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DUKE ENERGY CORP  
Form U-33-S  
May 01, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM U-33-S

ANNUAL REPORT CONCERNING FOREIGN UTILITY COMPANIES

Filed under Section 33(e) of the  
Public Utility Holding Company Act of 1935, as amended  
For the fiscal year ended December 31, 2001  
Filed pursuant to the Public Utility Holding Company Act of 1935 by

DUKE ENERGY CORPORATION  
526 South Church Street  
Charlotte, NC 28201

Duke Energy Corporation ("Duke Energy"), a North Carolina corporation and a public-utility company under the Public Utility Holding Company Act of 1935, as amended (the "Act"), hereby files this Annual Report pursuant to Section 33(e) of the Act.

Item 1  
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Identify each foreign utility company, state its location and business address, and describe the facilities it utilizes for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas. Identify each system company that holds an interest in the company and describe the interest held.

1. Planicie-Banderita & Alto Valle Facilities  
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Location of Facility: Province of Neuquen, Argentina  
  
Business Address: Hidroelectrica Cerros Colorados, S.A. ("HCC")  
Av. Leandro N. Alem 855 26th Floor  
Buenos Aires  
Republic of Argentina

Planicie-Banderita Facility  
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Description of Facility  
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HCC holds an exclusive 30-year concession for the generation of hydroelectric energy from the facility located at Planicie-Banderita, Ruta Provincial 51, KM 421, in the Province of Neuquen in Argentina. The facility

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consists of two engines for a combined capacity of 477 MW. Energy and capacity are sold on a competitive spot market basis in accordance with dispatch instructions from a central dispatch center and under term agreements.

### Alto Valle Facility

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#### Description of Facility

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HCC is the owner and operates a plant to generate thermal electricity from the facility located at Lazaro Martin and Ruta 22 in the City of Neuquen, in the Province of Neuquen in Argentina. The facility consists of three units for a combined capacity of 96 MW. Energy and capacity are sold on a competitive spot market basis in accordance with dispatch instructions from a central dispatch center and under term agreements.

#### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke Energy Generating S.A. ("Generating")  
Duke Energy International Argentina Holdings ("DEI Argentina")  
Duke Energy Management S.A. ("Management")  
Duke Energy International Investments No. 2, Ltd.  
("DEI Investments No. 2")

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Generating, a sociedad anonima organized under the laws of the Republic of Argentina, owns 90.87% of the issued and outstanding shares of HCC, which is a sociedad anonima organized under the laws of the Republic of Argentina. The ownership of Generating is as follows: (i) 99.9% by DEI Argentina, a Cayman Islands company; and ii) 0.1% by DEI Investments No. 2, a Bermuda company.

The issued and outstanding shares of Management are held (i) 99.9% by Duke Energy International Latin America, Ltd. ("DEILA"), a Bermuda company; and (ii) 0.1% by DEI Investments No. 2.

DEI Argentina and DEI Investments No. 2 are wholly owned direct subsidiaries of DEILA, which is a wholly owned direct subsidiary of Duke Energy Group, Inc., a Delaware corporation ("DEG"). DEG is a wholly owned subsidiary of Duke Energy International, LLC, a Delaware limited liability company (DEI). DEI is a direct wholly owned subsidiary of Duke Energy Global Asset Development, Inc., a Nevada corporation ("DEGAD"), a wholly owned subsidiary of Duke Energy Services, Inc., a Delaware corporation ("DESI"). DESI is a wholly owned subsidiary of PanEnergy Corp, a Delaware corporation ("PanEnergy"), which is a wholly owned subsidiary of Duke Capital Corporation, a Delaware corporation ("Duke Capital"), which, in turn, is a wholly owned subsidiary of Duke Energy.

Generating, DEI Argentina, Management and DEI Investments No. 2 do not own any electric facilities except through their direct and indirect ownership of the securities of HCC.

#### 2. Electroquil Facility

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Location of Facility: Guayaquil, Ecuador

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Business Address: Electroquil S.A. ("Electroquil")  
K.M. 16 via a la Costa  
Guayaquil, Republica del Ecuador

### Description of Facilities

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The Electroquil facilities consist of four engines for a combined capacity of 180 MW diesel-fired power generation facility located near Guayaquil, Ecuador. Electroquil sells electricity to the Government of Ecuador under one power purchase agreement, which expires in June 2002.

### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke Energy International del Ecuador Cia. Ltda. ("DEI-Ecuador")  
Duke Energy Electroquil Partners ("DEEP")

DEI-Ecuador, a company organized under the laws of Ecuador, owns 68.62% of the outstanding voting securities of Electroquil. DEI-Ecuador is a wholly owned subsidiary of DEEP, a Delaware general partnership. A 1% interest in DEEP is owned by DESI, with the

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remaining 99% interest in DEEP being owned by DEG. The respective ownership of DESI and DEG are as previously described.

### 3. Egenor Facility

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Location of Facility: Northern Peru

Business Address: Duke Energy International EGENOR S.A. ("Egenor")  
Avenida Pardo y Aliaga No. 699  
San Isidro  
Lima 27  
Peru

### Description of Facility

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The facilities owned by Egenor are described below:

#### Hydro Facilities

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Egenor currently owns and operates 540MW (352MW hydro/188MW thermal) of installed capacity serving the National Interconnected System (SICNAC) in Peru. The 352MW run-of-river hydro capacity includes the 257MW Canon del Pato plant and the 95MW Carhuaquero plant. Both units are run-of-river hydro plants that sell energy to the grid on a competitive spot market and to customers under term agreements.

#### Thermal Facilities

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The 188MW of thermal capacity consists of 5 simple-cycle diesel-fired gas turbines and twenty-four diesel engines located at 6 separate plant sites along the coastline in northern Peru. Energy is sold to the grid on a competitive spot market based on dispatch instructions received from a central dispatch center.

### Transmission Facilities

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Egenor owns approximately 266 kilometers of 138kV and 83 kilometers of 220kV of transmission facilities, interconnecting certain power generation assets among themselves or to the grid.

### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke Energy International Peru Investments No. 1 S.A.C. ("Peru Investments")  
Duke Energy International Peru Inversiones No. 1 S.A. ("Peru Inversiones")  
Duke Energy International Peru Holdings No. 1, LLC ("Peru Holdings No. 1")  
Duke Energy International Peru Holdings No. 2, LLC ("Peru Holdings No. 2")

Peru Inversiones, a Peruvian sociedad anonima, owns sixty-six and forty-eight percent (66.48%) of the voting equity securities of Egenor. The voting securities of Peru Inversiones are

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owned as follows: (i) 51% by Peru Investments, a Peruvian company; and (ii) 49% by Peru Holdings No. 2, a Delaware limited liability company.

Peru Holdings No. 2 owns thirty-three and twenty-four percent (33.24%) of the voting equity securities of Egenor.

The outstanding voting securities of Peru Investments are held as follows: (i) 1 share by Peru Holdings No. 1, a Delaware limited liability company, and (ii) the remaining approximately 99.99% by Peru Holdings No. 2.

Peru Holdings No. 2 is a wholly owned subsidiary of Peru Holdings No. 1. Peru Holdings No. 1 is a wholly owned subsidiary of DEG, which is owned as previously described.

Peru Investments, Peru Inversiones, Peru Holdings No. 2, and Peru Holdings No. 1, do not own any electric facilities except through their direct and indirect ownership of the securities of Egenor.

#### 4. Acajutla and Soyapango Facilities

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Location of Facility: El Salvador

Business Address: Duke Energy International El Salvador S en C  
de C.V. ("DEI-El Salvador")  
Calle y Colonia La Mascota, No. 261  
San Salvador  
El Salvador

Description of Facilities

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The facilities owned by each of the foreign utility companies listed in this section are described below:

### Acajutla/Soyapango/San Miguel -----

DEI-El Salvador owns the Acajutla facility, comprised of a single plant with ten generating units. The plant is located in the southwestern region of El Salvador, approximately 81 kilometers from San Salvador. The plant has an installed capacity of 280.4 MW. One of the ten generating units is a diesel-fired gas turbine, while the other nine are steam units that use bunker C fuel oil. The steam units are used either for base or medium load, whereas the diesel-fired turbine is used mainly during peak hours and dry periods. Power from Acajutla is sold through a combination of contract and spot market sales, depending upon prevailing market conditions.

DEI-El Salvador also owns the two generating plants, Soyapango and San Miguel, which have a combined installed capacity of 84.4 MW and an effective capacity of 75 MW. Soyapango is located within the city limits of San Salvador and has an installed capacity of 55.7 MW divided between three units, all of which are diesel-fired gas turbines. San Miguel is located in the eastern region of the country, 136 kilometers from San Salvador and has an installed capacity

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of 28.7 MW. San Miguel operates one diesel fired gas turbine and five diesel engines, all of which are used for power generation during peak hours or emergency situations. The power generated at Soyapango and San Miguel is sold through a combination of contract and spot market sales, depending on market conditions.

### Associated Foreign Utility Companies and Description of Ownership Interests -----

Duke Energy International El Salvador Investments No. 1 Ltd.  
("DEI El Salvador-Bermuda")

Duke Energy International El Salvador Investments No. 1 y Cia. S.  
en C. de C.V. ("DEI El Salvador Investments")

DEI El Salvador Investments owns 90.34% of the voting equity securities of DEI-El Salvador. 99% of the outstanding voting securities of DEI El Salvador Investments are owned by DEI El Salvador-Bermuda, which is a wholly-owned subsidiary of Texas Eastern (Bermuda), Ltd. ("TE Bermuda"). TE Bermuda is a wholly-owned subsidiary of DEG. The ownership of DEG is as described above.

DEI El Salvador-Bermuda and DEI El Salvador Investments do not own any electric facilities except through their direct and indirect ownership of the securities of DEI-El Salvador.

### PJP Facility 1 -----

5. Western Australia  
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Location of Facility: Western Australia

Business Address: Duke Energy WA Holdings Pty Ltd  
("Duke WA Holdings")  
Duke Energy WA Power Pty Ltd  
("Duke WA Power")  
Pilbara Energy Joint Venture ("Pilbara JV")  
Level 33, Waterfront Place  
1 Eagle Street  
Brisbane, Qld 4000 Australia

Description of Facilities  
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Duke WA Holdings and Duke WA Power, acting through Pilbara JV own the following power facilities located in Western Australia:

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1 On March 11, 2002, Duke Energy filed a Form U-57/A by which it notified the Commission that it no longer claims FUCO status for PJP. On March 8, 2002, the Commission issued an order in which, among other things, it granted Duke Energy's application for an exemption under Section 3(b) of the 1935 Act for PJP. Duke Energy Corporation, HCAR35-27496.

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Mt. Neuman Power Station  
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Mr. Newman power station, which has a nominal installed capacity of 105MW consisting of three 35MW Frame 6 gas turbines with an adjacent switchyard. The power station was completed in 1995 and commenced operation in 1996.

Port Hedland Power Station  
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Port Hedland power station, consisting of a stand-alone three unit power generation facility and two turbines located at the Port Hedland HBI plant. The stand-alone facility has a nominal installed capacity of 105MW comprising three 35MW Frame 6 gas turbines with an adjacent switchyard and transmission lines connecting the facility to two substations owned by Western Power Corporation. The gas turbines entered into commercial service in 1995 and supply electricity to port operations at Nelson Point and Finucane Island, the HBI plant and the Mt. Goldsworthy Mining Associates Joint Venture mine operations.

The HBI power facilities are located within the HBI plant at Port Hedland and include two 35MW nominal capacity turbines which will provide electricity and heat for the HBI process. These facilities were placed in service in 1999.

Duke WA Holdings and Duke WA Power, acting through Pilbara JV, have jointly entered into separate Power Purchase Agreements with BHP Iron Ore Pty Ltd and BHP Direct Reduced Iron Pty Ltd for the supply of power from the Newman and Port Hedland power stations, and they have also entered into Gas Supply

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Agreement with Pilbara Gas Pty Ltd for both the Mt. Newman and Port Hedland power stations.

### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke Energy Australia, Ltd. ("Duke Australia")

Duke WA Power, an Australian company, owns 99% of the Pilbara JV, an Australian entity, and the assets and facilities described above. Duke WA Holdings, an Australian company, owns the remaining 1% of the Pilbara JV and the assets and facilities described above.

Duke WA Power is a direct, wholly owned subsidiary of Duke WA Holdings. Duke WA Holdings is a direct wholly owned subsidiary of Duke Australia, a Bermuda company. Duke Australia is a direct wholly owned subsidiary of DEG. Ownership of DEG is as previously described.

Duke Energy Australia, Ltd. does not own any electric facilities except through its direct and indirect ownership of Duke WA Power, Duke WA Holdings and Pilbara JV.

#### 6. Goldfields Gas Pipeline

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Location of Facility: Gas Pipeline, Western Australia

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Business Address: Goldfields Gas Transmission Pipeline Joint Venture  
Level 33, Waterfront Place  
1 Eagle Street  
Brisbane, Qld 4000 Australia

#### Description of Facility

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Duke WA Power holds an 11.834% interest in the Goldfields Gas Transmission Joint Venture ("Goldfields Gas Pipeline"). This joint venture was formed to build and own the 1,400 km Goldfields Gas Pipeline which extends from the Northwest Shelf of Western Australia to Kalgoorlie in Western Australia. The pipeline was constructed in 1996. The purpose of the pipeline is for distribution of natural gas on the retail market in Western Australia.

### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke Energy Australia, Ltd. ("Duke Australia")  
Duke Energy WA Holdings Pty, Ltd. ("Duke WA Holdings")  
Duke Energy WA Power Pty, Ltd. ("Duke WA Power")

As noted above, Duke WA Power holds an 11.843% interest in the Goldfields Gas Transmission Pipeline Joint Venture. Duke WA Power, an Australian company, is a direct, wholly owned subsidiary of Duke WA Holdings, an Australian company. Duke WA Holdings is a direct wholly owned subsidiary of Duke Australia. The ownership of Duke Australia is as previously described.

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Duke Energy Australia, Ltd., Duke WA Holdings and Duke WA Power do not own any electric or retail natural gas facilities except through their direct and indirect ownership of an interest in Goldfields Gas Transmission Pipeline Joint Venture.

7. Bairnsdale Facility  
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Location of Facility: Bairnsdale, Victoria, Australia

Business Address: Level 33, Waterfront Place  
1 Eagle Street  
Brisbane, Qld 4000 Australia

Description of Facilities  
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Duke Energy Bairnsdale Power Pty Ltd owns the following power facility in Victoria, Australia:

Bairnsdale Power Station  
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Bairnsdale Power Station is a natural gas fired simple cycle plant which has a capacity of 86 MW and provides peaking capacity to the Victorian power system. The 86 MW became fully operational in 2001.

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Associated Foreign Utility Companies and Description of Ownership Interests  
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Duke Energy Australia, Ltd ("Duke Australia")

Duke Energy Bairnsdale Power Pty Ltd. ("Bairnsdale Power") is a direct wholly owned subsidiary of Duke Energy Bairnsdale Holdings Pty. ("Bairnsdale Holdings"). Bairnsdale Holdings is a wholly owned subsidiary of Duke Australia, a Bermuda company. Ownership of Duke Australia is as previously described.

Duke Energy Australia does not own any electric facilities except through its direct and indirect ownership of Duke Energy Bairnsdale Power and Duke Energy Bairnsdale Holdings.

8. New Zealand Foreign Utility Company Facilities Assets  
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Location of Facility: New Zealand

Business Address: Duke Energy New Zealand Limited  
("Duke New Zealand")  
5400 Westheimer Court  
Houston, TX 77056

Description of Facilities  
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Duke New Zealand operates the following facilities located at Glenbrook



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(outside of Auckland), New Zealand:

- (i) Kilns co-generation plant which consists of four fired waste heat boilers and a 74MW condensing steam turbine generator, which was commissioned in 1997;
- (ii) Multi-Hearth Furnace (MHF) co-generation plant consisting of four waste heat boilers and two 18 MW condensing turbine generators commissioned in 1987; this facility supplies electricity and process steam; and,
- (ii) Slab Reheat Furnace Waste Heat Boiler. Steam produced by this boiler is transferred to a nearby process steam main.

Duke New Zealand has entered into separate Power Purchase Agreements with BHP New Zealand Steel Ltd. for the supply of steam and electricity from each of these facilities.

### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke New Zealand is a wholly owned subsidiary of TE Bermuda, which is owned as previously described.

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### 9. Paranapanema

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Location of Facility: Brazil

Business Address: Duke Energy International Geracao Paranapanema  
S.A. ("Paranapanema")  
Av. Das Nacoes Unidas, 12.901, Torre Norte  
Brooklin, Sao Paulo, Sao Paulo  
Brazil

### Description of Facilities

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Paranapanema owns and operates eight hydroelectric generating facilities on the Paranapanema River in the Sao Paulo State of Brazil. The facilities have a combined installed capacity of 2,307 MW.

Over 90% of the generation provided by the facilities will remain under contract to eight electric distribution companies through the year 2002. After 2002, the contracts will be phased out over a four-year period, and the generation will become available for the spot market or bilateral contracts. The tariffs under the original contracts are established by an independent regulatory agency (ANEEL) and are indexed for inflation.

### Associated Foreign Utility Companies and Description of Ownership Interests

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Duke Energy International Brasil Ltda. ("Duke Brasil")  
Duke Energy do Sudeste Ltda ("Duke Sudeste")

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Duke Energy International Brazil Holdings, LLC ("DBH")

Duke Brasil, a Brazilian entity, owns 21.78% of the voting stock of Paranapanema, a sociedad anonima, organized under the laws of Brazil, along with 92.83% of Paranapanema's preferred stock. The issued and outstanding quotas of Duke Brasil are owned as follows: (i) 1 quota by DBH; and (ii) the remaining approximately 99.99% of the quotas by Duke Energy International Latin America, Ltd. ("DEILA").

Duke Sudeste, a Brazilian company, owns 71.27% of the voting securities of Paranapanema, along with 3.6% of Paranapanema's preferred stock. The issued and outstanding quotas of Duke Sudeste were owned as follows: (i) 1 quota by DEILA, and (ii) the remaining approximately 99.99% of the quotas by Duke Brasil.

Duke Brasil and Duke Sudeste each own no electric facilities except through its ownership of the securities of Paranapanema.

Item 2

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Identify any debt or other financial obligation of the foreign utility company for which there is recourse directly or indirectly to the reporting public-utility company or, if the reporting company is an exempt holding company, to any system company. Identify

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separately any direct or indirect guarantee of a security of a foreign utility company by any system company.

There is no recourse to the reporting public-utility company for any debt or other financial obligation of any foreign utility company described herein. As of December 31, 2001, the reporting company was not an exempt holding company.

Duke Capital guarantees a A\$750 million Duke Energy Australia capital markets (Commercial Paper/Medium-Term Note) program. CP outstandings are currently approx. A\$415 million, and the issuer has outstanding a A\$250 million series of medium-term notes with a maturity date of September 2004.

Item 3

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Identify any service, sales or construction contract(s) between a foreign utility company and the reporting public-utility company or, if the reporting company is an exempt holding company, any system company. Describe the services to be rendered or goods sold, and the fees or revenues under such contract(s).

None.

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SIGNATURE

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The undersigned company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

DUKE ENERGY CORPORATION

By: /S/ STEPHEN G. DE MAY

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Stephen G. De May  
Vice President, Business Unit Finance

Date: April 30, 2002

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

Robert T. Lucas III  
Assistant Secretary and Associate General Counsel  
Duke Energy Corporation PB05E  
422 South Church Street  
Charlotte, North Carolina 28202-1904

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### EXHIBIT A

An organizational chart showing the relationship of each foreign utility company to the reporting public-utility company or, in the event that the reporting company is an exempt holding company, to system public-utility companies.

Exhibit A-1	La Planicie - Banderita/Alto Valle
Exhibit A-2	Electroquil
Exhibit A-3	Egenor
Exhibit A-4	Acajutla, Soyapango and San Miguel
Exhibit A-5	Western Australia
Exhibit A-6	Goldfields Gas Pipeline
Exhibit A-7	Bairnsdale
Exhibit A-8	New Zealand
Exhibit A-9	Parapanema

Please see descriptions of each of the foreign utility companies in this report for full names of certain entities appearing on the organizational charts in this Exhibit A. The descriptions and organizational charts herein depict the relationship between each foreign utility company and Duke Energy Corporation.

