

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

Civil Docket No. 3:12-cv-00456-MOC-DSC  
(Consolidated with No. 3:12-cv-00474 and No. 3:12-cv-00624)

MAURINE NIEMAN, et al.,

Plaintiffs,

CLASS ACTION

v.

DUKE ENERGY CORPORATION, et al.,

Defendants.

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION, MOTION FOR  
ATTORNEYS' FEES AND EXPENSES AND FINAL APPROVAL HEARING**

**A Federal Court authorized this Notice. This is not a solicitation from a lawyer.**

**NOTICE OF PENDENCY OF CLASS ACTION:** Please be advised that your rights may be affected by a class action lawsuit (the "Action") pending in the United States District Court for the Western District of North Carolina (the "Court") if, during the period between June 11, 2012 and July 9, 2012, inclusive (the "Settlement Class Period"), you purchased or acquired shares of Duke Energy Corporation ("Duke") common stock.

**NOTICE OF PENDENCY OF SETTLEMENT:** Please also be advised that the Court-appointed Lead Plaintiffs Amalgamated Bank, as Trustee for the LongView LargeCap 500 Index Fund and LongView LargeCap 500 Index VEBA Fund, Gerald Friesen, Carolyn Friesen and Craig Bacino, individually and as Trustee for the Janice and Craig Bacino Trust, on behalf of themselves and the proposed Settlement Class (as defined in ¶1 below), have reached a proposed settlement of the Action for a total of \$146,250,000 in cash that, if approved, will resolve all claims in the Action.<sup>1</sup>

**PLEASE READ THIS NOTICE CAREFULLY. This Notice explains important rights you may have, including the possible receipt of cash from the Settlement. If you are a Settlement Class Member, your legal rights will be affected whether or not you act.**

1. **Description of the Action and Settlement Class:** This Notice relates to a proposed Settlement of claims in a pending class action lawsuit brought by investors alleging that the price of Duke common stock was artificially inflated during the Settlement Class Period as a result of the Settling Defendants' alleged conduct.<sup>2</sup> Lead Plaintiffs alleged that the Settling Defendants made material misrepresentations to investors and concealed their predetermined plan to remove the Chief Executive Officer ("CEO") of the newly combined company resulting from the merger of Duke and Progress Energy Inc. ("Progress") – a longstanding and fundamental term of the merger between the companies.<sup>3</sup> The proposed Settlement, if approved by the Court, will settle claims of all Persons who purchased or acquired shares of Duke common stock between June 11, 2012 and July 9, 2012, inclusive, including former Progress shareholders who acquired shares of Duke common stock directly in the Merger of Duke and Progress (the "Settlement Class"), except for certain persons and entities who are excluded from the Settlement Class by definition (see ¶8 below) or who timely and validly elect to exclude themselves from the Settlement Class (see ¶¶23-25 below).

2. **Statement of Settlement Class's Recovery:** Subject to Court approval, and as described more fully below, Lead Plaintiffs, on behalf of themselves and the Settlement Class, have agreed to settle all claims based on the purchase or acquisition of Duke common stock that were or could have been asserted against the Settling Defendants in the Action in exchange for a payment of \$146,250,000 in cash (the "Settlement Amount") to be deposited into an escrow account (the "Settlement Fund"). The Net Settlement Fund (i.e., the Settlement Fund less Taxes, Notice and Administration Costs, and any attorneys' fees and expenses awarded by the Court) will be distributed in accordance with a plan of allocation of settlement proceeds that is subject to Court approval. The plan of allocation (the "Plan of Allocation") is attached hereto as Appendix A. The Plan of Allocation may be modified by the Court without further notice.

3. **Statement of Average Amount of Recovery Per Share:** Lead Plaintiffs' damages consultant estimates that approximately 292,405,753 shares of Duke common stock purchased or acquired during the Settlement Class Period (which number includes those shares acquired directly in the Merger of Duke and Progress by former Progress shareholders) may have been damaged by the conduct at issue in the Action. If all Settlement Class Members elect to participate in the Settlement, the estimated average recovery per damaged share of Duke common stock would be approximately \$0.50 before deduction of Court-awarded attorneys' fees and expenses and the costs of providing notice

<sup>1</sup> All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement dated March 5, 2015 (the "Stipulation"), which is available on the website [www.dukesecuritiessettlement.com](http://www.dukesecuritiessettlement.com).

<sup>2</sup> Settling Defendants are Duke, James E. Rogers, William Barnet III, G. Alex Bernhardt, Sr., Michael G. Browning, Daniel R. DiMicco, John H. Forsgren, Ann Maynard Gray, James H. Hance, Jr., E. James Reinsch, James T. Rhodes, Philip R. Sharp, Lynn J. Good, Steven K. Young, and Marc E. Manly.

<sup>3</sup> The merger of Duke and Progress occurred on July 2, 2012 (the "Merger").

and administering the Settlement. Settlement Class Members should note, however, that this is only an estimate based on the overall number of potentially damaged shares. Some Settlement Class Members may recover more or less than the estimated amount per share. A Settlement Class Member's actual recovery will depend on: (i) the number of claims submitted; (ii) whether the Settlement Class Member sold his, her, or its shares of Duke common stock and, if so, when; (iii) administrative costs, including the costs of notice; (iv) the amount awarded by the Court to Lead Counsel for attorneys' fees and Litigation Expenses; and (v) the amount awarded by the Court to Lead Plaintiffs as reimbursement of costs and expenses in connection with their representation of the Settlement Class.

4. **Statement of Parties' Position on Liability and Damages:** The Settling Defendants deny all claims of wrongdoing, that they are liable in any respect or for any amount to Lead Plaintiffs and/or the Settlement Class, and that Lead Plaintiffs or other members of the Settlement Class suffered any cognizable injury. Moreover, the Parties do not agree on the amount of recoverable damages or on the average amount of damages per share of Duke common stock that would be recoverable if Lead Plaintiffs were to prevail on each of their claims. The issues on which the Parties disagree include, but are not limited to: (i) whether the federal securities laws were violated by the Settling Defendants' acts as alleged in the Complaint; (ii) whether statements made by the Settling Defendants to the investing public failed to disclose and/or misrepresented material facts about the business, operations, and management of Duke, including Progress's then-CEO's role as CEO of Duke following the Merger; and (iii) to what extent the members of the Settlement Class have sustained damages, and the proper measure of damages.

5. **Statement of Attorneys' Fees and Expenses Sought:** Court-appointed Lead Counsel, Robbins Geller Rudman & Dowd LLP and Kessler Topaz Meltzer & Check, LLP, have litigated this Action on a wholly contingent basis since its inception and have conducted this litigation and advanced the expenses of litigation with the expectation that if they were successful in recovering money for the Settlement Class, they would receive fees and be paid for their expenses from the Settlement Fund, as is customary in this type of litigation. Lead Counsel will apply to the Court for (i) an award of attorneys' fees from the Settlement Fund in an amount of 24.5% of the Settlement Fund; and (ii) payment of Litigation Expenses paid or incurred by Plaintiffs' Counsel in connection with the prosecution and resolution of the Action, in an amount not to exceed \$250,000, plus interest earned thereon at the same rate as the Settlement Fund. In addition, Lead Plaintiffs intend to apply to the Court for reimbursement from the Settlement Fund of their costs and expenses (including lost wages) incurred in connection with representing the Settlement Class in accordance with 15 U.S.C. §77z-1(a)(4) and 15 U.S.C. §78u-4(a)(4), in an amount not to exceed \$27,500 in the aggregate. If the Court approves Lead Counsel's application for attorneys' fees and Litigation Expenses and Lead Plaintiffs' application for reimbursement of costs and expenses, Lead Counsel estimate that the average cost will be approximately \$0.12 per damaged share of Duke common stock.

6. **Identification of Attorneys' Representatives:** Lead Plaintiffs and the Settlement Class are represented by: Tor Gronborg, Esq. and Jeffrey D. Light, Esq. of Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, (800) 449-4900, www.rgrdlaw.com, and Gregory M. Castaldo, Esq. of Kessler Topaz Meltzer & Check, LLP, 280 King of Prussia Road, Radnor, PA 19087, (610) 667-7706, www.ktmc.com and Eli R. Greenstein, Esq. and Stacey M. Kaplan, Esq. of Kessler Topaz Meltzer & Check, LLP, One Sansome Street, Suite 1850, San Francisco, CA 94104, (415) 400-3000, www.ktmc.com.

7. **Reasons for the Settlement:** Lead Plaintiffs' principal reason for entering into the Settlement is the immediate cash benefit to the Settlement Class, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery – or, indeed, no recovery at all – might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future. Lead Plaintiffs also believe that the Settlement is a favorable result in light of the risks of continued litigation. For the Settling Defendants, who have expressly denied and continue to deny all allegations of liability, fault, or wrongdoing whatsoever, the principal reason for entering into the Settlement is to eliminate the expense, risks, and uncertainty of further litigation.

**YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:**

<b>SUBMIT A PROOF OF CLAIM BY JULY 13, 2015.</b>	This is the only way to be eligible to receive a payment from the Settlement. If you are a Settlement Class Member and you remain in the Settlement Class, you will be bound by the Settlement as approved by the Court whether or not you submit a Proof of Claim.
<b>EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION SO THAT IT IS RECEIVED NO LATER THAN JUNE 8, 2015.</b>	If you exclude yourself from the Settlement Class, you will not be eligible to get any payment from the Settlement Fund. This is the only option that allows you to participate in any other proceeding against any of the Settling Defendants or the other Released Parties concerning the Settled Claims.
<b>OBJECT TO THE SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION SO THAT IT IS RECEIVED NO LATER THAN JUNE 8, 2015.</b>	If you do not like the Settlement, the Plan of Allocation, and/or the request(s) for attorneys' fees and expenses, you may write to the Court and explain why you do not like them. You cannot object to the Settlement, the Plan of Allocation, or the fee and expense requests unless you are a Settlement Class Member and do not exclude yourself.
<b>GO TO THE HEARING ON AUGUST 12, 2015 AT 9:30 A.M., AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN JUNE 8, 2015.</b>	Filing a written objection and notice of intention to appear allows you to speak in Court about the fairness of the Settlement, the Plan of Allocation, and/or the request(s) for attorneys' fees and expenses. If you submit a written objection, you may (but do not have to) attend the hearing and speak to the Court about your objection. If you do not attend the hearing, the Court will still consider your objection.
<b>DO NOTHING.</b>	If you are a member of the Settlement Class and you do not submit a Proof of Claim, you will not be eligible to receive any payment from the Settlement Fund. You will, however, remain a member of the Settlement Class, which means that you give up your right to sue about the claims that are resolved by the Settlement and you will be bound by any judgments or orders entered by the Court in the Action.

- These rights and options – and the deadlines to exercise them – are explained in this Notice. Please note: the date of the Final Approval Hearing – currently scheduled for August 12, 2015 – is subject to change without further notice. If you plan to attend the hearing, you should check with Lead Counsel as set forth above, or with the Court, to be sure that no change to the date and time of the hearing has been made.

**WHAT THIS NOTICE CONTAINS**

Why Did I Get This Notice? .....	Page 3
What Is This Case About? .....	Page 4
How Do I Know if I Am Affected by the Settlement? .....	Page 4
What Are Lead Plaintiffs' Reasons for the Settlement? .....	Page 5
What Might Happen if There Were No Settlement? .....	Page 5
How Much Will My Payment Be? .....	Page 5
What Rights Am I Giving Up By Remaining in the Settlement Class? .....	Page 5
How Will the Lawyers Be Paid? .....	Page 6
How Do I Participate in the Settlement? What Do I Need to Do? .....	Page 6
What if I Do Not Want to Participate in the Settlement? How Do I Exclude Myself? .....	Page 6
When and Where Will the Court Decide Whether to Approve the Settlement? Do I Have to Come to the Hearing? May I Speak at the Hearing if I Do Not Like the Settlement? .....	Page 7
Special Notice to Banks, Brokers, and Other Nominees .....	Page 8
Can I See the Court File? Whom Should I Contact if I Have Questions? .....	Page 8
Proposed Plan of Allocation of the Net Settlement Fund – Appendix A .....	Page 9

**WHY DID I GET THIS NOTICE?**

1. This Notice is being sent to you pursuant to an Order of the United States District Court for the Western District of North Carolina because you or someone in your family or an investment account for which you serve as custodian may have purchased or acquired Duke common stock during the Settlement Class Period. The Court has directed this Notice to be sent to you because, as a potential Settlement Class Member, you have a right to know about your options before the Court rules on the Settlement of this case. If the Court approves the Settlement, the Claims Administrator selected by Lead Plaintiffs and approved by the Court, Gilardi & Co. LLC, will make payments pursuant to the Settlement after any objections and appeals are resolved.

2. In a class action lawsuit, the Court selects one or more people, known as class representatives, to sue on behalf of all people with similar claims, commonly known as the class or the class members. In this Action, the Court has appointed Amalgamated Bank, as Trustee for the LongView LargeCap 500 Index Fund and LongView LargeCap 500 Index VEBA Fund, Gerald Friesen, Carolyn Friesen and Craig Bacino, individually and as Trustee for the Janice and Craig Bacino Trust, to serve as "Lead Plaintiffs" under a federal law governing securities class actions, and has appointed the

law firms Robbins Geller Rudman & Dowd LLP and Kessler Topaz Meltzer & Check, LLP as Lead Counsel in the Action and the law firm Blue Stephens & Fellers LLP as Liaison Counsel.

3. The Court in charge of this case is the United States District Court for the Western District of North Carolina, and the case is known as *Maurine Nieman, et al. v. Duke Energy Corporation, et al.*, No. 3:12-cv-456. The Judge presiding over this case is the Honorable Max O. Cogburn Jr., United States District Judge. The people who are suing are called plaintiffs, and those who are being sued are called defendants. In this case, the named plaintiffs are referred to as the Lead Plaintiffs and they are suing on behalf of themselves and the Settlement Class, and the Settling Defendants are Duke, James E. Rogers, William Barnet III, G. Alex Bernhardt, Sr., Michael G. Browning, Daniel R. DiMicco, John H. Forsgren, Ann Maynard Gray, James H. Hance, Jr., E. James Reinsch, James T. Rhodes, Philip R. Sharp, Lynn J. Good, Steven K. Young, and Marc E. Manly. If the Settlement is approved, it will resolve all claims in the Action by Settlement Class Members against the Settling Defendants and will bring the Action to an end.

4. This Notice explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them. The purpose of this Notice is to inform you of this case, that it is a class action, how you might be affected, and how to exclude yourself from the Settlement Class if you wish to do so. It also is being sent to inform you of the terms of the Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, the Plan of Allocation, the application by Lead Counsel for an award of attorneys' fees and Litigation Expenses, and the application by Lead Plaintiffs for reimbursement of costs and expenses incurred in connection with their representation of the Settlement Class (the "Final Approval Hearing").

5. The Final Approval Hearing will be held on August 12, 2015, at 9:30 a.m., before the Honorable Max O. Cogburn Jr., in the United States District Court for the Western District of North Carolina, United States Courthouse, Charles R. Jonas Federal Building, 401 West Trade Street, Charlotte, NC 28202, to determine:

- (a) whether the proposed Settlement is fair, reasonable, and adequate and should be approved by the Court;
- (b) whether the Plan of Allocation is fair, reasonable, and adequate and should be approved by the Court;
- (c) whether Lead Counsel's request for an award of attorneys' fees and Litigation Expenses should be approved by the Court; and
- (d) whether Lead Plaintiffs' request for reimbursement of costs and expenses (including lost wages) in connection with their representation of the Settlement Class should be approved by the Court.

6. This Notice does not express any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement, payments to Authorized Claimants will be made after any appeals are resolved, and after the completion of all claims processing. Please be patient.

#### **WHAT IS THIS CASE ABOUT?**

7. This Action alleges that the price of Duke common stock was artificially inflated during the Settlement Class Period as a result of alleged false and misleading statements and omissions by the Settling Defendants concerning, *inter alia*, Duke's business, operations, and management, including Progress's then-CEO's role as CEO of Duke following the Merger. Lead Plaintiffs allege that when the Settling Defendants disclosed the truth, Settlement Class Members suffered damages as a result of the decline in the price of Duke's common stock. The Settling Defendants deny all of Lead Plaintiffs' allegations and further deny that they did anything wrong.

#### **HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?**

8. If you are a member of the Settlement Class, you are subject to the Settlement unless you timely request to be excluded from the Settlement Class. The Settlement Class consists of:

All Persons who purchased or acquired shares of Duke common stock between June 11, 2012 and July 9, 2012, inclusive, including former Progress shareholders who acquired shares of Duke common stock directly in the Merger of Duke and Progress.

Excluded from the Settlement Class are the Settling Defendants, including all predecessors, successors, past, present or future parents, subsidiaries or affiliates of Duke and the families and affiliates of the Individual Defendants. Also excluded from the Settlement Class are all Persons who exclude themselves from the Settlement Class by timely and validly requesting exclusion in accordance with the requirements set forth in this Notice (see the section entitled "What if I Do Not Want to Participate in the Settlement? How Do I Exclude Myself?," below).

**PLEASE NOTE: RECEIPT OF THIS NOTICE DOES NOT MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU WILL BE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU ARE A SETTLEMENT CLASS MEMBER AND YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE DISTRIBUTION OF PROCEEDS FROM THE SETTLEMENT, YOU ARE REQUIRED TO SUBMIT THE PROOF OF CLAIM THAT IS BEING DISTRIBUTED WITH THIS NOTICE AND THE REQUIRED SUPPORTING DOCUMENTATION AS SET FORTH THEREIN POSTMARKED OR SUBMITTED ONLINE NO LATER THAN JULY 13, 2015.**

## **WHAT ARE LEAD PLAINTIFFS' REASONS FOR THE SETTLEMENT?**

9. The principal reason for Lead Plaintiffs' consent to the Settlement is that it provides an immediate and substantial benefit to the Settlement Class. The benefit of the present Settlement must be compared to the risk that no recovery might be achieved after contested motions, a contested trial and likely appeals, possibly years into the future.

10. The claims advanced by the Settlement Class in this Action involve numerous legal and factual issues, which would require extensive merits and expert discovery, adding considerably to the expense and duration of the litigation. If the Action were to proceed, Lead Plaintiffs would have to overcome significant defenses. Among other things, the Parties disagree about (i) whether the Settling Defendants made any misrepresentations or omissions or violated the law or otherwise did anything wrong; (ii) whether Lead Plaintiffs or the Settlement Class have suffered any damages; (iii) whether the price of Duke common stock was artificially inflated by reason of the alleged misrepresentations, omissions, or otherwise; and (iv) whether Lead Plaintiffs or the Settlement Class were harmed by the conduct alleged in the Action. Questions remain regarding the extent of the Settling Defendants' liability and the extent to which a jury might find them liable, if at all. This Settlement enables the Settlement Class to recover without incurring any additional risk or costs.

11. The Settling Defendants have expressly denied and continue to deny all assertions of wrongdoing or liability against them arising out of any of the conduct, statements, acts, or omissions alleged, or that could have been alleged, in the Action. The Settling Defendants also continue to believe that the claims asserted against them in the Action are without merit. The Settling Defendants have agreed to enter into the Settlement, as embodied in the Stipulation, solely to avoid the expense, distraction, time, and uncertainty associated with continuing the litigation.

12. In light of the risks associated with a trial of this Action, the amount of the Settlement and the immediacy of recovery to the Settlement Class, Lead Plaintiffs and Lead Counsel believe that the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Settlement Class. Lead Plaintiffs and Lead Counsel believe that the Settlement provides a substantial benefit to the Settlement Class, namely \$146,250,000 in cash (less the various deductions described in this Notice), as compared to the risk that the claims in the Action would produce a smaller, or no, recovery after summary judgment, trial, and appeals, possibly years in the future.

## **WHAT MIGHT HAPPEN IF THERE WERE NO SETTLEMENT?**

13. If there were no Settlement and Lead Plaintiffs failed to establish any essential legal or factual element of their claims, neither Lead Plaintiffs nor the other members of the Settlement Class would recover anything from the Settling Defendants. Also, if the Settling Defendants were successful in proving any of their defenses, the Settlement Class likely would recover substantially less than the amount provided in the Settlement, or nothing at all.

## **HOW MUCH WILL MY PAYMENT BE?**

14. Your share of the Net Settlement Fund will depend on the number of valid Proofs of Claim that Settlement Class Members submit, and how many shares of Duke common stock you purchased or acquired during the relevant time period and when you purchased, acquired, and sold them.

15. Appendix A to this Notice explains the Plan of Allocation for allocating the Net Settlement Fund among Authorized Claimants, as proposed by Lead Plaintiffs. The Court may modify the Plan of Allocation, or enter a different plan of allocation, without further notice to the Settlement Class.

## **WHAT RIGHTS AM I GIVING UP BY REMAINING IN THE SETTLEMENT CLASS?**

16. If you remain in the Settlement Class, you will be bound by any orders issued by the Court. If the Settlement is approved, the Court will enter a judgment (the "Judgment"). The Judgment will dismiss with prejudice the claims against the Settling Defendants and will provide that, upon the Effective Date of the Settlement, Lead Plaintiffs and all other Settlement Class Members will release the Settled Claims (as defined in ¶17 below) against the Settling Defendants and the other Released Parties (as defined in ¶18 below).

17. "Settled Claims" means any and all claims and causes of action of every nature and description, whether known or Unknown (as defined in ¶19 below), whether arising under federal, state, or common law, that Lead Plaintiffs or any other member of the Settlement Class (a) asserted in the Complaint, or (b) could have asserted in any forum that arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations, or omissions involved, set forth, or referred to in the Complaint and that relate to any purchase of, acquisition of, or exchange for Duke common stock during the Settlement Class Period. Notwithstanding the foregoing, "Settled Claims" does not include claims asserted in any derivative action or ERISA action based on similar allegations or any claims relating to the enforcement of the Settlement.

18. "Released Parties" means collectively, the Settling Defendants and the Related Parties (*i.e.*, with respect to each Settling Defendant, its predecessors, successors, past, present or future parents, subsidiaries, affiliates, and each of their respective past or present officers, directors, shareholders, agents, partners, principals, members, employees, attorneys, advisors, auditors and accountants, insurers and reinsurers, and any firm, trust, corporation, or other entity in which any of the Settling Defendants has or had a controlling interest).

19. "Unknown Claims" means any and all Settled Claims that Lead Plaintiffs and/or any Settlement Class Member does not know or suspect to exist in his, her or its favor as of the Effective Date and any Released Parties' Claims that any Released Party does not know or suspect to exist in his, her or its favor as of the Effective Date, which if known by him, her or it might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Settled Claims and Released Parties' Claims, the Parties stipulate and agree that upon the Effective Date, Lead Plaintiffs and the Settling Defendants shall expressly waive, and each Settlement Class Member and Released Party shall be deemed to have waived, and by operation of the Judgment shall expressly have waived, any and all provisions, rights and benefits conferred by California Civil Code §1542, or any law of any state of the United States, or principle of common law or otherwise, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

#### **HOW WILL THE LAWYERS BE PAID?**

20. Lead Counsel have not received any payment for their services in pursuing claims against the Settling Defendants on behalf of the Settlement Class, nor have Lead Counsel been paid for their expenses which have been incurred in prosecuting and resolving the Action. Before final approval of the Settlement, Lead Counsel, on behalf of Plaintiffs' Counsel, will apply to the Court for an award of attorneys' fees from the Settlement Fund in an amount of 24.5% of the Settlement Fund. At the same time, Lead Counsel will also apply for payment of Litigation Expenses not to exceed \$250,000, plus interest earned thereon at the same rate as the Settlement Fund. In addition, Lead Plaintiffs intend to apply for reimbursement from the Settlement Fund for costs and expenses (including lost wages) incurred in connection with their representation of the Settlement Class in accordance with 15 U.S.C. §77z-1(a)(4) and 15 U.S.C. §78u-4(a)(4), in an amount not to exceed \$27,500 in the aggregate. The Court may award less than the requested amounts. Such sums as may be approved by the Court will be paid from the Settlement Fund. Settlement Class Members are not personally liable for any such fees or expenses.

#### **HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?**

21. To be eligible for a payment from the proceeds of the Settlement, you must be a member of the Settlement Class and you must timely complete and submit the Proof of Claim with adequate supporting documentation so that it is **postmarked (if mailed) or received (if filed electronically) no later than July 13, 2015**. A Proof of Claim is included with this Notice, or it may be downloaded at [www.duke securities settlement.com](http://www.duke securities settlement.com), or you may request that a Proof of Claim be mailed to you by calling the Claims Administrator toll free at (888) 287-5302. The claim form may be submitted online at [www.duke securities settlement.com](http://www.duke securities settlement.com). If you request exclusion from the Settlement Class or do not submit a timely and valid Proof of Claim, you will not be eligible to share in the Net Settlement Fund. Please retain all records of your ownership of and transactions in Duke common stock, as they may be needed to document your Claim.

22. As a Settlement Class Member, you are represented by Lead Plaintiffs and Lead Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her notice of appearance on the attorneys listed in the section entitled "When and Where Will the Court Decide Whether to Approve the Settlement?," below.

#### **WHAT IF I DO NOT WANT TO PARTICIPATE IN THE SETTLEMENT? HOW DO I EXCLUDE MYSELF?**

23. Each Settlement Class Member will be bound by all determinations and judgments in this lawsuit, including those concerning the Settlement, whether favorable or unfavorable, unless such person or entity mails or delivers a written request for exclusion from the Settlement Class, addressed to: *Duke Energy Corp. Securities Litigation Settlement - EXCLUSIONS*, c/o Gilardi & Co. LLC, Claims Administrator, P.O. Box 990, Corte Madera, CA 94976-0990. The request for exclusion must be **received no later than June 8, 2015**. Each request for exclusion must contain: (i) the full name, address, and telephone number of the Person requesting exclusion; (ii) a list identifying the amount and date of each purchase, acquisition, and sale of Duke common stock and the price paid and/or received for any transactions involving Duke common stock during the Settlement Class Period; and (iii) that the Person wishes to be excluded from the Settlement Class in the *Duke Energy Corp. Securities Litigation Settlement*. The request for exclusion must also be signed by the Person requesting exclusion or an authorized representative. A request for exclusion shall not be effective unless it provides all the information called for in this paragraph and is received within the time stated above, or is otherwise accepted by the Court.

24. Even if you have pending, or later file, another lawsuit, arbitration, or other proceeding relating to any Settled Claim against any of the Released Parties, you must follow these instructions for exclusion if you do not want to be part of the Settlement Class. If you have a pending lawsuit, arbitration, or other proceeding against any of the Settling Defendants or any of the other Released Parties, speak to your lawyer in that action immediately. Please Note: Should you elect to exclude yourself from the Settlement Class, you should understand that the Settling Defendants will have the right to assert any and all defenses they may have to any claims that you may seek to assert.

25. If you ask to be excluded from the Settlement Class, you will not be eligible to receive any payment out of the Net Settlement Fund or any other benefit provided for in the Stipulation.

**WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT?**  
**DO I HAVE TO COME TO THE HEARING?**  
**MAY I SPEAK AT THE HEARING IF I DO NOT LIKE THE SETTLEMENT?**

26. Settlement Class Members do not need to attend the Final Approval Hearing. The Court will consider any submission made in accordance with the provisions below even if a Settlement Class Member does not attend the hearing.

27. The Final Approval Hearing will be held on **August 12, 2015, at 9:30 a.m.**, before the Honorable Max O. Cogburn Jr. in the United States District Court for the Western District of North Carolina, United States Courthouse, Charles R. Jonas Federal Building, 401 West Trade Street, Charlotte, NC 28202. The Court reserves the right to approve the Settlement, the Plan of Allocation, and/or the requests for attorneys' fees and expenses at or after the Final Approval Hearing without further notice to the members of the Settlement Class.

28. Any qualified Settlement Class Member who does not request exclusion from the Settlement Class may object to the Settlement, the Plan of Allocation, and/or the requests for attorneys' fees and expenses. Objections must be in writing. You must file any written objection, together with copies of all other papers and briefs supporting the objection, with the Clerk's Office at the United States District Court for the Western District of North Carolina at the address set forth below **on or before June 8, 2015**. You must also serve the papers on Lead Counsel for the Settlement Class and Settling Defendants' Counsel at the addresses set forth below so that the papers are **received on or before June 8, 2015**.

**Clerk's Office**

United States District Court  
for the Western District of North Carolina  
United States Courthouse  
Charles R. Jonas Federal Building  
Clerk of the Court  
401 West Trade Street, Room 210  
Charlotte, NC 28202

**Lead Counsel for the Settlement Class**

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**Settling Defendants' Counsel**

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787 Seventh Avenue  
New York, NY 10019

29. Any objection to the Settlement must contain: (i) the full name, address, and telephone number of the objecting Settlement Class Member; (ii) a list identifying the amount and date of each purchase, acquisition, and sale of Duke common stock and the price paid and/or received and documentation, such as brokerage confirmation receipts, for any transactions involving Duke common stock during the Settlement Class Period; (iii) a written statement of all grounds for the objection accompanied by any legal support for the objection; (iv) copies of any papers, briefs, or other documents upon which the objection is based; (v) a statement of whether the objector intends to appear at the Final Approval Hearing; and (vi) the objector's signature, even if represented by counsel. You may not object to the Settlement, the Plan of Allocation, or requests for attorneys' fees and expenses if you excluded yourself from the Settlement Class or if you are not a member of the Settlement Class.

30. You may file a written objection without having to appear at the Final Approval Hearing. You may not, however, appear at the Final Approval Hearing to present your objection unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.

31. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement, the Plan of Allocation, and/or the requests for attorneys' fees and expenses, and if you file and serve a timely written objection as described above, you must also file a notice of appearance with the Clerk's Office and serve it on Lead Counsel and Settling Defendants' Counsel at the addresses set forth above so that it is **received on or before June 8, 2015**. Persons who intend to object and desire to present evidence at the Final Approval Hearing must include in their written objection or

notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing, if any.

32. You are not required to hire an attorney to represent you in making written objections or in appearing at the Final Approval Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on Lead Counsel and Settling Defendants' Counsel so that the notice is **received on or before June 8, 2015**.

33. **Unless the Court orders otherwise, any Settlement Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the Settlement, the Plan of Allocation, or the requests for attorneys' fees and expenses. Settlement Class Members do not need to appear at the hearing or take any other action to indicate their approval.**

**SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES**

34. If you purchased or acquired Duke common stock during the Settlement Class Period for the beneficial interest of a person or entity other than yourself, you must either (a) within ten (10) calendar days of receipt of this Notice, request from the Claims Administrator sufficient copies of the Notice and Proof of Claim (the "Notice Packet") to forward to all such beneficial owners and within ten (10) calendar days of receipt of those Notice Packets forward them to all such beneficial owners; or (b) within ten (10) calendar days of receipt of this Notice, provide a list of the names and addresses of all such beneficial owners to *Duke Energy Corp. Securities Litigation Settlement*, c/o Gilardi & Co. LLC, Claims Administrator, P.O. Box 990, Corte Madera, CA 94976-0990. If you choose the second option, the Claims Administrator will send a copy of the Notice Packet to the beneficial owners. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Copies of this Notice and Proof of Claim may also be obtained from the website maintained by the Claims Administrator, [www.duke securities settlement.com](http://www.duke securities settlement.com), or by calling the Claims Administrator toll-free at (888) 287-5302.

**CAN I SEE THE COURT FILE?  
WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

35. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in this Action, you are referred to the papers on file in the Action, including the Stipulation, which may be inspected during regular office hours at the Clerk of the Court for the United States District Court for the Western District of North Carolina, United States Courthouse, Charles R. Jonas Federal Building, 401 West Trade Street, Charlotte, NC 28202. Additionally, copies of the Stipulation, and any related orders entered by the Court will be posted on the website maintained by the Claims Administrator, [www.duke securities settlement.com](http://www.duke securities settlement.com). All inquiries concerning this Notice or Proof of Claim should be directed to the Claims Administrator or Lead Counsel at:

*Duke Energy Corp. Securities Litigation Settlement*  
c/o Gilardi & Co. LLC  
Claims Administrator  
P.O. Box 990  
Corte Madera, CA 94976-0990  
(888) 287-5302  
[www.duke securities settlement.com](http://www.duke securities settlement.com)

Rick Nelson  
Shareholder Relations  
Robbins Geller Rudman & Dowd LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
(800) 449-4900  
[www.rgrdlaw.com](http://www.rgrdlaw.com)

Eli R. Greenstein, Esq.  
Stacey M. Kaplan, Esq.  
Kessler Topaz Meltzer & Check, LLP  
One Sansome Street, Suite 1850  
San Francisco, CA 94104  
(415) 400-3000  
[www.ktmc.com](http://www.ktmc.com)

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE CLERK OF COURT REGARDING THIS NOTICE.**

Dated: March 25, 2015

By Order of the Court  
United States District Court  
for the Western District of North Carolina



## APPENDIX A

### PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND

1. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund to those Settlement Class Members who suffered economic losses as a result of the alleged violations of the federal securities laws. The Plan of Allocation reflects Lead Plaintiffs' damages expert's analysis undertaken to that end, including a review of publicly available information regarding Duke Energy and an analysis of the price movements of Duke Energy common stock and the price performance of relevant market and peer indices during the Settlement Class Period. The damages calculations used for the Plan of Allocation reflect Lead Counsel's and Lead Plaintiffs' damages expert's estimates of the stock price declines likely attributable to Defendants' alleged conduct and the risks in establishing loss causation and damages. The Plan of Allocation is not a formal damages analysis.
2. The calculations made pursuant to the Plan of Allocation are not intended to be estimates of, nor indicative of, the amounts that Settlement Class Members might have been able to recover after a trial. Nor are the calculations pursuant to the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants pursuant to the Settlement. The computations under the Plan of Allocation are only a method to weigh the claims of an Authorized Claimant against all other Authorized Claimants for the purposes of making *pro rata* allocations of the Net Settlement Fund.
3. The Plan of Allocation generally measures the amount of loss that a Settlement Class Member can claim for purposes of making *pro rata* allocations of the Net Settlement Fund to Authorized Claimants. For losses to be compensable damages under the federal securities laws, the disclosure of the allegedly misrepresented information must be the cause of the decline in the price of the security. In this case, Lead Plaintiffs allege that Defendants issued false statements and omitted material facts from June 11, 2012, through July 9, 2012, that inflated the price of Duke Energy common stock. It is alleged that corrective information was released prior to the market opening on July 3, 2012, during market hours on July 6, 2012 and prior to the market opening on July 9, 2012 that affected the market price on these dates in a statistically significant manner and removed the alleged artificial inflation from the stock price. Accordingly, in order to have a compensable loss, Duke Energy common stock must have been purchased or acquired during the Settlement Class Period and held through at least one of the corrective disclosure dates listed above.

#### **CALCULATION OF RECOGNIZED LOSS AMOUNTS**

4. The sum of a Claimant's Recognized Loss Amounts (as calculated below) will be the Claimant's "Recognized Claim."
5. For purposes of determining whether a Claimant has a "Recognized Claim", purchases, acquisitions, and sales of Duke Energy common stock will first be matched on a First In/First Out ("FIFO") basis as set forth in ¶11 below.
6. For each share of Duke Energy common stock purchased or acquired during the Settlement Class Period and sold on or before the close of trading on October 5, 2012,<sup>4</sup> an "Out of Pocket Loss" will be calculated. Out of Pocket Loss is defined as the purchase/acquisition price (excluding all fees, taxes, and commissions) minus the sale price (excluding all fees, taxes, and commissions). To the extent that calculation of the Out of Pocket Loss results in a negative number, that number shall be set to zero.
7. A "Recognized Loss Amount" will be calculated as set forth below for each share of Duke Energy common stock purchased or acquired during the Settlement Class Period, from June 11, 2012 through July 9, 2012, that is listed in the Proof of Claim and for which adequate documentation is provided.<sup>5</sup> To the extent that the calculation of a Claimant's Recognized Loss Amount results in a negative number, that number shall be set to zero.
8. For each share of Duke Energy common stock purchased or acquired from June 11, 2012 through and including July 2, 2012, and
  - A. Sold prior to the close of trading on July 2, 2012, the Recognized Loss Amount shall be zero.
  - B. Sold after the close of trading on July 2, 2012, and on or before the close of trading on July 5, 2012, the Recognized Loss Amount shall be ***the lesser of:***

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<sup>4</sup> October 5, 2012 represents the last day of the 90-day period subsequent to the Settlement Class Period (the "90-day look back period"). The Private Securities Litigation Reform Act of 1995 ("PSLRA") imposes a statutory limitation on recoverable damages using the 90-day look back period. This limitation is incorporated into the calculation of a Settlement Class Member's Recognized Loss Amount. Specifically, a Settlement Class Member's Recognized Loss Amount cannot exceed the difference between the purchase price paid for the Duke Energy common stock and the average closing price of Duke Energy common stock during the 90-day look back period subsequent to the Settlement Class Period if the share was held through October 5, 2012, the end of the 90-day look back period. Losses on Duke Energy common stock purchased/acquired during the Settlement Class Period and sold *during* the 90-day look back period cannot exceed the difference between the purchase price paid for the Duke Energy common stock and the average closing price of Duke Energy common stock during the portion of the 90-day look back period elapsed as of the date of sale.

<sup>5</sup> Please note that although the Settlement Class Period includes July 9, 2012, persons who purchased or acquired Duke Energy common stock on July 9, 2012, are not recovering under the Plan of Allocation because the corrective information that affected the market price on this date was released prior to the market opening on July 9, 2012.

- i. \$0.98;<sup>6</sup> or
    - ii. the Out of Pocket Loss.
  - C. Sold after the close of trading on July 5, 2012, and on or before the close of trading on July 6, 2012, the Recognized Loss Amount shall be **the lesser of:**
    - i. \$1.75;<sup>7</sup> or
    - ii. the Out of Pocket Loss.
  - D. Sold after the close of trading on July 6, 2012, and on or before the close of trading on October 5, 2012, the Recognized Loss Amount shall be **the lesser of:**
    - i. \$1.89;<sup>8</sup> or
    - ii. the actual purchase/acquisition price of each such share minus the average closing price of Duke Energy common stock from July 9, 2012, up to the date of sale as set forth in **Table A** below;<sup>9</sup> or
    - iii. the Out of Pocket Loss.
  - E. Held as of the close of trading on October 5, 2012, the Recognized Loss Amount shall be **the lesser of:**
    - i. \$1.89; or
    - ii. the actual purchase/acquisition price of each such share minus \$65.81 (the average closing price of Duke Energy common stock between July 9, 2012 and October 5, 2012, as shown on the last line of **Table A** below).
9. For each share of Duke Energy common stock purchased or acquired from July 3, 2012 through and including July 5, 2012, and
- A. Sold prior to the close of trading on July 5, 2012, the Recognized Loss Amount shall be zero.
  - B. Sold after the close of trading on July 5, 2012, and on or before the close of trading on July 6, 2012, the Recognized Loss Amount shall be **the lesser of:**
    - i. \$0.77; or
    - ii. the Out of Pocket Loss.
  - C. Sold after the close of trading on July 6, 2012, and on or before the close of trading on October 5, 2012, the Recognized Loss Amount shall be **the lesser of:**
    - i. \$0.91; or
    - ii. the actual purchase/acquisition price of each such share minus the average closing price of Duke Energy common stock from July 9, 2012, up to the date of sale as set forth in **Table A** below;<sup>10</sup> or
    - iii. the Out of Pocket Loss.
  - D. Held as of the close of trading on October 5, 2012, the Recognized Loss Amount shall be **the lesser of:**
    - i. \$0.91; or
    - ii. the actual purchase/acquisition price of each such share minus \$65.81 (the average closing price of Duke Energy common stock between July 9, 2012 and October 5, 2012, as shown on the last line of **Table A** below).
10. For each share of Duke Energy common stock purchased or acquired during trading hours on July 6, 2012 or after the close of trading on July 6, 2012 and during after-hours trading before the opening of the market on July 9, 2012, and

<sup>6</sup> \$0.98 is the decline in Duke Energy's stock price on July 3, 2012 that is attributable to the corrective information released to the market.

<sup>7</sup> \$1.75 is comprised of (i) the decline in Duke Energy's stock price on July 3, 2012 that is attributable to the corrective information released to the market (i.e., \$0.98), and (ii) the decline in Duke Energy's stock price on July 6, 2012 that is attributable to the corrective information released to the market (i.e., \$0.77).

<sup>8</sup> \$1.89 is comprised of (i) the decline in Duke Energy's stock price on July 3, 2012 that is attributable to the corrective information released to the market (i.e., \$0.98), (ii) the decline in Duke Energy's stock price on July 6, 2012 that is attributable to the corrective information released to the market (i.e., \$0.77), and (iii) the decline in Duke Energy's stock price on July 9, 2012 that is attributable to the corrective information released to the market (i.e., \$0.14).

<sup>9</sup> For those shares of Duke Energy common stock sold after the close of trading on July 6, 2012 and during after-hours trading before the opening of the market on July 9, 2012, the closing price of Duke Energy common stock on July 9, 2012 (i.e., \$65.31) will be used.

<sup>10</sup> For those shares of Duke Energy common stock sold after the close of trading on July 6, 2012 and during after-hours trading before the opening of the market on July 9, 2012, the closing price of Duke Energy common stock on July 9, 2012 (i.e., \$65.31) will be used.

- A. Sold prior to the opening of the market on July 9, 2012, the Recognized Loss Amount shall be zero.
- B. Sold after the opening of the market on July 9, 2012, and on or before the close of trading on October 5, 2012, the Recognized Loss Amount shall be **the lesser of**:
  - i. \$0.14; or
  - ii. the actual purchase/acquisition price of each such share *minus* the average closing price of Duke Energy common stock from July 9, 2012, up to the date of sale as set forth in **Table A** below; or
  - iii. the Out of Pocket Loss.
- C. Held as of the close of trading on October 5, 2012, the Recognized Loss Amount shall be **the lesser of**:
  - i. \$0.14; or
  - ii. the actual purchase/acquisition price of each such share *minus* \$65.81 (the average closing price of Duke Energy common stock between July 9, 2012 and October 5, 2012, as shown on the last line of **Table A** below).

## ADDITIONAL PROVISIONS

- 11. If a Settlement Class Member has more than one purchase/acquisition or sale of Duke Energy common stock during the Settlement Class Period, all purchases/acquisitions and sales shall be matched on a FIFO basis. Settlement Class Period sales will be matched first against any holdings at the beginning of the Settlement Class Period, and then against purchases/acquisitions in chronological order, beginning with the earliest purchase/acquisition made during the Settlement Class Period. Sales of Duke Energy common stock which have been matched against Duke Energy common stock purchased or acquired prior to the Settlement Class Period will not be used in the calculation of a Claimant's Recognized Loss Amount.
- 12. A Claimant will be eligible to receive a distribution from the Net Settlement Fund only if the Claimant had a net loss, after all profits from the Claimant's transactions in Duke Energy common stock during the Settlement Class Period are subtracted from all losses. For purposes of this calculation, shares of Duke Energy common stock held as of July 9, 2012 will be ascribed a holding value of \$65.81 per share (the average closing price of Duke Energy common stock between July 9, 2012 and October 5, 2012). Sales of Duke Energy common stock which have been matched against Duke Energy common stock purchased or acquired prior to the Settlement Class Period will not be used in the calculation of net losses.
- 13. Purchases or acquisitions and sales of Duke Energy common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. The receipt or grant by gift, inheritance or operation of law of Duke Energy common stock during the Settlement Class Period shall not be deemed a purchase, acquisition or sale of these shares of Duke Energy common stock for the calculation of an Authorized Claimant's Recognized Claim, nor shall the receipt or grant be deemed an assignment of any claim relating to the purchase/acquisition of such shares of Duke Energy common stock unless (i) the donor or decedent purchased or acquired such shares of Duke Energy common stock during the Settlement Class Period; (ii) no Proof of Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such shares of Duke Energy common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.
- 14. The date of covering a "short sale" is deemed to be the date of purchase or acquisition of the Duke Energy common stock. The date of a "short sale" is deemed to be the date of sale of Duke Energy common stock. In accordance with the Plan of Allocation, however, the Recognized Loss Amount on "short sales" is zero. In the event that a Claimant has an opening short position in Duke Energy common stock, the earliest Settlement Class Period purchases or acquisitions shall be matched against such opening short position and shall not be entitled to a recovery until that short position is fully covered.
- 15. Duke Energy common stock is the only security eligible for recovery under the Plan of Allocation. Option contracts to purchase or sell Duke Energy common stock are not securities eligible to participate in the Settlement. With respect to Duke Energy common stock purchased or sold through the exercise of an option, the purchase/sale date of the Duke Energy common stock is the exercise date of the option and the purchase/sale price is the exercise price of the option.
- 16. An Authorized Claimant's Recognized Claim shall be the amount used to calculate the Authorized Claimant's *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Claims of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant's Recognized Claim divided by the total of the Recognized Claims of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund.
- 17. If the Net Settlement Fund exceeds the sum total amount of the Recognized Claims of all Authorized Claimants entitled to receive payment out of the Net Settlement Fund, the excess amount in the Net Settlement Fund shall be distributed *pro rata* to all Authorized Claimants entitled to receive payment.

18. The Plan of Allocation is considered by the Court separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the proposed Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the Parties, or another plan of allocation, without further notice to Settlement Class Members. Any order(s) regarding a modification of the Plan of Allocation will be posted to the website for the Settlement, [www.dukesecuritiessettlement.com](http://www.dukesecuritiessettlement.com).

**TABLE A**

**Duke Energy Closing Price and Average Closing Price  
July 9, 2012 – October 5, 2012**

Date	Closing Price	Average Closing Price Between July 9, 2012, and Date Shown
7/9/2012	\$65.31	\$65.31
7/10/2012	\$66.14	\$65.73
7/11/2012	\$66.48	\$65.98
7/12/2012	\$66.64	\$66.14
7/13/2012	\$66.74	\$66.26
7/16/2012	\$66.74	\$66.34
7/17/2012	\$66.34	\$66.34
7/18/2012	\$66.07	\$66.31
7/19/2012	\$66.12	\$66.29
7/20/2012	\$66.22	\$66.28
7/23/2012	\$65.50	\$66.21
7/24/2012	\$65.27	\$66.13
7/25/2012	\$65.82	\$66.11
7/26/2012	\$67.34	\$66.19
7/27/2012	\$67.46	\$66.28
7/30/2012	\$68.07	\$66.39
7/31/2012	\$67.78	\$66.47
8/1/2012	\$67.52	\$66.53
8/2/2012	\$67.46	\$66.58
8/3/2012	\$68.60	\$66.68
8/6/2012	\$68.21	\$66.75
8/7/2012	\$68.05	\$66.81
8/8/2012	\$68.04	\$66.87
8/9/2012	\$68.09	\$66.92
8/10/2012	\$67.85	\$66.95
8/13/2012	\$68.22	\$67.00
8/14/2012	\$68.20	\$67.05
8/15/2012	\$66.77	\$67.04
8/16/2012	\$66.69	\$67.03
8/17/2012	\$66.49	\$67.01
8/20/2012	\$66.44	\$66.99
8/21/2012	\$66.06	\$66.96

Date	Closing Price	Average Closing Price Between July 9, 2012, and Date Shown
8/22/2012	\$66.00	\$66.93
8/23/2012	\$65.24	\$66.88
8/24/2012	\$65.47	\$66.84
8/27/2012	\$65.51	\$66.80
8/28/2012	\$65.37	\$66.77
8/29/2012	\$65.31	\$66.73
8/30/2012	\$64.81	\$66.68
8/31/2012	\$64.78	\$66.63
9/4/2012	\$64.81	\$66.59
9/5/2012	\$64.47	\$66.54
9/6/2012	\$65.00	\$66.50
9/7/2012	\$64.72	\$66.46
9/10/2012	\$64.83	\$66.42
9/11/2012	\$64.46	\$66.38
9/12/2012	\$64.05	\$66.33
9/13/2012	\$64.66	\$66.30
9/14/2012	\$64.19	\$66.25
9/17/2012	\$64.14	\$66.21
9/18/2012	\$63.16	\$66.15
9/19/2012	\$63.43	\$66.10
9/20/2012	\$63.93	\$66.06
9/21/2012	\$64.08	\$66.02
9/24/2012	\$64.65	\$66.00
9/25/2012	\$64.34	\$65.97
9/26/2012	\$64.33	\$65.94
9/27/2012	\$64.06	\$65.91
9/28/2012	\$64.79	\$65.89
10/1/2012	\$64.38	\$65.86
10/2/2012	\$64.76	\$65.84
10/3/2012	\$64.78	\$65.83
10/4/2012	\$65.39	\$65.82
10/5/2012	\$64.98	\$65.81