE: Catherine Heigel

---

I will call you in the next day or so to discuss this and other general topics. A loss for us, but seems a good opportunity for her. I recall her telling me early on that she aspired to be a general counsel and then have a shot at the CEO chair; I thought she was talking internally, but opportunity knocked. As you know better than most, this is a hazard of having high quality employees. We can put our heads together on retention plans when we chat. Thanks for the note.

---

**From:** Rogers, Jim [mailto:Jim.Rogers@duke-energy.com]  
**Sent:** Tuesday, May 15, 2012 11:33 AM  
**To:** Johnson, Bill  
**Cc:** Manly, Marc E; Weber, Jennifer  
**Subject:** Fw: Catherine Heigel

Bill, we have just lost our second top-tier female leader to another company. This is the memo I sent to the board. We need to talk about this.

Best,  
Jim

---

**From:** Rogers, Jim  
**Sent:** Tuesday, May 15, 2012 08:55 AM  
**To:** Ann Gray <Redacted - Personal Info>; Barnett, W <Redacted - Personal Info>; Bernhardt, Alex <Redacted - Personal Info>; Dan DiMicco <Redacted - Personal Info>; Jim Hance <Redacted - Personal Info>; John Forsgren <Redacted - Personal Info>; Michael Browning <Redacted - Personal Info>; Reinsch, Jim <Redacted - Personal Info>; Sharp <Redacted - Personal Info>; Rhodes, Jim <Redacted - Personal Info>; Rogers, Jim  
**Cc:** Bonny Light <Redacted - Personal Info>; Joyce Hiott <Redacted - Personal Info>; Currence, Kathy K; Kieca Pointdujour <Redacted - Personal Info>; Linda Canipe <Redacted - Personal Info>; Marilyn Voigt <Redacted - Personal Info>; Sandra Thrower <Redacted - Personal Info>; Sandra Thrower <Redacted - Personal Info>  
**Subject:** Catherine Heigel

I'm writing to let you know that Catherine Heigel will be leaving Duke Energy to become general counsel and corporate secretary for American Transmission Corporation (ATC). Duke Energy will continue to have the benefit of Catherine's leadership until mid-June.

In the weeks ahead we will work to identify a successor and share more information as it becomes available.

Upon her relocation to ATC's headquarters in Wisconsin, Catherine will join the executive leadership team of a company that has a strategic relationship with Duke Energy. In 2011, Duke-American Transmission Company was formed as a joint venture to plan and develop strategic transmission projects across the U.S. and Canada. ATC was founded in 2001 as the first multi-state, transmission-only utility in the United States. The company operates a \$3.1 billion transmission system in parts of Michigan, Wisconsin and Illinois.

Catherine's experience here at Duke Energy has prepared her well for her new role. She joined Duke Energy in 1997 providing legal support for Duke Engineering & Services (DE&S). From 2003 to 2006, she practiced law in the private sector. In 2006, Catherine joined our state regulatory group where she represented Duke Energy in a wide variety of issues before state utility commissions, including energy efficiency and general rate proceedings. In 2010 she was named president of Duke Energy South Carolina where she has been responsible for advancing our company's regulatory and legislative initiatives, managing state and local government relations, economic development and community relations.

Because she was such an effective leader, we have mixed feelings about Catherine's departure from the company.

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Please join me in congratulating Catherine on her success and thanking her for her contributions to our organization.

If you have any questions, please give me a call.

Best,

Jim

DUKE\_NCUC\_00003016

DUKE\_NCUC\_00003016-A

**From:** Rogers, Jim <Jim.Rogers@duke-energy.com>  
**Sent:** Monday, January 3, 2011 1:17 PM  
**To:** Harrington, Sue C <Sue.Harrington@duke-energy.com>  
**Subject:** Re: Confidential - Duke Energy Compensation Committee Meeting Materials

---

Thanks.

---

**From:** Harrington, Sue C  
**Sent:** Monday, January 03, 2011 01:08 PM  
**To:** Rogers, Jim; Currence, Kathy K  
**Subject:** RE: Confidential - Duke Energy Compensation Committee Meeting Materials

Be glad to!

Sue C. Harrington  
Assistant Corporate Secretary  
Duke Energy Corporation  
526 South Church St/EC03T  
P.O. Box 1006 (28201-1006)  
Charlotte, NC 28202  
Phone: [Redacted - Person Info]  
Fax: [Redacted - Person Info]  
Sue.Harrington@duke-energy.com

---

**From:** Rogers, Jim  
**Sent:** Monday, January 03, 2011 1:03 PM  
**To:** Harrington, Sue C; Currence, Kathy K  
**Subject:** Re: Confidential - Duke Energy Compensation Committee Meeting Materials

I have left the hotel. Could you fax to my house. Thanks.

---

**From:** Harrington, Sue C  
**Sent:** Monday, January 03, 2011 12:54 PM  
**To:** Rogers, Jim; Currence, Kathy K  
**Subject:** FW: Confidential - Duke Energy Compensation Committee Meeting Materials

I just faxed these materials to the Four Seasons, and they said they would deliver immediately to Jim.

Sue C. Harrington  
Assistant Corporate Secretary  
Duke Energy Corporation  
526 South Church St/EC03T  
P.O. Box 1006 (28201-1006)  
Charlotte, NC 28202  
Phone: [Redacted - Person Info]  
Fax: [Redacted - Person Info]  
Sue.Harrington@duke-energy.com

---

**From:** Ringel, Robert J  
**Sent:** Monday, January 03, 2011 12:37 PM  
**To:** James Hance; [Redacted - Person Info]; amgray@[Redacted - Person Info]; jhforsgren@[Redacted - Person Info]; dan.dimicco@[Redacted - Person Info]  
**Cc:** Rogers, Jim; Beverly Aisenbrey; Manly, Marc E; Good, Lynn J; Weber, Jennifer; Harrington, Sue C  
**Subject:** Confidential - Duke Energy Compensation Committee Meeting Materials

DUKE\_NCUC\_00003144

DUKE\_NCUC\_00003144-A

Attached are the materials (26 pages) for the Compensation Committee meeting at 4:00 today. The materials include a short PowerPoint describing the compensation and benefits considerations in Project Granite, as well as a number of items that Mr. Hance asked us to send in connection with CEO and Executive Chair compensation. If you would prefer that we fax the materials, please do not hesitate to let us know.

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