

## **EXHIBIT B**

**NOTICE OF ELIGIBILITY FOR VOLUNTARY WINDOW**

As you are aware, the Company offers choices to employees impacted by changing business conditions. To allow for employee choice, management has elected to open a voluntary window for employees in your area to request voluntary separation. The purpose of this letter is to confirm that you are eligible for this opportunity under the Duke Energy 2010 Voluntary Opportunity Plan (PN: 566).

If you decide to request voluntary separation, you must complete the attached "Request for Voluntary Separation" form and return it to the Human Resources Control Center in Charlotte at the mail code/address listed on the attached Request form so that it is received within the 21-day window time period, by 5:00 p.m. Eastern Standard Time, on Wednesday, February 24, 2010. This is a firm deadline and will not be changed. Approval of your request is at the sole discretion of management. If management approves your request, you will be notified of the approval.

Management will also determine, in its sole discretion, the date on which you will be released from your employment. The target separation dates for this Plan are in 2010, but in any event, will be no later than March 31, 2011. Employees who volunteer to leave will not be eligible for rehire or for contractor assignments at Duke Energy for 12 months. You must work through your separation date, and sign (and not revoke) the Waiver and Release provided by the Company in order to be eligible to receive Plan benefits. A sample Waiver and Release is posted on the Portal for your review.

A final Waiver and Release will be provided following your separation date, along with your actual (not estimated) Benefit Payment amount and certain other disclosures. You will have 45 days to consider whether to sign the final Waiver and Release after your separation date, and an additional 7-day revocation period after your execution of the Waiver and Release. Keep in mind that your Benefit Payment amount may be subject to adjustment based on events that may occur, such as changes in your service and compensation, between the date of this letter and your separation date.

Your estimated Plan Benefits are contained in the attached Request for Voluntary Separation. In addition to a Benefit Payment, you are eligible to receive up to six months of the full premium of medical/dental coverage under COBRA or the applicable retiree plan (based on your existing coverage) and outplacement assistance through Duke Energy's vendor.

More information on Plan Benefits is contained in the Summary Plan Description and the documents listed below that will be posted on the Employee Center page on the Portal

- Voluntary Opportunity Plan
- Voluntary Opportunity Plan Highlights
- Voluntary Opportunity Plan COBRA Continuation
- COBRA Rights Notice
- COBRA Rates
- Retirement Eligibility Information
- Outplacement Services Information
- Unemployment Compensation Information
- Contact Information
- Employee Q's & A's

Regardless of whether you sign the Waiver and Release, the following benefits are available to you when you terminate employment:

- The retirement benefit, if vested, under the applicable pension plan (calculated without any enhancement) and the Retirement Savings Plan.
- Continued medical and dental coverage at your expense in accordance with the provisions of COBRA for up to eighteen months.
- A life insurance conversion policy.
- Pay for any unused, accrued and banked vacation.

If you have questions on your benefits or about this process, please contact your HR Business Partner.