Duke Energy Ohio, Inc. Form 10-Q August 08, 2012

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

#### **FORM 10-Q**

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

**EXCHANGE ACT OF 1934** 

For the quarterly period ended June 30, 2012 or TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

**EXCHANGE ACT OF 1934** 

For the transition period from to

Exact name of registrants as specified in their charters, addresses of principal executive offices, **IRS Em** sion Identifica telephone numbers and states of incorporation nber 53 **DUKE ENERGY CORPORATION** 20-277 **550 South Tryon Street** Charlotte, NC 28202-1803 704-382-3853 State of Incorporation: Delaware 56-020 **DUKE ENERGY CAROLINAS, LLC 526 South Church Street** 

Charlotte, NC 28202-1803

704-382-3853

State of Incorporation: North Carolina

**DUKE ENERGY OHIO, INC.** 

31-024

139 East Fourth Street

Cincinnati, OH 45202

704-382-3853

State of Incorporation: Ohio

**DUKE ENERGY INDIANA, INC.** 

35-059

1000 East Main Street

Plainfield, IN 46168

704-382-3853

State of Incorporation: Indiana

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Duke Energy Corporation (Duke	Yes x	No "	Duke Energy Ohio, Inc. (Duke	Yes x	No "
Energy)			Energy Ohio)		
Energy Carolinas, LLC (Duke	Yes x	No "	Duke Energy Indiana, Inc. (Duke	Yes x	No "
Energy Carolinas)			Energy Indiana)		

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Duke Energy	Yes x	No "	Duke Energy Ohio	Yes x	No "
Duke Energy Carolinas	Yes x	No "	Duke Energy Indiana	Yes x	No "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filerAccelerated filerNon-accelerated Smaller reporting company

Duke Energy x " filer " "

**Duke Energy Carolinas** 

Large accelerated filerAccelerated filerNon-accelerated Smaller reporting company

" filer x

Large accelerated filerAccelerated filerNon-accelerated Smaller reporting company

Duke Energy Ohio " " filer x

Large accelerated filerAccelerated filerNon-accelerated Smaller reporting company

Duke Energy Indiana " filer x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the

Exchange Act).

Duke Energy Carolinas

Yes " No x Duke Energy Ohio Yes " No x

Duke Energy Indiana Yes " No x

Indicate the number of shares outstanding of each of the Issuer's classes of common stock, as of the latest practicable date.

#### Outstanding as of

#### August 3, 2012

Registrant Description Shares

Duke Energy Common Stock, par value \$0.001 704,125,200

Duke Energy Carolinas All of the registrant's limited liability company member interests are directly owned

by Duke Energy.

Duke Energy Ohio All of the registrant's common stock is indirectly owned by Duke Energy. Duke Energy Indiana All of the registrant's common stock is indirectly owned by Duke Energy.

This combined Form 10-Q is filed separately by four registrants: Duke Energy, Duke Energy Carolinas, Duke Energy Ohio and Duke Energy Indiana (collectively the Duke Energy Registrants). Information contained herein relating to any individual registrant is filed by such registrant solely on its own behalf. Each registrant makes no representation as to information relating exclusively to the other registrants.

Duke Energy Carolinas, Duke Energy Ohio and Duke Energy Indiana meet the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and are therefore filing this form with the reduced disclosure format specified in General Instructions H(2) of Form 10-Q.

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#### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on management's beliefs and assumptions. These forward-looking statements, which are intended to cover Duke Energy and the applicable Duke Energy Registrants, are identified by terms and phrases such as "anticipate," "believe," "intend," "estimate," "expect," "continue," "should," "could," "may," "plan," "project," "predict," "potential," "forecast," "target," "guidance," "outlook," and similar expressions. Forward-looking statements involve risks and uncertainties that may cause actual results to be materially different from the results predicted. Factors that could cause actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to:

- State, federal and foreign legislative and regulatory initiatives, including costs of compliance with existing and future environmental requirements, as well as rulings that affect cost and investment recovery or have an impact on rate structures;
- The ability to recover eligible costs and earn an adequate return on investment through the regulatory process;
- The scope of necessary repairs of the delamination of Crystal River Unit 3 Nuclear Plant could prove more extensive than is currently identified, such repairs could prove not to be feasible resulting in early retirement of the unit, the cost of repair and/or replacement power could exceed estimates and insurance coverage or may not be recoverable through the regulatory process;
- The ability to maintain relationships with customers, employees or suppliers post-merger;
- The ability to successfully integrate the Progress Energy businesses and realize cost savings and any other synergies expected from the merger;
- The risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect;
- The impact of compliance with material restrictions of conditions related to the Progress Energy merger imposed by regulators could exceed our expectations;
- Costs and effects of legal and administrative proceedings, settlements, investigations and claims;
- Industrial, commercial and residential growth or decline in the respective Duke Energy Registrants' service territories, customer base or customer usage patterns;
- Additional competition in electric markets and continued industry consolidation;
- Political and regulatory uncertainty in other countries in which Duke Energy conducts business;
- The influence of weather and other natural phenomena on each of the Duke Energy Registrants' operations, including the economic, operational and other effects of storms, hurricanes, droughts and tornadoes:

- The ability to recover, in a timely manner, if at all, costs associated with future significant weather events through the regulatory process;
- The impact on the Duke Energy Registrants' facilities and business from a terrorist attack;
- The inherent risks associated with the operation and potential construction of nuclear facilities, including environmental, health, safety, regulatory and financial risks;
- The timing and extent of changes in commodity prices, interest rates and foreign currency exchange rates:
- Unscheduled generation outages, unusual maintenance or repairs and electric transmission system constraints;
- The performance of electric generation facilities and of projects undertaken by Duke Energy's non-regulated businesses;
- The results of financing efforts, including the Duke Energy Registrants' ability to obtain financing on favorable terms, which can be affected by various factors, including the respective Duke Energy Registrants' credit ratings and general economic conditions;
- Declines in the market prices of equity securities and resultant cash funding requirements for Duke Energy's defined benefit pension plans and nuclear decommissioning trust funds;
- The level of creditworthiness of counterparties to Duke Energy Registrants' transactions;
- Employee workforce factors, including the potential inability to attract and retain key personnel;
- Growth in opportunities for the respective Duke Energy Registrants' business units, including the timing and success of efforts to develop domestic and international power and other projects;
- Construction and development risks associated with the completion of Duke Energy Registrants' capital investment projects in existing and new generation facilities, including risks related to financing, obtaining and complying with terms of permits, meeting construction budgets and schedules, and satisfying operating and environmental performance standards, as well as the ability to recover costs from ratepayers in a timely manner or at all;
- The effect of accounting pronouncements issued periodically by accounting standard-setting bodies;
- The impact of potential goodwill impairments;
- The ability to successfully complete future merger, acquisition or divestiture plans.

In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than Duke Energy has described. The Duke Energy Registrants undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### PART I. FINANCIAL INFORMATION

#### Item 1. Financial Statements

## DUKE ENERGY CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

		nths Ended e 30,	Six Months Ended June 30,		
(in millions, except per-share amounts)	2012	2011	2012	2011	
Operating Revenues					
Regulated electric	\$ 2,628	\$ 2,576	\$ 5,129	\$ 5,149	
Non-regulated electric, natural gas, and					
other	868	864	1,826	1,719	
Regulated natural gas	81	94	252	329	
Total operating revenues	3,577	3,534	7,207	7,197	
Operating Expenses					
Fuel used in electric generation and					
purchased power - regulated	849	834	1,626	1,646	
Fuel used in electric generation and					
purchased power - non-regulated	396	388	844	764	
Cost of natural gas and coal sold	42	63	144	214	
Operation, maintenance and other	862	959	1,608	1,839	
Depreciation and amortization	475	437	954	891	
Property and other taxes	171	169	355	355	
Impairment charges		9	402	9	
Total operating expenses	2,795	2,859	5,933	5,718	
Gains on Sales of Other Assets and Other,					
net	4	4	7	14	
Operating Income	786	679	1,281	1,493	
Other Income and Expenses					
Equity in earnings of unconsolidated					
affiliates	40	48	85	80	
Impairments and gains on sales of					
unconsolidated affiliates	(1)	12	(6)	14	
Other income and expenses, net	70	97	159	214	
Total other income and					
expenses	109	157	238	308	
Interest Expense	232	203	456	422	
Income From Continuing Operations Before					
Income Taxes	663	633	1,063	1,379	
Income Tax Expense from Continuing					
Operations	214	192	317	425	
Income From Continuing Operations	449	441	746	954	
(Loss) Income From Discontinued					
Operations, net of tax	(1)		1		
Net Income	448	441	747	954	

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Less: Net Income Attributable to Noncontrolling Interests Net Income Attributable to Duke Energy		4		6	8		8
Corporation	\$	444	\$	435	\$ 739	\$	946
Earnings Per Share - Basic and Diluted Income from continuing operations attributable to Duke Energy Corporation common shareholders							
Basic	\$	0.99	\$	0.98	\$ 1.65	\$	2.13
Diluted	\$	0.99	\$	0.98	\$ 1.65	\$	2.13
Income from discontinued operations attributable to Duke Energy Corporation common shareholders							
Basic	\$ \$		\$ \$		\$	\$ \$	
Diluted	\$		\$		\$	\$	
Net Income attributable to Duke Energy Corporation common shareholders							
Basic	\$	0.99	\$	0.98	\$ 1.65	\$	2.13
Diluted	\$	0.99	\$	0.98	\$ 1.65	\$	2.13
Dividends declared per share Weighted-average shares outstanding	\$	1.515	\$	1.485	\$ 2.265	\$	2.22
Basic		446		444	446		444
Diluted		446		444	446		444

## DUKE ENERGY CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

			Three Mor	nths E e 30,	inded			iths E ne 30,	
(in millions)			2012		2011		2012		2011
Net income		\$	448	\$	441	\$	747	\$	954
Other compre	ehensive (loss) income, net of								
tax	, ,								
	Foreign currency translation								
	adjustments		(131)		65		(87)		96
	Pension and OPEB		(101)				(0.7		
	adjustments <sup>(a)</sup>		2		2		6		(7)
	Net unrealized loss on cash flow	,	_		_		· ·		(1)
	hedges <sup>(b)</sup>	•	(30)		(7)		(17)		(5)
			(30)		(7)		(17)		(5)
	Reclassification into earnings		3		4		0		0
	from cash flow hedges(c)		3		1		2		2
	Unrealized gain on investments		_				•		
	in auction rate securities(d)		6		1		6		4
	Unrealized gain on investments								
	in available for sale securities <sup>(e)</sup>		2				3		
	Reclassification into earnings								
	from available for sale								
	securities <sup>(f)</sup>		(2)				(3)		
Other compre	ehensive (loss) income, net of								
tax	, ,		(150)		62		(90)		90
Comprehens	ive income		<b>`29</b> 8		503		657		1,044
•	rehensive income attributable								,
•	Illing Interests				9		4		11
	ive income attributable to Duke	2			•		•		• •
Energy Corp		\$	298	\$	494	\$	653	\$	1,033
=::0.9, 00.10	<del></del>	~		Ψ		~		Ψ	.,

- (a) Net of \$1 million tax expense and \$3 million tax expense for the three and six months ended June 30, 2012 and insignificant tax expense and \$3 tax benefit for the three and six months ended June 30, 2011.
- (b) Net of \$14 million tax benefit and \$9 million tax benefit for the three and six months ended June 30, 2012 and \$3 million tax benefit and \$2 million tax benefit for the three and six months ended June 30, 2011.
- (c) Net of \$2 million tax benefit and insignificant tax expense for the three and six months ended June 30, 2012 and \$1 million tax expense for the three and six months ended June 30, 2011, respectively.
- (d) Net of \$2 million tax expense and \$3 million tax expense for the three and six months ended June 30, 2012 and \$2 million tax benefit and \$1 million tax expense for the three and six months ended June 30, 2011.
- (e) Net of insignificant tax expense for the three and six months ended June 30, 2012.
- (f) Net of insignificant tax benefit for the three and six months ended June 30, 2012.

See Notes to Unaudited Condensed Consolidated Financial Statements

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# DUKE ENERGY CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

<i>a</i>		June 30,	Dec	cember 31,
(in millions)		2012		2011
ASSETS				
Current Assets	Φ.	1 506	ф	0.110
Cash and cash equivalents Short-term investments	\$	1,526 234	\$	2,110 190
	16	234		190
Receivables (net of allowance for doubtful accounts of \$	010	610		784
at June 30, 2012 and \$35 at December 31, 2011) Restricted receivables of variable interest entities (net o	f	010		704
allowance for doubtful accounts of \$43 at June 30, 2012				
and \$40 at December 31, 2011)	-	1,233		1,157
Inventory		1,762		1,137
Other		1,122		1,051
Total current assets		6,487		6,880
Investments and Other Assets		0,407		0,000
Investments in equity method unconsolidated affiliates		450		460
Nuclear decommissioning trust funds		2,204		2,060
Goodwill		3,842		3,849
Intangibles, net		357		363
Notes receivable		72		62
Restricted other assets of variable interest entities		133		135
Other		1,894		2,231
Total investments and other assets		8,952		9,160
Property, Plant and Equipment		-,		-,
Cost		61,458		60,377
Cost, variable interest entities		1,357		913
Accumulated depreciation and amortization		(19,101)		(18,709)
Generation facilities to be retired, net		73		80
Net property, plant and equipment		43,787		42,661
Regulatory Assets and Deferred Debits				
Regulatory assets		3,646		3,672
Other		159		153
Total regulatory assets and deferred				
debits		3,805		3,825
Total Assets	\$	63,031	\$	62,526

# DUKE ENERGY CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS — (Continued) (Unaudited)

		June 30,	De	ecember 31,
(in millions, except per-share amounts)		2012		2011
LIABILITIES AND EQUITY				
Current Liabilities	Φ.	4 400	Φ	4 400
Accounts payable	\$	1,160	\$	1,433
Notes payable and commercial paper		793		154
Non-recourse notes payable of variable interest entities		269		273
Taxes accrued		359		431
Interest accrued		254		252
Current maturities of long-term debt		1,870		1,894
Other		1,434		1,091
Total current liabilities		6,139		5,528
Long-term Debt		17,539		17,730
Non-recourse long-term debt of variable interest entities Deferred Credits and Other Liabilities	3	915		949
Deferred income taxes		7,914		7,581
Investment tax credits		379		384
Accrued pension and other post-retirement benefit costs		829		856
Asset retirement obligations		1,999		1,936
Regulatory liabilities		2,981		2,919
Other		1,820		1,778
Total deferred credits and other liabilities		15,922		15,454
Commitments and Contingencies				
Equity				
Common Stock, \$0.001 par value, 2 billion shared				
authorized; 446 million and 444 million shares outstanding a	ıt			
June 30, 2012 and December 31, 2011, respectively		1		1
Additional paid-in capital		21,140		21,132
Retained earnings		1,598		1,873
Accumulated other comprehensive loss		(320)		(234)
Total Duke Energy Corporation				
shareholders' equity		22,419		22,772
Noncontrolling interests		97		93
Total equity		22,516		22,865
Total Liabilities and Equity	\$	63,031	\$	62,526

## DUKE ENERGY CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

			ths Ende	ed
(in millions)		2012	2	011
CASH FLOWS FROM OPERATING ACTIV			•	
Net income		\$ 747	\$	954
Adjustments to reconcile net income t	o net cash provided by			
operating activities:	partization (including			
Depreciation and an amortization of nucle	` _	1,077		991
Equity component o	•	(116)		(123)
Gains on sales of ot		(110)		(27)
Impairment of other		408		9
Deferred income tax	-	230		461
	unconsolidated affiliates	(85)		(80)
Voluntary opportunit		(101)		(00)
	d other post-retirement	(101)		
benefit costs	, , , , , , , , , , , , , , , , , , , ,	57		52
(Increase) decrease	in			
	alized and unrealized			
mark-	o-market and hedging			
transa	ctions	(10)		13
Recei	ables ables	61		166
Invent	ory	(165)		(85)
	current assets	105		128
Increase (decrease)	in			
	nts payable	(102)		(338)
	accrued	(67)		(99)
	current liabilities	34		(179)
Other assets		22		81
Other liabilities		(86)		(207)
	sh provided by operating			
activiti		2,002		1,717
CASH FLOWS FROM INVESTING ACTIVIT	IES	(0.050)		(4.000)
Capital expenditures		(2,252)		(1,938)
Investment expenditures		(9)		(49)
Acquisitions  Purchases of available-for-sale securi	tios	(36) (1,240)		(4) (1,266)
Proceeds from sales and maturities of		1,155		1,281
Net proceeds from the sales of other		1,133		1,201
collections on notes receivable	assets, and sales of and	23		109
Change in restricted cash		(51)		24
Other		19		5
	sh used in investing	. 3		J
activiti	——————————————————————————————————————	(2,391)		(1,838)
CASH FLOWS FROM FINANCING ACTIVIT		, , ,		, , ,

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Proceeds from the:		
Issuance of long-term debt	721	499
Issuance of common stock related to employee benefit		
plans	14	10
Payments for the redemption of long-term debt	(878)	(82)
Notes payable and commercial paper	631	63
Distributions to noncontrolling interests	(5)	(18)
Dividends paid	(670)	(657)
Other	(8)	(2)
Net cash used in financing		
activities	(195)	(187)
Net decrease in cash and cash equivalents	(584)	(308)
Cash and cash equivalents at beginning of period	2,110	1,670
Cash and cash equivalents at end of period	\$ 1,526	\$ 1,362
Supplemental Disclosures:		
Significant non-cash transactions:		
Accrued capital expenditures	\$ 216	\$ 317
Dividends declared but not paid	\$ 344	\$ 337
Extinguishment of debt related to investment in Attiki Gas		
Supply, S. A.	\$ 66	\$

### DUKE ENERGY CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (Unaudited)

**Duke Energy Corporation** Shareholders **Accumulated Other** Comprehensive Income (Loss) Net Pension Gains and **OPEB** (Losses) Common Additional Related Common Foreign on Cash Stock Common Paid-in Retained Currency Flow Adjustmer sockhold concontrolling Total (in millio@slsares Stock Capital EarningsAdjustmentsledges Other to AOCI Equity Interests Equity **Balance** at **December** 31, 97 \$ (18) \$ (17) \$ (60) \$ 22,522 \$ 131 \$ 22,653 2010 443 \$ 1 \$ 21,023 \$ 1,496 \$ Net 8 income 946 946 954 Other comprehensive income (loss) 93 (3)4 (7)87 3 90 Common stock issuances. including dividend reinvestment and employee benefits 1 22 22 22 Common stock dividends (994)(994)(994)Changes in noncontrolling interest in subsidiaries (23)(23)Balance 444 \$ 1 \$ 21,045 \$ 1,448 \$ 190 \$ (21) \$ (13) \$ (67) \$ 22,583 \$ 119 \$ 22,702 at **June** 30,

### 2011

93 <b>\$ 22,865</b> 8 747
•
8 747
(4) (90)
8
(1,014)
97 \$ 22,516

See Notes to Unaudited Condensed Consolidated Financial Statements

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PART I

DUKE ENERGY CAROLINAS, LLC
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended June 30,			Six Months Ended June 30,				
(in millions)	2012		2011		2012		2011	
Operating Revenues-Regulated Electric	\$	1,616	\$	1,607	\$	3,117	\$	3,159
Operating Expenses								
Fuel used in electric generation and								
purchased power		442		511		822		980
Operation, maintenance and other		476		495		807		930
Depreciation and amortization		226		190		454		391
Property and other taxes		89		81		179		165
Total operating expenses								
		1,233		1,277		2,262		2,466
Gains on Sales of Other Assets and Other,								
net		3		1		6		1
Operating Income		386		331		861		694
Other Income and Expenses, net		43		50		82		92
Interest Expense		93		82		190		171
Income Before Income Taxes		336		299		753		615
Income Tax Expense		125		106		276		217
Net Income		211		193		477		398
Other comprehensive income, net of tax								
Reclassification into earnings from								
cash flow hedges <sup>(a)</sup>		2		1		2		1
Comprehensive Income	\$	213	\$	194	\$	479	\$	399

<sup>(</sup>a) Net of \$2 million tax expense for the three and six months ended June 30, 2012 and 2011.

# DUKE ENERGY CAROLINAS, LLC CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

(in millions) ASSETS	June 30, 2012		De	December 31, 2011	
Current Assets					
Cash and cash equivalents	\$	18	\$	289	
Receivables (net of allowance for doubtful accounts of \$3					
at June 30, 2012 and December 31, 2011)		351		1,187	
Restricted receivables of variable interest entities (net of					
allowance for doubtful accounts of \$6 at June 30, 2012 and					
December 31, 2011)		680		581	
Inventory		1,024		917	
Other		327		278	
Total current assets		2,400		3,252	
Investments and Other Assets					
Nuclear decommissioning trust funds		2,204		2,060	
Other		971		968	
Total investments and other assets		3,175		3,028	
Property, Plant and Equipment					
Cost		33,505		32,840	
Accumulated depreciation and amortization		(11,374)		(11,269)	
Generation facilities to be retired, net		73		80	
Net property, plant and equipment		22,204		21,651	
Regulatory Assets and Deferred Debits					
Regulatory assets		1,891		1,894	
Other		68		71	
Total regulatory assets and deferred					
debits		1,959		1,965	
Total Assets	\$	29,738	\$	29,896	

# DUKE ENERGY CAROLINAS, LLC CONDENSED CONSOLIDATED BALANCE SHEETS — (Continued) (Unaudited)

(in millions) LIABILITIES AND MEMBER'S EQUITY	June 30, 2012		December 31, 2011	
Current Liabilities	•	440	Ф	700
Accounts payable	\$	448	\$	793
Taxes accrued		109		126
Interest accrued		95		115
Current maturities of long-term debt		427		1,178
Other		481		398
Total current liabilities		1,560		2,610
Long-term Debt		7,795		7,796
Non-recourse long-term debt of variable interest entities		300		300
Deferred Credits and Other Liabilities				
Deferred income taxes		4,891		4,555
Investment tax credits		230		233
Accrued pension and other post-retirement benefit costs		232		248
Asset retirement obligations		1,904		1,846
Regulatory liabilities		1,993		1,928
Other		900		926