

Duke Energy CORP  
Form POS AM  
May 12, 2006

As Filed with the Securities and Exchange Commission on May 12, 2006

Registration No. 333-126318

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

---

**DUKE ENERGY CORPORATION**

(formerly Duke Energy Holding Corp.)

(Exact name of Registrant as specified in its charter)

---

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**4931**  
(Primary Standard Industrial  
Classification Code Number)  
526 South Church Street

**20-2777218**  
(IRS Employer  
Identification Number)

Charlotte, North Carolina 28202

Edgar Filing: Duke Energy CORP - Form POS AM

(704) 594-6200

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

---

Marc E. Manly, Esq.

Group Executive and Chief Legal Officer

Duke Energy Corporation

526 South Church Street

Charlotte, North Carolina 28202

(704) 594-6200

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

---

*Copies To:*

Peter A. Atkins, Esq.

Steven A. Rosenblum, Esq.

Sheldon S. Adler, Esq.

Stephanie J. Seligman, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Wachtell, Lipton, Rosen & Katz

Four Times Square

51 West 52nd Street

New York, New York 10036

New York, New York 10019

(212) 735-3000

(212) 403-1000

---

**Approximate Date of Commencement of Proposed Sale of the Securities to the Public:** As soon as practicable after the March 10, 2006 special meetings of Duke Energy Corporation, a North Carolina corporation ( "Duke Energy NC"), and Cinergy Corp., a Delaware corporation ( "Cinergy"), in which Duke Energy NC and Cinergy approved the merger between the two companies. Pursuant to the merger, Duke Energy NC and Cinergy became wholly-owned subsidiaries of Duke Energy Corporation, a Delaware corporation (formerly named Duke Energy Holding Corp.).

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-126318



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-126318 (the Registration Statement ), is filed solely to include Exhibits 8.3, 8.4, 8.5 and 23.5 as additional exhibits to the Registration Statement. In accordance with Section 462(d) of the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective immediately upon filing with the Securities and Exchange Commission.

**Part II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) *Exhibits*

**Exhibit**

<b>Number</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger dated as of May 8, 2005, as amended as of July 11, 2005, amended as of October 3, 2005, and amended as of March 30, 2006 (filed with Form 8-K, dated April 4, 2006, as Exhibit 2.1)
3.1*	Amended and Restated Certificate of Incorporation of Duke Energy Corporation (filed with Form 8-K, dated April 4, 2006, as Exhibit 3.1)
3.2*	Amended and Restated Bylaws of Duke Energy Corporation (filed with Form 8-K, dated April 4, 2006, as Exhibit 3.2)
5.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the legality of the securities being registered
8.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to tax matters
8.2*	Opinion of Wachtell, Lipton, Rosen & Katz as to tax matters
8.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated April 3, 2006, as to certain tax matters
8.4	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated April 3, 2006, as to certain tax matters
8.5	Opinion of Wachtell, Lipton, Rosen & Katz, dated April 3, as to certain tax matters
10.1*	Employment Term Sheet dated as of May 8, 2005, between Duke Energy Holding Corp. and James E. Rogers (included as Exhibit D to Annex A to the joint proxy statement/prospectus which is a part of this Registration Statement)
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Duke Energy Corporation (renamed Duke Power)
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Cinergy Corp.
23.3*	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibits 5.1 and 8.1)
23.4*	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.2)
23.5	Consent of Skadden, Arps, Slate, Meagher & Flom LLP as to certain tax matters
23.6	Consent of Wachtell, Lipton, Rosen & Katz as to certain tax matters (included in Exhibit 8.5)
24.1*	Power of Attorney
24.2	Power of Attorney of certain officers and directors of Duke Energy Corporation
99.1*	Consent of UBS Securities LLC

**Exhibit**

<b>Number</b>	<b>Description</b>
99.2*	Consent of Lazard Frères & Co. LLC
99.3*	Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated
99.4*	Consent of James E. Rogers
99.5*	Consent of Paul M. Anderson
99.6*	Consent of Roger Agnelli
99.7*	Consent of William Barnet III
99.8*	Consent of G. Alex Bernhardt Sr.
99.9*	Consent of William T. Esrey
99.10*	Consent of Ann Maynard Gray
99.11*	Consent of James H. Hance Jr.
99.12*	Consent of Dennis R. Hendrix
99.13*	Consent of Michael E.J. Phelps
99.14*	Consent of James T. Rhodes
99.15*	Consent of Michael G. Browning
99.16*	Consent of Phillip R. Cox
99.17*	Consent of Mary L. Schapiro
99.18*	Consent of Dudley S. Taft

---

Filed herewith.

\* Previously filed and incorporated herein by reference thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Duke Energy Corporation has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on May 12, 2006.

DUKE ENERGY CORPORATION

(Registrant)

By: /s/ JAMES E. ROGERS  
Name: James E. Rogers

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

i) Principal executive officer:  
James E. Rogers\*

Director and President and Chief Executive Officer

(ii) Principal financial officer:  
David L. Hauser\*

Group Executive and Chief Financial Officer

(iii) Principal accounting officer:  
Steven K. Young\*

Vice President and Controller

(iv) A majority of the Directors:  
Roger Agnelli\*

Paul M. Anderson\*

William Barnet III\*

G. Alex Bernhardt, Sr.\*

Michael G. Browning\*

Phillip R. Cox\*

Edgar Filing: Duke Energy CORP - Form POS AM

Ann Maynard Gray\*

James H. Hance, Jr.\*

Dennis R. Hendrix\*

Michael E.J. Phelps\*

James T. Rhodes\*

James E. Rogers\*

Mary L. Schapiro\*

Dudley S. Taft\*

Date: May 12, 2006

II-3

\* The undersigned, by signing his name hereto, does hereby sign this document on behalf of each of the above named persons indicated above by asterisks, pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission as an exhibit hereto.

By: /s/ ROBERT T. LUCAS III  
Attorney-in-Fact

II-4



**EXHIBIT INDEX**

<b>Exhibit</b>	
<b>Number</b>	<b>Description</b>
2.1*	Agreement and Plan of Merger dated as of May 8, 2005, as amended as of July 11, 2005, amended as of October 3, 2005, and amended as of March 30, 2006 (filed with Form 8-K, dated April 4, 2006, as Exhibit 2.1)
3.1*	Amended and Restated Certificate of Incorporation of Duke Energy Corporation (filed with Form 8-K, dated April 4, 2006, as Exhibit 3.1)
3.2*	Amended and Restated Bylaws of Duke Energy Corporation (filed with Form 8-K, dated April 4, 2006, as Exhibit 3.2)
5.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the legality of the securities being registered
8.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to tax matters
8.2*	Opinion of Wachtell, Lipton, Rosen & Katz as to tax matters
8.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated April 3, 2006, as to certain tax matters
8.4	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, dated April 3, 2006, as to certain tax matters
8.5	Opinion of Wachtell, Lipton, Rosen & Katz, dated April 3, 2006, as to certain tax matters
10.1*	Employment Term Sheet dated as of May 8, 2005, between Duke Energy Holding Corp. and James E. Rogers (included as Exhibit D to Annex A to the joint proxy statement/prospectus which is a part of this registration statement)
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Duke Energy Corporation (renamed Duke Power)
23.2*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Cinergy Corp.
23.3*	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibits 5.1 and 8.1)
23.4*	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.2)
23.5	Consent of Skadden, Arps, Slate, Meagher & Flom LLP as to certain tax matters
23.6	Consent of Wachtell, Lipton, Rosen & Katz as to certain tax matters (included in Exhibit 8.5)
24.1*	Power of Attorney
24.2	Power of Attorney of certain officers and directors of Duke Energy Corporation
99.1*	Consent of UBS Securities LLC
99.2*	Consent of Lazard Frères & Co. LLC
99.3*	Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated
99.4*	Consent of James E. Rogers
99.5*	Consent of Paul M. Anderson
99.6*	Consent of Roger Agnelli
99.7*	Consent of William Barnet III
99.8*	Consent of G. Alex Bernhardt Sr.
99.9*	Consent of William T. Esrey
99.10*	Consent of Ann Maynard Gray
99.11*	Consent of James H. Hance Jr.

**Exhibit**

<b>Number</b>	<b>Description</b>
99.12*	Consent of Dennis R. Hendrix
99.13*	Consent of Michael E.J. Phelps
99.14*	Consent of James T. Rhodes
99.15*	Consent of Michael G. Browning
99.16*	Consent of Phillip R. Cox
99.17*	Consent of Mary L. Schapiro
99.18*	Consent of Dudley S. Taft

---

Filed herewith.

\* Previously filed and incorporated herein by reference thereto.