



# Calyon Securities Utilities Conference

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# Disclosure Statements

This document includes statements that do not directly or exclusively relate to historical facts. Such statements are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include statements regarding benefits of the proposed mergers and Restructuring Transactions, integration plans and expected synergies, anticipated future financial operating performance and results, including estimates of growth. These statements are based on the current expectations of management of Duke and Cinergy. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements included in this document. For example, (1) the companies may be unable to obtain shareholder approvals required for the transaction; (2) the companies may be unable to obtain regulatory approvals required for the transaction, or required regulatory approvals may delay the transaction or result in the imposition of conditions that could have a material adverse effect on the combined company or cause the companies to abandon the transaction; (3) conditions to the closing of the mergers and the restructuring transactions may not be satisfied; (4) problems may arise in successfully integrating the businesses of the companies, which may result in the combined company not operating as effectively and efficiently as expected; (5) the combined company may be unable to achieve cost-cutting synergies or it may take longer than expected to achieve those synergies; (6) the transaction may involve unexpected costs or unexpected liabilities, or the effects of purchase accounting may be different from the companies’ expectations; (7) the credit ratings of the combined company or its subsidiaries may be different from what the companies expect; (8) the businesses of the companies may suffer as a result of uncertainty surrounding the transaction; (9) the industry may be subject to future regulatory or legislative actions that could adversely affect the companies; (10) commercial, industrial and residential growth in the companies’ service territories and other growth opportunities may be less than anticipated; (11) the weather and other natural phenomena may adversely affect results; (12) the timing and extent of changes in commodity prices may adversely affect results; and (13) the companies may be adversely affected by other economic, business, and/or competitive factors. Additional factors that may affect the future results of Duke and Cinergy are set forth in their respective filings with the Securities and Exchange Commission (“SEC”), which are available at [www.duke-energy.com/investors](http://www.duke-energy.com/investors) and [www.cinergy.com/investors](http://www.cinergy.com/investors), respectively. Duke and Cinergy undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

# Disclosure Statements

## Additional Information and Where to Find It

In connection with the proposed transaction, a registration statement of Duke Energy Holding Corp. (Registration No. 333-126318), which includes a preliminary prospectus and a preliminary joint proxy statement of Duke and Cinergy, and other materials have been filed with the SEC and are publicly available. WE URGE INVESTORS TO READ THE DEFINITIVE JOINT PROXY STATEMENT-PROSPECTUS WHEN IT BECOMES AVAILABLE AND THESE OTHER MATERIALS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT DUKE, CINERGY, DUKE ENERGY HOLDING CORP., AND THE PROPOSED TRANSACTION. Investors will be able to obtain free copies of the joint proxy statement-prospectus as well as other filed documents containing information about Duke and Cinergy at <http://www.sec.gov>, the SEC's website. Free copies of Duke's SEC filings are also available on Duke's website at [www.duke-energy.com/investors](http://www.duke-energy.com/investors), and free copies of Cinergy's SEC filings are also available on Cinergy's website at [www.cinergy.com/investors](http://www.cinergy.com/investors).

## Participants in the Solicitation

Duke, Cinergy and their respective executive officers and directors may be deemed, under SEC rules, to be participants in the solicitation of proxies from Duke's or Cinergy's stockholders with respect to the proposed transaction. Information regarding the officers and directors of Duke is included in its definitive proxy statement for its 2005 Annual Meeting filed with the SEC on March 31, 2005. Information regarding the officers and directors of Cinergy is included in its definitive proxy statement for its 2005 Annual Meeting filed with the SEC on March 28, 2005. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities, holdings or otherwise, will be set forth in the registration statement and proxy statement and other materials to be filed with the SEC in connection with the proposed transaction.

## Regulation G

This document includes certain non-GAAP financial measures as defined under SEC Regulation G. A reconciliation of those measures to the most directly comparable GAAP measures is included in the printed version of these slides which can be downloaded from our investor relations website at: [www.duke-energy.com/investors/publications/gaap/](http://www.duke-energy.com/investors/publications/gaap/)

# Third Quarter 2005 Earnings per Share

	<i>3Q05</i>	<i>3Q04</i>	<i>YTD 2005</i>	<i>YTD 2004</i>
Reported Basic EPS	\$ 0.04	\$ 0.41	\$ 1.29	\$ 1.22
Reported Basic EPS from Discontinued Operations	(0.95)	0.01	(0.96)	0.20
Reported Basic EPS from Continuing Operations	0.99	0.40	2.25	1.02
Special Items	(0.40)	(0.03)	(0.88)	0.20
Ongoing Basic EPS	<u>\$ 0.59</u>	<u>\$ 0.37</u>	<u><b>\$ 1.37</b></u>	<u>\$ 1.22</u>

*Expect to exceed 2005 EPS incentive target  
of \$1.65 ongoing basic earnings per share*

# Earnings Expectations

## Ongoing Segment EBIT Expectations

### Franchised Electric

0 - 2% CAGR through 2007; results for 2005 are expected to be slightly better than results for 2004

### Natural Gas Transmission

3 – 5% CAGR through 2007; results for 2005 are expected to be at the high end of this range

### Field Services

Ongoing equity earnings for the fourth quarter 2005 are expected to be as strong as the third quarter which was approximately \$87 million, This amount includes the remaining recognition of the de-designated hedges of \$35 million.

### International Energy

2 – 3% CAGR through 2007 from a 2004 base; results for 2005 are expected to approximately \$300 million

### Crescent Resources

Ongoing segment EBIT from continuing operations and discontinued operations is expected to be significantly more than \$250 million. This amount should not be considered a go-forward number for future periods.

## Other Items

### Other EBIT

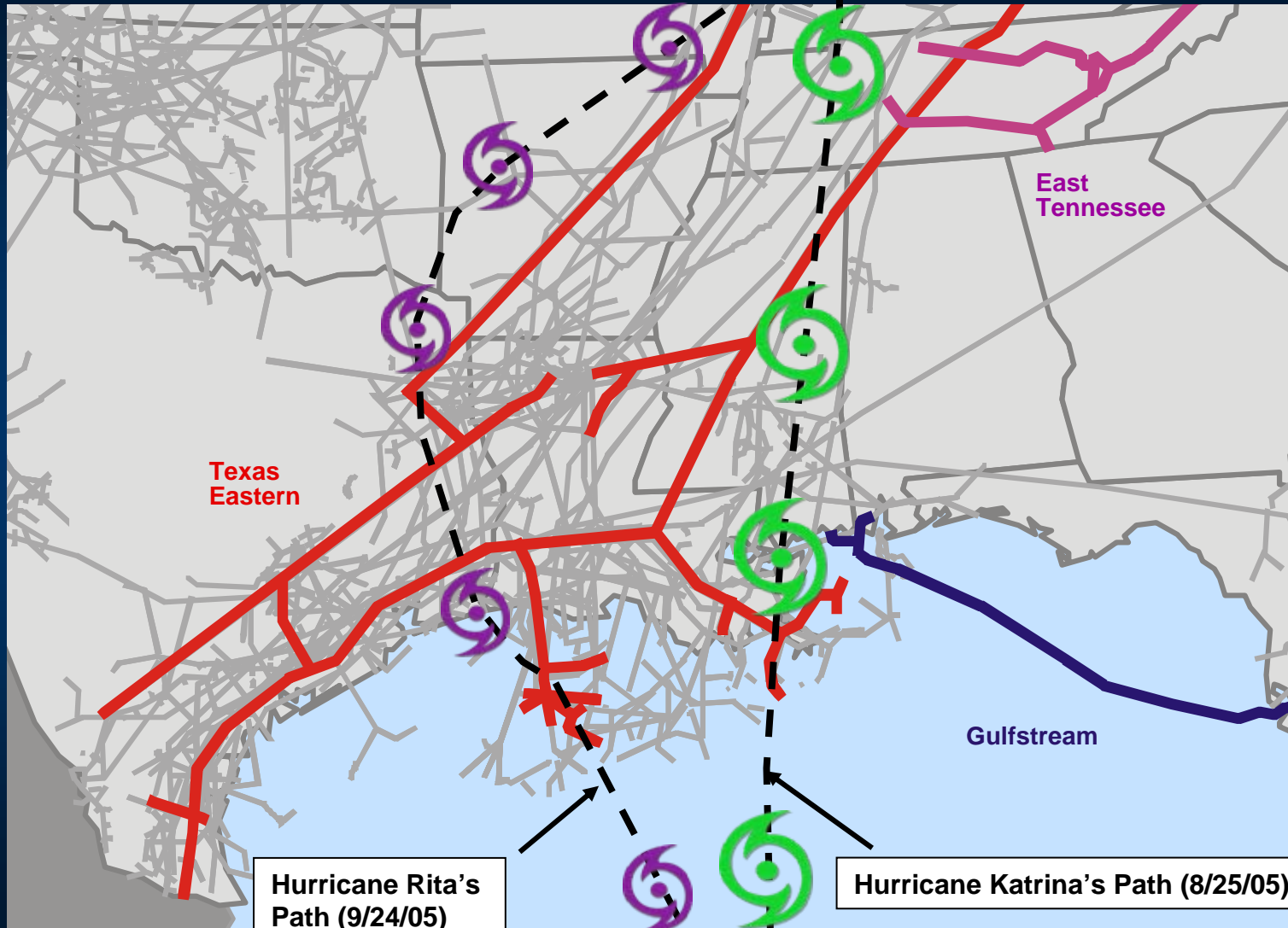
Total net expenses of approximately \$310 million, excluding the effect of mark-to-market fluctuations on the DEFS de-designated hedges and insurance impacts associated with Hurricanes Katrina and Rita

### Interest Expense

Approximately \$1.1 billion in 2005

Note: DENA's continuing operations are included in "Other" effective in third quarter 2005 and has been recast retroactive to the beginning of 2005. DENA's ongoing operations include the Midwest assets, certain contracts and corporate allocations, and the wind-down of the remaining DETM business. The remainder of DENA's business is now classified as Discontinued Operations.

# Hurricanes Katrina and Rita



# Texas Eastern Supply Impacts (MMcf)

Source	Post - Katrina	Post - Rita	Oct 24, 2005	Nov 2, 2005	Projected Dec 1, 2005
South Pass	(150)	(150)	(150)	(150)	(120)
Main Pass	(180)	(180)	(70)	(70)	(30)
Discovery	(50)	(50)	0	0	0
Venice	(120)	(120)	(120)	(120)	75
Cameron	(150)	(150)	(70)	(25)	(25)
WLA Meters	0	(180)	0	0	100
Texas	0	(300)	0	0	0
	<b>(650)</b>	<b>(1,130)</b>	<b>(410)</b>	<b>(365)</b>	<b>0</b>

# DEGT / CEGT Proposed Pipeline Project

