

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>DUKE ENERGY RSP FOR LEGACY CINERGY UNION EMPLOYEES (MIDWEST)</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1967</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>10/01/1967</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>10/01/1967</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DUKE ENERGY CORPORATION</u> <u>550 SOUTH TRYON STREET DEC 38A</u> <u>CHARLOTTE, NC 28202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-2777218</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>704-382-5289</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>221100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-2777218</u>	2c Sponsor's telephone number <u>704-382-5289</u>	2d Business code (see instructions) <u>221100</u>	
2b Employer Identification Number (EIN) <u>20-2777218</u>					
2c Sponsor's telephone number <u>704-382-5289</u>					
2d Business code (see instructions) <u>221100</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/10/2013</u> Date	<u>PETER KOSTIW</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DUKE ENERGY CORPORATION BENEFITS COMMITTEE 550 SOUTH TRYON STREET DEC 38D CHARLOTTE, NC 28202		3b Administrator's EIN 20-2777218
		3c Administrator's telephone number 704-382-5289
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2793
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2H 2J 2O 3H 3I 2S 2R 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DUKE ENERGY RSP FOR LEGACY CINERGY UNION EMPLOYEES (MIDWEST)</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DUKE ENERGY CORPORATION</u>	D Employer Identification Number (EIN) <u>20-2777218</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 71 37 65	NONE	186790	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

FINANCIAL ENGINES

77-0473565

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	88210	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>FKLN SMMIDCAP GRTH A - FRANKLIN TEM</p> <p>94-3167260</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TCW VALUE OPPS I-U.S. BANCORP FUND P.O. BOX 701 MILWAUKEE, WI 53201</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BROKERAGE LINK</p> <p>04-2647786</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>SEE ATTACHED DOCUMENT FOR ALL FEES RELATED TO FUND</p>		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DUKE ENERGY RSP FOR LEGACY CINERGY UNION EMPLOYEES (MIDWEST)</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DUKE ENERGY CORPORATION</u>	D Employer Identification Number (EIN) <u>20-2777218</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: DUKE ENERGY RETIRE. SAVINGS PLAN MT

b Name of sponsor of entity listed in (a): DUKE ENERGY CORPORATION

c EIN-PN <u>20-2777218-006</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan DUKE ENERGY RSP FOR LEGACY CINERGY UNION EMPLOYEES (MIDWEST)		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 DUKE ENERGY CORPORATION		D Employer Identification Number (EIN) 20-2777218

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	312253	0
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	11368529	0
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	334085163	0
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	345765945	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	345765945	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6430000	
(B) Participants	2a(1)(B)	13304000	
(C) Others (including rollovers)	2a(1)(C)	99000	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		19833000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	470000	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		470000
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		22850055
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		43153055

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	36483000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		36483000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	186790	
(3) Investment advisory and management fees	2i(3)	88210	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		275000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		36758000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6395055
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		352161000

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCCONNELL & JONES LLP

(2) EIN: 76-0488832

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

DUKE ENERGY RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
20-2777218	002

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DUKE ENERGY RSP FOR LEGACY CINERGY UNION EMPLOYEES (MIDWEST)</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DUKE ENERGY CORPORATION</u>	D Employer Identification Number (EIN) <u>20-2777218</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☒ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees
(Midwest)**

**Independent Auditor's Report
and Financial Statements**

December 31, 2012 and 2011

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)
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December 31, 2012 and 2011**

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NOTE: All schedules described by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.



Independent Auditor's Report

To the Benefits Committee of Duke Energy Corporation and Participants in the
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)

Report on the Financial Statements

We have audited the accompanying financial statements of the Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest) (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011 and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the auditing standards generally accepted in the United States of America (US GAAS). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the

changes in net assets available for benefits for the year ended December 31, 2012, in accordance with US GAAP.

McConnell & Jones LLP

Houston, Texas
June 17, 2013

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011
(In thousands)**

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value		
Plan interest in Duke Energy Retirement Savings Plan Master Trust	\$ —	\$334,085
Receivables		
Notes receivable from participants	—	11,369
Employer's contributions	—	312
Total receivables	—	11,681
Net assets, at fair value	—	345,766
Adjustment from fair value to contract value for interest in Duke Energy Retirement Savings Plan Master Trust relating to fully benefit-responsive investment contracts	—	(1,015)
Net assets available for benefits	<u>\$ —</u>	<u>\$344,751</u>

See Notes to Financial Statements.

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012
(In thousands)

Additions to net income attributed to:

Investment income

Plan interest in net income of Duke Energy Retirement Savings Plan Master Trust	\$ 23,865
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Interest income on notes receivable from participants

470

Contributions

Participants'	13,304
Employer's	6,430
Participants' rollover	99

Total contributions	19,833
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Total additions	44,168
-----------------	--------

Deductions from net assets attributed to:

Benefits paid to participants	(36,483)
Administrative fees	(275)

Total deductions	(36,758)
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Net increase prior to transfers

7,410

Transfer to Duke Energy Retirement Savings Plan	(346,971)
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Inter-plan transfers, net	(5,190)
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Net decrease	(344,751)
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Net assets available for benefits, beginning of year	344,751
---	---------

Net assets available for benefits, end of year	\$ —
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See Notes to Financial Statements.

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**
Notes to Financial Statements
December 31, 2012 and 2011

1. Description of the Plan

The following description of the Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest) (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Plan Merger

Effective at the close of business on December 31, 2012, the Plan was merged into the Duke Energy Retirement Savings Plan. Plan assets totaling approximately \$346,971,000 were transferred to the Duke Energy Retirement Savings Plan on December 31, 2012. Employees participating in the Plan automatically became participants in the Duke Energy Retirement Savings Plan and are entitled to receive their vested account balances immediately after the merger that are equal to their vested account balances under the Plan immediately prior to the effective date of the merger.

Participation and Purpose

The Plan was a defined contribution plan sponsored by Duke Energy Corporation (Duke Energy), covering union employees represented by the following collective bargaining organizations:

The Utility Workers Union of America, Local 600

The International Brotherhood of Electrical Workers, Local 1347 and Local 352

The United Steelworkers of America, Local 12049 and Local 54-106

The Employees' Representation Association

UNITE HERE Local 1995

Duke Energy and each of its affiliated companies that is at least 80% owned and that participates in the Plan are collectively referred to as Participating Companies. The Plan was administered by the Duke Energy Benefits Committee (Benefits Committee) and trustee by the Fidelity Management Trust Company (Fidelity).

The purpose of the Plan was to provide an opportunity for eligible employees to enhance their long-range financial security through employee contributions, matching contributions from Participating Companies, and investment among certain investment funds, one of which provides indirect ownership in Duke Energy common stock. The Plan was in part, an employee stock ownership plan and was subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Duke Energy automatically enrolled new full time employees eligible for the Plan. The contributions made to the Plan on the employee's behalf were invested in one or more funds selected in accordance with procedures established by the Plan administrator. If an employee chooses not to participate, Fidelity, the recordkeeper, was required to be contacted by the employee to change the deferral rate to 0%.

Participants could contribute (subject to certain limitations) in the form of pre-tax deferrals, Roth 401(k) contributions and/or after-tax contributions up to 75% of eligible earnings per pay period without regard to years of service. Various provisions of the Internal Revenue Code (IRC) may limit the deferrals of some highly compensated employees. All pre-tax deferrals are exempt, up to the allowed maximum, from federal and state income tax withholding in the year they are deferred, but are subject to payroll taxes. Participant deferrals are intended to satisfy the requirements of Section 401(k) of the IRC.

For participants classified as Duke Formula Employees, Duke Energy matched 100% of the first 6% of pre-tax and/or Roth 401(k) contributions from the employee's eligible compensation. For participants not classified as Duke Formula Employees, Duke Energy matched 100% of the first 3% and 50% of the next 2% of pre-tax and/or Roth 401(k) contributions from the employee's eligible compensation. Participants not classified as Duke Formula Employees were entitled to an additional

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**
Notes to Financial Statements
December 31, 2012 and 2011

incentive match of up to a maximum of 1% of eligible compensation based upon meeting corporate goals. Participant after-tax contributions and matching contributions were intended to satisfy the requirements of Section 401(m) of the IRC.

Participants age 50 or older by the end of the year, could contribute an additional pre-tax and/or Roth 401(k) contribution amount over and above the IRC limits each year. For 2012, the IRC allowed participants age 50 or older to contribute up to \$5,500 over and above the \$17,000 pre-tax and/or Roth 401(k) contribution limit. Duke Energy did not provide a base company match or incentive match on these additional contributions.

Rollover Contributions to the Plan

Rollover contributions represent amounts recorded when participants elect to contribute amounts to their Plan accounts from other eligible, tax-qualified retirement plans or qualified individual retirement accounts. Rollover contributions of approximately \$99,000 were made to the Plan in 2012.

Investments

Participants could invest their Plan accounts in any or all of the core investment funds offered in the Plan. These core investment funds were institutional funds unavailable to investors outside of the Plan. The value of an account was updated each business day. As of December 31, 2012, prior to the Plan Merger, 21 funds were offered for investment.

The Plan offered a brokerage option, BrokerageLink, whereby participants could elect to invest their Plan accounts in publicly traded securities (excluding Duke Energy securities) and mutual funds not offered directly by the Plan.

The Plan also offered an investment advisory services (Professional Management) program through the independent investment advice and management services provider, Financial Engines Advisors, LLC. Participants in the Professional Management program were charged an annual fee of .50% on their average account balance. Participants could cancel their participation in the Professional Management program at any time without penalty.

Participant Accounts

Individual accounts were maintained for each Plan participant. Each participant's account was credited with the participant's contribution, the Participating Company's contributions, and allocations of Plan earnings and charged with benefit payments, allocations of Plan losses, and administrative expenses. Allocations were based on the participant's elections and earnings and/or account balance as defined in the Plan document.

The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account. The selection from available investment funds was the sole responsibility of each participant, and the Plan was intended to satisfy the requirements of Section 404(c) of ERISA. A participant could elect or change investment funds and/or the contribution allocation percentage among funds at any time.

Vesting and Distributions

A participant was 100% vested in their Plan account, with the exception of Deferred Profit Sharing contributions made by Duke Energy, which were vested after three years of service (or, while an employee, the occurrence of death, disability or attaining age 65). However, dividends on Common Stock on Deferred Profit Sharing contributions were vested immediately. Participants could elect to receive a cash payout of the account's allocation of the current dividend paid on Common Stock or to have that allocation reinvested in the Duke Energy Common Stock Fund through an annual election. Dividends paid in cash were taxable as a plan distribution for the calendar year in which they were paid and were not subject to the 10% federal tax penalty for early distributions and were not eligible for a rollover to an IRA or similar plan. The Plan provided for several different types of in-service withdrawals, including hardship and age 59 1/2 withdrawals, and withdrawals of rollover and after-tax accounts at any time. A hardship distribution must comply with Section 401(k) of the IRC.

Forfeitures

Generally, upon termination of employment, participants' nonvested balances were forfeited. Such forfeitures could be applied to reduce employer contributions or Plan administrative expenses. At December 31, 2012, there were no forfeitures included in

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**
Notes to Financial Statements
December 31, 2012 and 2011

Plan assets. At December 31, 2011 forfeitures of \$117,698 were included in Plan assets. In 2012 and 2011, employer contributions were not reduced from forfeited nonvested participant balances.

Payments of Benefits

Upon termination of employment including retirement, death, or disability, a participant or, if the participant was deceased, his or her beneficiary, could request the distribution of the balance of the participant's Plan account. Distributions were made as soon as practicable after the occasion for the distribution, except that a participant (or spouse beneficiary) could have elected that a distribution be delayed until no later than April 1 of the calendar year following the calendar year in which the participant attained age 70 ¹/₂. A non-spouse beneficiary of a deceased participant may have elected that a distribution be delayed for up to five years following the date of death. Distributions were paid in a lump sum for vested benefits of \$1,000 or less.

Notes Receivable From Participants

Participants could have borrowed, with some limitations, from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of (i) \$50,000 minus the highest outstanding loan balance during the 12-month period prior to the new loan, or (ii) 50% of their vested account balances. Loans were to be repaid within 58 months, or up to 15 years for the purchase of a primary residence, through regular payroll deductions (and, following termination of employment, as prescribed by the Benefits Committee). The loan was secured by 50% of the balance in the participant's Plan account at the issuance of the loan and bore interest at a rate of 1% more than the prime interest rate in effect at the issuance of the loan, as determined by the Benefits Committee. Principal and interest was paid ratably through payroll deductions (and, following termination of employment, as prescribed by the Benefits Committee). Loan receipts were reinvested based on the participant's investment election for employee contributions at the time of repayment.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates. The Plan invested in various securities which are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition

Investments are reported at fair value except for the fully benefit-responsive investment contract, which is stated at contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 7 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the Plan's investment contracts as well as the adjustment from fair value to contract value for the fully benefit-responsive investment contract, and the Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for the fully benefit-responsive investment contract. Contract value represents contributions and reinvested income, less any withdrawals plus accrued interest, because these investments have fully benefit-responsive features.

**Duke Energy Retirement Savings Plan
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Notes to Financial Statements
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The Duke Energy Common Stock Fund is comprised of shares of Duke Energy common stock as well as cash and cash equivalents to facilitate execution of daily transactions on a unitized basis. Duke Energy common stock is valued at its closing market price reported on the New York Stock Exchange.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

Transfers of assets between the Plan, the Duke Energy Retirement Savings Plan, and the Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (IBEW 1393), occurred as a result of a change in employee status between the union classification and the exempt and non-exempt classifications. Such transfers are reflected as interplan transfers in the Statement of Changes in Net Assets Available for Benefits.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. Delinquent participant loans were reclassified as distributions based upon the terms of the Plan document.

Payments of Benefits

Benefits paid to participants were recorded when paid.

Administrative Expenses

A portion of the administrative expenses of the Plan were paid by Duke Energy.

Plan Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after December 31, 2012, and through June 17, 2013, which is the date the financial statements were available to be issued, for inclusion in the financial statements and footnotes.

Recent Accounting Pronouncements

In May 2011, the FASB amended existing requirements for measuring fair value and for disclosing information about fair value measurements. This revised guidance results in a consistent definition of fair value, as well as common requirements for measurement and disclosure of fair value information between US GAAP and International Financial Reporting Standards. In addition, the amendments set forth enhanced disclosure requirements with respect to recurring Level 3 measurements, nonfinancial assets measured or disclosed at fair value, transfers between levels in the fair value hierarchy, and assets and liabilities disclosed but not recorded at fair value. For the Plan, the revised fair value measurement guidance is effective on a prospective basis for periods beginning after January 1, 2012. The adoption of the accounting standard does not impact the Plan's financial statements.

3. Investments

Prior to the Plan Merger (see Note 1), the Plan was a participant in the Duke Energy Retirement Savings Plan Master Trust (RSP Master Trust). The RSP Master Trust was established on January 1, 2008 for certain defined contribution 401(k) plans sponsored by Duke Energy.

Effective as of the close of business on December 31, 2012, the following plan, sponsored by Duke Energy, and a participant in the RSP Master Trust, was merged into the Duke Energy Retirement Savings Plan:

The Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (IBEW 1393), which covers union employees of Cinergy Corp.'s subsidiaries represented by the International Brotherhood of Electrical Workers, Local 1393.

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**

Notes to Financial Statements

December 31, 2012 and 2011

Duke Energy sponsors the following plan, whose investments are held in the RSP Master Trust:

The Duke Energy Retirement Savings Plan, which covers non-union and certain union employees' of Duke Energy Corporation and subsidiaries who meet minimum age requirements.

The following presents the Statement of Net Assets Available for Benefits of the RSP Master Trust as of December 31, 2012 and 2011 (in thousands):

	2012		2011	
	RSP Master Trust	Plan interest (%)	RSP Master Trust	Plan interest (%)
Assets				
Investments, at fair value				
Institutional funds	\$1,892,009	—	\$1,565,009	8
Duke Energy Common Stock Fund	1,218,468	—	1,357,602	9
Stable value fund	381,439	—	373,197	8
Mutual funds	234,999	—	216,433	19
Non-employer common stock	157,855	—	153,177	10
Interest-bearing cash	49,971	—	43,337	19
Corporate debt	669	—	1,102	36
US government securities	25	—	15	—
Total investments	<u>3,935,435</u>	—	<u>3,709,872</u>	9
Receivables				
Notes receivable from participants	81,313		78,957	
Employer's contributions	<u>1,686</u>		<u>1,823</u>	
Total receivables	<u>82,999</u>		<u>80,780</u>	
Net assets, at fair value	4,018,434		3,790,652	
Adjustment from fair value to contract value for interest in Duke Energy Retirement Savings Plan Master Trust relating to fully benefit-responsive investment contracts	<u>(14,512)</u>		<u>(12,309)</u>	
Net assets available for benefits	<u>\$4,003,922</u>		<u>\$3,778,343</u>	

Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)

Notes to Financial Statements

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Investments and income from the RSP Master Trust are allocated to the participating plans based on each plan's participation in the investment option within the RSP Master Trust. Allocations of Net Assets Available for Benefits in the RSP Master Trust to participating plans as of December 31, 2012 and 2011 are as follows (in thousands):

	2012	
	Amount	Percentage
Duke Energy Retirement Savings Plan	\$ 4,003,922	100
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)	—	—
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (IBEW 1393)	—	—
Net assets available for benefits - RSP Master Trust	<u>\$ 4,003,922</u>	<u>100</u>

	2011	
	Amount	Percentage
Duke Energy Retirement Savings Plan	\$ 3,240,676	86
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)	344,751	9
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (IBEW 1393)	<u>192,916</u>	<u>5</u>
Net assets available for benefits - RSP Master Trust	<u>\$3,778,343</u>	<u>100</u>

The following presents the Statement of Changes in Net Assets Available for Benefits of the RSP Master Trust for the year ended December 31, 2012 (in thousands):

Additions to net income attributed to:

Investment income

Net appreciation in fair value of investments	
Duke Energy Common Stock Fund	\$ (38,814)
Institutional funds	230,446
Mutual funds	28,402
Non-employer common stock	(7,383)
Stable value fund	8,725
Total net appreciation in fair value of investments	<u>221,376</u>
Interest and dividends	61,103
Total additions	<u>282,479</u>

Deductions from net assets attributed to:

Administrative fees	<u>(2,828)</u>
Total deductions	<u>(2,828)</u>

Net increase prior to transfers	279,651
Transfers in	229,699

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**
Notes to Financial Statements
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Transfers out	(283,771)
Net increase	225,579
Net assets available for benefits, beginning of year	<u>3,778,343</u>
Net assets available for benefits, end of year	<u><u>\$4,003,922</u></u>

Allocations of the increase in Net Assets Available for Benefits in the RSP Master Trust to participating plans (before inter-plan transfers, net) for the year ended December 31, 2012 are as follows (in thousands):

	<u>Amount</u>	<u>Percentage</u>
Duke Energy Retirement Savings Plan	\$203,108	90
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)	7,410	3
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (IBEW 1393)	<u>15,061</u>	<u>7</u>
Net increase in net assets available for benefits - RSP Master Trust	<u><u>\$225,579</u></u>	<u><u>100</u></u>

The fair value of individual investments that represent 5% or more of the RSP Master Trust net assets available for benefits as of December 31, 2012 and 2011 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
*Duke Energy Common Stock Fund	\$1,218,468	\$1,357,602
Stable Value Fund	381,439	373,197
US Equity S&P 500 Index Fund	392,742	291,914
US Equity Large Cap Value Fund	268,058	206,898
* Fixed Income Blend Fund	210,047	—

* Denotes a party-in-interest.

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
* Duke Energy Common Stock Fund	\$ —	\$116,881
Stable Value Fund	—	30,775
US Equity Large Cap Value Fund	—	18,013
US Equity S&P 500 Index Fund	—	18,355

* Denotes a party-in-interest.

4. Exempt Party-in-Interest Transactions

Fidelity was the Trustee for all Plan investments, as defined by the Plan. Fidelity invests the Duke Energy Common Stock Fund in shares of Common Stock. Additionally, a portion of the Duke Energy Common Stock Fund and certain other core investment funds offered in the Plan was maintained in cash. Fidelity administered the cash at the direction of Duke Energy or the

**Duke Energy Retirement Savings Plan
for Legacy Cinergy Union Employees (Midwest)**
Notes to Financial Statements
December 31, 2012 and 2011

respective fund managers, and therefore, such transactions qualified as party-in-interest transactions. Transactions pertaining to Fidelity funds held in individual participant BrokerageLink accounts also qualify as party-in-interest transactions.

5. Federal Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Plan by a letter dated December 9, 2002, that the Plan and related trust were designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes the Plan was designed and operated in compliance with the applicable requirements of the IRC and the Plan and the related trust continued to be tax exempt. Therefore, no provision for income taxes has been recorded in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. There are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is not currently under audit by any taxing jurisdictions. Plan management believes it is no longer subject to income tax examination for years prior to 2009.

6. Benefit-Responsive Investments

Prior to the Plan Merger (see Note 1), the Plan had an interest in a Stable Value Fund that has investments in fixed income securities and bond funds and may include derivative instruments, such as futures contracts and swap agreements. The Stable Value Fund also enters into a wrapper contract issued by a third-party.

As described in Note 2, because these contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to these contracts. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Occurrence of certain events may limit the ability of the Plan to transact at contract value with the issuer. The Plan administrator does not believe that the occurrence of such an event is probable.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

The yield earned by the contract for the years ended December 31, 2012 and 2011 was 1.39% and 2.08%, respectively. This represents the annualized earnings of all investments in the contract, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the contract.

The yield earned by the contract with an adjustment to reflect the actual interest rate credited to participants in the contract for the years ended December 31, 2012 and 2011 was 2.49% and 2.87%, respectively. This represents the annualized earnings credited to participants in the contract divided by the fair value of all investments in the contract.

As of December 31, 2011, the contract value of the Plan's Stable Value Fund was approximately \$29,760,000. As of December 31, 2011, the fair value of the Plan's Stable Value Fund was approximately \$30,775,000. A fair value adjustment of \$(1,015,000) was recorded on the Statements of Net Assets Available for Benefits as of December 31, 2011.

7. Fair Value Measurements

The FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures* (ASC 820), defines fair value, establishes a framework for measuring fair value in US GAAP and expands disclosure requirements about fair value measurements. Under ASC 820, fair value is considered to be the exchange price in an orderly transaction between market participants to sell an asset or transfer a liability at the measurement date. The fair value definition under ASC 820, focuses on an exit price, which is the price that would be received by the Plan to sell an asset or paid to transfer a liability versus an entry price, which would be the price paid to acquire an asset or received to assume a liability. Although ASC 820 does not require

Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)

Notes to Financial Statements

December 31, 2012 and 2011

additional fair value measurements, it applies to other accounting pronouncements that require or permit fair value measurements.

Under the amended guidance of FASB Accounting Standards Update (ASU) No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12), entities are permitted, as a practical expedient, to estimate the fair value of investments within its scope using the NAV per share of the investment as of the reporting entity's measurement dates. The amended guidance also requires additional disclosures to better enable users of the financial statements to understand the nature and risks of the reporting entity's investments that fall under these rules.

The Plan determined fair value of financial assets and liabilities based on the following fair value hierarchy, as prescribed by ASC 820, which prioritizes the inputs to valuation techniques used to measure fair value into three levels:

Level 1 inputs: Unadjusted quoted prices in active markets for identical assets or liabilities that the Plan had the ability to access. An active market for the asset or liability is one in which transactions for the asset or liability occurs with sufficient frequency and volume to provide ongoing pricing information.

Level 2 inputs: Inputs other than quoted market prices included in Level 1 that are observable, either directly or indirectly, for the asset or liability. Level 2 inputs include, but are not limited to, quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs other than quoted market prices that are observable for the asset or liability, such as interest rate curves and yield curves observable at commonly quoted intervals, volatilities, credit risk and default rates.

Level 3 inputs: Unobservable inputs for the asset or liability. Unobservable inputs reflected the Plan's own assumptions about the factors that other market participants would use in pricing an investment that would be based on the best information available in the circumstances.

The following table provides by level, within the fair value hierarchy, the RSP Master Trust's investments at fair value as of December 31, 2012 and 2011 (in thousands):

Description	2012			
	Total Fair Value	Level 1	Level 2	Level 3
Common Stock				
Duke Energy Common Stock Fund	\$1,218,468	\$1,218,468	\$ —	\$ —
Institutional funds				
Large cap	835,675	—	835,675	—
Blended	522,200	—	522,200	—
International	163,332	—	163,332	—
Small/mid cap	160,755	—	160,755	—
Fixed income blend	210,047	—	210,047	—
BrokerageLink				
Mutual funds	234,999	234,999	—	—
Non-employer common stock	157,855	157,855	—	—
Interest-bearing cash	49,971	49,971	—	—
Corporate debt	669	669	—	—
US government securities	25	25	—	—
Stable value fund	381,439	—	381,439	—
Total investments at fair value	<u>\$3,935,435</u>	<u>\$1,661,987</u>	<u>\$2,273,448</u>	<u>\$ —</u>

Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)

Notes to Financial Statements

December 31, 2012 and 2011

Description	2011			
	Total Fair Value	Level 1	Level 2	Level 3
Common Stock				
Duke Energy Common Stock Fund	\$1,357,602	\$1,357,602	\$ —	\$ —
Institutional funds				
Large cap	650,331	—	650,331	—
Blended	481,996	—	481,996	—
International	126,378	—	126,378	—
Small/mid cap	152,926	—	152,926	—
Fixed income blend	153,378	—	153,378	—
BrokerageLink				
Mutual funds	216,433	—	216,433	—
Non-employer common stock	153,177	153,177	—	—
Interest-bearing cash	43,337	43,337	—	—
Corporate debt	1,102	1,102	—	—
US government securities	15	15	—	—
Stable value fund	373,197	—	373,197	—
Total investments at fair value	<u>\$3,709,872</u>	<u>\$1,555,233</u>	<u>\$2,154,639</u>	<u>\$ —</u>

Valuation methods of the primary fair value measurements disclosed above are as follows. There have been no changes in the methodologies used at December 31, 2012 and 2011

Common stock/Corporate Debt/US Government securities: Valued at the closing price in the principal active market on which the securities are traded. Principal active markets include published exchanges such as NASDAQ, NYSE, NYMEX and Chicago Board of Trade, as well as pink sheets, which is an electronic quotation system that displays quotes for broker-dealers for many over-the-counter securities.

Institutional funds – Large cap: Includes investments in large US value stocks to provide investors with a method for capturing returns of the market of large US value stocks and achieving capital appreciation and over the long term, with an acceptance of the volatility inherent to large US stocks. The fair value of these investments has been estimated using the net asset value of units held by the Plan at year end. Net asset value is not a publicly-quoted price in an active market. There are currently no redemption restrictions or redemption notice period, and the redemption frequency was immediate for these funds.

Institutional funds – Blended: Includes a diversified blend of stocks, bonds, and short-term investments, professionally managed to provide an investment portfolio based on a target date of age 65. The fair value of these investments has been estimated using the net asset value of units held by the Plan at year end. Net asset value is not a publicly-quoted price in an active market. There are currently no redemption restrictions or redemption notice period, and the redemption frequency was immediate for these funds.

Institutional funds – International: Includes diversified investments in the equity of developed and emerging market countries other than the US, ranging from large to micro cap capitalizations, to provide investors with a method for capturing returns of these equity markets, and achieving capital appreciation and income over the long term, with an acceptance of volatility inherent in the developed and emerging non-US markets in aggregate. The fair value of these investments has been estimated using the net asset value of units held by the Plan at year end. Net asset value is not a publicly-quoted price in an active market. There are currently no redemption restrictions or redemption notice period, and the redemption frequency was immediate for these funds.

**Duke Energy Retirement Savings Plan
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Notes to Financial Statements
December 31, 2012 and 2011

Institutional funds – Small/mid cap: Includes diversified investments of common stocks issued by US companies with small to mid capitalizations, attempting to generate investment returns that exceed those of the Russell 2500® Index over a market cycle for investors seeking growth and income and capital appreciation over the long-term, with an acceptance of the volatility inherent in the small/mid size company segment of the US market. The fair value of these investments has been estimated using the net asset value of units held by the Plan at year end. Net asset value is not a publicly-quoted price in an active market. There are currently no redemption restrictions or redemption notice period, and the redemption frequency was immediate for these funds.

Institutional funds – Fixed income blend: Includes investments in a full range of investment grade fixed income securities and small opportunistic allocations to below investment grade and non-dollar bonds for investors seeking current income and the relative security of principal, compared to equity investments. The fair value of these investments has been estimated using the net asset value of units held by the Plan at year end. Net asset value is not a publicly-quoted price in an active market. There are currently no redemption restrictions or redemption notice period, and the redemption frequency was immediate for these funds.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Stable value fund: Valued at contract value, with adjustment to fair value disclosed in the Statements of Net Assets Available for Benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Investments in units of underlying funds are valued at their respective net asset values. The guaranteed investment contract consists of investments in underlying securities with a wrap contract under which a third party guarantees benefit-responsive withdrawals by plan participants at contract value. The fair value of the wrap contracts is determined using a discounting methodology. Deposits to and withdrawals from the Stable Value Fund may be made daily at the current net asset value per unit. There are currently no redemption restrictions or redemption notice period.

The availability of observable market data is monitored to assess the appropriate classification of the Plan's investments within the fair value hierarchy. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. Transfers between levels are evaluated for their significance based upon the nature of the investments and size of the transfer relative to the net assets available for benefits. During 2012, as a result of a reassessment, the classification of the mutual funds held within BrokerageLink was changed from Level 2 to Level 1 to reflect the valuation methodology and observable inputs used. The change in fair value classification and transfer to Level 1 is reported at the beginning of the reporting period.

8. Plan Changes

Effective as of the close of December 31, 2012, the Plan was amended to provide for the merger of the Plan into the Duke Energy Retirement Savings Plan.

Effective September 28, 2012, the Plan was amended to update its affiliate sponsors

Effective as of June 29, 2012, the Plan was amended to credit certain prior service with Progress Energy (a Duke Energy affiliated company) under the Plan and to modify the provisions regarding adoption of the Plan by affiliated sponsors

Effective as of January 1, 2012, the Plan was amended as follows:

- Effective upon occurrence of the merger of Duke Energy with Progress Energy, Inc. (in accordance with the Agreement and Plan of Merger dated January 8, 2011), the Plan excludes Progress Energy Inc. employees from participation
- Modifies the provisions regarding Plan administration
- Makes certain clarifications regarding compensation, named fiduciaries, and the Investment Committee

Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)

Notes to Financial Statements

December 31, 2012 and 2011

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2012 and 2011 (in thousands):

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ —	\$ 344,751
Adjustment from contract value to fair value for fully benefit-responsive contract	<u>—</u>	<u>1,015</u>
Net assets available for benefits per Form 5500	<u>\$ —</u>	<u>\$ 345,766</u>

The following is a reconciliation of the Plan's change in net assets available for benefits reported per the financial statements to Form 5500 for the year ended December 31, 2012 (in thousands):

Decrease in net assets available for benefits per financial statements	\$ (344,751)
Change in adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>(1,015)</u>
Decrease in net assets available for benefits per Form 5500	<u>\$ (345,766)</u>

Duke Energy RSP for Legacy Cinergy Union Employees Plan (Midwest)
EIN: 20-2777218 PN: 003

Schedule H, Line 4j – Schedule of Reportable Transactions
For the Year Ended December 31, 2012

The following pages represent the reportable transactions for the year ended December 31, 2012 of the Duke Energy Midwest Plan

Plan: 35557

Duke Energy Retirement Savings Plan for Legacy
Cinergy Union Employees (Midwest)

Run Date: 02/17/2013

IRS#: 002

Summary of 5% Reportable Transactions
Pursuant to Department of Labor Regulation (DOL) 2520.103-6(c)
For the Plan Year Ending 12/31/2012

Beginning Plan Balance(1): \$344,430,378.44

5% of Beginning Balance (applicable for IRS Form 5500, Schedule H filers): \$17,221,518.92

Schedule below is a record of all non-participant directed transactions pursuant to IRS Form 5500 instructions.

Transactions pursuant to DOL Sec. 2520-103-6(c) (1)(i) and 2520.103-6(d):

A transaction within the plan year, with respect to any plan asset, involving amount in excess of 5% for Schedule H filers of the current value of plan assets.

<u>Description of Asset/Transaction</u>	<u>Date</u>	<u>Purchase Price</u>	<u>Sales Price</u>	<u>Expenses Incurred</u>	<u>Cost of Assets</u>	<u>Realized Gain/Loss</u>	<u>% to Bal</u>
OBLNC-BROKERAGELINK	12/31/2012	\$0.00	\$21,000,470.84	\$0.00	\$21,000,470.84	\$0.00	9.50

Department of Labor regulations require that reportable transactions be determined based on the value of the plan assets as of the beginning of the plan year, (unless the Form 5500 is being filed for the initial plan year -- in which case the value of the plan assets as of the end of the plan year is used). Please note that if your plan converted to Fidelity during the plan year, or Fidelity did not recordkeep all of the plan assets as of the beginning of the plan year, Fidelity is unable to determine the actual value of the plan assets as of the beginning of the plan year. Therefore, the beginning of year value reflected on this report would not be correct. You should apply the value of the transactions identified on this report to the actual value of the assets as of the beginning of the plan year to determine whether or not they are reportable (i.e., exceed 5% of the actual value of plan assets as of the beginning of the year).

DUKE ENERGY RSP FOR LEGACY CINERGY UNION EMPLOYEES (MIDWEST)
 EIN: 20-2777218 PN: 003

Plan: 35557

Duke Energy Retirement Savings Plan for Legacy
 Cinergy Union Employees (Midwest)

Run Date: 02/17/2013

IRS#: 002

Summary of 5% Reportable Transactions
 Pursuant to Department of Labor Regulation (DOL) 2520.103-6(c)
 For the Plan Year Ending 12/31/2012

Beginning Plan Balance(1): \$344,430,378.44

5% of Beginning Balance (applicable for IRS Form 5500, Schedule H filers): \$17,221,518.92

Schedule below is a record of all non-participant directed transactions pursuant to IRS Form 5500 instructions.

Transactions pursuant to DOL Sec. 2520-103-6(c) (1)(iii) and 2520.103-6(d):

Any transaction within the plan year involving securities of the same issue if within the plan year any series of transactions with respect to such securities, when aggregated, involves an amount in excess of 5% for Schedule H filers of the current value of plan assets.

Description of Asset/Transaction	Total # of Purch	Total Amount of Purchases	Total # of Sales	Total Amount of Sales	Cost of Assets Sold	Net Realized Gain/Loss	% to Bal
BLNC-BROKERAGELINK	0	\$0.00	87	\$25,346,227.72	\$25,346,227.72	\$0.00	11.40
OJIA-STABLE VALUE FUND	204	\$32,751,986.07	0	\$0.00	\$0.00	\$0.00	14.80
OJIA-STABLE VALUE FUND	0	\$0.00	213	\$42,768,737.99	\$42,087,982.28	\$680,755.71	19.30

Department of Labor regulations require that reportable transactions be determined based on the value of the plan assets as of the beginning of the plan year, (unless the Form 5500 is being filed for the initial plan year -- in which case the value of the plan assets as of the end of the plan year is used). Please note that if your plan converted to Fidelity during the plan year, or Fidelity did not recordkeep all of the plan assets as of the beginning of the plan year, Fidelity is unable to determine the actual value of the plan assets as of the beginning of the plan year. Therefore, the beginning of year value reflected on this report would not be correct. You should apply the value of the transactions identified on this report to the actual value of the assets as of the beginning of the plan year to determine whether or not they are reportable (i.e., exceed 5% of the actual value of plan assets as of the beginning of the year).

Schedule C Line 3(e) Attachment

Name of Plan: Duke Energy RSP for Legacy Cinergy Union Employees (midwest)

EIN and three-digit plan number 20-2777218 - 003

Year End: 12/31/2012

Cusip	Fund Family Name	Fee Code	Fund Name	Address 1	City	State	Zip	Basis Point Fees
693390429	PIMCO Funds	60	PIMCO TOTAL RETURN CLASS C	1633 Broadway	New York	NY	10019	1.10%
683924302	Oppenheimer Funds	60	OPPENHEIMER GLOBAL FD CLASS C	6801 South Tucson Way	Englewood	CO	80112	1.00%
683974307	Oppenheimer Funds	60	OPPENHEIMER DEV MARKETS FD CLASS C	6801 South Tucson Way	Englewood	CO	80112	1.00%
665377111	Pacific Financial Funds	60	PFG TACTICAL FUND INVESTOR CLASS	777 108th Ave NE, Ste 2100	Bellevue	WA	98004	1.00%
665377137	Pacific Financial Funds	60	PFG STRATEGIC CONSERVATIVE INVST	777 108th Ave NE, Ste 2100	Bellevue	WA	98004	1.00%
665377752	Pacific Financial Funds	60	PFG INTERNATIONAL FUND - INVESTOR CL	777 108th Ave NE, Ste 2100	Bellevue	WA	98004	1.00%
665377778	Pacific Financial Funds	60	PFG EXPLORER FUND INVESTOR CLASS	777 108th Ave NE, Ste 2100	Bellevue	WA	98004	1.00%
665377794	Pacific Financial Funds	60	PFG CORE EQUITY FUND - INVESTOR	777 108th Ave NE, Ste 2100	Bellevue	WA	98004	1.00%
32008F705	First Eagle Funds	60	FIRST EAGLE GLOBAL CLASS C	1345 Avenue of the Americas 43rd Floor	New York	NY	10105	1.00%
32008F804	First Eagle Funds	60	FIRST EAGLE OVERSEAS CLASS C	1345 Avenue of the Americas 43rd Floor	New York	NY	10105	1.00%
416645638	Hartford Funds	60	HARTFORD CAPITAL APPRECIATION CL C	500 Bielenberg Drive	Woodbury	MN	55125	1.00%
416648533	Hartford Funds	60	HARTFORD FLOATING RATE CL C	500 Bielenberg Drive	Woodbury	MN	55125	1.00%
44980Q476	ING Funds	60	ING GLOBAL BOND FUND CL C	7337 E. Doubletree Ranch Rd	Scottsdale	AZ	85258	1.00%
45070A503	IVA Funds	60	IVA WORLDWIDE FUND CL C	717 Fifth Avenue 10th Fl	New York	NY	10022	1.00%
45070A602	IVA Funds	60	IVA INTERNATIONAL FUND CL C	717 Fifth Avenue 10th Fl	New York	NY	10022	1.00%
74441K305	Prudential Investments	60	PRUDENTIAL JENNISON NATURAL RESOURCES C	100 Mulberry Street Gateway Cntr 3 6th Fl	Newark	NJ	07102	1.00%
74441R300	Prudential Investments	60	PRUDENTIAL SHORT TERM CORP BOND CL C	100 Mulberry Street Gateway Cntr 3 6th Fl	Newark	NJ	07102	1.00%
921075743	Van Eck Global Funds	60	VAN ECK GLOBAL HARD ASSETS CLASS C	335 madison Ave, 19th floor	New York	NY	10017	1.00%
09251T301	BlackRock Funds	60	BLACKROCK GLOBAL ALLOCATION FD CL C	40 East 52nd Street	New York	NY	10022	1.00%
552983538	MFS Funds	60	MFS NEW DISCOVERY CLASS C	500 Boylston Street, 20th Floor	Boston	MA	02116	1.00%
38142B336	Goldman Sachs Funds	60	GOLDMAN SACHS SMALL CAP VALUE CLASS C	71 S. Wacker Drive, Suite 500	Chicago	IL	60606	1.00%
38143H340	Goldman Sachs Funds	60	GOLDMAN SACHS SATELLITE PORT CL C	71 S. Wacker Drive, Suite 500	Chicago	IL	60606	1.00%
38143H696	Goldman Sachs Funds	60	GOLDMAN SACHS US EQUITY DIV PREM C	71 S. Wacker Drive, Suite 500	Chicago	IL	60606	1.00%
543916704	Lord Abbett Funds	60	LORD ABBETT SHORT DURATION INCOME CL C	90 Hudson Street 10th Floor	Jersey City	NJ	07302	1.00%
693391146	PIMCO Funds	60	PIMCO REAL RETURN CLASS C	1633 Broadway	New York	NY	10019	0.85%
353496805	Franklin Funds	60	FRANKLIN INCOME CLASS C	100 Fountain Parkway	Saint Petersburg	FL	33716	0.65%
880208301	Franklin Funds	60	TEMPLETON GLOBAL BOND CLASS C	100 Fountain Parkway	Saint Petersburg	FL	33716	0.65%
544004104	Lord Abbett Funds	60	LORD ABBETT BOND DEBENTURE CLASS A	90 Hudson Street 10th Floor	Jersey City	NJ	07302	0.50%
38141W661	Goldman Sachs Funds	60	GOLDMAN SACHS HIGH YIELD SVS SHRS	71 S. Wacker Drive, Suite 500	Chicago	IL	60606	0.50%
22865109	Amana Funds	60	AMANA MUTUAL FUND TRUST INCOME	1200 Prospect Street, Suite 550	LaJolla	CA	92037	0.40%
22865208	Amana Funds	60	AMANA MUTUAL FUND TRUST GROWTH	1200 Prospect Street, Suite 550	LaJolla	CA	92037	0.40%
119428100	Buffalo Funds	60	BUFFALO FLEXIBLE INCOME FUND	615 E. Michigan Street	Milwaukee	WI	53202	0.40%
780905808	Royce Funds	60	ROYCE LOW PRICED STOCK FD-SERVICE CL	745 Fifth Avenue Suite 2400	New York	NY	10151	0.40%
742935117	Akre Funds	60	AKRE FOCUS FUND RETAIL	777 E. Wisconsin Ave. 4th FL	Milwaukee	WI	53202	0.40%
18918482	Allianz Funds	60	ALLIANZ NFJ LARGE VALUE FD CLASS D	1633 Broadway	New York	NY	10019	0.40%
18919324	Allianz Funds	60	ALLIANZ AGIC INTERNATIONAL CL D	1633 Broadway	New York	NY	10019	0.40%
18920595	Allianz Funds	60	ALLIANZ AGIC EMRGING MARKETS OPPORT CL D	1633 Broadway	New York	NY	10019	0.40%
04315J878	Artio Global Investors	60	ARTIO GLOBAL HIGH INCOME FUND CL A	P.O. Box 4664, Grand Central Station	New York	NY	10163	0.40%
04314H204	Artisan Funds	60	ARTISAN INTERNAT'L INVESTOR CLASS	875 East Wisconsin Avenue Suite 800	Milwaukee	WI	53202	0.40%
68278308	Baron Asset Funds	60	BARON SMALL CAP FD	767 5th Avenue 49th Floor	New York	NY	10153	0.40%
119530103	Buffalo Funds	60	BUFFALO SCIENCE & TECHNOLOGY FD	615 E. Michigan Street	Milwaukee	WI	53202	0.40%
192476109	Cohen & Steers Funds	60	COHEN & STEERS REALTY SHARES	280 Park Avenue, 10th Floor	New York	NY	10017	0.40%
19765H362	Columbia Funds	60	COLUMBIA SHORT TERM BOND Z	1301 SW Fifth Ave.	Portland	OR	97201	0.40%
227061108	Croft Funds	60	CROFT VALUE FUND	300 Water Street	Baltimore	MD	21202	0.40%
314197104	Federated Institutional Funds	60	FEDERATED HIGH YIELD TRUST SS	4000 Ericsson Drive	Warrendale	PA	15086-7515	0.40%
302933205	FMI Funds	60	FMI LARGE CAP FUND	777 East Wisconsin Avenue MK-WI-T5F	Milwaukee	WI	53202	0.40%
402031405	Guinness Atkinson Funds	60	GUINNESS ATKINSON GLOBAL ENERGY	2401 Cedar Springs Rd	Dallas	TX	75201	0.40%
422352500	Heartland Funds	60	HEARTLAND VALUE PLUS	789 N. WATER STREET	MILWAUKEE	WI	53202	0.40%
42588P205	Hennessy Funds	60	HENNESSY CORNERSTONE LARGE GRWTH ORIGINAL	7250 Redwood Blvd., Ste 200	Novato	CA	94945	0.40%
44929K507	ICON Funds	60	ICON ENERGY CL S	5299 DTC Blvd. Suite 1200	Greenwood Village	CO	80111	0.40%
00142F105	INVECO AIM Family of Funds	60	INVECO ENERGY INVESTOR CLASS	11 Greenway Plaza; Suite 100	Houston	TX	77046	0.40%

52106N467	Lazard Funds	60	LAZARD DEVELOPING MRKTS EQ CL SHARES	30 Rockefeller Plaza, 57th Fl.	New York	NY	10112	0.40%
561717646	Managers Funds	60	MANAGERS REAL ESTATE SECURITIES FUND	800 Connecticut Ave.	Norwalk	CT	06854	0.40%
563821545	Manning & Napier Funds	60	MANNING & NAPIER WORLD OPPT SER CL A	290 Woodcliff Dr.	Fairport	NY	14450	0.40%
577125107	Matthews Asian Funds	60	MATTHEWS ASIA DIVIDEND FUND	4 Embarcadero Center Suite 550	San Francisco	CA	94111	0.40%
577130206	Matthews Asian Funds	60	MATTHEWS ASIAN GROWTH & INCOME FUND	4 Embarcadero Center Suite 550	San Francisco	CA	94111	0.40%
640917407	Neuberger Berman Funds	60	NEUBERGER BERMAN PARTNERS TRUST CLASS	6631 Main St	Williamsville	NY	14221	0.40%
714199106	Permanent Portfolio Fund	60	PERMANENT PORTFOLIO	600 Montgomery St. Suite 4100	San Francisco	CA	94111-2702	0.40%
693391682	PIMCO Funds	60	PIMCO REAL RETURN CLASS D	1633 Broadway	New York	NY	10019	0.40%
693391716	PIMCO Funds	60	PIMCO HIGH YIELD CLASS D	1633 Broadway	New York	NY	10019	0.40%
722005550	PIMCO Funds	60	PIMCO COMMODITY REAL RETURN CL D	1633 Broadway	New York	NY	10019	0.40%
72200Q190	PIMCO Funds	60	PIMCO ALL ASSETS ALL AUTHORITY CL D	1633 Broadway	New York	NY	10019	0.40%
72200Q265	PIMCO Funds	60	PIMCO REAL ESTATE REAL RETURN STRAT D	1633 Broadway	New York	NY	10019	0.40%
72200Q307	PIMCO Funds	60	PIMCO GNMA CLASS D	1633 Broadway	New York	NY	10019	0.40%
780905733	Royce Funds	60	ROYCE VALUE FUND SERVICE CL	745 Fifth Avenue Suite 2400	New York	NY	10151	0.40%
780905741	Royce Funds	60	ROYCE VALUE PLUS SERVICE CLASS	745 Fifth Avenue Suite 2400	New York	NY	10151	0.40%
78356A491	Rydex Funds	60	RYDEX SGI MANAGED FUTURES STRAT CL H	82 Devonshire St	Boston	MA	0	0.40%
78356A780	Rydex Funds	60	RYDEX SGI MULTI HEDGE STRATEGIED H	82 Devonshire St	Boston	MA	0	0.40%
81063U206	Scout Funds	60	SCOUT MID CAP FUND	3707 West Maple Rd.	Bloomfield Hills	MI	48301	0.40%
87234N351	TCW Funds	60	TCW EMERGING MARKETS INCOME CL N	1211 SW Fifth Avenue Ste 2100	Portland	OR	97204	0.40%
888894102	Tocqueville Trust	60	TOCQUEVILLE FUND	40 W 57th Street 19th Fl	New York	NY	10019	0.40%
888894847	Tocqueville Trust	60	THE DELAFIELD FUND	40 W 57th Street 19th Fl	New York	NY	10019	0.40%
888894862	Tocqueville Trust	60	TOCQUEVILLE GOLD FUND	40 W 57th Street 19th Fl	New York	NY	10019	0.40%
89155H819	Touchstone Family of Funds	60	TOUCHSTONE SANDS CAP SEL GRWTH Z	303 Broadway, Ste 1100	Cincinnati	OH	45202-4203	0.40%
911476208	U.S. Global Investors	60	GLOBAL RESOURCES FUND	350 Park Ave. 9th floor	New York	NY	10022	0.40%
936793843	Wasatch Funds	60	WASATCH LARGE CAP VALUE FUND	150 Social Hall Ave Suite 400	Salt Lake City	UT	84111	0.40%
949915342	Wells Fargo Funds	60	WELLSFARGO DISCOVERY FUND-INVESTOR CL	525 Market St.,	San Francisco	CA	94105	0.40%
949915680	Wells Fargo Funds	60	WELLS FARGO GROWTH FUND-INVESTOR CLASS	525 Market St.,	San Francisco	CA	94105	0.40%
97607W102	Wintergreen Funds	60	WINTERGREEN FUND	333 Route 46 West, Suite 204	Mountain Lakes	NJ	07046	0.40%
693391674	PIMCO Funds	60	PIMCO TOTAL RETURN CLASS D	1633 Broadway	New York	NY	10019	0.38%
72201F458	PIMCO Funds	60	PIMCO INCOME FUND CL D	1633 Broadway	New York	NY	10019	0.38%
19765N492	Columbia Funds	60	COLUMBIA INTERMED BOND CL A	1301 SW Fifth Ave.	Portland	OR	97201	0.35%
25086844	American Century Funds	60	AMERICAN CENTURY GLOBAL GROWTH INVEST	4151 Amon Carter Blvd Maildrop 2450	Fort Worth	TX	76155	0.35%
411511645	Harbor Funds	60	HARBOR INTERNATIONAL INVESTOR SHARES	111 S. Wacker Dr, 34th Floor	Chicago	IL	60606	0.35%
471023507	Janus Funds	60	JANUS VENTURE FUND CLASS T	151 Detroit St.	Denver	CO	80206	0.35%
471023549	Janus Funds	60	JANUS TRITON FUND CLASS T SHARES	151 Detroit St.	Denver	CO	80206	0.35%
471023598	Janus Funds	60	PERKINS MID CAP VALUE FUND CLASS T	151 Detroit St.	Denver	CO	80206	0.35%
471023655	Janus Funds	60	JANUS CONTRARIAN FUND CLASS T	151 Detroit St.	Denver	CO	80206	0.35%
471023804	Janus Funds	60	JANUS ENTERPRISE FUND CLASS T SHARES	151 Detroit St.	Denver	CO	80206	0.35%
471023879	Janus Funds	60	JANUS BALANCED FUND CLASS T	151 Detroit St.	Denver	CO	80206	0.35%
543495774	Loomis Sayles Funds	60	LOOMIS SAYLES GLOBAL BOND RETAIL	399 Boylston Street, 8th Fl	Boston	MA	02116	0.35%
543495832	Loomis Sayles Funds	60	LOOMIS SAYLES BOND RETAIL SHARES	399 Boylston Street, 8th Fl	Boston	MA	02116	0.35%
561717430	Managers Funds	60	MANAGERS CADENCE MID CAP CLASS D	800 Connecticut Ave.	Norwalk	CT	06854	0.35%
413838103	Oakmark Funds	60	OAKMARK FUND I	Two North LaSalle Street Suite 500	Chicago	IL	60602	0.35%
413838202	Oakmark Funds	60	OAKMARK INTERNAT'L I	Two North LaSalle Street Suite 500	Chicago	IL	60602	0.35%
829800101	SIT Group	60	SIT US GOV'T SECS	3300 IDS Center	Minneapolis	MN	55402	0.35%
93001204	William Blair Funds	60	WILLIAM BLAIR INCOME CLASS N	301 Battery Street, Suite 400	San Francisco	CA	94111	0.35%
01853W105	AllianceBernstein Funds	60	ALLIANCEBER GLOBAL BOND CLASS A	1345 Avenue of the Americas	New York	NY	10105	0.30%
140193103	American Funds	60	AMERICAN CAPITAL INCOME BUILDER CL A	3500 Wiseman Blvd	San Antonio	TX	78251-4321	0.30%
140541103	American Funds	60	AMERICAN CAPITAL WORLD BOND CLASS A	3500 Wiseman Blvd	San Antonio	TX	78251-4321	0.30%
744336108	Prudential Investments	60	PRUDENTIAL GLOBAL REAL ESTATE CLASS A	100 Mulberry Street Gateway Cntr 3 6th Fl	Newark	NJ	07102	0.30%
245912308	Delaware Funds	60	DELAWARE LIMITED TERM DIV INCOME CL A	399 Boylston St. 4th fl.	Boston	MA	02116	0.30%
246097109	Delaware Funds	60	DELAWARE SMALL CAP VALUE CLASS A	399 Boylston St. 4th fl.	Boston	MA	02116	0.30%
246248744	Delaware Funds	60	DELAWARE DIVERSIFIED INCOME FD CL A	399 Boylston St. 4th fl.	Boston	MA	02116	0.30%
245908785	Delaware Funds	60	DELAWARE CORPORATE BOND FUND A	399 Boylston St. 4th fl.	Boston	MA	02116	0.30%
779547108	T. Rowe Price Funds	60	T ROWE PRICE EQUITY INCOME	4515 Painters Mill Rd	Owings Mills	MD	21117	0.30%
77956H856	T. Rowe Price Funds	60	T ROWE PRICE GLOBAL STOCK	4515 Painters Mill Rd	Owings Mills	MD	21117	0.30%
128119575	Calamos Funds	60	CALAMOS INTL GROWTH FUND CLASS A	2020 Calamos Court	Naperville	IL	60563	0.25%

354713505	Franklin Funds	60	FRANKLIN STRATEGIC INCOME CLASS A	100 Fountain Parkway	Saint Petersburg	FL	33716	0.25%
880208103	Franklin Funds	60	TEMPLETON GLOBAL BOND CLASS A	100 Fountain Parkway	Saint Petersburg	FL	33716	0.25%
68380T103	Oppenheimer Funds	60	OPPENHEIMER INT'L BOND CLASS A	6801 South Tucson Way	Englewood	CO	80112	0.25%
68381K101	Oppenheimer Funds	60	OPPENHEIMER SENIOR FLOATING RATE CL A	6801 South Tucson Way	Englewood	CO	80112	0.25%
360802102	American Funds	60	AMERICAN FUNDAMENTAL INVESTORS CLASS A	3500 Wiseman Blvd	San Antonio	TX	78251-4321	0.25%
453320103	American Funds	60	AMERICAN INCOME FUND OF AMERICA CLASS A	3500 Wiseman Blvd	San Antonio	TX	78251-4321	0.25%
44978A145	ING Funds	60	ING SMALLCAP OPPORTUNITIES CL A	7337 E. Doubletree Ranch Rd	Scottsdale	AZ	85258	0.25%
466000668	Ivy Funds	60	IVY HIGH INCOME CL A	6300 Lamar Ave.	Overland Park	KS	66202	0.25%
4812C0779	J.P. Morgan Funds	60	JPMORGAN HIGH YIELD BOND FUND CLASS A	6300 Lamar Ave.	Overland Park	KS	66202	0.25%
885215558	Thornburg Funds	60	THORNBURG INV INCOME BUILDER FUND CL A	2300 North Ridgetop Rd	Santa Fe	NM	87506	0.25%
92828R644	Virtus Funds	60	VIRTUS MULTI SECTOR SHORT TERM BOND CL A	101 Munson St. Ste. 3	Greenfield	MA	01301	0.25%
885215467	Thornburg Funds	60	THORNBURG INCOME BUILDER CL I	2300 North Ridgetop Rd	Santa Fe	NM	87506	0.25%
91929679	BlackRock Funds	60	BLACKROCK HIGH YIELD BOND CLASS A	40 East 52nd Street	New York	NY	10022	0.25%
91929745	BlackRock Funds	60	BLACKROCK GNMA PORT CLASS A	40 East 52nd Street	New York	NY	10022	0.25%
91937722	BlackRock Funds	60	BLACKROCK INFLATION PRO BOND PORT INV A	40 East 52nd Street	New York	NY	10022	0.25%
55273E673	MFS Funds	60	MFS EMERGING MARKETS DEBT CL A	500 Boylston Street, 20th Floor	Boston	MA	02116	0.25%
277902656	Eaton Vance Funds	60	EATON VANCE ATLANTA CAP SMID CAP FD A	2843 Executive Park Drive	Weston	FL	33331	0.25%
277907101	Eaton Vance Funds	60	EATON VANCE INCOME FUND OF BOSTON CL A	2843 Executive Park Drive	Weston	FL	33331	0.25%
277911103	Eaton Vance Funds	60	EATON VANCE GOVT OBLIGATIONS A	2843 Executive Park Drive	Weston	FL	33331	0.25%
277923660	Eaton Vance Funds	60	EATON VANCE FLOATING RATE ADVANTAGE CL A	2843 Executive Park Drive	Weston	FL	33331	0.25%
409902830	John Hancock Funds	60	JOHN HANCOCK US GLBL LEADERS GROWTH CL A	601 Congress St., 9th Fl.	Boston	MA	02210	0.25%
24935405	American Century Funds	60	AMER CENTURY ZERO COUPON 2015 INVT CL	4151 Amon Carter Blvd Maildrop 2450	Fort Worth	TX	76155	0.25%
936772300	Wasatch Funds	60	WASATCH HOISINGTON US TREASURY	150 Social Hall Ave Suite 400	Salt Lake City	UT	84111	0.25%
817270606	Sentinel Funds	60	SENTINEL GOVERNMENT SECS CLASS A	1 National Life Drive	Montpelier	VT	05604	0.20%
31417P502	Federated Funds	60	FEDERATED STRATEGIC INCOME CLASS A	4000 Ericsson Drive	Warrendale	PA	15086-7515	0.10%
31420C878	Federated Funds	60	FEDERATED CAPITAL INCOME CL A	4000 Ericsson Drive	Warrendale	PA	15086-7515	0.10%
780905840	Royce Funds	60	ROYCE PENNSYLVANIA MUTUAL INVST CLASS	745 Fifth Avenue Suite 2400	New York	NY	10151	0.00%
884116500	Third Avenue Funds	60	THIRD AVENUE INTL VALUE INSTL CLASS	622 Third Avenue 32 Floor	New York	NY	10017	0.00%
57071870	Baird Mutual Funds	60	BAIRD CORE PLUS BOND INSTITUTIONAL	777 E. Wisconsin Ave, 18th Fl	Milwaukee	WI	53202	0.00%
411511108	Harbor Funds	60	HARBOR BOND INST	111 S. Wacker Dr, 34th Floor	Chicago	IL	60606	0.00%
641224605	Neuberger Berman Funds	60	NEUBERGER BERMAN SOC RESPONSIVE INV	6631 Main St	Williamsville	NY	14221	0.00%
750869604	Rainier Investment Funds	60	RAINIER SMALL/MID CAP EQUITY PORT INST	601 Union Street Ste 2801	Seattle	WA	98101	0.00%
87234N880	TCW Funds	60	TCW TOTAL RETURN BOND CLASS I	1211 SW Fifth Avenue Ste 2100	Portland	OR	97204	0.00%
926464231	Victory Funds	60	VICTORY ESTABLISHED VALUE CLASS A	127 Public Square	Cleveland	OH	44114	0.00%
949848389	Wells Fargo Funds	60	WELLS FARGO ADV EMERGING MRKTS EQ A	525 Market St.,	San Francisco	CA	94105	0.00%
949848496	Wells Fargo Funds	60	WELLS FARGO PREMIER LARGE CO GRWTH A	525 Market St.,	San Francisco	CA	94105	0.00%
245914676	Delaware Funds	60	DELAWARE GLOBAL VALUE FUND INSTL CL	399 Boylston St. 4th fl.	Boston	MA	02116	0.00%
245914817	Delaware Funds	60	DELAWARE EMERGING MKTS FD-INSTITUT CL	399 Boylston St. 4th fl.	Boston	MA	02116	0.00%
304871106	Fairholme Funds	60	FAIRHOLME FUND	4400 Biscayne Blvd	Miami	FL	33137	0.00%
808509731	Schwab Funds	60	SCHWAB HEALTH CARE FUND	211 Main St	San Francisco	CA	94105	0.00%
808509806	Schwab Funds	60	SCHWAB CORE EQUITY	211 Main St	San Francisco	CA	94105	0.00%