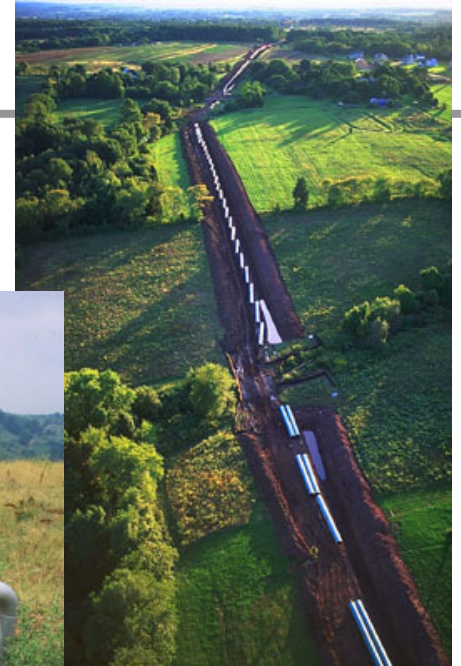




2005 Review and Outlook for 2006



Paul Anderson
Chairman & Chief Executive Officer

Safe Harbor Statement

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

Disclosure Statements

Additional Information and Where to Find It

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

Participants in the Solicitation

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

A Look Back

2005 short-term incentive plan

- Expect to exceed incentive target of \$1.65 per ongoing basic share
- 5% reduction in management incentive due to contractor fatalities this year

Successes

- Strong business operations and results
- Sold TEPPCO GP and LP units
- Announced merger with Cinergy
- Repurchased 32.6 million common shares
- Raised the annual dividend by 12.7%
- Transferred 19.7% ownership in DEFS to ConocoPhillips
- Launched a new MLP – DCP Midstream Partners – under Duke Energy Field Services
- Launched a new Canadian Income Trust under Duke Energy Gas Transmission

Announced exit of DENA business, excluding Midwest assets

- Announced transfer of a significant portion of DENA's derivative portfolio to Barclays
- Discussions continue with potential buyers of DENA's generation assets
- Overall net cash inflow expected to be a minimum of \$500 million when exit is complete

Duke Energy 2006 Objectives

- 2006 short-term incentive plan
 - Earnings per share incentive
 - Incentive target of \$1.90 per ongoing diluted share
 - Minimum payout at \$1.75 per ongoing diluted share
 - Assumes merger closing in first half of 2006
 - 5% reduction in management incentive in the event of any employee, contractor or sub-contractor fatality
- Long-term incentive plan tied to total shareholder return vs. S&P 500
- Anderson's compensation is entirely stock-based
- Rogers' compensation will be entirely stock-based following merger

Duke Energy 2006 Objectives

To be an energy industry leader in a new era of growth, we must:

- Establish an industry-leading electric power platform through successful execution of the merger with Cinergy.
- Continue to build a high-performance culture focused on safety, diversity and inclusion.
- Deliver on our 2006 financial objectives and position the company for growth in 2007 and beyond.
- Complete the Duke Energy North America exit and pursue strategic portfolio opportunities.
- Build credibility through leadership on key policy issues, transparent communications and excellent customer service.

We will be successful when:

- Our investors realize a superior return on their investment.
- Our customers and suppliers benefit from our business relationships.
- The communities in which we operate value our citizenship.
- Every employee starts each day with a sense of purpose, and ends each day safely with a sense of accomplishment.



Regulation G Reconciliation of Non-GAAP Financial Measures

2005 Earnings per Share ("EPS") Incentive Target Measure

The slides and prepared remarks for the December 20, 2005 Investor Chat include a discussion of the Company's revised 2005 EPS incentive target of \$1.65. This EPS measure is used for employee incentive bonuses and should track ongoing basic EPS, which is a non-GAAP financial measure as it represents basic EPS from continuing operations plus the per-share effect of any discontinued operations from the Company's Crescent Resources real estate unit, adjusted for the impact of special items. Special items represent certain charges and credits which management believes will not be recurring on a regular basis. The most directly comparable GAAP measure for ongoing basic EPS is reported basic EPS from continuing operations which includes the impact of special items. Due to the forward-looking nature of this non-GAAP financial measure, information to reconcile this non-GAAP financial measure to the most directly comparable GAAP financial measure is not available at this time as the Company is unable to project any special items for the remainder of 2005.

2006 Earnings per Share ("EPS") Incentive Target Measure

The slides and prepared remarks for the December 20, 2005 Investor Chat include a discussion of the Company's 2006 EPS incentive target of \$1.90 and the minimum payout level of \$1.75. This EPS measure is used for employee incentive bonuses and should track ongoing diluted EPS, which is a non-GAAP financial measure as it represents diluted EPS from continuing operations plus the per-share effect of any discontinued operations from the Company's Crescent Resources real estate unit, adjusted for the per-share impact of special items. Special items represent certain charges and credits which management believes will not be recurring on a regular basis. The most directly comparable GAAP measure for ongoing diluted EPS is reported diluted EPS from continuing operations which includes the impact of special items. Due to the forward-looking nature of this non-GAAP financial measure, information to reconcile this non-GAAP financial measure to the most directly comparable GAAP financial measure is not available at this time as the Company is unable to project any special items or discontinued operations for 2006.