

Ingersoll-Rand plc  
 Form 144  
 March 02, 2010

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

OMB APPROVAL

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FORM 144  
 NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY

DOCUMENT SEQUENCE  
 NO.

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

CUSIP NUMBER

|  |                            |   |   |
|--|----------------------------|---|---|
| 1 (a) NAME OF ISSUER (please type or print)                          | (b) IRS IDENT. NO          | (C) S.E.C. FILE NO.   | WORK LOCATION                             |
| Ingersoll-Rand plc   | 98-0626632                 | 001-34400   |   |
| 1 (d) ADDRESS OF ISSUER  | STREETCITY                 | STATE   | ZIP CODE (e) TELEPHONE NO.                |
| 170/175 Lakeview Drive, Airside Business Park, Swords, Co.           | Dublin                     | Ireland   | AREA NUMBER<br>CODE 18707400<br>+(353)(0) |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER | (c) ADDRESS STREET STATE ZIP CODE   | CITY                                      |
| Herbert L. Henkel  | Director                   | 170/175 Lakeview Drive, Airside Business Park, Swords, Co. Dublin Ireland |   |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a)                                       | (b)  | SEC USE ONLY (c)          | (d)  | (e)                                      | (f)   | (g)  |  |
|---|--|---------------------------|--|--|---|--|--|
| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold (See instr. 3(c)) | Aggregate Market Value (See instr. 3(d)) | Number of Shares or Other Units Outstanding (See instr. 3(e)) | Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | Name of Each Securities Exchange (See instr. 3(g)) |
|   |  |                           | 50,000   | \$1,595,500                              | 321,072,029   | 03/02/10   | NYSE   |

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|                 |  |                           |                           |
|-----------------|--|---------------------------|---------------------------|
| Ordinary Shares | Morgan Stanley Smith Barney, LLC<br>485 Lexington Avenue,<br>11th Floor<br>New York, New York<br>10017 | (as of February 26, 2010) | (as of February 18, 2010) |
|-----------------|--|---------------------------|---------------------------|

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| Ordinary Shares    | 03/02/2010        | Exercise of Stock Options         | Ingersoll-Rand plc   | 50,000                        | 03/02/2010      | Cash              |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

REMARKS:

INSTRUCTIONS: See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

03/02/2010  
DATE OF NOTICE

/s/ Kenneth H. Yi – Attorney-in-Fact

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed

signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

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AOCI Loss Net of Tax

(2) (13) (15)

Portion Expected to be Reclassified to Net Income During the Next Twelve Months

(2) (4) (6)

- (a) Hedging Assets and Hedging Liabilities are included in Risk Management Assets and Liabilities on our Condensed Consolidated Balance Sheet.

The actual amounts that we reclassify from Accumulated Other Comprehensive Income (Loss) to Net Income can differ from the estimate above due to market price changes. As of March 31, 2010, the maximum length of time that we are hedging (with contracts subject to the accounting guidance for “Derivatives and Hedging”) our exposure to variability in future cash flows related to forecasted transactions is 45 months.

#### Credit Risk

We limit credit risk in our wholesale marketing and trading activities by assessing the creditworthiness of potential counterparties before entering into transactions with them and continuing to evaluate their creditworthiness on an ongoing basis. We use Moody’s, S&P and current market-based qualitative and quantitative data to assess the financial health of counterparties on an ongoing basis. If an external rating is not available, an internal rating is generated utilizing a quantitative tool developed by Moody’s to estimate probability of default that corresponds to an implied external agency credit rating.

We use standardized master agreements which may include collateral requirements. These master agreements facilitate the netting of cash flows associated with a single counterparty. Cash, letters of credit and parental/affiliate guarantees may be obtained as security from counterparties in order to mitigate credit risk. The collateral agreements require a counterparty to post cash or letters of credit in the event an exposure exceeds our established threshold. The threshold represents an unsecured credit limit which may be supported by a parental/affiliate guaranty, as determined in accordance with our credit policy. In addition, collateral agreements allow for termination and liquidation of all positions in the event of a failure or inability to post collateral.

#### Collateral Triggering Events

Under a limited number of derivative and non-derivative counterparty contracts primarily related to our pre-2002 risk management activities and under the tariffs of the RTOs and Independent System Operators (ISOs), we are obligated to post an amount of collateral if our credit ratings decline below investment grade. The amount of collateral required fluctuates based on market prices and our total exposure. On an ongoing basis, our risk management organization assesses the appropriateness of these collateral triggering items in contracts. We believe that a downgrade below investment grade is unlikely. The following table represents our aggregate fair value of such derivative contracts, the amount of collateral we would have been required to post for all derivative and non-derivative contracts if the credit ratings had declined below investment grade and how much was attributable to RTO and ISO activities as of March 31, 2010 and December 31, 2009:

Aggregate

Amount

|                   | Fair Value of<br>Derivative<br>Contracts | Amount of Collateral<br>the<br>Registrant<br>Subsidiaries<br>Would Have Been<br>Required to Post<br>(in millions) | Attributable to<br>RTO and ISO<br>Activities |
|-------------------|--|---|--|
| March 31, 2010    | \$ 9                                     | \$ 34   | \$ 32  |
| December 31, 2009 | 10                                       | 34  | 29   |

In addition, a majority of our non-exchange traded commodity contracts contain cross-default provisions that, if triggered, would permit the counterparty to declare a default and require settlement of the outstanding payable. These cross-default provisions could be triggered if there was a non-performance event under borrowed debt in excess of \$50 million. On an ongoing basis, our risk management organization assesses the appropriateness of these cross-default provisions in our contracts. We believe that a non-performance event under these provisions is unlikely. The following table represents the fair value of these derivative liabilities subject to cross-default provisions prior to consideration of contractual netting arrangements, the amount this exposure has been reduced by cash collateral we have posted and if a cross-default provision would have been triggered, the settlement amount that would be required after considering our contractual netting arrangements as of March 31, 2010 and December 31, 2009:

|                   | Liabilities of<br>Contracts with<br>Cross<br>Default Provisions<br>Prior to Contractual<br>Netting<br>Arrangements | Amount of Cash<br>Collateral Posted<br>(in millions) | Additional<br>Settlement Liability<br>if Cross Default<br>Provision is<br>Triggered |
|-------------------|--|--|---|
| March 31, 2010    | \$ 794   | \$ 48  | \$ 287  |
| December 31, 2009 | 567  | 15   | 199   |

## 9. FAIR VALUE MEASUREMENTS

### Fair Value Hierarchy and Valuation Techniques

The accounting guidance for “Fair Value Measurements and Disclosures” establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. When quoted market prices are not available, pricing may be completed using comparable securities, dealer values, operating data and general market conditions to determine fair value. Valuation models utilize various inputs such as commodity, interest rate and, to a lesser degree, volatility and credit that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, market corroborated inputs (i.e. inputs derived principally from, or correlated to, observable market data) and other observable inputs for the asset or liability.

For our commercial activities, exchange traded derivatives, namely futures contracts, are generally fair valued based on unadjusted quoted prices in active markets and are classified as Level 1. Level 2 inputs primarily consist of OTC broker quotes in moderately active or less active markets, as well as exchange traded contracts where there is insufficient market liquidity to warrant inclusion in Level 1. We verify our price curves using these broker quotes and

classify these fair values within Level 2 when substantially all of the fair value can be corroborated. We typically obtain multiple broker quotes, which are non-binding in nature, but are based on recent trades in the marketplace. When multiple broker quotes are obtained, we average the quoted bid and ask prices. In certain circumstances, we may discard a broker quote if it is a clear outlier. We use a historical correlation analysis between the broker quoted location and the illiquid locations and if the points are highly correlated we include these locations within Level 2 as well. Certain OTC and bilaterally executed derivative instruments are executed in less active markets with a lower availability of pricing information. Long-dated and illiquid complex or structured transactions and FTRs can introduce the need for internally developed modeling inputs based upon extrapolations and assumptions of observable market data to estimate fair value. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized as Level 3.

We utilize our trustee’s external pricing service in our estimate of the fair value of the underlying investments held in the nuclear trusts. Our investment managers review and validate the prices utilized by the trustee to determine fair value. We perform our own valuation testing to verify the fair values of the securities. We receive audit reports of our trustee’s operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trusts. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Fixed income securities do not trade on an exchange and do not have an official closing price. Pricing vendors calculate bond valuations using financial models and matrices. Fixed income securities are typically classified as Level 2 holdings because their valuation inputs are based on observable market data. Observable inputs used for valuing fixed income securities are benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data, and economic events. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments.

Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets.

Items classified as Level 2 are primarily investments in individual fixed income securities. These fixed income securities are valued using models with input data as follows:

| Type of Input                   | Type of Fixed Income Security |                |                 |
|---------------------------------|-------------------------------|----------------|-----------------|
|                                 | United States                 |                | State and Local |
|                                 | Government                    | Corporate Debt | Government      |
| Benchmark Yields                | X                             | X              | X               |
| Broker Quotes                   | X                             | X              | X               |
| Discount Margins                | X                             | X              |                 |
| Treasury Market Update          | X                             |                |                 |
| Base Spread                     | X                             | X              | X               |
| Corporate Actions               |                               | X              |                 |
| Ratings Agency Updates          |                               |                | X               |
| Prepayment Schedule and History |                               |                | X               |
| Yield Adjustments               | X                             |                |                 |

#### Fair Value Measurements of Long-term Debt

The fair values of Long-term Debt are based on quoted market prices, without credit enhancements, for the same or similar issues and the current interest rates offered for instruments with similar maturities. These instruments are not

marked-to-market. The estimates presented are not necessarily indicative of the amounts that we could realize in a current market exchange.

The book values and fair values of Long-term Debt as of March 31, 2010 and December 31, 2009 are summarized in the following table:

|                | March 31, 2010 |            | December 31, 2009 |            |
|----------------|----------------|------------|-------------------|------------|
|                | Book Value     | Fair Value | Book Value        | Fair Value |
|                | (in millions)  |            |                   |            |
| Long-term Debt | \$ 17,534      | \$ 18,647  | \$ 17,498         | \$ 18,479  |

#### Fair Value Measurements of Other Temporary Investments

Other Temporary Investments include marketable securities that we intend to hold for less than one year, investments by our protected cell of EIS and funds held by trustees primarily for the payment of debt.

The following is a summary of Other Temporary Investments:

| Other Temporary Investments            | Cost   | March 31, 2010         |                         | Estimated Fair Value |
|--|--------|------------------------|-------------------------|----------------------|
|  |        | Gross Unrealized Gains | Gross Unrealized Losses |                      |
|  |        | (in millions)          |                         |                      |
| Restricted Cash (a)                    | \$ 141 | \$ -                   | \$ -                    | \$ 141               |
| Fixed Income Securities – Mutual Funds | 58     | -                      | -                       | 58                   |
| Equity Securities:                     |        |                        |                         |                      |
| Domestic                               | 1      | 15                     | -                       | 16                   |
| Mutual Funds                           | 18     | 5                      | -                       | 23                   |
| Total Other Temporary Investments      | \$ 218 | \$ 20                  | \$ -                    | \$ 238               |

| Other Temporary Investments       | Cost   | December 31, 2009      |                         | Estimated Fair Value |
|-----------------------------------|--------|------------------------|-------------------------|----------------------|
|                                   |        | Gross Unrealized Gains | Gross Unrealized Losses |                      |
|                                   |        | (in millions)          |                         |                      |
| Cash and Cash Equivalents (a)     | \$ 223 | \$ -                   | \$ -                    | \$ 223               |
| Debt Securities                   | 102    | -                      | -                       | 102                  |
| Equity Securities                 | 19     | 19                     | -                       | 38                   |
| Total Other Temporary Investments | \$ 344 | \$ 19                  | \$ -                    | \$ 363               |

(a) Primarily represents amounts held for the payment of debt.

The following table provides the activity for our debt and equity securities within Other Temporary Investments for the three months ended March 31, 2010 and 2009:

| Three Months Ended March 31, | Proceeds From Investment Sales | Purchases of Investments | Gross Realized            | Gross Realized             |
|------------------------------|--------------------------------|--------------------------|---------------------------|----------------------------|
|                              |                                |                          | Gains on Investment Sales | Losses on Investment Sales |
|                              |                                |                          | (in millions)             |                            |
| 2010                         | \$ 241                         | \$ 197                   | \$ -                      | \$ -                       |

2009

At March 31, 2010, we had no Other Temporary Investments with an unrealized loss position. At March 31, 2010, debt securities primarily include debt based mutual funds with short and intermediate maturities and variable rate demand notes.

#### Fair Value Measurements of Trust Assets for Decommissioning and SNF Disposal

Nuclear decommissioning and spent nuclear fuel trust funds represent funds that regulatory commissions allow us to collect through rates to fund future decommissioning and spent nuclear fuel disposal liabilities. By rules or orders, the IURC, the MPSC and the FERC established investment limitations and general risk management guidelines. In general, limitations include:

- Acceptable investments (rated investment grade or above when purchased).
- Maximum percentage invested in a specific type of investment.
- Prohibition of investment in obligations of AEP or its affiliates.
- Withdrawals permitted only for payment of decommissioning costs and trust expenses.
- Target asset allocation is 50% fixed income and 50% equity securities.

We maintain trust records for each regulatory jurisdiction. These funds are managed by external investment managers who must comply with the guidelines and rules of the applicable regulatory authorities. The trust assets are invested to optimize the net of tax earnings of the trust giving consideration to liquidity, risk, diversification and other prudent investment objectives.

I&M records securities held in trust funds for decommissioning nuclear facilities and for the disposal of SNF at fair value. I&M classifies securities in the trust funds as available-for-sale due to their long-term purpose. The assessment of whether an investment in a debt security has suffered an other-than-temporary impairment is based on whether the investor has the intent to sell or more likely than not will be required to sell the debt security before recovery of its amortized costs. The assessment of whether an investment in an equity security has suffered an other-than-temporary impairment, among other things, is based on whether the investor has the ability and intent to hold the investment to recover its value. Other-than-temporary impairments for investments in both debt and equity securities are considered realized losses as a result of securities being managed by an external investment management firm. The external investment management firm makes specific investment decisions regarding the equity and debt investments held in these trusts and generally intends to sell debt securities in an unrealized loss position as part of a tax optimization strategy. I&M records unrealized gains and other-than-temporary impairments from securities in these trust funds as adjustments to the regulatory liability account for the nuclear decommissioning trust funds and to regulatory assets or liabilities for the SNF disposal trust funds in accordance with their treatment in rates. The gains, losses or other-than-temporary impairments shown below did not affect earnings or AOCI. The trust assets are recorded by jurisdiction and may not be used for another jurisdictions' liabilities. Regulatory approval is required to withdraw decommissioning funds.

The following is a summary of nuclear trust fund investments at March 31, 2010 and December 31, 2009:

|                           | March 31, 2010             |                              |   | December 31, 2009          |                              |   |
|---------------------------|----------------------------|------------------------------|---|----------------------------|------------------------------|---|
|                           | Estimated<br>Fair<br>Value | Gross<br>Unrealized<br>Gains | Other-Than-<br>Temporary<br>Impairments | Estimated<br>Fair<br>Value | Gross<br>Unrealized<br>Gains | Other-Than-<br>Temporary<br>Impairments |
| Cash and Cash Equivalents | \$ 16                      | \$ -                         | \$ -                                    | \$ 14                      | \$ -                         | \$ -                                    |
| Fixed Income Securities:  |                            |                              |   |                            |                              |   |



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|   |          |        |           |          |        |           |
|---|----------|--------|-----------|----------|--------|-----------|
| United States Government                      | 451      | 15     | (2 )      | 401      | 13     | (4 )      |
| Corporate Debt                                | 59       | 5      | (2 )      | 57       | 5      | (2 )      |
| State and Local Government                    | 326      | 3      | -         | 369      | 8      | 1         |
| Subtotal Fixed Income Securities              | 836      | 23     | (4 )      | 827      | 26     | (5 )      |
| Equity Securities – Domestic                  | 581      | 261    | (118 )    | 551      | 234    | (119 )    |
| Spent Nuclear Fuel and Decommissioning Trusts | \$ 1,433 | \$ 284 | \$ (122 ) | \$ 1,392 | \$ 260 | \$ (124 ) |

The following table provides the securities activity within the decommissioning and SNF trusts for the three months ended March 31, 2010 and 2009:

| Three Months Ended March 31, | Proceeds From Investment Sales | Purchases of Investments | Gross Realized            |                            |
|------------------------------|--------------------------------|--------------------------|---------------------------|----------------------------|
|                              |                                |                          | Gains on Investment Sales | Losses on Investment Sales |
| 2010                         | \$ 232                         | \$ 248                   | \$ 5                      | \$ -                       |
| 2009                         | 158                            | 178                      | 3                         | -                          |

(in millions)

The adjusted cost of debt securities was \$813 million and \$801 million as of March 31, 2010 and December 31, 2009, respectively.

The fair value of debt securities held in the nuclear trust funds, summarized by contractual maturities, at March 31, 2010 was as follows:

|                    | Fair Value of Debt Securities (in millions) |
|--------------------|---|
| Within 1 year      | \$ 15                                       |
| 1 year – 5 years   | 309   |
| 5 years – 10 years | 256   |
| After 10 years     | 256   |
| Total              | \$ 836                                      |

#### Fair Value Measurements of Financial Assets and Liabilities

The following tables set forth, by level within the fair value hierarchy, our financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2010 and December 31, 2009. As required by the accounting guidance for “Fair Value Measurements and Disclosures,” financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There have not been any significant changes in AEP’s valuation techniques.

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Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

|   | Level 1  | Level 2  | Level 3<br>(in millions) | Other      | Total    |
|---|----------|----------|--------------------------|------------|----------|
| Assets:   |          |          |                          |            |          |
| Cash and Cash Equivalents (a)                       | \$ 733   | \$ -     | \$ -                     | \$ 85      | \$ 818   |
| Other Temporary Investments                         |          |          |                          |            |          |
| Restricted Cash (a)                                 | 106      | -        | -                        | 35         | 141      |
| Fixed Income Securities – Mutual Funds              | 58       | -        | -                        | -          | 58       |
| Equity Securities (c):                              |          |          |                          |            |          |
| Domestic  | 16       | -        | -                        | -          | 16       |
| Mutual Funds  | 23       | -        | -                        | -          | 23       |
| Total Other Temporary Investments                   | 203      | -        | -                        | 35         | 238      |
| Risk Management Assets                              |          |          |                          |            |          |
| Risk Management Commodity                           |          |          |                          |            |          |
| Contracts (d) (g)                                   | 22       | 2,360    | 148                      | (1,839)    | 691      |
| Cash Flow Hedges:                                   |          |          |                          |            |          |
| Commodity Hedges (d)                                | 11       | 20       | -                        | (15)       | 16       |
| Dedesignated Risk Management                        |          |          |                          |            |          |
| Contracts (e)                                       | -        | -        | -                        | 65         | 65       |
| Total Risk Management Assets                        | 33       | 2,380    | 148                      | (1,789)    | 772      |
| Spent Nuclear Fuel and Decommissioning Trusts       |          |          |                          |            |          |
| Cash and Cash Equivalents (f)                       | -        | 6        | -                        | 10         | 16       |
| Fixed Income Securities:                            |          |          |                          |            |          |
| United States Government                            | -        | 451      | -                        | -          | 451      |
| Corporate Debt                                      | -        | 59       | -                        | -          | 59       |
| State and Local Government                          | -        | 326      | -                        | -          | 326      |
| Subtotal Fixed Income Securities                    | -        | 836      | -                        | -          | 836      |
| Equity Securities – Domestic (c)                    | 581      | -        | -                        | -          | 581      |
| Total Spent Nuclear Fuel and Decommissioning Trusts | 581      | 842      | -                        | 10         | 1,433    |
| Total Assets  | \$ 1,550 | \$ 3,222 | \$ 148                   | \$ (1,659) | \$ 3,261 |
| Liabilities:  |          |          |                          |            |          |
| Risk Management Liabilities                         |          |          |                          |            |          |
| Risk Management Commodity                           |          |          |                          |            |          |
| Contracts (d) (g)                                   | \$ 27    | \$ 2,238 | \$ 32                    | \$ (1,973) | \$ 324   |
| Cash Flow Hedges:                                   |          |          |                          |            |          |
| Commodity Hedges (d)                                | 2        | 27       | -                        | (15)       | 14       |
| Interest Rate/Foreign Currency                      |          |          |                          |            |          |
| Hedges  | -        | 6        | -                        | -          | 6        |
| Total Risk Management Liabilities                   | \$ 29    | \$ 2,271 | \$ 32                    | \$ (1,988) | \$ 344   |

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Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

|  | Level 1         | Level 2         | Level 3<br>(in millions) | Other           | Total           |
|--|-----------------|-----------------|--------------------------|-----------------|-----------------|
| <b>Assets:</b>                                       |                 |                 |                          |                 |                 |
| Cash and Cash Equivalents (a)                        | \$ 427          | \$ -            | \$ -                     | \$ 63           | \$ 490          |
| <b>Other Temporary Investments</b>                   |                 |                 |                          |                 |                 |
| Cash and Cash Equivalents (a)                        | 198             | -               | -                        | 25              | 223             |
| Debt Securities (b)                                  | 57              | 45              | -                        | -               | 102             |
| Equity Securities (c)                                | 38              | -               | -                        | -               | 38              |
| Total Other Temporary Investments                    | 293             | 45              | -                        | 25              | 363             |
| <b>Risk Management Assets</b>                        |                 |                 |                          |                 |                 |
| Risk Management Contracts (d) (h)                    | 8               | 1,609           | 72                       | (1,119)         | 570             |
| Cash Flow Hedges (d)                                 | 1               | 11              | -                        | (4)             | 8               |
| <b>Dedesignated Risk Management</b>                  |                 |                 |                          |                 |                 |
| Contracts (e)  | -               | -               | -                        | 25              | 25              |
| Total Risk Management Assets                         | 9               | 1,620           | 72                       | (1,098)         | 603             |
| <b>Spent Nuclear Fuel and Decommissioning Trusts</b> |                 |                 |                          |                 |                 |
| Cash and Cash Equivalents (f)                        | -               | 3               | -                        | 11              | 14              |
| <b>Fixed Income Securities:</b>                      |                 |                 |                          |                 |                 |
| United States Government                             | -               | 401             | -                        | -               | 401             |
| Corporate Debt                                       | -               | 57              | -                        | -               | 57              |
| State and Local Government                           | -               | 369             | -                        | -               | 369             |
| Subtotal Fixed Income Securities                     | -               | 827             | -                        | -               | 827             |
| Equity Securities (c)                                | 551             | -               | -                        | -               | 551             |
| Total Spent Nuclear Fuel and Decommissioning Trusts  | 551             | 830             | -                        | 11              | 1,392           |
| <b>Total Assets</b>                                  | <b>\$ 1,280</b> | <b>\$ 2,495</b> | <b>\$ 72</b>             | <b>\$ (999)</b> | <b>\$ 2,848</b> |
| <b>Liabilities:</b>                                  |                 |                 |                          |                 |                 |
| <b>Risk Management Liabilities</b>                   |                 |                 |                          |                 |                 |
| Risk Management Contracts (d) (h)                    | \$ 11           | \$ 1,415        | \$ 10                    | \$ (1,205)      | \$ 231          |
| Cash Flow Hedges (d)                                 | -               | 21              | -                        | (4)             | 17              |
| Total Risk Management Liabilities                    | \$ 11           | \$ 1,436        | \$ 10                    | \$ (1,209)      | \$ 248          |

(a) Amounts in “Other” column primarily represent cash deposits in bank accounts with financial institutions or with third parties. Level 1 amounts primarily represent investments in money market funds.

(b) Amounts represent debt-based mutual funds.

(c) Amounts represent publicly traded equity securities and equity-based mutual funds.

(d) Amounts in “Other” column primarily represent counterparty netting of risk management and hedging contracts and associated cash collateral under the accounting guidance for “Derivatives and Hedging.”

(e)

Represents contracts that were originally MTM but were subsequently elected as normal under the accounting guidance for “Derivatives and Hedging.” At the time of the normal election, the MTM value was frozen and no longer fair valued. This MTM value will be amortized into revenues over the remaining life of the contracts.

- (f) Amounts in “Other” column primarily represent accrued interest receivables from financial institutions. Level 2 amounts primarily represent investments in money market funds.
- (g) The March 31, 2010 maturity of the net fair value of risk management commodity contracts prior to cash collateral, assets/(liabilities), is as follows: Level 1 matures (\$1) million in 2010, (\$2) million in periods 2011-2013 and (\$2) million in periods 2014-2015; Level 2 matures \$44 million in 2010, \$57 million in periods 2011-2013, \$0 million in periods 2014-2015 and \$21 million in periods 2016-2028; Level 3 matures \$28 million in 2010, \$35 million in periods 2011-2013, \$29 million in periods 2014-2015 and \$24 million in periods 2016-2028. Risk management commodity contracts are substantially comprised of power contracts.
- (h) The December 31, 2009 maturity of the net fair value of risk management contracts prior to cash collateral, assets/(liabilities), is as follows: Level 1 matures (\$1) million in 2010, (\$1) million in periods 2011-2013 and (\$1) million in periods 2014-2015; Level 2 matures \$65 million in 2010, \$84 million in periods 2011-2013, \$22 million in periods 2014-2015 and \$23 million in periods 2016-2028; Level 3 matures \$17 million in 2010, \$16 million in periods 2011-2013, \$8 million in periods 2014-2015 and \$21 million in periods 2016-2028.

There have been no transfers between Level 1 and Level 2 during the three months ended March 31, 2010.

The following tables set forth a reconciliation of changes in the fair value of net trading derivatives and other investments classified as Level 3 in the fair value hierarchy:

| Three Months Ended March 31, 2010  | Net Risk<br>Management<br>Assets<br>(Liabilities)<br>(in millions) |
|--|--|
| Balance as of January 1, 2010  | \$ 62  |
| Realized Gain (Loss) Included in Net Income (or Changes in Net Assets) (a) (b)   | 27   |
| Unrealized Gain (Loss) Included in Net Income (or Changes in Net Assets) Relating to Assets Still Held at the Reporting Date (a) | 24   |
| Realized and Unrealized Gains (Losses) Included in Other Comprehensive Income  | -  |
| Purchases, Issuances and Settlements (c)   | (31)   |
| Transfers into Level 3 (d) (h)   | 15   |
| Transfers out of Level 3 (e) (h)   | 1  |
| Changes in Fair Value Allocated to Regulated Jurisdictions (g)   | 18   |
| Balance as of March 31, 2010   | \$ 116   |

| Three Months Ended March 31, 2009  | Net Risk<br>Management<br>Assets<br>(Liabilities)<br>(in millions) |
|--|--|
| Balance as of January 1, 2009  | \$ 49  |
| Realized (Gain) Loss Included in Net Income (or Changes in Net Assets) (a)   | (12)   |
| Unrealized Gain (Loss) Included in Net Income (or Changes in Net Assets) Relating to Assets Still Held at the Reporting Date (a) | 59   |
| Realized and Unrealized Gains (Losses) Included in Other Comprehensive Income  | -  |

|  |       |
|--|-------|
| Purchases, Issuances and Settlements                           | -     |
| Transfers in and/or out of Level 3 (f)                         | (25 ) |
| Changes in Fair Value Allocated to Regulated Jurisdictions (g) | 15    |
| Balance as of March 31, 2009                                   | \$ 86 |

- (a) Included in revenues on our Condensed Consolidated Statements of Income.
- (b) Represents the change in fair value between the beginning of the reporting period and the settlement of the risk management commodity contract.
- (c) Represents the settlement of risk management commodity contracts for the reporting period.
- (d) Represents existing assets or liabilities that were previously categorized as Level 2.
- (e) Represents existing assets or liabilities that were previously categorized as Level 3.
- (f) Represents existing assets or liabilities that were either previously categorized as a higher level for which the inputs to the model became unobservable or assets and liabilities that were previously classified as Level 3 for which the lowest significant input became observable during the period.
- (g) Relates to the net gains (losses) of those contracts that are not reflected on our Condensed Consolidated Statements of Income. These net gains (losses) are recorded as regulatory liabilities/assets.
- (h) Transfers are recognized based on their value at the beginning of the reporting period that the transfer occurred.

## 10. INCOME TAXES

We, along with our subsidiaries, file a consolidated federal income tax return. The allocation of the AEP System's current consolidated federal income tax to the AEP System companies allocates the benefit of current tax losses to the AEP System companies giving rise to such losses in determining their current tax expense. The tax benefit of the Parent is allocated to our subsidiaries with taxable income. With the exception of the loss of the Parent, the method of allocation reflects a separate return result for each company in the consolidated group.

We are no longer subject to U.S. federal examination for years before 2001. We have completed the exam for the years 2001 through 2006 and have issues that we are pursuing at the appeals level. The years 2007 and 2008 are currently under examination. Although the outcome of tax audits is uncertain, in management's opinion, adequate provisions for income taxes have been made for potential liabilities resulting from such matters. In addition, we accrue interest on these uncertain tax positions. We are not aware of any issues for open tax years that upon final resolution are expected to have a material adverse effect on net income.

We, along with our subsidiaries, file income tax returns in various state, local and foreign jurisdictions. These taxing authorities routinely examine our tax returns and we are currently under examination in several state and local jurisdictions. We believe that we have filed tax returns with positions that may be challenged by these tax authorities. However, management believes that the ultimate resolution of these audits will not materially impact net income. With few exceptions, we are no longer subject to state, local or non-U.S. income tax examinations by tax authorities for years before 2000.

### Federal Legislation

The Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act (Health Care Acts) were enacted in March 2010. The Health Care Acts amend tax rules so that the portion of employer health care costs that are reimbursed by the Medicare Part D prescription drug subsidy will no longer be deductible by the employer for federal income tax purposes effective for years beginning after December 31, 2012. Because of the loss of the future tax deduction, a reduction in the deferred tax asset related to the nondeductible OPEB liabilities accrued to date was recorded in March 2010. This reduction did not materially affect our cash flows or financial

condition. For the three months ended March 31, 2010, deferred tax assets decreased \$56 million, partially offset by recording net tax regulatory assets of \$35 million in our jurisdictions with regulated operations, resulting in a decrease in net income of \$21 million.

## 11. FINANCING ACTIVITIES

### Long-term Debt

| Type of Debt                      | March 31,<br>2010 | December 31,<br>2009 |
|-----------------------------------|-------------------|----------------------|
|                                   | (in millions)     |                      |
| Senior Unsecured Notes            | \$ 12,423         | \$ 12,416            |
| Pollution Control Bonds           | 2,263             | 2,159                |
| Notes Payable                     | 316               | 326                  |
| Securitization Bonds              | 1,909             | 1,995                |
| Junior Subordinated Debentures    | 315               | 315                  |
| Spent Nuclear Fuel Obligation (a) | 265               | 265                  |
| Other Long-term Debt              | 88                | 88                   |
| Unamortized Discount (net)        | (45 )             | (66 )                |
| Total Long-term Debt Outstanding  | 17,534            | 17,498               |
| Less Portion Due Within One Year  | 1,253             | 1,741                |
| Long-term Portion                 | \$ 16,281         | \$ 15,757            |

- (a) Pursuant to the Nuclear Waste Policy Act of 1982, I&M (a nuclear licensee) has an obligation to the United States Department of Energy for spent nuclear fuel disposal. The obligation includes a one-time fee for nuclear fuel consumed prior to April 7, 1983. Trust fund assets related to this obligation of \$306 million at March 31, 2010 and December 31, 2009 are included in Spent Nuclear Fuel and Decommissioning Trusts on our Condensed Consolidated Balance Sheets.

Long-term debt and other securities issued, retired and principal payments made during the first three months of 2010 are shown in the tables below.

| Company         | Type of Debt            | Principal<br>Amount<br>(in millions) | Interest Rate<br>(%) | Due Date |
|-----------------|-------------------------|--------------------------------------|----------------------|----------|
| Issuances:      |                         |                                      |                      |          |
| APCo            | Pollution Control Bonds | \$ 18                                | 4.625                | 2021     |
| CSPCo           | Floating Rate Notes     | 150                                  | Variable             | 2012     |
| OPCo            | Pollution Control Bonds | 86                                   | 3.125                | 2043     |
| SWEPCo          | Senior Unsecured Notes  | 350                                  | 6.20                 | 2040     |
| SWEPCo          | Pollution Control Bonds | 54                                   | 3.25                 | 2015     |
| Total Issuances |                         | \$ 658 (a)                           |                      |          |

The above borrowing arrangements do not contain guarantees, collateral or dividend restrictions.

- (a) Amount indicated on statement of cash flows of \$652 million is net of issuance costs and premium or discount.

| Company | Type of Debt | Principal<br>Amount Paid<br>(in millions) | Interest Rate<br>(%) | Due Date |
|---------|--------------|---|----------------------|----------|
|---------|--------------|---|----------------------|----------|

Retirements  
and Principal  
Payments:

|  |                         |    |     |          |      |
|--|-------------------------|----|-----|----------|------|
| AEP  | Senior Unsecured Notes  | \$ | 490 | 5.375    | 2010 |
| SWEPCo   | Pollution Control Bonds |    | 54  | Variable | 2019 |
| Non-Registrant:                                |                         |    |     |          |      |
| AEP Subsidiaries                               | Notes Payable           |    | 4   | Variable | 2017 |
| AEGCo  | Senior Unsecured Notes  |    | 4   | 6.33     | 2037 |
| TCC  | Securitization Bonds    |    | 32  | 5.56     | 2010 |
| TCC  | Securitization Bonds    |    | 54  | 4.98     | 2010 |
| Total Retirements<br>and Principal<br>Payments |                         | \$ | 638 |          |      |

As of March 31, 2010, trustees held, on our behalf, \$303 million of our reacquired auction-rate tax-exempt long-term debt.

In April 2010, OPCo retired \$400 million of variable rate Senior Unsecured Notes due in 2010 and I&M issued \$85 million of 4.00% Notes Payable due in 2014.

## Dividend Restrictions

The holders of our common stock are entitled to receive the dividends declared by our Board of Directors provided funds are legally available for such dividends. Our income derives from our common stock equity in the earnings of our utility subsidiaries. Various financing arrangements, charter provisions and regulatory requirements may impose certain restrictions on the ability of our utility subsidiaries to transfer funds to us in the form of dividends.

The Federal Power Act prohibits the utility subsidiaries from participating “in the making or paying of any dividends of such public utility from any funds properly included in capital account.” The term “capital account” is not defined in the Federal Power Act or its regulations. Management understands “capital account” to mean the par value of the common stock multiplied by the number of shares outstanding. This restriction does not limit the ability of the utility subsidiaries to pay dividends out of retained earnings.

We have issued \$315 million of Junior Subordinated Debentures. The debentures will mature on March 1, 2063, subject to extensions to no later than March 1, 2068. We have the option to defer interest payments on the debentures for one or more periods of up to 10 consecutive years per period. During any period in which we defer interest payments, we may not declare or pay any dividends or distributions on, or redeem, repurchase or acquire our common stock. We do not anticipate any deferral of those interest payments in the foreseeable future.

Pursuant to the leverage restrictions in our credit agreements, as of March 31, 2010, none of our retained earnings were restricted for the purpose of the payment of dividends.

## Short-term Debt

Our outstanding short-term debt was as follows:

| Type of Debt | March 31, 2010        |                      | December 31, 2009     |                      |
|--------------|-----------------------|----------------------|-----------------------|----------------------|
|              | Outstanding<br>Amount | Interest<br>Rate (a) | Outstanding<br>Amount | Interest<br>Rate (a) |

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|  | (in<br>millions) |       | (in<br>millions) |       |
|--|------------------|-------|------------------|-------|
| Securitized Debt for Receivables (b)       | \$ 651           | 0.24% | \$ -             | -     |
| Commercial Paper                           | 399              | 0.35% | 119              | 0.26% |
| Line of Credit – Sabine Mining Company (c) | 13               | 2.12% | 7                | 2.06% |
| Total                                      | \$ 1,063         |       | \$ 126           |       |

- (a) Weighted average rate.
- (b) Amount of securitized debt for receivables as accounted for under the “Transfers and Servicing” accounting guidance. See “ASU 2009-16 ‘Transfers and Servicing’ ” section of Note 2.
- (c) Sabine Mining Company is a consolidated variable interest entity. This line of credit does not reduce available liquidity under AEP’s credit facilities.

### Credit Facilities

We have credit facilities totaling \$3 billion to support our commercial paper program. The facilities are structured as two \$1.5 billion credit facilities, of which \$750 million may be issued under each credit facility as letters of credit. As of March 31, 2010, the maximum future payments for letters of credit issued under the two \$1.5 billion credit facilities were \$175 million.

We have a \$627 million 3-year credit agreement. Under the facility, we may issue letters of credit. As of March 31, 2010, \$477 million of letters of credit were issued by subsidiaries under the 3-year credit agreement to support variable rate Pollution Control Bonds.

### Securitized Accounts Receivable – AEP Credit

AEP Credit has a sale of receivables agreement with bank conduits. Under the sale of receivables agreement, AEP Credit sells an interest in the receivables it acquires from affiliated utility subsidiaries to the bank conduits and receives cash. Prior to January 1, 2010, this transaction constituted a sale of receivables in accordance with the accounting guidance for “Transfers and Servicing,” allowing the receivables to be removed from our Condensed Consolidated Balance Sheet. See “ASU 2009-16 ‘Transfers and Servicing’ ” section of Note 2 for discussion of impact of new accounting guidance effective January 1, 2010 whereby such future transactions do not constitute a sale of receivables and will be accounted for as financing. AEP Credit continues to service the receivables. We entered into these securitized transactions to allow AEP Credit to repay its outstanding debt obligations, continue to purchase our operating companies’ receivables and accelerate AEP Credit’s cash collections.

Accounts receivable information for AEP Credit is as follows:

|   | Three Months<br>Ended<br>March 31, 2010<br>(in millions) |                      |
|---|--|----------------------|
| Credit Losses Related to Securitized Accounts<br>Receivable | \$   | 4                    |
|   | March 31,<br>2010  | December 31,<br>2009 |
|   | (in millions)  |                      |
| Total Principal Outstanding                                 | \$ 651   | \$ 656               |



|  |    |     |
|--|----|-----|
| Derecognized Accounts Receivable           | -  | 631 |
| Delinquent Securitized Accounts Receivable | 37 | 29  |

As of March 31, 2010, AEP Credit's bad debt reserves related to the securitized accounts receivable was \$24 million. Customer accounts receivable retained and securitized for the electric operating companies are managed by AEP Credit. AEP Credit's delinquent customer accounts receivable represents accounts greater than 30 days past due.

## 12. COMPANY-WIDE STAFFING AND BUDGET REVIEW

In April 2010, we began initiatives to decrease both labor and non-labor expenses with a goal of achieving significant reductions in operation and maintenance expenses. One initiative is to offer a one-time voluntary severance program. Participating employees will receive two weeks of base pay for every year of service. It is anticipated that more than 2,000 employees will accept voluntary severances and terminate employment no later than May 2010. The second simultaneous initiative will involve all business units and departments seeking to identify process improvements, streamlined organizational designs and other efficiencies that can deliver additional lasting savings. There is the potential that actions taken as a result of this effort could lead to some involuntary separations. Affected employees would receive the same severance package as those who volunteered.

We expect to record a charge to expense in the second quarter of 2010 related to these initiatives. At this time, we are unable to predict the impact of these initiatives on net income, cash flows and financial condition.

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APPALACHIAN POWER COMPANY  
AND SUBSIDIARIES

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APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS

First Quarter of 2010 Compared to First Quarter of 2009

Reconciliation of First Quarter of 2009 to First Quarter of 2010  
Net Income  
(in millions)

|                                 |       |
|---------------------------------|-------|
| First Quarter of 2009           | \$ 74 |
| Changes in Gross Margin:        |       |
| Retail Margins                  | 42    |
| Off-system Sales                | 3     |
| Transmission Revenues           | 1     |
| Other                           | (1)   |
| Total Change in Gross Margin    | 45    |
| Total Expenses and Other:       |       |
| Other Operation and Maintenance | (32)  |
| Depreciation and Amortization   | (7)   |
| Taxes Other Than Income Taxes   | (2)   |
| Other Income                    | (2)   |
| Carrying Costs Income           | 2     |
| Interest Expense                | (2)   |
| Total Expenses and Other        | (43)  |
| Income Tax Expense              | (6)   |
| First Quarter of 2010           | \$ 70 |

The major components of the increase in Gross Margin, defined as revenues less the related direct cost of fuel, including consumption of chemicals and emissions allowances, and purchased power were as follows:

- Retail Margins increased \$42 million primarily due to the following:
  - A \$52 million increase in rate relief primarily due to the impact of the Virginia interim rate increase implemented in December 2009, subject to refund, an increase in the recovery of E&R costs in Virginia and an increase in the recovery of construction financing costs in West Virginia.
  - A \$20 million increase in residential usage primarily due to a 17% increase in heating degree days.

These increases were partially offset by:

- A \$19 million decrease due to higher capacity settlement expenses under the Interconnection Agreement net of recovery in West Virginia and environmental deferrals in Virginia.
- An \$11 million decrease in industrial sales primarily due to suspended operations by APCo's largest customer, Century Aluminum.

- Margins from Off-system Sales increased \$3 million primarily due to higher physical sales volumes reflecting favorable generation availability, partially offset by lower trading and marketing margins.

Total Expenses and Other and Income Tax Expense changed between years as follows:

- Other Operation and Maintenance expenses increased \$32 million primarily due to the following:
  - A \$13 million increase in employee benefit expenses.
  - An \$8 million increase related to the reduction of a 2009 regulatory asset for the over-recovery of transmission costs.
  - A \$7 million increase in maintenance expenses resulting primarily from a planned outage at the Amos Plant and snow storm damage restoration.
- Depreciation and Amortization expenses increased \$7 million primarily due to a greater depreciation base resulting from environmental upgrades at the Amos and Mountaineer Plants and the amortization of carrying charges and depreciation expenses being collected through the Virginia E&R surcharges.
- Income Tax Expense increased \$6 million primarily due to the regulatory accounting treatment of state income taxes and other book/tax differences which are accounted for on a flow-through basis.

## FINANCIAL CONDITION

### LIQUIDITY

APCo participates in the Utility Money Pool, which provides access to AEP's liquidity. APCo has \$150 million of Senior Unsecured Notes and \$50 million of Pollution Control Bonds that will mature in 2010. APCo relies upon ready access to capital markets, cash flows from operations and access to the Utility Money Pool to fund its maturities, current operations and capital expenditures. See the "Combined Management's Discussion and Analysis of Registrant Subsidiaries" section for additional discussion of liquidity.

### Credit Ratings

APCo's credit ratings as of March 31, 2010 were as follows:

|                       | Moody's | S&P | Fitch |
|-----------------------|---------|-----|-------|
| Senior Unsecured Debt | Baa2    | BBB | BBB   |

Moody's, S&P and Fitch have APCo on stable outlook. Downgrades from any of the rating agencies could increase APCo's borrowing costs.

### CASH FLOW

Cash flows for the three months ended March 31, 2010 and 2009 were as follows:

|  | 2010           | 2009      |
|--|----------------|-----------|
|  | (in thousands) |           |
| Cash and Cash Equivalents at Beginning of Period | \$ 2,006       | \$ 1,996  |
| Cash Flows from (Used for):                      |                |           |
| Operating Activities                             | 178,522        | (29,207)  |
| Investing Activities                             | (167,978)      | (220,590) |
| Financing Activities                             | (10,308)       | 250,355   |

|                                     |    |       |    |       |
|-------------------------------------|----|-------|----|-------|
| Net Increase in Cash and Cash       |    |       |    |       |
| Equivalents                         |    | 236   |    | 558   |
| Cash and Cash Equivalents at End of |    |       |    |       |
| Period                              | \$ | 2,242 | \$ | 2,554 |

### Operating Activities

Net Cash Flows from Operating Activities were \$179 million in 2010. APCo produced Net Income of \$70 million during the period and a noncash expense item of \$77 million for Depreciation and Amortization. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital relates to a number of items. The \$98 million outflow from Accounts Payable was primarily due to the placement of FGD equipment into service at the Amos Plant and decreased purchases of energy from the system pool. The \$81 million inflow from Accounts Receivable, Net was primarily due to a decrease in accrued revenues due to usual seasonal fluctuations and timing of settlements of receivables from affiliated companies. The \$41 million inflow from Fuel, Materials and Supplies was primarily due to a reduction in fuel inventory and a decrease in the average cost per ton.

Net Cash Flows Used for Operating Activities were \$29 million in 2009. APCo produced Net Income of \$74 million during the period and had noncash expense items of \$80 million for Deferred Income Taxes and \$70 million for Depreciation and Amortization. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital relates to a number of items. The \$116 million cash outflow from Accounts Payable was primarily due to APCo's provision for revenue refund of \$77 million which was paid in the first quarter 2009 to the AEP West companies as part of the FERC's recent order on the SIA. The \$71 million change in Fuel Over/Under-Recovery, Net resulted in a net under-recovery of fuel cost in both Virginia and West Virginia.

### Investing Activities

Net Cash Flows Used for Investing Activities during 2010 and 2009 were \$168 million and \$221 million, respectively. Construction expenditures of \$167 million and \$221 million in 2010 and 2009, respectively, were primarily for projects to improve service reliability for transmission and distribution, as well as environmental upgrades. Environmental upgrades primarily include the installation of FGD equipment at the Amos and Mountaineer Plants.

### Financing Activities

Net Cash Flows Used for Financing Activities were \$10 million in 2010. APCo had a net increase of \$118 million in borrowings from the Utility Money Pool. APCo retired \$100 million of Notes Payable - Affiliated and issued \$17.5 million of Pollution Control Bonds in 2010. In addition, APCo paid \$44 million in dividends on common stock.

Net Cash Flows from Financing Activities were \$250 million in 2009. APCo issued \$350 million of Senior Unsecured Notes in March 2009. APCo had a net decrease of \$74 million in borrowings from the Utility Money Pool.

Long-term debt issuances, retirements and principal payments made during the first three months of 2010 were:

#### Issuances

| Type of Debt | Principal<br>Amount<br>(in thousands) | Interest<br>Rate<br>(%) | Due<br>Date |
|--------------|---------------------------------------|-------------------------|-------------|
|--------------|---------------------------------------|-------------------------|-------------|

|                         |    |        |       |      |
|-------------------------|----|--------|-------|------|
| Pollution Control Bonds | \$ | 17,500 | 4.625 | 2021 |
|-------------------------|----|--------|-------|------|

## Retirements and Principal Payments

| Type of Debt               | Principal Amount Paid<br>(in thousands) | Interest Rate<br>(%) | Due Date |
|----------------------------|---|----------------------|----------|
| Notes Payable – Affiliated | \$ 100,000                              | 4.708                | 2010     |
| Land Note                  | 4                                       | 13.718               | 2026     |

## SUMMARY OBLIGATION INFORMATION

A summary of contractual obligations is included in the 2009 Annual Report and has not changed significantly from year-end other than the debt issuances and retirements discussed in “Cash Flow” above.

## REGULATORY ACTIVITY

## Virginia Regulatory Activity

In July 2009, APCo filed a generation and distribution base rate increase with the Virginia SCC of \$154 million annually based on a 13.35% return on common equity. The Virginia SCC staff and intervenors have recommended revenue increases ranging from \$33 million to \$94 million. The new interim rates, subject to refund, became effective in December 2009 but were discontinued in February 2010 when Virginia newly enacted legislation suspended the collection of interim rates. The Virginia SCC is required to issue a final order no later than July 2010 with new rates effective August 2010.

## West Virginia Regulatory Activity

APCo provided notice to the WVPSC that it intends to file a base rate case during 2010.

In a 2009 proceeding established by the WVPSC to explore options to meet WPCo's future power supply requirements, the WVPSC issued an order approving a joint stipulation among APCo, WPCo, the WVPSC staff and the Consumer Advocate Division. The order approved the recommendation of the signatories to the stipulation that WPCo merge into APCo and be supplied from APCo's existing power resources. The order also indicated that it is in the best interests of West Virginia customers that the merger occurs as quickly as possible. Merger approvals from the WVPSC, Virginia SCC and the FERC are required. No merger approval filings have been made.

## SIGNIFICANT FACTORS

## REGULATORY ISSUES

## Mountaineer Carbon Capture and Storage Project

APCo and ALSTOM Power, Inc. (Alstom), an unrelated third party, jointly constructed a CO2 capture validation facility, which was placed into service in September 2009. APCo also constructed and owns the necessary facilities to store the CO2. In APCo's July 2009 Virginia base rate filing, APCo requested recovery of and a return on its estimated increased Virginia jurisdictional share of its project costs and recovery of the related asset retirement obligation regulatory asset amortization and accretion. The Virginia Attorney General and the Virginia SCC staff have recommended in the pending Virginia base rate case that no recovery be allowed for the project. APCo plans to

seek recovery of the West Virginia jurisdictional costs in its next West Virginia base rate filing which is expected to be filed in the second quarter of 2010. If APCo cannot recover all of its investments in and expenses related to the Mountaineer Carbon Capture and Storage project, it would reduce future net income and cash flows and impact financial condition. See “Mountaineer Carbon Capture and Storage Project” section of Note 3.

#### LITIGATION AND ENVIRONMENTAL ISSUES

In the ordinary course of business, APCo is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot state what the eventual outcome will be or the timing and amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases which have a probable likelihood of loss if the loss amount can be estimated. For details on regulatory proceedings and pending litigation, see Note 4 – Rate Matters and Note 6 – Commitments, Guarantees and Contingencies in the 2009 Annual Report. Additionally, see Note 3 – Rate Matters and Note 4 – Commitments, Guarantees and Contingencies. Adverse results in these proceedings have the potential to materially affect APCo’s net income, financial condition and cash flows.

See the “Significant Factors” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for additional discussion of relevant significant factors.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES, NEW ACCOUNTING PRONOUNCEMENTS

See the “Critical Accounting Policies and Estimates” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” in the 2009 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, the valuation of long-lived assets and pension and other postretirement benefits.

See the “New Accounting Pronouncements” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of the adoption and impact of new accounting pronouncements.

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QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

See “Quantitative And Qualitative Disclosures About Risk Management Activities” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of risk management activities.

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APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|   | 2010             | 2009             |
|---|------------------|------------------|
| <b>REVENUES</b>   |                  |                  |
| Electric Generation, Transmission and Distribution                    | \$ 845,990       | \$ 727,959       |
| Sales to AEP Affiliates   | 78,771           | 56,231           |
| Other Revenues  | 1,862            | 1,839            |
| <b>TOTAL REVENUES</b>   | <b>926,623</b>   | <b>786,029</b>   |
| <b>EXPENSES</b>   |                  |                  |
| Fuel and Other Consumables Used for Electric Generation               | 180,640          | 143,681          |
| Purchased Electricity for Resale                                      | 63,683           | 75,816           |
| Purchased Electricity from AEP Affiliates                             | 267,502          | 197,124          |
| Other Operation   | 90,040           | 65,502           |
| Maintenance   | 63,110           | 55,910           |
| Depreciation and Amortization   | 77,430           | 69,995           |
| Taxes Other Than Income Taxes   | 26,280           | 24,103           |
| <b>TOTAL EXPENSES</b>   | <b>768,685</b>   | <b>632,131</b>   |
| <b>OPERATING INCOME</b>   | <b>157,938</b>   | <b>153,898</b>   |
| Other Income (Expense):   |                  |                  |
| Interest Income   | 291              | 382              |
| Carrying Costs Income   | 5,764            | 4,083            |
| Allowance for Equity Funds Used During Construction                   | 1,163            | 2,653            |
| Interest Expense  | (51,727)         | (49,705)         |
| <b>INCOME BEFORE INCOME TAX EXPENSE</b>                               | <b>113,429</b>   | <b>111,311</b>   |
| Income Tax Expense  | 43,147           | 36,904           |
| <b>NET INCOME</b>   | <b>70,282</b>    | <b>74,407</b>    |
| Preferred Stock Dividend Requirements Including Capital Stock Expense | 225              | 225              |
| <b>EARNINGS ATTRIBUTABLE TO COMMON STOCK</b>                          | <b>\$ 70,057</b> | <b>\$ 74,182</b> |

The common stock of APCo is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S  
 EQUITY AND COMPREHENSIVE INCOME (LOSS)  
 For the Three Months Ended March 31, 2010 and 2009  
 (in thousands)  
 (Unaudited)

|  | Common<br>Stock | Paid-in Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total            |
|--|-----------------|-----------------|----------------------|--|------------------|
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2008</b>         |                 |                 |                      |  |                  |
|  | \$ 260,458      | \$ 1,225,292    | \$ 951,066           | \$ (60,225)  | \$ 2,376,591     |
| Common Stock Dividends   |                 |                 | (20,000)             |  | (20,000)         |
| Preferred Stock Dividends  |                 |                 | (200)                |  | (200)            |
| Capital Stock Expense  |                 | 26              | (25)                 |  | 1                |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                        |                 |                 |                      |  | <b>2,356,392</b> |
| <b>COMPREHENSIVE INCOME</b>  |                 |                 |                      |  |                  |
| Other Comprehensive Income, Net of Taxes:                            |                 |                 |                      |  |                  |
| Cash Flow Hedges, Net of Tax of \$945                                |                 |                 |                      |  |                  |
|  |                 |                 |                      | 1,756  | 1,756            |
| Amortization of Pension and OPEB Deferred Costs, Net of Tax of \$661 |                 |                 |                      |  |                  |
|  |                 |                 |                      | 1,226  | 1,226            |
| <b>NET INCOME</b>  |                 |                 | <b>74,407</b>        |  | <b>74,407</b>    |
| <b>TOTAL COMPREHENSIVE INCOME</b>                                    |                 |                 |                      |  | <b>77,389</b>    |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – MARCH 31, 2009</b>            |                 |                 |                      |  |                  |
|  | \$ 260,458      | \$ 1,225,318    | \$ 1,005,248         | \$ (57,243)  | \$ 2,433,781     |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2009</b>         |                 |                 |                      |  |                  |
|  | \$ 260,458      | \$ 1,475,393    | \$ 1,085,980         | \$ (50,254)  | \$ 2,771,577     |
| Common Stock Dividends   |                 |                 | (44,000)             |  | (44,000)         |
| Preferred Stock Dividends  |                 |                 | (200)                |  | (200)            |
| Capital Stock Expense  |                 | 27              | (25)                 |  | 2                |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                        |                 |                 |                      |  | <b>2,727,379</b> |
| <b>COMPREHENSIVE INCOME</b>  |                 |                 |                      |  |                  |

|                                     |            |              |              |             |    |           |
|-------------------------------------|------------|--------------|--------------|-------------|----|-----------|
| Other Comprehensive Income          |            |              |              |             |    |           |
| (Loss), Net of Taxes:               |            |              |              |             |    |           |
| Cash Flow Hedges, Net of Tax of     |            |              |              |             |    |           |
| \$940                               |            |              |              | (1,746)     |    | (1,746)   |
| Amortization of Pension and OPEB    |            |              |              |             |    |           |
| Deferred Costs, Net of Tax of \$562 |            |              |              | 1,043       |    | 1,043     |
| NET INCOME                          |            |              | 70,282       |             |    | 70,282    |
| TOTAL COMPREHENSIVE                 |            |              |              |             |    |           |
| INCOME                              |            |              |              |             |    |           |
|                                     |            |              |              |             |    | 69,579    |
| TOTAL COMMON                        |            |              |              |             |    |           |
| SHAREHOLDER'S                       |            |              |              |             |    |           |
| EQUITY – MARCH 31, 2010             | \$ 260,458 | \$ 1,475,420 | \$ 1,112,037 | \$ (50,957) | \$ | 2,796,958 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

March 31, 2010 and December 31, 2009

(in thousands)

(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| <b>CURRENT ASSETS</b>                            |                     |                     |
| Cash and Cash Equivalents                        | \$ 2,242            | \$ 2,006            |
| Accounts Receivable:                             |                     |                     |
| Customers  | 150,827             | 150,285             |
| Affiliated Companies                             | 68,831              | 135,686             |
| Accrued Unbilled Revenues                        | 56,777              | 68,971              |
| Miscellaneous                                    | 4,447               | 6,690               |
| Allowance for Uncollectible Accounts             | (5,471)             | (5,408)             |
| Total Accounts Receivable                        | 275,411             | 356,224             |
| Fuel   | 303,191             | 343,261             |
| Materials and Supplies                           | 87,591              | 88,575              |
| Risk Management Assets                           | 78,529              | 67,956              |
| Accrued Tax Benefits                             | 156,821             | 180,708             |
| Regulatory Asset for Under-Recovered Fuel Costs  | 54,829              | 78,685              |
| Prepayments and Other Current Assets             | 42,336              | 36,293              |
| <b>TOTAL CURRENT ASSETS</b>                      | <b>1,000,950</b>    | <b>1,153,708</b>    |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>             |                     |                     |
| Electric:  |                     |                     |
| Production                                       | 4,603,157           | 4,284,361           |
| Transmission                                     | 1,821,829           | 1,813,777           |
| Distribution                                     | 2,671,245           | 2,642,479           |
| Other Property, Plant and Equipment              | 353,552             | 329,497             |
| Construction Work in Progress                    | 437,070             | 730,099             |
| Total Property, Plant and Equipment              | 9,886,853           | 9,800,213           |
| Accumulated Depreciation and Amortization        | 2,777,628           | 2,751,443           |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b> | <b>7,109,225</b>    | <b>7,048,770</b>    |
| <b>OTHER NONCURRENT ASSETS</b>                   |                     |                     |
| Regulatory Assets                                | 1,457,796           | 1,433,791           |
| Long-term Risk Management Assets                 | 65,847              | 47,141              |
| Deferred Charges and Other Noncurrent Assets     | 130,954             | 113,003             |
| <b>TOTAL OTHER NONCURRENT ASSETS</b>             | <b>1,654,597</b>    | <b>1,593,935</b>    |
| <b>TOTAL ASSETS</b>                              | <b>\$ 9,764,772</b> | <b>\$ 9,796,413</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 March 31, 2010 and December 31, 2009  
 (Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| CURRENT LIABILITIES  | (in thousands)      |                     |
| Advances from Affiliates                                       | \$ 347,425          | \$ 229,546          |
| Accounts Payable:  |                     |                     |
| General  | 185,339             | 291,240             |
| Affiliated Companies   | 100,994             | 157,640             |
| Long-term Debt Due Within One Year – Nonaffiliated             | 200,020             | 200,019             |
| Long-term Debt Due Within One Year – Affiliated                | -                   | 100,000             |
| Risk Management Liabilities                                    | 35,161              | 25,792              |
| Customer Deposits  | 59,202              | 57,578              |
| Deferred Income Taxes  | 66,669              | 68,706              |
| Accrued Taxes  | 65,810              | 65,241              |
| Accrued Interest   | 69,667              | 58,962              |
| Other Current Liabilities                                      | 80,507              | 95,292              |
| <b>TOTAL CURRENT LIABILITIES</b>                               | <b>1,210,794</b>    | <b>1,350,016</b>    |
| <b>NONCURRENT LIABILITIES</b>                                  |                     |                     |
| Long-term Debt – Nonaffiliated                                 | 3,211,224           | 3,177,287           |
| Long-term Risk Management Liabilities                          | 30,388              | 20,364              |
| Deferred Income Taxes  | 1,478,387           | 1,439,884           |
| Regulatory Liabilities and Deferred Investment Tax Credits     | 534,661             | 526,546             |
| Employee Benefits and Pension Obligations                      | 310,417             | 312,873             |
| Deferred Credits and Other Noncurrent Liabilities              | 174,196             | 180,114             |
| <b>TOTAL NONCURRENT LIABILITIES</b>                            | <b>5,739,273</b>    | <b>5,657,068</b>    |
| <b>TOTAL LIABILITIES</b>                                       | <b>6,950,067</b>    | <b>7,007,084</b>    |
| Cumulative Preferred Stock Not Subject to Mandatory Redemption | 17,747              | 17,752              |
| Rate Matters (Note 3)  |                     |                     |
| Commitments and Contingencies (Note 4)                         |                     |                     |
| <b>COMMON SHAREHOLDER'S EQUITY</b>                             |                     |                     |
| Common Stock – No Par Value:                                   |                     |                     |
| Authorized – 30,000,000 Shares                                 |                     |                     |
| Outstanding – 13,499,500 Shares                                | 260,458             | 260,458             |
| Paid-in Capital  | 1,475,420           | 1,475,393           |
| Retained Earnings  | 1,112,037           | 1,085,980           |
| Accumulated Other Comprehensive Income (Loss)                  | (50,957)            | (50,254)            |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY</b>                       | <b>2,796,958</b>    | <b>2,771,577</b>    |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>              | <b>\$ 9,764,772</b> | <b>\$ 9,796,413</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|  | 2010      | 2009      |
|--|-----------|-----------|
| <b>OPERATING ACTIVITIES</b>  |           |           |
| Net Income   | \$ 70,282 | \$ 74,407 |
| Adjustments to Reconcile Net Income to Net Cash Flows from<br>(Used for) Operating Activities: |           |           |
| Depreciation and Amortization  | 77,430    | 69,995    |
| Deferred Income Taxes  | 19,121    | 80,375    |
| Carrying Costs Income  | (5,764)   | (4,083)   |
| Allowance for Equity Funds Used During Construction  | (1,163)   | (2,653)   |
| Mark-to-Market of Risk Management Contracts  | (12,977)  | (9,433)   |
| Fuel Over/Under-Recovery, Net  | (11,804)  | (70,837)  |
| Change in Other Noncurrent Assets  | 11,082    | (7,737)   |
| Change in Other Noncurrent Liabilities   | (2,568)   | 3,098     |
| Changes in Certain Components of Working Capital:  |           |           |
| Accounts Receivable, Net   | 80,813    | 64,045    |
| Fuel, Materials and Supplies   | 41,054    | (39,266)  |
| Accounts Payable   | (97,732)  | (115,697) |
| Accrued Taxes, Net   | 24,150    | (41,201)  |
| Other Current Assets   | (4,250)   | (16,033)  |
| Other Current Liabilities  | (9,152)   | (14,187)  |
| Net Cash Flows from (Used for) Operating Activities  | 178,522   | (29,207)  |
| <b>INVESTING ACTIVITIES</b>  |           |           |
| Construction Expenditures  | (167,412) | (221,053) |
| Other Investing Activities   | (566)     | 463       |
| Net Cash Flows Used for Investing Activities   | (167,978) | (220,590) |
| <b>FINANCING ACTIVITIES</b>  |           |           |
| Issuance of Long-term Debt – Nonaffiliated   | 17,376    | 345,814   |
| Change in Advances from Affiliates, Net  | 117,879   | (74,407)  |
| Retirement of Long-term Debt – Nonaffiliated   | (5)       | (4)       |
| Retirement of Long-term Debt – Affiliated  | (100,000) | -         |
| Retirement of Cumulative Preferred Stock   | (4)       | -         |
| Principal Payments for Capital Lease Obligations   | (1,790)   | (848)     |
| Dividends Paid on Common Stock   | (44,000)  | (20,000)  |
| Dividends Paid on Cumulative Preferred Stock   | (200)     | (200)     |
| Other Financing Activities   | 436       | -         |
| Net Cash Flows from (Used for) Financing Activities  | (10,308)  | 250,355   |
| Net Increase in Cash and Cash Equivalents  | 236       | 558       |
| Cash and Cash Equivalents at Beginning of Period   | 2,006     | 1,996     |
| Cash and Cash Equivalents at End of Period   | \$ 2,242  | \$ 2,554  |

## SUPPLEMENTARY INFORMATION

|  |    |        |    |         |
|--|----|--------|----|---------|
| Cash Paid for Interest, Net of Capitalized Amounts                     | \$ | 38,971 | \$ | 49,390  |
| Net Cash Paid (Received) for Income Taxes                              |    | -      |    | (2,683) |
| Noncash Acquisitions Under Capital Leases                              |    | 20,369 |    | 151     |
| Construction Expenditures Included in Accounts Payable at<br>March 31, |    | 43,262 |    | 88,405  |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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APPALACHIAN POWER COMPANY AND SUBSIDIARIES  
INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to APCo's condensed consolidated financial statements are combined with the condensed notes to condensed financial statements for other registrant subsidiaries. Listed below are the notes that apply to APCo.

|   | Footnote<br>Reference |
|---|-----------------------|
| Significant Accounting Matters            | Note 1                |
| New Accounting Pronouncements             | Note 2                |
| Rate Matters                              | Note 3                |
| Commitments, Guarantees and Contingencies | Note 4                |
| Benefit Plans                             | Note 6                |
| Business Segments                         | Note 7                |
| Derivatives and Hedging                   | Note 8                |
| Fair Value Measurements                   | Note 9                |
| Income Taxes                              | Note 10               |
| Financing Activities                      | Note 11               |
| Company-wide Staffing and Budget Review   | Note 12               |

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COLUMBUS SOUTHERN POWER COMPANY  
AND SUBSIDIARIES

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COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
MANAGEMENT'S NARRATIVE FINANCIAL DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS

First Quarter of 2010 Compared to First Quarter of 2009

Reconciliation of First Quarter of 2009 to First Quarter of 2010  
Net Income  
(in millions)

|                                 |       |
|---------------------------------|-------|
| First Quarter of 2009           | \$ 49 |
| Changes in Gross Margin:        |       |
| Retail Margins                  | 3     |
| Off-system Sales                | 4     |
| Total Change in Gross Margin    | 7     |
| Total Expenses and Other:       |       |
| Other Operation and Maintenance | 6     |
| Depreciation and Amortization   | (3)   |
| Taxes Other Than Income Taxes   | (2)   |
| Interest Expense                | (1)   |
| Total Expenses and Other        | -     |
| Income Tax Expense              | (4)   |
| First Quarter of 2010           | \$ 52 |

The major components of the increase in Gross Margin, defined as revenues less the related direct cost of fuel, including consumption of chemicals and emissions allowances, and purchased power were as follows:

- Retail Margins increased \$3 million due to:
  - A \$22 million increase related to the implementation of higher rates set by the Ohio ESP.
  - A \$5 million increase in fuel margins.
- These increases were partially offset by:
  - A \$14 million decrease as a result of the elimination of Restructuring Transition Charge (RTC) revenues with the implementation of CSPCo's ESP.
  - A \$4 million decrease as a result of the loss of the City of Westerville as a dedicated customer to Off-system Sales. These sales are shared by the members of the AEP Power Pool.
  - A \$4 million decrease in commercial and industrial sales primarily due to reduced usage.
- Margins from Off-system Sales increased \$4 million primarily due to higher physical sales volumes reflecting favorable generation availability.

Total Expenses and Other and Income Tax Expense changed between years as follows:

- Other Operation and Maintenance expenses decreased \$6 million primarily due to:
    - An \$8 million decrease related to a 2009 obligation to contribute to the “Partnership with Ohio” fund for low income, at-risk customers ordered by the PUCO’s March 2009 approval of CSPCo’s ESP. See “Ohio Electric Security Plan Filings” section of Note 3.
    - A \$3 million decrease in overhead distribution line expenses primarily due to ice and wind storms in the first quarter of 2009, partially offset by increased vegetation management activities.
    - A \$3 million decrease in removal costs primarily related to work performed at the Conesville and Darby Plants.
- These decreases were partially offset by:
- A \$4 million increase in recoverable customer account expenses due to increased Universal Service Fund surcharge rates for customers who qualify for payment assistance.
  - A \$3 million increase in employee-related expenses.
  - Depreciation and Amortization increased \$3 million primarily due to projects at the Conesville Plant that were completed and placed in service in November 2009.
  - Taxes Other Than Income Taxes increased \$2 million due to increases in property taxes.
  - Income Tax Expense increased \$4 million primarily due to an increase in pretax book income, other book/tax differences accounted for on a flow-through basis and the tax treatment associated with the future reimbursement of Medicare Part D retiree prescription drug benefits.

## SIGNIFICANT FACTORS

### REGULATORY ISSUES

#### Ohio Electric Security Plan Filing

During 2009, the PUCO issued an order that modified and approved CSPCo’s ESP which established rates through 2011. The order also limits rate increases for CSPCo to 7% in 2009, 6% in 2010 and 6% in 2011. The order provides a FAC for the three-year period of the ESP. Several notices of appeal are outstanding at the Supreme Court of Ohio relating to significant issues in the determination of the approved ESP rates. In addition, an order is expected from the PUCO related to the SEET methodology. See “Ohio Electric Security Plan Filings” section of Note 3.

### LITIGATION AND ENVIRONMENTAL ISSUES

In the ordinary course of business, CSPCo is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot state what the eventual outcome will be or the timing and amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases which have a probable likelihood of loss if the loss amount can be estimated. For details on regulatory proceedings and pending litigation, see Note 4 – Rate Matters and Note 6 – Commitments, Guarantees and Contingencies in the 2009 Annual Report. Additionally, see Note 3 – Rate Matters and Note 4 – Commitments, Guarantees and Contingencies. Adverse results in these proceedings have the potential to materially affect CSPCo’s net income, financial condition and cash flows.

See the “Significant Factors” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for additional discussion of relevant significant factors.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES, NEW ACCOUNTING PRONOUNCEMENTS

See the “Critical Accounting Policies and Estimates” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” in the 2009 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, the valuation of long-lived assets and pension and other postretirement benefits.

See the “New Accounting Pronouncements” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of the adoption and impact of new accounting pronouncements.

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QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

See “Quantitative And Qualitative Disclosures About Risk Management Activities” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of risk management activities.

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COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|   | 2010             | 2009             |
|---|------------------|------------------|
| <b>REVENUES</b>   |                  |                  |
| Electric Generation, Transmission and Distribution      | \$ 501,019       | \$ 460,922       |
| Sales to AEP Affiliates                                 | 15,832           | 10,206           |
| Other Revenues  | 588              | 608              |
| <b>TOTAL REVENUES</b>                                   | <b>517,439</b>   | <b>471,736</b>   |
| <b>EXPENSES</b>   |                  |                  |
| Fuel and Other Consumables Used for Electric Generation | 114,441          | 70,944           |
| Purchased Electricity for Resale                        | 19,645           | 29,838           |
| Purchased Electricity from AEP Affiliates               | 98,799           | 93,092           |
| Other Operation   | 77,326           | 76,088           |
| Maintenance   | 24,283           | 31,014           |
| Depreciation and Amortization                           | 37,487           | 34,945           |
| Taxes Other Than Income Taxes                           | 47,057           | 45,282           |
| <b>TOTAL EXPENSES</b>                                   | <b>419,038</b>   | <b>381,203</b>   |
| <b>OPERATING INCOME</b>                                 | <b>98,401</b>    | <b>90,533</b>    |
| Other Income (Expense):                                 |                  |                  |
| Interest Income   | 142              | 240              |
| Carrying Costs Income                                   | 2,221            | 1,689            |
| Allowance for Equity Funds Used During Construction     | 921              | 1,300            |
| Interest Expense  | (21,784)         | (20,793)         |
| <b>INCOME BEFORE INCOME TAX EXPENSE</b>                 | <b>79,901</b>    | <b>72,969</b>    |
| Income Tax Expense                                      | 28,251           | 24,111           |
| <b>NET INCOME</b>                                       | <b>51,650</b>    | <b>48,858</b>    |
| Capital Stock Expense                                   | 39               | 39               |
| <b>EARNINGS ATTRIBUTABLE TO COMMON STOCK</b>            | <b>\$ 51,611</b> | <b>\$ 48,819</b> |

The common stock of CSPCo is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S  
 EQUITY AND COMPREHENSIVE INCOME (LOSS)  
 For the Three Months Ended March 31, 2010 and 2009  
 (in thousands)  
 (Unaudited)

|  | Common<br>Stock | Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total        |
|--|-----------------|--------------------|----------------------|--|--------------|
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2008</b> |                 |                    |                      |  |              |
|  | \$ 41,026       | \$ 580,506         | \$ 674,758           | \$ (51,025)  | \$ 1,245,265 |
| Common Stock Dividends                                       |                 |                    | (50,000)             |  | (50,000)     |
| Capital Stock Expense  |                 | 39                 | (39)                 |  | -            |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                |                 |                    |                      |  |              |
|  |                 |                    |                      |  | 1,195,265    |
| <b>COMPREHENSIVE INCOME</b>                                  |                 |                    |                      |  |              |
| Other Comprehensive Income, Net of Taxes:                    |                 |                    |                      |  |              |
| Cash Flow Hedges, Net of Tax of \$340                        |                 |                    |                      | 631  | 631          |
| Amortization of Pension and OPEB                             |                 |                    |                      |  |              |
| Deferred Costs, Net of Tax of \$298                          |                 |                    |                      | 554  | 554          |
| <b>NET INCOME</b>  |                 |                    |                      |  |              |
|  |                 |                    | 48,858               |  | 48,858       |
| <b>TOTAL COMPREHENSIVE INCOME</b>                            |                 |                    |                      |  |              |
|  |                 |                    |                      |  | 50,043       |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – MARCH 31, 2009</b>    |                 |                    |                      |  |              |
|  | \$ 41,026       | \$ 580,545         | \$ 673,577           | \$ (49,840)  | \$ 1,245,308 |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2009</b> |                 |                    |                      |  |              |
|  | \$ 41,026       | \$ 580,663         | \$ 788,139           | \$ (49,993)  | \$ 1,359,835 |
| Common Stock Dividends                                       |                 |                    | (31,250)             |  | (31,250)     |
| Capital Stock Expense  |                 | 39                 | (39)                 |  | -            |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                |                 |                    |                      |  |              |
|  |                 |                    |                      |  | 1,328,585    |
| <b>COMPREHENSIVE INCOME</b>                                  |                 |                    |                      |  |              |
| Other Comprehensive Income (Loss), Net of Taxes:             |                 |                    |                      |  |              |
| Cash Flow Hedges, Net of Tax of \$555                        |                 |                    |                      | (1,031)  | (1,031)      |
| Amortization of Pension and OPEB                             |                 |                    |                      |  |              |
| Deferred Costs, Net of Tax of \$333                          |                 |                    |                      | 619  | 619          |

|  |    |        |    |         |    |         |    |          |    |           |
|--|----|--------|----|---------|----|---------|----|----------|----|-----------|
| NET INCOME   |    |        |    | 51,650  |    |         |    | 51,650   |    |           |
| TOTAL COMPREHENSIVE INCOME                         |    |        |    |         |    |         |    | 51,238   |    |           |
| TOTAL COMMON SHAREHOLDER'S EQUITY – MARCH 31, 2010 | \$ | 41,026 | \$ | 580,702 | \$ | 808,500 | \$ | (50,405) | \$ | 1,379,823 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

March 31, 2010 and December 31, 2009

(in thousands)

(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| <b>CURRENT ASSETS</b>                            |                     |                     |
| Cash and Cash Equivalents                        | \$ 1,414            | \$ 1,096            |
| Other Cash Deposits                              | 5,860               | 16,150              |
| Advances to Affiliates                           | 37,818              | -                   |
| Accounts Receivable:                             |                     |                     |
| Customers  | 43,051              | 37,158              |
| Affiliated Companies                             | 14,766              | 28,555              |
| Accrued Unbilled Revenues                        | 12,078              | 11,845              |
| Miscellaneous                                    | 4,812               | 4,164               |
| Allowance for Uncollectible Accounts             | (2,019)             | (3,481)             |
| Total Accounts Receivable                        | 72,688              | 78,241              |
| Fuel   | 83,463              | 74,158              |
| Materials and Supplies                           | 40,142              | 39,652              |
| Emission Allowances                              | 25,177              | 26,587              |
| Risk Management Assets                           | 44,362              | 34,343              |
| Accrued Tax Benefits                             | 9,517               | 29,273              |
| Margin Deposits                                  | 18,971              | 14,874              |
| Prepayments and Other Current Assets             | 14,101              | 6,349               |
| <b>TOTAL CURRENT ASSETS</b>                      | <b>353,513</b>      | <b>320,723</b>      |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>             |                     |                     |
| Electric:  |                     |                     |
| Production                                       | 2,648,128           | 2,641,860           |
| Transmission                                     | 635,148             | 623,680             |
| Distribution                                     | 1,748,245           | 1,745,559           |
| Other Property, Plant and Equipment              | 201,250             | 189,315             |
| Construction Work in Progress                    | 144,328             | 155,081             |
| Total Property, Plant and Equipment              | 5,377,099           | 5,355,495           |
| Accumulated Depreciation and Amortization        | 1,861,973           | 1,838,840           |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b> | <b>3,515,126</b>    | <b>3,516,655</b>    |
| <b>OTHER NONCURRENT ASSETS</b>                   |                     |                     |
| Regulatory Assets                                | 309,995             | 341,029             |
| Long-term Risk Management Assets                 | 37,264              | 23,882              |
| Deferred Charges and Other Noncurrent Assets     | 128,009             | 147,217             |
| <b>TOTAL OTHER NONCURRENT ASSETS</b>             | <b>475,268</b>      | <b>512,128</b>      |
| <b>TOTAL ASSETS</b>                              | <b>\$ 4,343,907</b> | <b>\$ 4,349,506</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
LIABILITIES AND SHAREHOLDER'S EQUITY  
March 31, 2010 and December 31, 2009  
(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| CURRENT LIABILITIES  | (in thousands)      |                     |
| Advances from Affiliates                                   | \$ -                | \$ 24,202           |
| Accounts Payable:  |                     |                     |
| General  | 85,166              | 95,872              |
| Affiliated Companies                                       | 52,427              | 81,338              |
| Long-term Debt Due Within One Year – Nonaffiliated         | 150,000             | 150,000             |
| Long-term Debt Due Within One Year – Affiliated            | -                   | 100,000             |
| Risk Management Liabilities                                | 19,407              | 13,052              |
| Customer Deposits  | 29,021              | 27,911              |
| Accrued Taxes  | 154,344             | 199,001             |
| Accrued Interest   | 27,203              | 24,669              |
| Other Current Liabilities                                  | 70,480              | 67,053              |
| <b>TOTAL CURRENT LIABILITIES</b>                           | <b>588,048</b>      | <b>783,098</b>      |
|  |                     |                     |
| NONCURRENT LIABILITIES                                     |                     |                     |
| Long-term Debt – Nonaffiliated                             | 1,438,592           | 1,286,393           |
| Long-term Risk Management Liabilities                      | 17,200              | 10,313              |
| Deferred Income Taxes                                      | 539,387             | 535,265             |
| Regulatory Liabilities and Deferred Investment Tax Credits | 177,639             | 174,671             |
| Employee Benefits and Pension Obligations                  | 132,317             | 133,968             |
| Deferred Credits and Other Noncurrent Liabilities          | 70,901              | 65,963              |
| <b>TOTAL NONCURRENT LIABILITIES</b>                        | <b>2,376,036</b>    | <b>2,206,573</b>    |
|  |                     |                     |
| <b>TOTAL LIABILITIES</b>                                   | <b>2,964,084</b>    | <b>2,989,671</b>    |
|  |                     |                     |
| Rate Matters (Note 3)                                      |                     |                     |
| Commitments and Contingencies (Note 4)                     |                     |                     |
|  |                     |                     |
| COMMON SHAREHOLDER'S EQUITY                                |                     |                     |
| Common Stock – No Par Value:                               |                     |                     |
| Authorized – 24,000,000 Shares                             |                     |                     |
| Outstanding – 16,410,426 Shares                            | 41,026              | 41,026              |
| Paid-in Capital  | 580,702             | 580,663             |
| Retained Earnings  | 808,500             | 788,139             |
| Accumulated Other Comprehensive Income (Loss)              | (50,405)            | (49,993)            |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY</b>                   | <b>1,379,823</b>    | <b>1,359,835</b>    |
|  |                     |                     |
| <b>TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY</b>          | <b>\$ 4,343,907</b> | <b>\$ 4,349,506</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|  | 2010      | 2009      |
|--|-----------|-----------|
| <b>OPERATING ACTIVITIES</b>  |           |           |
| Net Income   | \$ 51,650 | \$ 48,858 |
| Adjustments to Reconcile Net Income to Net Cash Flows from Operating Activities: |           |           |
| Depreciation and Amortization  | 37,487    | 34,945    |
| Deferred Income Taxes  | 8,327     | 38,945    |
| Allowance for Equity Funds Used During Construction                              | (921)     | (1,300)   |
| Mark-to-Market of Risk Management Contracts                                      | (11,609)  | (3,204)   |
| Property Taxes   | 24,131    | 22,262    |
| Fuel Over/Under-Recovery, Net  | 26,139    | (16,934)  |
| Change in Other Noncurrent Assets  | (4,994)   | (8,551)   |
| Change in Other Noncurrent Liabilities   | (46)      | 13,410    |
| Changes in Certain Components of Working Capital:                                |           |           |
| Accounts Receivable, Net   | 5,553     | 43,345    |
| Fuel, Materials and Supplies   | (9,795)   | (19,854)  |
| Accounts Payable   | (22,402)  | (81,080)  |
| Accrued Taxes, Net   | (24,444)  | (57,623)  |
| Other Current Assets   | (428)     | 1,157     |
| Other Current Liabilities  | (1,619)   | (9,817)   |
| Net Cash Flows from Operating Activities   | 77,029    | 4,559     |
| <b>INVESTING ACTIVITIES</b>  |           |           |
| Construction Expenditures  | (42,906)  | (67,831)  |
| Change in Other Cash Deposits  | 10,290    | 11,093    |
| Change in Advances to Affiliates, Net  | (37,818)  | -         |
| Acquisitions of Assets   | (190)     | -         |
| Proceeds from Sales of Assets  | 789       | 206       |
| Net Cash Flows Used for Investing Activities                                     | (69,835)  | (56,532)  |
| <b>FINANCING ACTIVITIES</b>  |           |           |
| Issuance of Long-term Debt – Nonaffiliated                                       | 149,625   | -         |
| Change in Advances from Affiliates, Net  | (24,202)  | 102,871   |
| Retirement of Long-term Debt – Affiliated  | (100,000) | -         |
| Principal Payments for Capital Lease Obligations                                 | (1,120)   | (674)     |
| Dividends Paid on Common Stock   | (31,250)  | (50,000)  |
| Other Financing Activities   | 71        | -         |
| Net Cash Flows from (Used for) Financing Activities                              | (6,876)   | 52,197    |
| Net Increase in Cash and Cash Equivalents  | 318       | 224       |
| Cash and Cash Equivalents at Beginning of Period                                 | 1,096     | 1,063     |
| Cash and Cash Equivalents at End of Period                                       | \$ 1,414  | \$ 1,287  |



## SUPPLEMENTARY INFORMATION

|   |    |        |    |        |
|---|----|--------|----|--------|
| Cash Paid for Interest, Net of Capitalized Amounts                  | \$ | 18,631 | \$ | 31,229 |
| Net Cash Paid for Income Taxes                                      |    | -      |    | 387    |
| Noncash Acquisitions Under Capital Leases                           |    | 8,353  |    | 254    |
| Construction Expenditures Included in Accounts Payable at March 31, |    | 13,891 |    | 51,297 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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COLUMBUS SOUTHERN POWER COMPANY AND SUBSIDIARIES  
INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to CSPCo's condensed consolidated financial statements are combined with the condensed notes to condensed financial statements for other registrant subsidiaries. Listed below are the notes that apply to CSPCo.

|   | Footnote<br>Reference |
|---|-----------------------|
| Significant Accounting Matters            | Note 1                |
| New Accounting Pronouncements             | Note 2                |
| Rate Matters                              | Note 3                |
| Commitments, Guarantees and Contingencies | Note 4                |
| Benefit Plans                             | Note 6                |
| Business Segments                         | Note 7                |
| Derivatives and Hedging                   | Note 8                |
| Fair Value Measurements                   | Note 9                |
| Income Taxes                              | Note 10               |
| Financing Activities                      | Note 11               |
| Company-wide Staffing and Budget Review   | Note 12               |

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INDIANA MICHIGAN POWER COMPANY  
AND SUBSIDIARIES

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INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
MANAGEMENT'S NARRATIVE FINANCIAL DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS

First Quarter of 2010 Compared to First Quarter of 2009

Reconciliation of First Quarter of 2009 to First Quarter of 2010  
Net Income  
(in millions)

|                                     |             |
|-------------------------------------|-------------|
| First Quarter of 2009               | \$ 81       |
| <b>Changes in Gross Margin:</b>     |             |
| Retail Margins                      | 35          |
| FERC Municipals and Cooperatives    | (8)         |
| Off-system Sales                    | 3           |
| Transmission Revenues               | 1           |
| Other                               | (55)        |
| <b>Total Change in Gross Margin</b> | <b>(24)</b> |
| <b>Total Expenses and Other:</b>    |             |
| Other Operation and Maintenance     | (24)        |
| Depreciation and Amortization       | (1)         |
| Other Income                        | 1           |
| Interest Expense                    | (2)         |
| <b>Total Expenses and Other</b>     | <b>(26)</b> |
| Income Tax Expense                  | 14          |
| First Quarter of 2010               | \$ 45       |

The major components of the increase in Gross Margin, defined as revenues less the related direct cost of fuel, including consumption of chemicals and emissions allowances, and purchased power were as follows:

- Retail Margins increased \$35 million primarily due to the following:
  - A \$12 million base rate increase primarily due to the approval of the Indiana base rate filing, effective March 2009.
  - A \$10 million increase in capacity settlements under the Interconnection Agreement.
  - A \$20 million increase in fuel margins due to higher fuel and purchased power costs recorded in 2009 related to the Cook Plant Unit 1 shutdown. This increase in fuel margins was offset by a corresponding decrease in Other Revenues as discussed below.
  - An \$8 million increase in margins from industrial sales due to higher industrial usage reflecting an improvement in demand.

These increases were partially offset by:

- A \$10 million decrease in other fuel margins.

- A \$4 million increase in PJM charges.
- FERC Municipals and Cooperatives margins decreased \$8 million due to a unit power sales agreement ending in December 2009.
- Margins from Off-system Sales increased \$3 million primarily due to higher physical sales volumes reflecting favorable generation availability, partially offset by lower trading and marketing margins.
- Other revenues decreased \$55 million primarily due to the Cook Plant accidental outage insurance proceeds of \$54 million in the first quarter of 2009. I&M reduced customer bills by approximately \$20 million in the first quarter of 2009 for the cost of replacement power during the outage period. This decrease in revenues was offset by a corresponding increase in Retail Margins as discussed above.

Total Expenses and Other and Income Tax Expense changed between years as follows:

- Other Operation and Maintenance expenses increased \$24 million primarily due to the following:
  - A \$13 million increase in administrative and general expenses for increased benefit and insurance costs.
  - A \$4 million increase in steam production expense primarily due to deferral of NSR costs in 2009 included in a rate settlement.
  - A \$3 million increase in transmission expense reflecting lower credits under the Transmission Agreement.
- Income Tax Expense decreased \$14 million primarily due to a decrease in pretax book income.

## REGULATORY ACTIVITY

### Michigan Regulatory Activity

In January 2010, I&M filed for a \$63 million increase in annual Michigan base rates based on an 11.75% return on common equity. I&M can request interim rates, subject to refund, after six months. The MPSC must issue a final order within one year.

## SIGNIFICANT FACTORS

## REGULATORY ISSUES

### Cook Plant Unit 1 Fire and Shutdown

In September 2008, I&M shut down Cook Plant Unit 1 (Unit 1) due to turbine vibrations, caused by blade failure, which resulted in a fire on the electric generator. Repair of the property damage and replacement of the turbine rotors and other equipment could cost up to approximately \$395 million. Management believes that I&M should recover a significant portion of repair and replacement costs through the turbine vendor's warranty, insurance and the regulatory process. I&M repaired Unit 1 and it resumed operations in December 2009 at slightly reduced power. The Unit 1 rotors were repaired and reinstalled due to the extensive lead time required to manufacture and install new turbine rotors. As a result, the replacement of the repaired turbine rotors and other equipment is scheduled for the Unit 1 planned outage in the fall of 2011. If the ultimate costs of the incident are not covered by warranty, insurance or through the related regulatory process or if any future regulatory proceedings are adverse, it could have an adverse impact on net income, cash flows and financial condition. See "Cook Plant Unit 1 Fire and Shutdown" section of Note 4.

## LITIGATION AND ENVIRONMENTAL ISSUES

In the ordinary course of business, I&M is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot state what the eventual

outcome will be or the timing and amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases which have a probable likelihood of loss if the loss amount can be estimated. For details on regulatory proceedings and pending litigation, see Note 4 – Rate Matters and Note 6 – Commitments, Guarantees and Contingencies in the 2009 Annual Report. Additionally, see Note 3 – Rate Matters and Note 4 – Commitments, Guarantees and Contingencies. Adverse results in these proceedings have the potential to materially affect I&M’s net income, financial condition and cash flows.

See the “Significant Factors” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for additional discussion of relevant significant factors.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES, NEW ACCOUNTING PRONOUNCEMENTS

See the “Critical Accounting Policies and Estimates” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” in the 2009 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, the valuation of long-lived assets and pension and other postretirement benefits.

See the “New Accounting Pronouncements” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of the adoption and impact of new accounting pronouncements.

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QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

See “Quantitative And Qualitative Disclosures About Risk Management Activities” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of risk management activities.

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INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|   | 2010             | 2009             |
|---|------------------|------------------|
| <b>REVENUES</b>   |                  |                  |
| Electric Generation, Transmission and Distribution      | \$ 438,024       | \$ 421,927       |
| Sales to AEP Affiliates                                 | 84,217           | 59,986           |
| Other Revenues – Affiliated                             | 27,966           | 30,740           |
| Other Revenues – Nonaffiliated                          | 2,849            | 54,391           |
| <b>TOTAL REVENUES</b>                                   | <b>553,056</b>   | <b>567,044</b>   |
| <b>EXPENSES</b>   |                  |                  |
| Fuel and Other Consumables Used for Electric Generation | 119,181          | 102,960          |
| Purchased Electricity for Resale                        | 29,767           | 38,361           |
| Purchased Electricity from AEP Affiliates               | 82,250           | 79,978           |
| Other Operation   | 130,681          | 109,460          |
| Maintenance   | 48,444           | 46,274           |
| Depreciation and Amortization                           | 33,831           | 32,745           |
| Taxes Other Than Income Taxes                           | 21,032           | 20,696           |
| <b>TOTAL EXPENSES</b>                                   | <b>465,186</b>   | <b>430,474</b>   |
| <b>OPERATING INCOME</b>                                 | <b>87,870</b>    | <b>136,570</b>   |
| Other Income (Expense):                                 |                  |                  |
| Interest Income   | 485              | 2,543            |
| Allowance for Equity Funds Used During Construction     | 4,435            | 1,555            |
| Interest Expense  | (26,101)         | (23,531)         |
| <b>INCOME BEFORE INCOME TAX EXPENSE</b>                 | <b>66,689</b>    | <b>117,137</b>   |
| Income Tax Expense                                      | 21,631           | 36,185           |
| <b>NET INCOME</b>                                       | <b>45,058</b>    | <b>80,952</b>    |
| Preferred Stock Dividend Requirements                   | 85               | 85               |
| <b>EARNINGS ATTRIBUTABLE TO COMMON STOCK</b>            | <b>\$ 44,973</b> | <b>\$ 80,867</b> |

The common stock of I&M is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.





INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S  
 EQUITY AND COMPREHENSIVE INCOME (LOSS)  
 For the Three Months Ended March 31, 2010 and 2009  
 (in thousands)  
 (Unaudited)

|  | Common<br>Stock | Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total            |
|--|-----------------|--------------------|----------------------|--|------------------|
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2008</b>         |                 |                    |                      |  |                  |
|  | \$ 56,584       | \$ 861,291         | \$ 538,637           | \$ (21,694)  | \$ 1,434,818     |
| Common Stock Dividends   |                 |                    | (24,500)             |  | (24,500)         |
| Preferred Stock Dividends  |                 |                    | (85)                 |  | (85)             |
| Gain on Reacquired Preferred Stock                                   |                 | 1                  |                      |  | 1                |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                        |                 |                    |                      |  | <b>1,410,234</b> |
| <b>COMPREHENSIVE INCOME</b>  |                 |                    |                      |  |                  |
| Other Comprehensive Income, Net of Taxes:                            |                 |                    |                      |  |                  |
| Cash Flow Hedges, Net of Tax of \$463                                |                 |                    |                      | 859  | 859              |
| Amortization of Pension and OPEB Deferred Costs, Net of Tax of \$111 |                 |                    |                      | 207  | 207              |
| <b>NET INCOME</b>  |                 |                    | <b>80,952</b>        |  | <b>80,952</b>    |
| <b>TOTAL COMPREHENSIVE INCOME</b>                                    |                 |                    |                      |  | <b>82,018</b>    |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – MARCH 31, 2009</b>            |                 |                    |                      |  |                  |
|  | \$ 56,584       | \$ 861,292         | \$ 595,004           | \$ (20,628)  | \$ 1,492,252     |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2009</b>         |                 |                    |                      |  |                  |
|  | \$ 56,584       | \$ 981,292         | \$ 656,608           | \$ (21,701)  | \$ 1,672,783     |
| Common Stock Dividends   |                 |                    | (25,750)             |  | (25,750)         |
| Preferred Stock Dividends  |                 |                    | (85)                 |  | (85)             |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                        |                 |                    |                      |  | <b>1,646,948</b> |
| <b>COMPREHENSIVE INCOME</b>  |                 |                    |                      |  |                  |
| Other Comprehensive Income (Loss), Net of Taxes:                     |                 |                    |                      |  |                  |

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|  |           |            |            |             |              |
|--|-----------|------------|------------|-------------|--------------|
| Cash Flow Hedges, Net of Tax of \$422                                      |           |            |            | (784)       | (784)        |
| Amortization of Pension and<br>OPEB Deferred Costs, Net of Tax of<br>\$117 |           |            |            | 218         | 218          |
| NET INCOME   |           |            | 45,058     |             | 45,058       |
| TOTAL COMPREHENSIVE<br>INCOME  |           |            |            |             | 44,492       |
| TOTAL COMMON<br>SHAREHOLDER'S EQUITY –<br>MARCH 31, 2010                   | \$ 56,584 | \$ 981,292 | \$ 675,831 | \$ (22,267) | \$ 1,691,440 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

March 31, 2010 and December 31, 2009

(in thousands)

(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| <b>CURRENT ASSETS</b>  |                     |                     |
| Cash and Cash Equivalents  | \$ 994              | \$ 779              |
| Advances to Affiliates   | 85,186              | 114,012             |
| Accounts Receivable:   |                     |                     |
| Customers  | 61,564              | 71,120              |
| Affiliated Companies   | 58,417              | 83,248              |
| Accrued Unbilled Revenues  | 7,395               | 8,762               |
| Miscellaneous  | 16,160              | 8,638               |
| Allowance for Uncollectible Accounts   | (2,111)             | (2,265)             |
| Total Accounts Receivable  | 141,425             | 169,503             |
| Fuel   | 98,700              | 79,554              |
| Materials and Supplies   | 164,265             | 164,439             |
| Risk Management Assets   | 46,704              | 34,438              |
| Accrued Tax Benefits   | 142,237             | 144,473             |
| Deferred Cook Plant Fire Costs   | 143,071             | 134,322             |
| Prepayments and Other Current Assets   | 30,810              | 29,395              |
| <b>TOTAL CURRENT ASSETS</b>  | <b>853,392</b>      | <b>870,915</b>      |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>   |                     |                     |
| Electric:  |                     |                     |
| Production   | 3,650,607           | 3,634,215           |
| Transmission   | 1,160,617           | 1,154,026           |
| Distribution   | 1,373,381           | 1,360,553           |
| Other Property, Plant and Equipment (including nuclear fuel and coal mining) | 783,596             | 755,132             |
| Construction Work in Progress  | 297,681             | 278,278             |
| Total Property, Plant and Equipment  | 7,265,882           | 7,182,204           |
| Accumulated Depreciation, Depletion and Amortization                         | 3,094,371           | 3,073,695           |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b>                             | <b>4,171,511</b>    | <b>4,108,509</b>    |
| <b>OTHER NONCURRENT ASSETS</b>   |                     |                     |
| Regulatory Assets  | 525,685             | 496,464             |
| Spent Nuclear Fuel and Decommissioning Trusts                                | 1,433,012           | 1,391,919           |
| Long-term Risk Management Assets   | 48,654              | 29,134              |
| Deferred Charges and Other Noncurrent Assets                                 | 87,677              | 82,047              |
| <b>TOTAL OTHER NONCURRENT ASSETS</b>   | <b>2,095,028</b>    | <b>1,999,564</b>    |
| <b>TOTAL ASSETS</b>  | <b>\$ 7,119,931</b> | <b>\$ 6,978,988</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 LIABILITIES AND SHAREHOLDERS' EQUITY  
 March 31, 2010 and December 31, 2009  
 (Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
|  | (in thousands)      |                     |
| <b>CURRENT LIABILITIES</b>                                     |                     |                     |
| Accounts Payable:  |                     |                     |
| General  | \$ 151,467          | \$ 171,192          |
| Affiliated Companies   | 52,146              | 61,315              |
| Long-term Debt Due Within One Year – Nonaffiliated             | 37,544              | 37,544              |
| Long-term Debt Due Within One Year – Affiliated                | -                   | 25,000              |
| Risk Management Liabilities                                    | 19,423              | 13,436              |
| Customer Deposits  | 28,927              | 27,711              |
| Accrued Taxes  | 76,903              | 56,814              |
| Obligations Under Capital Leases                               | 27,327              | 25,065              |
| Other Current Liabilities                                      | 209,788             | 154,433             |
| <b>TOTAL CURRENT LIABILITIES</b>                               | <b>603,525</b>      | <b>572,510</b>      |
| <b>NONCURRENT LIABILITIES</b>                                  |                     |                     |
| Long-term Debt – Nonaffiliated                                 | 2,015,546           | 2,015,362           |
| Long-term Risk Management Liabilities                          | 17,306              | 10,386              |
| Deferred Income Taxes  | 720,092             | 696,163             |
| Regulatory Liabilities and Deferred Investment Tax Credits     | 799,892             | 756,845             |
| Asset Retirement Obligations                                   | 911,918             | 894,746             |
| Deferred Credits and Other Noncurrent Liabilities              | 352,135             | 352,116             |
| <b>TOTAL NONCURRENT LIABILITIES</b>                            | <b>4,816,889</b>    | <b>4,725,618</b>    |
| <b>TOTAL LIABILITIES</b>                                       | <b>5,420,414</b>    | <b>5,298,128</b>    |
| Cumulative Preferred Stock Not Subject to Mandatory Redemption | 8,077               | 8,077               |
| Rate Matters (Note 3)  |                     |                     |
| Commitments and Contingencies (Note 4)                         |                     |                     |
| <b>COMMON SHAREHOLDER'S EQUITY</b>                             |                     |                     |
| Common Stock – No Par Value:                                   |                     |                     |
| Authorized – 2,500,000 Shares                                  |                     |                     |
| Outstanding – 1,400,000 Shares                                 | 56,584              | 56,584              |
| Paid-in Capital  | 981,292             | 981,292             |
| Retained Earnings  | 675,831             | 656,608             |
| Accumulated Other Comprehensive Income (Loss)                  | (22,267)            | (21,701)            |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY</b>                       | <b>1,691,440</b>    | <b>1,672,783</b>    |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>              | <b>\$ 7,119,931</b> | <b>\$ 6,978,988</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|  | 2010      | 2009      |
|--|-----------|-----------|
| <b>OPERATING ACTIVITIES</b>  |           |           |
| Net Income   | \$ 45,058 | \$ 80,952 |
| Adjustments to Reconcile Net Income to Net Cash Flows from Operating Activities: |           |           |
| Depreciation and Amortization  | 33,831    | 32,745    |
| Deferred Income Taxes  | 18,442    | 56,889    |
| Deferral of Incremental Nuclear Refueling Outage Expenses, Net                   | (20,025)  | (7,851)   |
| Allowance for Equity Funds Used During Construction                              | (4,435)   | (1,555)   |
| Mark-to-Market of Risk Management Contracts                                      | (20,345)  | (3,272)   |
| Amortization of Nuclear Fuel   | 30,090    | 13,228    |
| Fuel Over/Under-Recovery, Net  | 16,439    | (5,709)   |
| Change in Other Noncurrent Assets  | (11,056)  | (12,585)  |
| Change in Other Noncurrent Liabilities   | 28,926    | 9,715     |
| Changes in Certain Components of Working Capital:                                |           |           |
| Accounts Receivable, Net   | 28,078    | 34,499    |
| Fuel, Materials and Supplies   | (18,972)  | (2,036)   |
| Accounts Payable   | 13,171    | (68,603)  |
| Accrued Taxes, Net   | 23,964    | (1,224)   |
| Other Current Assets   | (13,044)  | (18,527)  |
| Other Current Liabilities  | 38,068    | (26,733)  |
| Net Cash Flows from Operating Activities   | 188,190   | 79,933    |
| <b>INVESTING ACTIVITIES</b>  |           |           |
| Construction Expenditures  | (104,796) | (92,814)  |
| Change in Advances to Affiliates, Net  | 28,826    | -         |
| Purchases of Investment Securities   | (247,632) | (178,407) |
| Sales of Investment Securities   | 232,078   | 158,086   |
| Acquisitions of Nuclear Fuel   | (37,616)  | (75,670)  |
| Other Investing Activities   | 500       | 10,757    |
| Net Cash Flows Used for Investing Activities                                     | (128,640) | (178,048) |
| <b>FINANCING ACTIVITIES</b>  |           |           |
| Issuance of Long-term Debt – Nonaffiliated                                       | -         | 567,949   |
| Issuance of Long-term Debt – Affiliated  | -         | 25,000    |
| Change in Advances from Affiliates, Net  | -         | (459,615) |
| Retirement of Long-term Debt – Affiliated  | (25,000)  | -         |
| Retirement of Cumulative Preferred Stock   | -         | (2)       |
| Principal Payments for Capital Lease Obligations                                 | (8,524)   | (10,377)  |
| Dividends Paid on Common Stock   | (25,750)  | (24,500)  |
| Dividends Paid on Cumulative Preferred Stock                                     | (85)      | (85)      |
| Other Financing Activities   | 24        | -         |



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|   |          |        |
|---|----------|--------|
| Net Cash Flows from (Used for) Financing Activities | (59,335) | 98,370 |
| Net Increase in Cash and Cash Equivalents           | 215      | 255    |
| Cash and Cash Equivalents at Beginning of Period    | 779      | 728    |
| Cash and Cash Equivalents at End of Period          | \$ 994   | \$ 983 |

SUPPLEMENTARY INFORMATION

|   |           |           |
|---|-----------|-----------|
| Cash Paid for Interest, Net of Capitalized Amounts                    | \$ 30,056 | \$ 35,231 |
| Net Cash Paid (Received) for Income Taxes                             | -         | (355)     |
| Noncash Acquisitions Under Capital Leases                             | 8,476     | 705       |
| Construction Expenditures Included in Accounts Payable at March 31,   | 29,496    | 29,910    |
| Acquisition of Nuclear Fuel Included in Accounts Payable at March 31, | 2,705     | 17,016    |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

INDIANA MICHIGAN POWER COMPANY AND SUBSIDIARIES  
INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to I&M's condensed consolidated financial statements are combined with the condensed notes to condensed financial statements for other registrant subsidiaries. Listed below are the notes that apply to I&M.

|   | Footnote<br>Reference |
|---|-----------------------|
| Significant Accounting Matters            | Note 1                |
| New Accounting Pronouncements             | Note 2                |
| Rate Matters                              | Note 3                |
| Commitments, Guarantees and Contingencies | Note 4                |
| Benefit Plans                             | Note 6                |
| Business Segments                         | Note 7                |
| Derivatives and Hedging                   | Note 8                |
| Fair Value Measurements                   | Note 9                |
| Income Taxes                              | Note 10               |
| Financing Activities                      | Note 11               |
| Company-wide Staffing and Budget Review   | Note 12               |

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OHIO POWER COMPANY CONSOLIDATED

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OHIO POWER COMPANY CONSOLIDATED  
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS

First Quarter of 2010 Compared to First Quarter of 2009

Reconciliation of First Quarter of 2009 to First Quarter of 2010  
Net Income  
(in millions)

|                                 |       |
|---------------------------------|-------|
| First Quarter of 2009           | \$ 73 |
| Changes in Gross Margin:        |       |
| Retail Margins                  | 42    |
| Off-system Sales                | 5     |
| Other                           | (18)  |
| Total Change in Gross Margin    | 29    |
| Total Expenses and Other:       |       |
| Other Operation and Maintenance | 14    |
| Depreciation and Amortization   | (5)   |
| Taxes Other Than Income Taxes   | (2)   |
| Carrying Costs Income           | 3     |
| Interest Expense                | (1)   |
| Total Expenses and Other        | 9     |
| Income Tax Expense              | (19)  |
| First Quarter of 2010           | \$ 92 |

The major components of the increase in Gross Margin, defined as revenues less the related direct cost of fuel, including consumption of chemicals and emissions allowances, and purchased power were as follows:

- Retail Margins increased \$42 million primarily due to the following:
  - A \$24 million increase in capacity settlements under the Interconnection Agreement.
  - A \$23 million increase primarily due to a \$16 million increase related to the implementation of higher rates set by the Ohio ESP and \$6 million of increased demand charges from WPCo effective January 2010.
  - A \$12 million increase in fuel margins.
- These increases were partially offset by:
  - A \$15 million decrease in retail sales primarily due to a decrease in residential and commercial usage.
- Margins from Off-system Sales increased \$5 million primarily due to higher physical sales volumes reflecting favorable generating availability.
- Other revenues decreased \$18 million primarily due to reduced gains on the sale of emission allowances.

Total Expenses and Other and Income Tax Expense changed between years as follows:

- Other Operation and Maintenance expenses decreased \$14 million primarily due to:
  - An \$8 million decrease related to a 2009 obligation to contribute to the “Partnership with Ohio” fund for low income, at-risk customers ordered by the PUCO’s March 2009 approval of OPCo’s ESP.
  - A \$7 million decrease from the reversal of an accrual for employee benefit expenses.
  - A \$4 million decrease in rent expense as a result of the purchase of JMG in December 2009.

These decreases were partially offset by:

- A \$3 million increase in recoverable customer account expenses due to increased Universal Service Fund surcharge rates for customers who qualify for payment assistance.
- A \$2 million increase in employee benefit expenses.
- Depreciation and Amortization increased \$5 million primarily due to a \$6 million increase from higher depreciable property balances as a result of environmental improvements placed in service and various other property additions, partially offset by a \$1 million decrease due to distribution leasehold improvements being fully amortized in the fourth quarter of 2009.
- Interest expense increased \$1 million primarily due to:
  - A \$6 million decrease in the debt component of AFUDC primarily due to the Amos Plant FGD and precipitator upgrade going into service in March 2009.
  - A \$5 million increase primarily due to an increase in interest expense from the issuance of long-term debt in September 2009.

These increases were partially offset by:

- An \$8 million decrease in interest expense related to the reacquisition of JMG’s bonds during the third quarter of 2009.
- Income Tax Expense increased \$19 million primarily due to an increase in pretax book income and the tax treatment associated with the future reimbursement of Medicare Part D prescription drug benefits.

## FINANCIAL CONDITION

### LIQUIDITY

OPCo participates in the Utility Money Pool, which provides access to AEP’s liquidity. OPCo has \$600 million of Senior Unsecured Notes and \$79 million of Pollution Control Bonds that will mature in 2010. OPCo relies upon ready access to capital markets, cash flows from operations and access to the Utility Money Pool to fund its maturities, current operations and capital expenditures. See the “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” section for additional discussion of liquidity.

### Credit Ratings

OPCo’s credit ratings as of March 31, 2010 were as follows:

|                       | Moody’s | S&P | Fitch |
|-----------------------|---------|-----|-------|
| Senior Unsecured Debt | Baa1    | BBB | BBB+  |

Moody’s, S&P and Fitch have OPCo on stable outlook. Downgrades from any of the rating agencies could increase OPCo’s borrowing costs.

## CASH FLOW

Cash flows for the three months ended March 31, 2010 and 2009 were as follows:

|  | 2010           | 2009      |
|--|----------------|-----------|
|  | (in thousands) |           |
| Cash and Cash Equivalents at Beginning of Period     | \$ 1,984       | \$ 12,679 |
| Cash Flows from (Used for):                          |                |           |
| Operating Activities                                 | 251,324        | (22,900)  |
| Investing Activities                                 | (258,305)      | (156,584) |
| Financing Activities                                 | 6,150          | 180,174   |
| Net Increase (Decrease) in Cash and Cash Equivalents | (831)          | 690       |
| Cash and Cash Equivalents at End of Period           | \$ 1,153       | \$ 13,369 |

## Operating Activities

Net Cash Flows from Operating Activities were \$251 million in 2010. OPCo produced Net Income of \$92 million during the period and noncash expense items of \$89 million for Depreciation and Amortization, \$41 million for Deferred Income Taxes. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The current period activity in working capital relates to a number of items. Accounts Receivable, Net had a \$62 million inflow primarily due to decreased sales to affiliates and settlement of allowance sales to affiliated companies. Fuel, Materials and Supplies had a \$57 million inflow primarily due to a decrease in coal inventory deliveries. Accrued Taxes, Net had a \$30 million outflow due to temporary timing differences of payments for property taxes partially offset by a decrease of federal income tax related accruals. The \$38 million change in Fuel Over/Under-Recovery, Net reflects the deferral of fuel costs as a fuel clause was reactivated in 2009 under OPCo's ESP.

Net Cash Flows Used for Operating Activities were \$23 million in 2009. OPCo produced Net Income of \$73 million during the period and noncash expense items of \$84 million for Depreciation and Amortization, \$72 million for Deferred Income Taxes. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital primarily relates to a number of items. Accounts Payable had a \$95 million cash outflow primarily due to OPCo's provision for revenue refund of \$62 million which was paid in the first quarter 2009 to the AEP West companies as part of the FERC's order on the SIA. Accrued Taxes, Net had a \$79 million cash outflow due to a decrease of federal income tax related accruals and temporary timing differences of payments for property taxes. Fuel, Materials and Supplies had a \$53 million cash outflow primarily due to an increase in coal inventory. Accounts Receivable, Net had a \$40 million inflow due to timing differences of payments from customers and the receipt of final payment due to a coal contract amendment. The \$65 million change in Fuel Over/Under Recovery, Net reflects the deferral of fuel costs as a fuel clause was reactivated in 2009 under OPCo's ESP.

## Investing Activities

Net Cash Flows Used for Investing Activities in 2010 and 2009 were \$258 million and \$157 million, respectively. OPCo had a net increase of \$179 million in loans to the Utility Money Pool in 2010. Construction Expenditures of \$78 million and \$163 million in 2010 and 2009, respectively, were primarily related to environmental

upgrades, as well as projects to improve service reliability for transmission and distribution. Environmental upgrades include the installation of selective catalytic reduction equipment and FGD projects at the Amos Plant.

#### Financing Activities

Net Cash Flows from Financing Activities were \$6 million during 2010. OPCo issued \$86 million of Pollution Control Bonds in March 2010. OPCo also paid \$75 million in dividends on common stock.

Net Cash Flows from Financing Activities were \$180 million in 2009 primarily due to a net increase of \$186 million in borrowings from the Utility Money Pool.

Long-term debt issuances during the first three months of 2010 were:

#### Issuances

| Type of Debt               | Principal<br>Amount<br>(in<br>thousands) | Interest<br>Rate<br>(%) | Due<br>Date |
|----------------------------|--|-------------------------|-------------|
| Pollution Control<br>Bonds | \$ 86,000                                | 3.125                   | 2043        |

#### Retirements

None

#### SUMMARY OBLIGATION INFORMATION

A summary of contractual obligations is included in the 2009 Annual Report and has not changed significantly from year-end other than debt issuances discussed in “Cash Flow” above.

#### SIGNIFICANT FACTORS

#### REGULATORY ISSUES

##### Ohio Electric Security Plan Filing

During 2009, the PUCO issued an order that modified and approved OPCo’s ESP which established rates through 2011. The order also limits rate increases for OPCo to 8% in 2009, 7% in 2010 and 8% in 2011. The order provides a FAC for the three-year period of the ESP. Several notices of appeal are outstanding at the Supreme Court of Ohio relating to significant issues in the determination of the approved ESP rates. In addition, an order is expected from the PUCO related to the SEET methodology. See “Ohio Electric Security Plan Filings” section of Note 3.

#### LITIGATION AND ENVIRONMENTAL ISSUES

In the ordinary course of business, OPCo is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot state what the eventual outcome will be or the timing and amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases which have a probable likelihood of loss if the loss amount can be estimated. For details on regulatory proceedings and pending litigation, see Note 4 – Rate Matters and Note 6 – Commitments, Guarantees and Contingencies in the 2009 Annual Report. Additionally, see Note 3 – Rate Matters and Note 4 – Commitments, Guarantees and Contingencies. Adverse results in these proceedings have the potential to

materially affect OPCo's net income, financial condition and cash flows.

See the "Significant Factors" section of "Combined Management's Discussion and Analysis of Registrant Subsidiaries" for additional discussion of relevant significant factors.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES, NEW ACCOUNTING PRONOUNCEMENTS

See the "Critical Accounting Policies and Estimates" section of "Combined Management's Discussion and Analysis of Registrant Subsidiaries" in the 2009 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, the valuation of long-lived assets and pension and other postretirement benefits.

See the "New Accounting Pronouncements" section of "Combined Management's Discussion and Analysis of Registrant Subsidiaries" for a discussion of the adoption and impact of new accounting pronouncements.

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QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

See “Quantitative And Qualitative Disclosures About Risk Management Activities” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of risk management activities.

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OHIO POWER COMPANY CONSOLIDATED  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 For the Three Months Ended March 31, 2010 and 2009  
 (in thousands)  
 (Unaudited)

|  | 2010             | 2009             |
|--|------------------|------------------|
| <b>REVENUES</b>  |                  |                  |
| Electric Generation, Transmission and Distribution       | \$ 543,700       | \$ 524,686       |
| Sales to AEP Affiliates                                  | 306,768          | 226,694          |
| Other Revenues – Affiliated                              | 6,574            | 7,488            |
| Other Revenues – Nonaffiliated                           | 4,231            | 3,847            |
| <b>TOTAL REVENUES</b>                                    | <b>861,273</b>   | <b>762,715</b>   |
| <b>EXPENSES</b>  |                  |                  |
| Fuel and Other Consumables Used for Electric Generation  | 331,017          | 253,474          |
| Purchased Electricity for Resale                         | 38,890           | 52,269           |
| Purchased Electricity from AEP Affiliates                | 22,191           | 16,742           |
| Other Operation  | 89,156           | 99,598           |
| Maintenance  | 56,231           | 60,040           |
| Depreciation and Amortization                            | 89,361           | 84,023           |
| Taxes Other Than Income Taxes                            | 53,084           | 51,492           |
| <b>TOTAL EXPENSES</b>                                    | <b>679,930</b>   | <b>617,638</b>   |
| <b>OPERATING INCOME</b>                                  | <b>181,343</b>   | <b>145,077</b>   |
| Other Income (Expense):                                  |                  |                  |
| Interest Income  | 405              | 244              |
| Carrying Costs Income                                    | 4,874            | 1,584            |
| Allowance for Equity Funds Used During Construction      | 1,031            | 867              |
| Interest Expense   | (39,975)         | (38,681)         |
| <b>INCOME BEFORE INCOME TAX EXPENSE</b>                  | <b>147,678</b>   | <b>109,091</b>   |
| Income Tax Expense                                       | 55,775           | 36,482           |
| <b>NET INCOME</b>  | <b>91,903</b>    | <b>72,609</b>    |
| Less: Net Income Attributable to Noncontrolling Interest | -                | 463              |
| <b>NET INCOME ATTRIBUTABLE TO OPCo SHAREHOLDERS</b>      | <b>91,903</b>    | <b>72,146</b>    |
| Less: Preferred Stock Dividend Requirements              | 183              | 183              |
| <b>EARNINGS ATTRIBUTABLE TO OPCo COMMON SHAREHOLDER</b>  | <b>\$ 91,720</b> | <b>\$ 71,963</b> |

The common stock of OPCo is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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OHIO POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN  
EQUITY AND COMPREHENSIVE INCOME (LOSS)  
For the Three Months Ended March 31, 2010 and 2009  
(in thousands)  
(Unaudited)

|  | OPCo Common Shareholder |                    |                      |   |                            |              |  |
|--|-------------------------|--------------------|----------------------|---|----------------------------|--------------|--|
|  | Common<br>Stock         | Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Noncontrolling<br>Interest | Total        |  |
| <b>TOTAL<br/>EQUITY – DECEMBER 31,<br/>2008</b>                            | \$ 321,201              | \$ 536,640         | \$ 1,697,962         | \$ (133,858)  | \$ 16,799                  | \$ 2,438,744 |  |
| Common Stock Dividends –<br>Nonaffiliated                                  |                         |                    |                      |   | (463)                      | (463)        |  |
| Preferred Stock Dividends  |                         |                    | (183)                |   |                            | (183)        |  |
| Other Changes in Equity  |                         |                    |                      |   | 1,111                      | 1,111        |  |
| <b>SUBTOTAL – EQUITY</b>   |                         |                    |                      |   |                            | 2,439,209    |  |
| <b>COMPREHENSIVE<br/>INCOME</b>  |                         |                    |                      |   |                            |              |  |
| Other Comprehensive<br>Income, Net of Taxes:                               |                         |                    |                      |   |                            |              |  |
| Cash Flow Hedges, Net of<br>Tax of \$570                                   |                         |                    |                      | 1,058   |                            | 1,058        |  |
| Amortization of Pension and<br>OPEB Deferred Costs, Net of<br>Tax of \$855 |                         |                    |                      | 1,588   |                            | 1,588        |  |
| <b>NET INCOME</b>  |                         |                    | 72,146               |   | 463                        | 72,609       |  |
| <b>TOTAL COMPREHENSIVE<br/>INCOME</b>                                      |                         |                    |                      |   |                            | 75,255       |  |
| <b>TOTAL EQUITY – MARCH<br/>31, 2009</b>                                   | \$ 321,201              | \$ 536,640         | \$ 1,769,925         | \$ (131,212)  | \$ 17,910                  | \$ 2,514,464 |  |
| <b>TOTAL COMMON<br/>SHAREHOLDER'S<br/>EQUITY –DECEMBER 31,<br/>2009</b>    | \$ 321,201              | \$ 1,123,149       | \$ 1,908,803         | \$ (118,458)  | -                          | \$ 3,234,695 |  |
| Common Stock Dividends   |                         |                    | (75,287)             |   |                            | (75,287)     |  |
| Preferred Stock Dividends  |                         |                    | (183)                |   |                            | (183)        |  |
| <b>SUBTOTAL – COMMON<br/>SHAREHOLDER'S EQUITY</b>                          |                         |                    |                      |   |                            | 3,159,225    |  |

|  |               |              |              |               |                |
|--|---------------|--------------|--------------|---------------|----------------|
| <b>COMPREHENSIVE INCOME</b>  |               |              |              |               |                |
| Other Comprehensive Income (Loss), Net of Taxes:                     |               |              |              |               |                |
| Cash Flow Hedges, Net of Tax of \$817                                |               |              | (1,517)      | (1,517)       |                |
| Amortization of Pension and OPEB Deferred Costs, Net of Tax of \$949 |               |              | 1,762        | 1,762         |                |
| <b>NET INCOME</b>  | <b>91,903</b> |              |              | <b>91,903</b> |                |
| <b>TOTAL COMPREHENSIVE INCOME</b>                                    |               |              |              | <b>92,148</b> |                |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY –MARCH 31, 2010</b>             |               |              |              |               |                |
|  | \$ 321,201    | \$ 1,123,149 | \$ 1,925,236 | \$ (118,213)  | - \$ 3,251,373 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

OHIO POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

March 31, 2010 and December 31, 2009

(in thousands)

(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| <b>CURRENT ASSETS</b>                            |                     |                     |
| Cash and Cash Equivalents                        | \$ 1,153            | \$ 1,984            |
| Advances to Affiliates                           | 617,299             | 438,352             |
| Accounts Receivable:                             |                     |                     |
| Customers  | 64,895              | 60,711              |
| Affiliated Companies                             | 129,823             | 200,579             |
| Accrued Unbilled Revenues                        | 19,146              | 15,021              |
| Miscellaneous                                    | 3,076               | 2,701               |
| Allowance for Uncollectible Accounts             | (2,668)             | (2,665)             |
| Total Accounts Receivable                        | 214,272             | 276,347             |
| Fuel   | 280,344             | 336,866             |
| Materials and Supplies                           | 114,976             | 115,486             |
| Risk Management Assets                           | 59,227              | 50,048              |
| Accrued Tax Benefits                             | 128,944             | 143,473             |
| Prepayments and Other Current Assets             | 37,415              | 26,301              |
| <b>TOTAL CURRENT ASSETS</b>                      | <b>1,453,630</b>    | <b>1,388,857</b>    |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>             |                     |                     |
| Electric:  |                     |                     |
| Production                                       | 6,755,219           | 6,731,469           |
| Transmission                                     | 1,184,514           | 1,166,557           |
| Distribution                                     | 1,579,150           | 1,567,871           |
| Other Property, Plant and Equipment              | 374,890             | 348,718             |
| Construction Work in Progress                    | 204,870             | 198,843             |
| Total Property, Plant and Equipment              | 10,098,643          | 10,013,458          |
| Accumulated Depreciation and Amortization        | 3,395,099           | 3,318,896           |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b> | <b>6,703,544</b>    | <b>6,694,562</b>    |
| <b>OTHER NONCURRENT ASSETS</b>                   |                     |                     |
| Regulatory Assets                                | 795,135             | 742,905             |
| Long-term Risk Management Assets                 | 43,746              | 28,003              |
| Deferred Charges and Other Noncurrent Assets     | 162,378             | 184,812             |
| <b>TOTAL OTHER NONCURRENT ASSETS</b>             | <b>1,001,259</b>    | <b>955,720</b>      |
| <b>TOTAL ASSETS</b>                              | <b>\$ 9,158,433</b> | <b>\$ 9,039,139</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



OHIO POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED BALANCE SHEETS  
LIABILITIES AND SHAREHOLDERS' EQUITY  
March 31, 2010 and December 31, 2009  
(Unaudited)

| CURRENT LIABILITIES  | 2010                | 2009                |
|--|---------------------|---------------------|
|  | (in thousands)      |                     |
| Accounts Payable:  |                     |                     |
| General  | \$ 166,683          | \$ 182,848          |
| Affiliated Companies   | 81,706              | 92,766              |
| Long-term Debt Due Within One Year – Nonaffiliated             | 679,450             | 679,450             |
| Risk Management Liabilities                                    | 29,456              | 24,391              |
| Customer Deposits  | 23,238              | 22,409              |
| Accrued Taxes  | 159,132             | 203,335             |
| Accrued Interest   | 48,674              | 46,431              |
| Other Current Liabilities                                      | 109,626             | 104,889             |
| <b>TOTAL CURRENT LIABILITIES</b>                               | <b>1,297,965</b>    | <b>1,356,519</b>    |
|  |                     |                     |
| NONCURRENT LIABILITIES   |                     |                     |
| Long-term Debt – Nonaffiliated                                 | 2,449,659           | 2,363,055           |
| Long-term Debt – Affiliated                                    | 200,000             | 200,000             |
| Long-term Risk Management Liabilities                          | 20,353              | 12,510              |
| Deferred Income Taxes  | 1,345,173           | 1,302,939           |
| Regulatory Liabilities and Deferred Investment Tax Credits     | 137,116             | 128,187             |
| Employee Benefits and Pension Obligations                      | 259,072             | 269,485             |
| Deferred Credits and Other Noncurrent Liabilities              | 181,095             | 155,122             |
| <b>TOTAL NONCURRENT LIABILITIES</b>                            | <b>4,592,468</b>    | <b>4,431,298</b>    |
|  |                     |                     |
| <b>TOTAL LIABILITIES</b>                                       | <b>5,890,433</b>    | <b>5,787,817</b>    |
|  |                     |                     |
| Cumulative Preferred Stock Not Subject to Mandatory Redemption | 16,627              | 16,627              |
|  |                     |                     |
| Rate Matters (Note 3)  |                     |                     |
| Commitments and Contingencies (Note 4)                         |                     |                     |
|  |                     |                     |
| COMMON SHAREHOLDER'S EQUITY                                    |                     |                     |
| Common Stock – No Par Value:                                   |                     |                     |
| Authorized – 40,000,000 Shares                                 |                     |                     |
| Outstanding – 27,952,473 Shares                                | 321,201             | 321,201             |
| Paid-in Capital  | 1,123,149           | 1,123,149           |
| Retained Earnings  | 1,925,236           | 1,908,803           |
| Accumulated Other Comprehensive Income (Loss)                  | (118,213)           | (118,458)           |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY</b>                       | <b>3,251,373</b>    | <b>3,234,695</b>    |
|  |                     |                     |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>              | <b>\$ 9,158,433</b> | <b>\$ 9,039,139</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.





OHIO POWER COMPANY CONSOLIDATED  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 For the Three Months Ended March 31, 2010 and 2009  
 (in thousands)  
 (Unaudited)

|  | 2010      | 2009      |
|--|-----------|-----------|
| <b>OPERATING ACTIVITIES</b>  |           |           |
| Net Income   | \$ 91,903 | \$ 72,609 |
| Adjustments to Reconcile Net Income to Net Cash Flows<br>from (Used for) Operating Activities: |           |           |
| Depreciation and Amortization  | 89,361    | 84,023    |
| Deferred Income Taxes  | 41,462    | 71,740    |
| Carrying Costs Income  | (4,874)   | (1,584)   |
| Allowance for Equity Funds Used During Construction  | (1,031)   | (867)     |
| Mark-to-Market of Risk Management Contracts  | (13,704)  | (7,117)   |
| Property Taxes   | 24,242    | 21,527    |
| Fuel Over/Under-Recovery, Net  | (38,025)  | (65,192)  |
| Change in Other Noncurrent Assets  | (5,008)   | 1,669     |
| Change in Other Noncurrent Liabilities   | (1,741)   | 19,318    |
| Changes in Certain Components of Working Capital:  |           |           |
| Accounts Receivable, Net   | 62,075    | 39,518    |
| Fuel, Materials and Supplies   | 57,032    | (52,588)  |
| Accounts Payable   | (10,190)  | (95,306)  |
| Customer Deposits  | 829       | 2,073     |
| Accrued Taxes, Net   | (30,082)  | (78,533)  |
| Accrued Interest   | 2,243     | (8,311)   |
| Other Current Assets   | (8,331)   | (15,394)  |
| Other Current Liabilities  | (4,837)   | (10,485)  |
| Net Cash Flows from (Used for) Operating Activities  | 251,324   | (22,900)  |
| <b>INVESTING ACTIVITIES</b>  |           |           |
| Construction Expenditures  | (78,398)  | (163,263) |
| Change in Advances to Affiliates, Net  | (178,947) | -         |
| Acquisitions of Assets   | (823)     | -         |
| Proceeds from Sales of Assets  | 2,047     | 2,796     |
| Other Investing Activities   | (2,184)   | 3,883     |
| Net Cash Flows Used for Investing Activities   | (258,305) | (156,584) |
| <b>FINANCING ACTIVITIES</b>  |           |           |
| Issuance of Long-term Debt – Nonaffiliated   | 85,487    | -         |
| Change in Advances from Affiliates, Net  | -         | 186,279   |
| Retirement of Long-term Debt – Nonaffiliated   | -         | (4,500)   |
| Principal Payments for Capital Lease Obligations   | (2,101)   | (1,316)   |
| Dividends Paid on Common Stock – Nonaffiliated   | -         | (463)     |
| Dividends Paid on Common Stock – Affiliated  | (75,287)  | -         |
| Dividends Paid on Cumulative Preferred Stock   | (183)     | (183)     |
| Other Financing Activities   | (1,766)   | 357       |
| Net Cash Flows from Financing Activities   | 6,150     | 180,174   |

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|  |          |           |
|--|----------|-----------|
| Net Increase (Decrease) in Cash and Cash Equivalents | (831)    | 690       |
| Cash and Cash Equivalents at Beginning of Period     | 1,984    | 12,679    |
| Cash and Cash Equivalents at End of Period           | \$ 1,153 | \$ 13,369 |

SUPPLEMENTARY INFORMATION

|   |           |           |
|---|-----------|-----------|
| Cash Paid for Interest, Net of Capitalized Amounts                  | \$ 36,243 | \$ 64,554 |
| Net Cash Paid for Income Taxes                                      | -         | 2,337     |
| Noncash Acquisitions Under Capital Leases                           | 22,559    | 157       |
| Construction Expenditures Included in Accounts Payable at March 31, | 12,894    | 15,767    |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

OHIO POWER COMPANY CONSOLIDATED  
INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to OPCo's condensed consolidated financial statements are combined with the condensed notes to condensed financial statements for other registrant subsidiaries. Listed below are the notes that apply to OPCo.

|   | Footnote<br>Reference |
|---|-----------------------|
| Significant Accounting Matters            | Note 1                |
| New Accounting Pronouncements             | Note 2                |
| Rate Matters                              | Note 3                |
| Commitments, Guarantees and Contingencies | Note 4                |
| Benefit Plans                             | Note 6                |
| Business Segments                         | Note 7                |
| Derivatives and Hedging                   | Note 8                |
| Fair Value Measurements                   | Note 9                |
| Income Taxes                              | Note 10               |
| Financing Activities                      | Note 11               |
| Company-wide Staffing and Budget Review   | Note 12               |

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PUBLIC SERVICE COMPANY OF OKLAHOMA

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PUBLIC SERVICE COMPANY OF OKLAHOMA  
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS

First Quarter of 2010 Compared to First Quarter of 2009

Reconciliation of First Quarter of 2009 to First Quarter of 2010  
Net Income  
(in millions)

|                                 |      |
|---------------------------------|------|
| First Quarter of 2009           | \$ 6 |
| Changes in Gross Margin:        |      |
| Retail Margins (a)              | 11   |
| Off-system Sales                | 1    |
| Transmission Revenues           | 2    |
| Other                           | 1    |
| Total Change in Gross Margin    | 15   |
| Total Expenses and Other:       |      |
| Other Operation and Maintenance | (16) |
| Depreciation and Amortization   | 1    |
| Other Income                    | (1)  |
| Interest Expense                | (2)  |
| Total Expenses and Other        | (18) |
| Income Tax Expense              | 1    |
| First Quarter of 2010           | \$ 4 |

Includes firm wholesale sales to municipals and  
(a) cooperatives.

The major components of the increase in Gross Margin, defined as revenues less the related direct cost of fuel, including consumption of chemicals and emissions allowances, and purchased power were as follows:

- Retail Margins increased \$11 million primarily due to base rate increases.
- Transmission Revenues increased \$2 million primarily due to higher rates in the SPP region.

Total Expenses and Other changed between years as follows:

- Other Operation and Maintenance expenses increased \$16 million primarily due to the following:
  - A \$7 million increase in employee-related expenses.
  - A \$6 million increase in plant maintenance expense primarily resulting from the 2009 deferral of generation maintenance expenses as a result of PSO's base rate case.
- Interest Expense increased \$2 million primarily due to an increase in long-term borrowings in the last half of 2009.

## FINANCIAL CONDITION

## LIQUIDITY

PSO participates in the Utility Money Pool, which provides access to AEP's liquidity. PSO relies upon ready access to capital markets, cash flows from operations and access to the Utility Money Pool to fund current operations and capital expenditures. See the "Combined Management's Discussion and Analysis of Registrant Subsidiaries" section for additional discussion of liquidity.

## Credit Ratings

PSO's credit ratings as of March 31, 2010 were as follows:

|                       | Moody's | S&P | Fitch |
|-----------------------|---------|-----|-------|
| Senior Unsecured Debt | Baa1    | BBB | BBB+  |

Moody's, S&P and Fitch have PSO on stable outlook. Downgrades from any of the rating agencies could increase PSO's borrowing costs.

## CASH FLOW

Cash flows for the three months ended March 31, 2010 and 2009 were as follows:

|  | 2010           | 2009     |
|--|----------------|----------|
|  | (in thousands) |          |
| Cash and Cash Equivalents at Beginning of Period     | \$ 796         | \$ 1,345 |
| Cash Flows from (Used for):                          |                |          |
| Operating Activities                                 | (60,332)       | 103,803  |
| Investing Activities                                 | 5,380          | (59,145) |
| Financing Activities                                 | 55,082         | (44,726) |
| Net Increase (Decrease) in Cash and Cash Equivalents | 130            | (68)     |
| Cash and Cash Equivalents at End of Period           | \$ 926         | \$ 1,277 |

## Operating Activities

Net Cash Flows Used for Operating Activities were \$60 million in 2010. PSO produced Net Income of \$4 million during the period and had noncash expense items of \$27 million for Depreciation and Amortization and \$21 million for Deferred Income Taxes, offset by a \$28 million increase in the deferral of Property Taxes. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital relates to a \$15 million inflow from Accounts Payable primarily due to timing differences for payments to affiliates and payments of items accrued at December 31, 2009. The \$82 million outflow from Fuel Over/Under-Recovery, Net was primarily due to refunding to customers the prior month's fuel over-recoveries through lower fuel factors.

Net Cash Flows from Operating Activities were \$104 million in 2009. PSO produced Net Income of \$6 million during the period and had a noncash expense item of \$28 million for Depreciation and Amortization, offset by a \$28

million increase in the deferral of Property Taxes and a \$14 million increase in Deferred Income Taxes. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital relates to a number of items. The \$93 million inflow from Accounts Receivable, Net was primarily due to receiving the SIA refund from the AEP East companies and lower customer receivables. The \$37 million inflow from Accrued Taxes, Net was the result of increased accruals related to property and income taxes. The \$29 million outflow from Accounts Payable was primarily due to timing differences for payments to affiliates and payment of items accrued at December 31, 2008. The \$37 million inflow from Fuel Over/Under-Recovery, Net was primarily due to lower fuel costs.

#### Investing Activities

Net Cash Flows from Investing Activities were \$5 million during 2010 and Net Cash Flows Used for Investing Activities were \$59 million during 2009. Construction Expenditures of \$55 million and \$52 million in 2010 and 2009, respectively, were primarily related to projects for improved generation, transmission and distribution service reliability. During 2010, PSO had a net decrease of \$63 million in loans to the Utility Money Pool. During 2009, PSO had a net increase of \$7 million in loans to the Utility Money Pool.

#### Financing Activities

Net Cash Flows from Financing Activities were \$55 million during 2010. PSO had a net increase of \$69 million in borrowings from the Utility Money Pool. This inflow was partially offset by \$13 million paid in dividends on common stock.

Net Cash Flows Used for Financing Activities were \$45 million during 2009. PSO had a net decrease of \$70 million in borrowings from the Utility Money Pool. PSO issued \$34 million of Pollution Control Bonds in February 2009. In addition, PSO paid \$7 million in dividends on common stock.

PSO did not have any long-term debt issuances or retirements during the first three months of 2010.

#### SUMMARY OBLIGATION INFORMATION

A summary of contractual obligations is included in the 2009 Annual Report and has not changed significantly from year-end.

#### REGULATORY ACTIVITY

##### Oklahoma Regulatory Activity

In 2009, the OCC approved PSO's Capital Reliability Rider (CRR) filing which requires PSO to file a base rate case no later than July 2010.

#### SIGNIFICANT FACTORS

#### LITIGATION AND ENVIRONMENTAL ISSUES

In the ordinary course of business, PSO is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot state what the eventual outcome will be or the timing and amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases which have a probable likelihood of loss if the loss amount can be estimated. For details on regulatory proceedings and pending litigation, see Note 4 – Rate Matters and Note 6 –



Commitments, Guarantees and Contingencies in the 2009 Annual Report. Additionally, see Note 3 – Rate Matters and Note 4 – Commitments, Guarantees and Contingencies. Adverse results in these proceedings have the potential to materially affect PSO’s net income, financial condition and cash flows.

See the “Significant Factors” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for additional discussion of relevant significant factors.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES, NEW ACCOUNTING PRONOUNCEMENTS

See the “Critical Accounting Policies and Estimates” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” in the 2009 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, the valuation of long-lived assets and pension and other postretirement benefits.

See the “New Accounting Pronouncements” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of the adoption and impact of new accounting pronouncements.

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QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

See “Quantitative And Qualitative Disclosures About Risk Management Activities” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of risk management activities.

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PUBLIC SERVICE COMPANY OF OKLAHOMA  
CONDENSED STATEMENTS OF INCOME  
For the Three Months Ended March 31, 2010 and 2009  
(in thousands)  
(Unaudited)

|   | 2010            | 2009            |
|---|-----------------|-----------------|
| <b>REVENUES</b>   |                 |                 |
| Electric Generation, Transmission and Distribution      | \$ 228,551      | \$ 278,771      |
| Sales to AEP Affiliates                                 | 8,670           | 15,823          |
| Other Revenues  | 534             | 693             |
| <b>TOTAL REVENUES</b>                                   | <b>237,755</b>  | <b>295,287</b>  |
| <b>EXPENSES</b>   |                 |                 |
| Fuel and Other Consumables Used for Electric Generation | 40,972          | 119,399         |
| Purchased Electricity for Resale                        | 44,980          | 44,425          |
| Purchased Electricity from AEP Affiliates               | 10,992          | 5,915           |
| Other Operation   | 49,662          | 39,545          |
| Maintenance   | 30,939          | 25,430          |
| Depreciation and Amortization                           | 27,288          | 27,950          |
| Taxes Other Than Income Taxes                           | 10,300          | 10,751          |
| <b>TOTAL EXPENSES</b>                                   | <b>215,133</b>  | <b>273,415</b>  |
| <b>OPERATING INCOME</b>                                 | <b>22,622</b>   | <b>21,872</b>   |
| Other Income (Expense):                                 |                 |                 |
| Interest Income   | 182             | 648             |
| Carrying Costs Income                                   | 867             | 1,711           |
| Allowance for Equity Funds Used During Construction     | 247             | 170             |
| Interest Expense  | (17,363)        | (14,805)        |
| <b>INCOME BEFORE INCOME TAX EXPENSE</b>                 | <b>6,555</b>    | <b>9,596</b>    |
| Income Tax Expense                                      | 2,416           | 3,558           |
| <b>NET INCOME</b>                                       | <b>4,139</b>    | <b>6,038</b>    |
| Preferred Stock Dividend Requirements                   | 53              | 53              |
| <b>EARNINGS ATTRIBUTABLE TO COMMON STOCK</b>            | <b>\$ 4,086</b> | <b>\$ 5,985</b> |

The common stock of PSO is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



PUBLIC SERVICE COMPANY OF OKLAHOMA  
CONDENSED STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S  
EQUITY AND COMPREHENSIVE INCOME (LOSS)  
For the Three Months Ended March 31, 2010 and 2009  
(in thousands)  
(Unaudited)

|  | Common<br>Stock | Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total          |
|--|-----------------|--------------------|----------------------|--|----------------|
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY –</b>                   |                 |                    |                      |  |                |
| DECEMBER 31, 2008  | \$ 157,230      | \$ 340,016         | \$ 251,704           | \$ (704)   | \$ 748,246     |
| Common Stock Dividends                                       |                 |                    | (7,250)              |  | (7,250)        |
| Preferred Stock Dividends                                    |                 |                    | (53)                 |  | (53)           |
| Other Changes in Common Shareholder's Equity                 |                 | 4,214              | (4,214)              |  | -              |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                |                 |                    |                      |  | <b>740,943</b> |
| <b>COMPREHENSIVE INCOME</b>                                  |                 |                    |                      |  |                |
| Other Comprehensive Income, Net of Taxes:                    |                 |                    |                      |  |                |
| Cash Flow Hedges, Net of Tax of \$12                         |                 |                    |                      | 22   | 22             |
| <b>NET INCOME</b>  |                 |                    | 6,038                |  | 6,038          |
| <b>TOTAL COMPREHENSIVE INCOME</b>                            |                 |                    |                      |  | <b>6,060</b>   |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY –</b>                   |                 |                    |                      |  |                |
| MARCH 31, 2009   | \$ 157,230      | \$ 344,230         | \$ 246,225           | \$ (682)   | \$ 747,003     |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2009</b> |                 |                    |                      |  |                |
|  | \$ 157,230      | \$ 364,231         | \$ 290,880           | \$ (599)   | \$ 811,742     |
| Common Stock Dividends                                       |                 |                    | (12,687)             |  | (12,687)       |
| Preferred Stock Dividends                                    |                 |                    | (53)                 |  | (53)           |
| <b>SUBTOTAL – COMMON SHAREHOLDER'S EQUITY</b>                |                 |                    |                      |  | <b>799,002</b> |
| <b>COMPREHENSIVE INCOME</b>                                  |                 |                    |                      |  |                |
| Other Comprehensive Income, Net of Taxes:                    |                 |                    |                      |  |                |
| Cash Flow Hedges, Net of Tax of \$62                         |                 |                    |                      | 116  | 116            |
| <b>NET INCOME</b>  |                 |                    | 4,139                |  | 4,139          |
| <b>TOTAL COMPREHENSIVE INCOME</b>                            |                 |                    |                      |  | <b>4,255</b>   |

TOTAL COMMON SHAREHOLDER'S  
EQUITY –

|                |            |            |            |          |            |
|----------------|------------|------------|------------|----------|------------|
| MARCH 31, 2010 | \$ 157,230 | \$ 364,231 | \$ 282,279 | \$ (483) | \$ 803,257 |
|----------------|------------|------------|------------|----------|------------|

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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PUBLIC SERVICE COMPANY OF OKLAHOMA  
CONDENSED BALANCE SHEETS

ASSETS

March 31, 2010 and December 31, 2009

(in thousands)

(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| <b>CURRENT ASSETS</b>                            |                     |                     |
| Cash and Cash Equivalents                        | \$ 926              | \$ 796              |
| Advances to Affiliates                           | -                   | 62,695              |
| Accounts Receivable:                             |                     |                     |
| Customers  | 32,961              | 38,239              |
| Affiliated Companies                             | 58,353              | 59,096              |
| Miscellaneous                                    | 7,461               | 7,242               |
| Allowance for Uncollectible Accounts             | (128)               | (304)               |
| Total Accounts Receivable                        | 98,647              | 104,273             |
| Fuel   | 21,608              | 20,892              |
| Materials and Supplies                           | 46,560              | 44,914              |
| Risk Management Assets                           | 3,263               | 2,376               |
| Deferred Income Tax Benefits                     | 14,312              | 26,335              |
| Accrued Tax Benefits                             | 32,860              | 15,291              |
| Regulatory Asset for Under-Recovered Fuel Costs  | 31,025              | -                   |
| Prepayments and Other Current Assets             | 11,311              | 9,139               |
| <b>TOTAL CURRENT ASSETS</b>                      | <b>260,512</b>      | <b>286,711</b>      |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>             |                     |                     |
| Electric:  |                     |                     |
| Production                                       | 1,304,060           | 1,300,069           |
| Transmission                                     | 633,864             | 617,291             |
| Distribution                                     | 1,627,977           | 1,596,355           |
| Other Property, Plant and Equipment              | 244,558             | 228,705             |
| Construction Work in Progress                    | 81,462              | 67,138              |
| Total Property, Plant and Equipment              | 3,891,921           | 3,809,558           |
| Accumulated Depreciation and Amortization        | 1,234,393           | 1,220,177           |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b> | <b>2,657,528</b>    | <b>2,589,381</b>    |
| <b>OTHER NONCURRENT ASSETS</b>                   |                     |                     |
| Regulatory Assets                                | 276,679             | 279,185             |
| Long-term Risk Management Assets                 | 157                 | 50                  |
| Deferred Charges and Other Noncurrent Assets     | 40,328              | 13,880              |
| <b>TOTAL OTHER NONCURRENT ASSETS</b>             | <b>317,164</b>      | <b>293,115</b>      |
| <b>TOTAL ASSETS</b>                              | <b>\$ 3,235,204</b> | <b>\$ 3,169,207</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.





PUBLIC SERVICE COMPANY OF OKLAHOMA  
CONDENSED BALANCE SHEETS  
LIABILITIES AND SHAREHOLDERS' EQUITY  
March 31, 2010 and December 31, 2009  
(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| CURRENT LIABILITIES (in thousands)                             |                     |                     |
| Advances from Affiliates                                       | \$ 68,743           | \$ -                |
| Accounts Payable:  |                     |                     |
| General  | 101,867             | 76,895              |
| Affiliated Companies   | 78,260              | 71,099              |
| Risk Management Liabilities                                    | 536                 | 2,579               |
| Customer Deposits  | 41,603              | 42,002              |
| Accrued Taxes  | 37,591              | 19,471              |
| Regulatory Liability for Over-Recovered Fuel Costs             | -                   | 51,087              |
| Other Current Liabilities                                      | 56,929              | 60,905              |
| <b>TOTAL CURRENT LIABILITIES</b>                               | <b>385,529</b>      | <b>324,038</b>      |
| NONCURRENT LIABILITIES   |                     |                     |
| Long-term Debt – Nonaffiliated                                 | 968,808             | 968,121             |
| Long-term Risk Management Liabilities                          | 117                 | 144                 |
| Deferred Income Taxes  | 602,506             | 588,768             |
| Regulatory Liabilities and Deferred Investment Tax Credits     | 317,573             | 326,931             |
| Employee Benefits and Pension Obligations                      | 108,101             | 107,748             |
| Deferred Credits and Other Noncurrent Liabilities              | 44,055              | 36,457              |
| <b>TOTAL NONCURRENT LIABILITIES</b>                            | <b>2,041,160</b>    | <b>2,028,169</b>    |
| <b>TOTAL LIABILITIES</b>                                       | <b>2,426,689</b>    | <b>2,352,207</b>    |
| Cumulative Preferred Stock Not Subject to Mandatory Redemption | 5,258               | 5,258               |
| Rate Matters (Note 3)  |                     |                     |
| Commitments and Contingencies (Note 4)                         |                     |                     |
| COMMON SHAREHOLDER'S EQUITY                                    |                     |                     |
| Common Stock – Par Value – \$15 Per Share:                     |                     |                     |
| Authorized – 11,000,000 Shares                                 |                     |                     |
| Issued – 10,482,000 Shares                                     |                     |                     |
| Outstanding – 9,013,000 Shares                                 | 157,230             | 157,230             |
| Paid-in Capital  | 364,231             | 364,231             |
| Retained Earnings  | 282,279             | 290,880             |
| Accumulated Other Comprehensive Income (Loss)                  | (483)               | (599)               |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY</b>                       | <b>803,257</b>      | <b>811,742</b>      |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>              | <b>\$ 3,235,204</b> | <b>\$ 3,169,207</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



PUBLIC SERVICE COMPANY OF OKLAHOMA  
CONDENSED STATEMENTS OF CASH FLOWS  
For the Three Months Ended March 31, 2010 and 2009  
(in thousands)  
(Unaudited)

|  | 2010     | 2009      |
|--|----------|-----------|
| <b>OPERATING ACTIVITIES</b>  |          |           |
| Net Income   | \$ 4,139 | \$ 6,038  |
| Adjustments to Reconcile Net Income to Net Cash Flows<br>from (Used for) Operating Activities: |          |           |
| Depreciation and Amortization  | 27,288   | 27,950    |
| Deferred Income Taxes  | 20,526   | (13,835)  |
| Carrying Costs Income  | (867)    | (1,711)   |
| Allowance for Equity Funds Used During Construction  | (247)    | (170)     |
| Mark-to-Market of Risk Management Contracts  | (2,959)  | (562)     |
| Property Taxes   | (27,797) | (28,050)  |
| Fuel Over/Under-Recovery, Net  | (82,112) | 36,650    |
| Change in Other Noncurrent Assets  | (10,473) | 429       |
| Change in Other Noncurrent Liabilities   | 1,764    | (1,879)   |
| Changes in Certain Components of Working Capital:  |          |           |
| Accounts Receivable, Net   | 5,626    | 92,561    |
| Fuel, Materials and Supplies   | (2,362)  | 1,386     |
| Accounts Payable   | 15,235   | (28,623)  |
| Accrued Taxes, Net   | 1,152    | 36,694    |
| Other Current Assets   | (2,108)  | (3,511)   |
| Other Current Liabilities  | (7,137)  | (19,564)  |
| Net Cash Flows from (Used for) Operating Activities  | (60,332) | 103,803   |
| <b>INVESTING ACTIVITIES</b>  |          |           |
| Construction Expenditures  | (54,837) | (52,368)  |
| Change in Advances to Affiliates, Net  | 62,695   | (7,009)   |
| Other Investing Activities   | (2,478)  | 232       |
| Net Cash Flows from (Used for) Investing Activities  | 5,380    | (59,145)  |
| <b>FINANCING ACTIVITIES</b>  |          |           |
| Issuance of Long-term Debt – Nonaffiliated   | -        | 33,283    |
| Change in Advances from Affiliates, Net  | 68,743   | (70,308)  |
| Principal Payments for Capital Lease Obligations   | (1,026)  | (398)     |
| Dividends Paid on Common Stock   | (12,687) | (7,250)   |
| Dividends Paid on Cumulative Preferred Stock   | (53)     | (53)      |
| Other Financing Activities   | 105      | -         |
| Net Cash Flows from (Used for) Financing Activities  | 55,082   | (44,726)  |
| Net Increase (Decrease) in Cash and Cash Equivalents   | 130      | (68)      |
| Cash and Cash Equivalents at Beginning of Period   | 796      | 1,345     |
| Cash and Cash Equivalents at End of Period   | \$ 926   | \$ 1,277  |
| <b>SUPPLEMENTARY INFORMATION</b>   |          |           |
| Cash Paid for Interest, Net of Capitalized Amounts   | \$ 8,267 | \$ 29,174 |

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|  |         |        |
|--|---------|--------|
| Net Cash Paid (Received) for Income Taxes                              | (1,331) | 391    |
| Noncash Acquisitions Under Capital Leases                              | 13,274  | 391    |
| Construction Expenditures Included in Accounts Payable at<br>March 31, | 28,799  | 11,776 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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PUBLIC SERVICE COMPANY OF OKLAHOMA  
INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to PSO's condensed financial statements are combined with the condensed notes to condensed financial statements for other registrant subsidiaries. Listed below are the notes that apply to PSO.

|   | Footnote Reference |
|---|--------------------|
| Significant Accounting Matters            | Note 1             |
| New Accounting Pronouncements             | Note 2             |
| Rate Matters                              | Note 3             |
| Commitments, Guarantees and Contingencies | Note 4             |
| Benefit Plans                             | Note 6             |
| Business Segments                         | Note 7             |
| Derivatives and Hedging                   | Note 8             |
| Fair Value Measurements                   | Note 9             |
| Income Taxes                              | Note 10            |
| Financing Activities                      | Note 11            |
| Company-wide Staffing and Budget Review   | Note 12            |

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SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED

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SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

## RESULTS OF OPERATIONS

First Quarter of 2010 Compared to First Quarter of 2009

Reconciliation of First Quarter of 2009 to First Quarter of 2010  
Net Income  
(in millions)

|   |       |
|---|-------|
| First Quarter of 2009                             | \$ 12 |
| <b>Changes in Gross Margin:</b>                   |       |
| Retail Margins (a)                                | 18    |
| Off-system Sales                                  | 1     |
| Transmission Revenues                             | 2     |
| Other   | (11)  |
| Total Change in Gross Margin                      | 10    |
| <b>Total Expenses and Other:</b>                  |       |
| Other Operation and Maintenance                   | 5     |
| Depreciation and Amortization                     | 3     |
| Taxes Other Than Income Taxes                     | (1)   |
| Other Income                                      | 9     |
| Interest Expense                                  | (2)   |
| Equity Earnings of Unconsolidated<br>Subsidiaries | 1     |
| Total Expenses and Other                          | 15    |
| Income Tax Expense                                | (6)   |
| First Quarter of 2010                             | \$ 31 |

(a) Includes firm wholesale sales to municipals and cooperatives.

The major components of the decrease in Gross Margin, defined as revenues less the related direct cost of fuel, including consumption of chemicals and emissions allowances, and purchased power were as follows:

- Retail Margins increased \$18 million primarily due to the following:
  - A \$13 million increase in retail sales primarily due to favorable weather and slight increases in usage in the commercial and industrial classes.
  - A \$3 million increase in base rates in Arkansas.
  - A \$2 million increase in FERC wholesale and municipal revenue.
- Transmission Revenues increased \$2 million primarily due to higher rates in the SPP region.
- Other revenues decreased \$11 million resulting from the deconsolidation of SWEPCo's mining subsidiary, Dolet Hills Lignite Company, LLC (DHLC). Prior to the deconsolidation, SWEPCo recorded revenues from coal deliveries from DHLC to CLECO. SWEPCo prospectively adopted the "Consolidation" accounting guidance

effective January 1, 2010 and began accounting for DHLC under the equity method of accounting. The decreased revenue from coal deliveries was offset by a corresponding decrease in Other Operation and Maintenance expenses from mining operations as discussed below.

Total Expenses and Other and Income Tax Expense changed between years as indicated:

- Other Operation and Maintenance expenses decreased \$5 million primarily due to the following:
  - An \$8 million decrease in expenses for mining operations from DHLC. The decreased expenses for mining operations were partially offset by a corresponding decrease in revenues as discussed above.

This decrease was partially offset by:

  - A \$2 million gain on sale of property during the first quarter of 2009 related to the sale of percentage ownership of the Turk Plant to nonaffiliated companies who exercised their participation options.
- Depreciation and Amortization expenses decreased \$3 million primarily due to lower Arkansas depreciation resulting from the Arkansas Base Rate Filing and the deconsolidation of DHLC.
- Other Income increased \$9 million primarily due to an increase in AFUDC equity as a result of construction at the Turk Plant and Stall Unit and the reapplication of “Regulated Operations” accounting guidance for the generation portion of Texas’ retail jurisdiction effective the second quarter of 2009.
- Interest Expense increased \$2 million primarily due to increased long-term debt outstanding and capital leases, partially offset by an increase in the debt component of AFUDC due to generation projects at the Turk Plant and Stall Unit.
- Income Tax Expense increased \$6 million primarily due to an increase in pretax book income, partially offset by changes in certain book/tax differences accounted for on a flow-through basis.

## FINANCIAL CONDITION

### LIQUIDITY

SWEPco participates in the Utility Money Pool, which provides access to AEP’s liquidity. SWEPco relies upon ready access to capital markets, cash flows from operations and access to the Utility Money Pool to fund current operations and capital expenditures. See the “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” section for additional discussion of liquidity.

### Credit Ratings

SWEPco’s credit ratings as of March 31, 2010 were as follows:

|                       | Moody’s | S&P | Fitch |
|-----------------------|---------|-----|-------|
| Senior Unsecured Debt | Baa3    | BBB | BBB+  |

Moody’s and S&P have SWEPco on stable outlook. Fitch has SWEPco on negative outlook. Downgrades from any of the rating agencies could increase SWEPco’s borrowing costs.

### CASH FLOW

Cash flows for the three months ended March 31, 2010 and 2009 were as follows:

| 2010           | 2009 |
|----------------|------|
| (in thousands) |      |



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|  |    |           |    |           |
|--|----|-----------|----|-----------|
| Cash and Cash Equivalents at Beginning of Period     | \$ | 1,661     | \$ | 1,910     |
| Cash Flows from (Used for):                          |    |           |    |           |
| Operating Activities                                 |    | (21,572)  |    | 93,470    |
| Investing Activities                                 |    | (277,945) |    | (103,382) |
| Financing Activities                                 |    | 299,536   |    | 9,739     |
| Net Increase (Decrease) in Cash and Cash Equivalents |    | 19        |    | (173)     |
| Cash and Cash Equivalents at End of Period           | \$ | 1,680     | \$ | 1,737     |

### Operating Activities

Net Cash Flows Used for Operating Activities were \$22 million in 2010. SWEPCo produced Net Income of \$31 million during the period and had a noncash expense item of \$33 million for Depreciation and Amortization, offset by a \$29 million increase in the deferral of Property Taxes. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital relates to a number of items. The \$46 million outflow from Accounts Payable was primarily due to timing differences for payments of items accrued at December 31, 2009. The \$39 million inflow from Accrued Taxes, Net was the result of an increase in accruals related to property tax. The \$17 million inflow from Fuel, Materials and Supplies was primarily due to a reduction in coal inventory and a decrease in the average cost per ton. The \$16 million outflow from Accrued Interest was primarily due to the timing of interest payments in relation to the accruals for payments.

Net Cash Flows from Operating Activities were \$93 million in 2009. SWEPCo produced Net Income of \$12 million during the period and had a noncash expense item of \$37 million for Depreciation and Amortization, offset by a \$30 million increase in the deferral of Property Taxes and \$27 million increase in Deferred Income Taxes. The other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital, as well as items that represent future rights or obligations to receive or pay cash, such as regulatory assets and liabilities. The activity in working capital relates to a number of items. The \$95 million inflow from Accounts Receivable, Net was primarily due to the receipt of payment for SIA from the AEP East companies. The \$59 million inflow from Accrued Taxes, Net was the result of increased accruals related to income and property taxes. The \$50 million outflow from Other Current Liabilities was due to a decrease in checks outstanding, a refund to wholesale customers for the SIA and payments of employee-related expenses. The \$20 million outflow from Accrued Interest was due to increased long-term debt outstanding as well as the timing of interest payments in relation to the accruals for payments. The \$27 million inflow from Fuel Over/Under-Recovery, Net was the result of a decrease in fuel costs in relation to the recovery of these costs from customers.

### Investing Activities

Net Cash Flows Used for Investing Activities during 2010 and 2009 were \$278 million and \$103 million, respectively. Construction Expenditures of \$89 million and \$170 million in 2010 and 2009, respectively, were primarily related to generation projects at the Turk Plant and Stall Unit. During 2010, SWEPCo increased loans to the Utility Money Pool by \$187 million. During 2009, SWEPCo increased loans to the Utility Money Pool by \$38 million. These outflows in 2009 were partially offset by \$104 million in proceeds from sales of assets primarily relating to the sale of a portion of Turk Plant to joint owners.

### Financing Activities

Net Cash Flows from Financing Activities were \$300 million during 2010 related to a \$350 million issuance of Senior Unsecured Notes and a \$54 million issuance of Pollution Control Bonds. These increases were partially offset by a \$54 million retirement of Pollution Control Bonds and a \$50 million retirement of Notes Payable – Affiliated.

Net Cash Flows from Financing Activities were \$10 million during 2009. SWEPCo received capital contributions from the Parent of \$18 million and had a net decrease of \$3 million in borrowings from the Utility Money Pool.

Long-term debt issuances and retirements during the first three months of 2010 were:

#### Issuances

| Type of Debt               | Principal<br>Amount<br>(in thousands) | Interest<br>Rate<br>(%) | Due<br>Date |
|----------------------------|---------------------------------------|-------------------------|-------------|
| Senior Unsecured<br>Notes  | \$ 350,000                            | 6.20                    | 2040        |
| Pollution Control<br>Bonds | 53,500                                | 3.25                    | 2015        |

#### Retirements

| Type of Debt                  | Principal<br>Amount Paid<br>(in thousands) | Interest<br>Rate<br>(%) | Due<br>Date |
|-------------------------------|--|-------------------------|-------------|
| Notes Payable –<br>Affiliated | \$ 50,000                                  | 4.45                    | 2010        |
| Pollution Control<br>Bonds    | 53,500                                     | Variable                | 2019        |

#### SUMMARY OBLIGATION INFORMATION

A summary of contractual obligations is included in the 2009 Annual Report and has not changed significantly from year-end other than debt issuances and retirements discussed in “Cash Flow” above.

#### REGULATORY ACTIVITY

##### Texas Regulatory Activity

In April 2010, a settlement was approved by the PUCT to increase SWEPCo’s base rates by approximately \$15 million annually, effective May 2010, including a return on equity of 10.33%. The settlement also allows SWEPCo a \$10 million one-year surcharge rider to recover additional vegetation management costs that SWEPCo must spend within two years.

#### SIGNIFICANT FACTORS

#### REGULATORY ISSUES

##### Turk Plant

SWEPCo is currently constructing the Turk Plant, a new base load 600 MW pulverized coal ultra-supercritical generating unit in Arkansas, which is expected to be in-service in 2012. SWEPCo owns 73% of the Turk Plant and will operate the completed facility. The Turk Plant is currently estimated to cost \$1.7 billion, excluding AFUDC, with SWEPCo’s share estimated to cost \$1.3 billion, excluding AFUDC. Notices of appeal are outstanding at the Arkansas Supreme Court and the Circuit Court of Hempstead County, Arkansas. Complaints are also outstanding at the LPSC, the Texas Court of Appeals and the Federal District Court for the Western District of Arkansas. See “Turk Plant” section of Note 3.

## LITIGATION AND ENVIRONMENTAL ISSUES

In the ordinary course of business, SWEPCo is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot state what the eventual outcome will be or the timing and amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases which have a probable likelihood of loss if the loss amount can be estimated. For details on regulatory proceedings and pending litigation, see Note 4 – Rate Matters and Note 6 – Commitments, Guarantees and Contingencies in the 2009 Annual Report. Additionally, see Note 3 – Rate Matters and Note 4 – Commitments, Guarantees and Contingencies. Adverse results in these proceedings have the potential to materially affect SWEPCo's net income, financial condition and cash flows.

See the “Significant Factors” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for additional discussion of relevant significant factors.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES, NEW ACCOUNTING PRONOUNCEMENTS

See the “Critical Accounting Policies and Estimates” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” in the 2009 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, the valuation of long-lived assets and pension and other postretirement benefits.

See the “New Accounting Pronouncements” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of the adoption and impact of new accounting pronouncements.

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QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

See “Quantitative And Qualitative Disclosures About Risk Management Activities” section of “Combined Management’s Discussion and Analysis of Registrant Subsidiaries” for a discussion of risk management activities.

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SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|   | 2010             | 2009             |
|---|------------------|------------------|
| <b>REVENUES</b>   |                  |                  |
| Electric Generation, Transmission and Distribution          | \$ 333,078       | \$ 302,383       |
| Sales to AEP Affiliates                                     | 9,333            | 8,344            |
| Lignite Revenues – Nonaffiliated                            | -                | 10,720           |
| Other Revenues  | 393              | 355              |
| <b>TOTAL REVENUES</b>                                       | <b>342,804</b>   | <b>321,802</b>   |
| <b>EXPENSES</b>   |                  |                  |
| Fuel and Other Consumables Used for Electric Generation     | 122,888          | 126,315          |
| Purchased Electricity for Resale                            | 41,886           | 24,397           |
| Purchased Electricity from AEP Affiliates                   | 9,752            | 13,010           |
| Other Operation   | 58,253           | 54,204           |
| Maintenance   | 17,419           | 26,702           |
| Depreciation and Amortization                               | 33,243           | 36,792           |
| Taxes Other Than Income Taxes                               | 15,895           | 15,389           |
| <b>TOTAL EXPENSES</b>                                       | <b>299,336</b>   | <b>296,809</b>   |
| <b>OPERATING INCOME</b>                                     | <b>43,468</b>    | <b>24,993</b>    |
| Other Income (Expense):                                     |                  |                  |
| Interest Income   | 79               | 454              |
| Allowance for Equity Funds Used During Construction         | 15,517           | 6,405            |
| Interest Expense  | (18,544)         | (16,299)         |
| <b>INCOME BEFORE INCOME TAX EXPENSE AND EQUITY EARNINGS</b> | <b>40,520</b>    | <b>15,553</b>    |
| Income Tax Expense  | 10,156           | 3,853            |
| Equity Earnings of Unconsolidated Subsidiaries              | 719              | -                |
| <b>NET INCOME</b>   | <b>31,083</b>    | <b>11,700</b>    |
| Less: Net Income Attributable to Noncontrolling Interest    | 1,151            | 1,137            |
| <b>NET INCOME ATTRIBUTABLE TO SWEPCo SHAREHOLDERS</b>       | <b>29,932</b>    | <b>10,563</b>    |
| Less: Preferred Stock Dividend Requirements                 | 57               | 57               |
| <b>EARNINGS ATTRIBUTABLE TO SWEPCo COMMON SHAREHOLDER</b>   | <b>\$ 29,875</b> | <b>\$ 10,506</b> |

The common stock of SWEPCo is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

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SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN  
EQUITY AND COMPREHENSIVE INCOME (LOSS)  
For the Three Months Ended March 31, 2010 and 2009  
(in thousands)  
(Unaudited)

SWEPCo Common Shareholder

|  | Common<br>Stock | Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Noncontrolling<br>Interest | Total        |
|--|-----------------|--------------------|----------------------|---|----------------------------|--------------|
| TOTAL EQUITY –<br>DECEMBER 31, 2008  | \$ 135,660      | \$ 530,003         | \$ 615,110           | \$ (32,120)   | \$ 276                     | \$ 1,248,929 |
| Capital Contribution from<br>Parent  |                 | 17,500             |                      |   |                            | 17,500       |
| Common Stock Dividends –<br>Nonaffiliated                                  |                 |                    |                      |   | (1,115)                    | (1,115)      |
| Preferred Stock Dividends  |                 |                    | (57)                 |   |                            | (57)         |
| Other Changes in Equity  |                 | 2,476              | (2,476)              |   |                            | -            |
| SUBTOTAL – EQUITY  |                 |                    |                      |   |                            | 1,265,257    |
| <b>COMPREHENSIVE<br/>INCOME</b>  |                 |                    |                      |   |                            |              |
| Other Comprehensive<br>Income, Net of Taxes:                               |                 |                    |                      |   |                            |              |
| Cash Flow Hedges, Net of<br>Tax of \$51                                    |                 |                    |                      | 95  |                            | 95           |
| Amortization of Pension and<br>OPEB Deferred Costs, Net of<br>Tax of \$243 |                 |                    |                      | 451   |                            | 451          |
| NET INCOME   |                 |                    | 10,563               |   | 1,137                      | 11,700       |
| TOTAL COMPREHENSIVE<br>INCOME  |                 |                    |                      |   |                            | 12,246       |
| TOTAL EQUITY – MARCH<br>31, 2009   | \$ 135,660      | \$ 549,979         | \$ 623,140           | \$ (31,574)   | \$ 298                     | \$ 1,277,503 |
| TOTAL EQUITY –<br>DECEMBER 31, 2009  | \$ 135,660      | \$ 674,979         | \$ 726,478           | \$ (12,991)   | \$ 31                      | \$ 1,524,157 |
| Common Stock Dividends –<br>Nonaffiliated                                  |                 |                    |                      |   | (809)                      | (809)        |
| Preferred Stock Dividends  |                 |                    | (57)                 |   |                            | (57)         |
| SUBTOTAL – EQUITY  |                 |                    |                      |   |                            | 1,523,291    |

| COMPREHENSIVE<br>INCOME  |            |            |            |             |        |    |           |
|--|------------|------------|------------|-------------|--------|----|-----------|
| Other Comprehensive<br>Income, Net of Taxes:                               |            |            |            |             |        |    |           |
| Cash Flow Hedges, Net of<br>Tax of \$42                                    |            |            |            |             |        |    |           |
|  |            |            |            | 88          |        |    | 88        |
| Amortization of Pension and<br>OPEB Deferred Costs, Net of<br>Tax of \$127 |            |            |            |             |        |    |           |
|  |            |            |            | 235         |        |    | 235       |
| NET INCOME   |            | 29,932     |            |             | 1,151  |    | 31,083    |
| TOTAL COMPREHENSIVE<br>INCOME  |            |            |            |             |        |    | 31,406    |
| TOTAL EQUITY – MARCH<br>31, 2010   |            |            |            |             |        |    |           |
|  | \$ 135,660 | \$ 674,979 | \$ 756,353 | \$ (12,668) | \$ 373 | \$ | 1,554,697 |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

March 31, 2010 and December 31, 2009

(in thousands)

(Unaudited)

|  | 2010                | 2009                |
|--|---------------------|---------------------|
| <b>CURRENT ASSETS</b>  |                     |                     |
| Cash and Cash Equivalents                                    | \$ 1,680            | \$ 1,661            |
| Advances to Affiliates                                       | 238,817             | 34,883              |
| Accounts Receivable:   |                     |                     |
| Customers  | 31,172              | 46,657              |
| Affiliated Companies   | 25,390              | 19,542              |
| Miscellaneous  | 15,376              | 9,952               |
| Allowance for Uncollectible Accounts                         | (1)                 | (64)                |
| Total Accounts Receivable                                    | 71,937              | 76,087              |
| Fuel   |                     |                     |
| (March 31, 2010 amount includes \$31,636 related to Sabine)  | 99,740              | 121,453             |
| Materials and Supplies                                       | 45,987              | 54,484              |
| Risk Management Assets                                       | 2,055               | 3,049               |
| Deferred Income Tax Benefits                                 | 12,731              | 13,820              |
| Accrued Tax Benefits   | 10,203              | 16,164              |
| Regulatory Asset for Under-Recovered Fuel Costs              | 10,291              | 1,639               |
| Prepayments and Other Current Assets                         | 25,251              | 20,503              |
| <b>TOTAL CURRENT ASSETS</b>                                  | <b>518,692</b>      | <b>343,743</b>      |
| <b>PROPERTY, PLANT AND EQUIPMENT</b>                         |                     |                     |
| Electric:  |                     |                     |
| Production   | 1,837,260           | 1,837,318           |
| Transmission   | 875,469             | 870,069             |
| Distribution   | 1,457,777           | 1,447,559           |
| Other Property, Plant and Equipment                          |                     |                     |
| (March 31, 2010 amount includes \$229,220 related to Sabine) | 638,983             | 733,310             |
| Construction Work in Progress                                | 1,253,122           | 1,176,639           |
| Total Property, Plant and Equipment                          | 6,062,611           | 6,064,895           |
| Accumulated Depreciation and Amortization                    |                     |                     |
| (March 31, 2010 amount includes \$88,067 related to Sabine)  | 2,049,962           | 2,086,333           |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b>             | <b>4,012,649</b>    | <b>3,978,562</b>    |
| <b>OTHER NONCURRENT ASSETS</b>                               |                     |                     |
| Regulatory Assets  | 283,964             | 268,165             |
| Long-term Risk Management Assets                             | 244                 | 84                  |
| Deferred Charges and Other Noncurrent Assets                 | 91,196              | 49,479              |
| <b>TOTAL OTHER NONCURRENT ASSETS</b>                         | <b>375,404</b>      | <b>317,728</b>      |
| <b>TOTAL ASSETS</b>  | <b>\$ 4,906,745</b> | <b>\$ 4,640,033</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.



SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED BALANCE SHEETS  
LIABILITIES AND EQUITY

March 31, 2010 and December 31, 2009

(Unaudited)

|  | 2010             | 2009             |
|--|------------------|------------------|
| CURRENT LIABILITIES  | (in thousands)   |                  |
| Accounts Payable:  |                  |                  |
| General  | \$ 115,639       | \$ 160,870       |
| Affiliated Companies   | 58,288           | 59,818           |
| Short-term Debt – Nonaffiliated                                | 13,218           | 6,890            |
| Long-term Debt Due Within One Year – Nonaffiliated             | -                | 4,406            |
| Long-term Debt Due Within One Year – Affiliated                | -                | 50,000           |
| Risk Management Liabilities                                    | 989              | 844              |
| Customer Deposits  | 41,815           | 41,269           |
| Accrued Taxes  | 54,966           | 24,720           |
| Accrued Interest   | 17,661           | 33,179           |
| Obligations Under Capital Leases                               | 12,670           | 14,617           |
| Regulatory Liability for Over-Recovered Fuel Costs             | 12,852           | 13,762           |
| Provision for SIA Refund                                       | 21,003           | 19,307           |
| Other Current Liabilities                                      | 40,891           | 71,781           |
| <b>TOTAL CURRENT LIABILITIES</b>                               | <b>389,992</b>   | <b>501,463</b>   |
| <b>NONCURRENT LIABILITIES</b>                                  |                  |                  |
| Long-term Debt – Nonaffiliated                                 | 1,769,331        | 1,419,747        |
| Long-term Risk Management Liabilities                          | 632              | 221              |
| Deferred Income Taxes  | 498,283          | 485,936          |
| Regulatory Liabilities and Deferred Investment Tax Credits     | 346,091          | 333,935          |
| Asset Retirement Obligations                                   | 48,732           | 60,562           |
| Employee Benefits and Pension Obligations                      | 123,616          | 125,956          |
| Obligations Under Capital Leases                               | 119,562          | 134,044          |
| Deferred Credits and Other Noncurrent Liabilities              | 51,112           | 49,315           |
| <b>TOTAL NONCURRENT LIABILITIES</b>                            | <b>2,957,359</b> | <b>2,609,716</b> |
| <b>TOTAL LIABILITIES</b>                                       | <b>3,347,351</b> | <b>3,111,179</b> |
| Cumulative Preferred Stock Not Subject to Mandatory Redemption | 4,697            | 4,697            |
| Rate Matters (Note 3)  |                  |                  |
| Commitments and Contingencies (Note 4)                         |                  |                  |
| <b>EQUITY</b>  |                  |                  |
| Common Stock – Par Value – \$18 Per Share:                     |                  |                  |
| Authorized – 7,600,000 Shares                                  |                  |                  |
| Outstanding – 7,536,640 Shares                                 | 135,660          | 135,660          |
| Paid-in Capital  | 674,979          | 674,979          |
| Retained Earnings  | 756,353          | 726,478          |

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|   |                     |                     |
|---|---------------------|---------------------|
| Accumulated Other Comprehensive Income (Loss) | (12,668)            | (12,991)            |
| <b>TOTAL COMMON SHAREHOLDER'S EQUITY</b>      | <b>1,554,324</b>    | <b>1,524,126</b>    |
| Noncontrolling Interest                       | 373                 | 31                  |
| <b>TOTAL EQUITY</b>                           | <b>1,554,697</b>    | <b>1,524,157</b>    |
| <b>TOTAL LIABILITIES AND EQUITY</b>           | <b>\$ 4,906,745</b> | <b>\$ 4,640,033</b> |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Three Months Ended March 31, 2010 and 2009

(in thousands)

(Unaudited)

|   | 2010      | 2009      |
|---|-----------|-----------|
| <b>OPERATING ACTIVITIES</b>   |           |           |
| Net Income  | \$ 31,083 | \$ 11,700 |
| Adjustments to Reconcile Net Income to Net Cash Flows from (Used for) Operating Activities: |           |           |
| Depreciation and Amortization   | 33,243    | 36,792    |
| Deferred Income Taxes   | 477       | (27,042)  |
| Allowance for Equity Funds Used During Construction   | (15,517)  | (6,405)   |
| Mark-to-Market of Risk Management Contracts   | 1,324     | (752)     |
| Property Taxes  | (28,569)  | (29,792)  |
| Fuel Over/Under-Recovery, Net   | (9,565)   | 26,786    |
| Change in Other Noncurrent Assets   | 409       | 6,230     |
| Change in Other Noncurrent Liabilities  | 3,779     | 331       |
| Changes in Certain Components of Working Capital:   |           |           |
| Accounts Receivable, Net  | (5,975)   | 94,646    |
| Fuel, Materials and Supplies  | 17,008    | (4,775)   |
| Accounts Payable  | (46,408)  | (2,717)   |
| Accrued Taxes, Net  | 38,552    | 58,794    |
| Accrued Interest  | (15,512)  | (20,160)  |
| Other Current Assets  | (4,310)   | 326       |
| Other Current Liabilities   | (21,591)  | (50,492)  |
| Net Cash Flows from (Used for) Operating Activities   | (21,572)  | 93,470    |
| <b>INVESTING ACTIVITIES</b>   |           |           |
| Construction Expenditures   | (88,731)  | (169,603) |
| Change in Advances to Affiliates, Net   | (187,000) | (37,649)  |
| Proceeds from Sales of Assets   | 174       | 104,824   |
| Other Investing Activities  | (2,388)   | (954)     |
| Net Cash Flows Used for Investing Activities  | (277,945) | (103,382) |
| <b>FINANCING ACTIVITIES</b>   |           |           |
| Capital Contribution from Parent  | -         | 17,500    |
| Issuance of Long-term Debt – Nonaffiliated  | 399,650   | (15)      |
| Borrowings from Revolving Credit Facilities   | 23,743    | 27,435    |
| Change in Advances from Affiliates, Net   | -         | (2,526)   |
| Retirement of Long-term Debt – Nonaffiliated  | (53,500)  | (1,101)   |
| Retirement of Long-term Debt – Affiliated   | (50,000)  | -         |
| Repayments to Revolving Credit Facilities   | (17,415)  | (28,048)  |
| Principal Payments for Capital Lease Obligations  | (2,858)   | (2,334)   |
| Dividends Paid on Common Stock – Nonaffiliated  | (809)     | (1,115)   |
| Dividends Paid on Cumulative Preferred Stock  | (57)      | (57)      |
| Other Financing Activities  | 782       | -         |
| Net Cash Flows from Financing Activities  | 299,536   | 9,739     |

|  |          |          |
|--|----------|----------|
| Net Increase (Decrease) in Cash and Cash Equivalents | 19       | (173)    |
| Cash and Cash Equivalents at Beginning of Period     | 1,661    | 1,910    |
| Cash and Cash Equivalents at End of Period           | \$ 1,680 | \$ 1,737 |

## SUPPLEMENTARY INFORMATION

|   |           |           |
|---|-----------|-----------|
| Cash Paid for Interest, Net of Capitalized Amounts                  | \$ 31,789 | \$ 51,573 |
| Net Cash Received for Income Taxes                                  | (1,062)   | (1,117)   |
| Noncash Acquisitions Under Capital Leases                           | 169       | 1,568     |
| Construction Expenditures Included in Accounts Payable at March 31, | 71,395    | 72,331    |

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries.

SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to SWEPCo's condensed consolidated financial statements are combined with the condensed notes to condensed financial statements for other registrant subsidiaries. Listed below are the notes that apply to SWEPCo.

|   | Footnote<br>Reference |
|---|-----------------------|
| Significant Accounting Matters            | Note 1                |
| New Accounting Pronouncements             | Note 2                |
| Rate Matters                              | Note 3                |
| Commitments, Guarantees and Contingencies | Note 4                |
| Acquisitions                              | Note 5                |
| Benefit Plans                             | Note 6                |
| Business Segments                         | Note 7                |
| Derivatives and Hedging                   | Note 8                |
| Fair Value Measurements                   | Note 9                |
| Income Taxes                              | Note 10               |
| Financing Activities                      | Note 11               |
| Company-wide Staffing and Budget Review   | Note 12               |

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INDEX TO CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS OF  
REGISTRANT SUBSIDIARIES

The condensed notes to condensed financial statements that follow are a combined presentation for the Registrant Subsidiaries. The following list indicates the registrants to which the footnotes apply:

|     |   |                                     |
|-----|---|-------------------------------------|
| 1.  | Significant Accounting Matters            | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 2.  | New Accounting Pronouncements             | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 3.  | Rate Matters                              | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 4.  | Commitments, Guarantees and Contingencies | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 5.  | Acquisitions                              | SWEPCo                              |
| 6.  | Benefit Plans                             | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 7.  | Business Segments                         | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 8.  | Derivatives and Hedging                   | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 9.  | Fair Value Measurements                   | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 10. | Income Taxes                              | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 11. | Financing Activities                      | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |
| 12. | Company-wide Staffing and Budget Review   | APCo, CSPCo, I&M, OPCo, PSO, SWEPCo |

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1. SIGNIFICANT ACCOUNTING MATTERS

General

The unaudited condensed financial statements and footnotes were prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the SEC. Accordingly, they do not include all the information and footnotes required by GAAP for complete annual financial statements.

In the opinion of management, the unaudited condensed interim financial statements reflect all normal and recurring accruals and adjustments necessary for a fair presentation of the net income, financial position and cash flows for the interim periods for each Registrant Subsidiary. The net income for the three months March 31, 2010 is not necessarily indicative of results that may be expected for the year ending December 31, 2010. The condensed financial statements are unaudited and should be read in conjunction with the audited 2009 financial statements and notes thereto, which are included in the Registrant Subsidiaries' Annual Reports on Form 10-K for the year ended December 31, 2009 as filed with the SEC on February 26, 2010.

Variable Interest Entities

The accounting guidance for "Variable Interest Entities" is a consolidation model that considers if a company has a controlling financial interest in a VIE. A controlling financial interest will have both (a) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. Entities are required to consolidate a VIE when it is determined that they have a controlling financial interest in a VIE and therefore, are the primary beneficiary of that VIE, as defined by the accounting guidance for "Variable Interest Entities." In determining whether they are the primary beneficiary of a VIE, each Registrant Subsidiary considers factors such as equity at risk, the amount of the VIE's variability the Registrant Subsidiary absorbs, guarantees of indebtedness, voting rights including kick-out rights, power to direct the VIE and other factors. Management believes that significant assumptions and judgments were applied consistently. In addition, the Registrant Subsidiaries have not provided financial or other support to any VIE that was not previously contractually required. Also, see "ASU 2009-17 'Consolidations' " section of Note 2 for a discussion of the impact of new accounting guidance effective January 1, 2010.

SWEPCo is currently the primary beneficiary of Sabine. As of January 1, 2010, SWEPCo is no longer the primary beneficiary of DHLIC as defined by new accounting guidance for "Variable Interest Entities." I&M is currently the primary beneficiary of DCC Fuel LLC (DCC Fuel). APCo, CSPCo, I&M, OPCo, PSO and SWEPCo each hold a significant variable interest in AEPSC. I&M and CSPCo each hold a significant variable interest in AEGCo. SWEPCo holds a significant variable interest in DHLIC.

Sabine is a mining operator providing mining services to SWEPCo. SWEPCo has no equity investment in Sabine but is Sabine's only customer. SWEPCo guarantees the debt obligations and lease obligations of Sabine. Under the terms of the note agreements, substantially all assets are pledged and all rights under the lignite mining agreement are assigned to SWEPCo. The creditors of Sabine have no recourse to any AEP entity other than SWEPCo. Under the provisions of the mining agreement, SWEPCo is required to pay, as a part of the cost of lignite delivered, an amount equal to mining costs plus a management fee. In addition, SWEPCo determines how much coal will be mined for each year. Based on these facts, management concluded that SWEPCo is the primary beneficiary and is required to consolidate Sabine. SWEPCo's total billings from Sabine for the three months ended March 31, 2010 and 2009 were \$43 million and \$35 million, respectively. See the tables below for the classification of Sabine's assets and liabilities on SWEPCo's Condensed Consolidated Balance Sheets.

DHLC is a wholly-owned subsidiary of SWEPCo. DHLC is a mining operator that sells 50% of the lignite produced to SWEPCo and 50% to CLECO. SWEPCo and CLECO share the executive board seats and its voting rights equally. Each entity guarantees a 50% share of DHLC's debt. SWEPCo and CLECO equally approve DHLC's annual budget. The creditors of DHLC have no recourse to any AEP entity other than SWEPCo. As SWEPCo is the sole equity owner of DHLC it receives 100% of the management fee. Based on the shared control of DHLC's operations, management concluded as of January 1, 2010 that SWEPCo is no longer the primary beneficiary and is no longer required to consolidate DHLC. SWEPCo's total billings from DHLC for the three months ended March 31, 2010 and 2009 were \$13 million and \$11 million, respectively. See the table below for the classification of DHLC assets and liabilities on SWEPCo's Condensed Consolidated Balance Sheet at December 31, 2009 as well as SWEPCo's investment and maximum exposure as of March 31, 2010. As of March 31, 2010, DHLC is reported as an equity investment in Deferred Charges and Other Noncurrent Assets on SWEPCo's Condensed Consolidated Balance Sheet. Also, see "ASU 2009-17 'Consolidations'" section of Note 2 for discussion of impact of new accounting guidance effective January 1, 2010.

The balances below represent the assets and liabilities of the VIEs that are consolidated. These balances include intercompany transactions that are eliminated upon consolidation.

**SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
VARIABLE INTEREST ENTITIES**  
March 31, 2010  
(in millions)

| ASSETS                            | Sabine |
|-----------------------------------|--------|
| Current Assets                    | \$ 51  |
| Net Property, Plant and Equipment | 146    |
| Other Noncurrent Assets           | 34     |
| Total Assets                      | \$ 231 |
| <b>LIABILITIES AND EQUITY</b>     |        |
| Current Liabilities               | \$ 35  |
| Noncurrent Liabilities            | 196    |
| Equity                            | -      |
| Total Liabilities and Equity      | \$ 231 |

**SOUTHWESTERN ELECTRIC POWER COMPANY CONSOLIDATED  
VARIABLE INTEREST ENTITIES**  
December 31, 2009  
(in millions)

| ASSETS                            | Sabine | DHLC  |
|-----------------------------------|--------|-------|
| Current Assets                    | \$ 51  | \$ 8  |
| Net Property, Plant and Equipment | 149    | 44    |
| Other Noncurrent Assets           | 35     | 11    |
| Total Assets                      | \$ 235 | \$ 63 |
| <b>LIABILITIES AND EQUITY</b>     |        |       |
| Current Liabilities               | \$ 36  | \$ 17 |
| Noncurrent Liabilities            | 199    | 38    |
| Equity                            | -      | 8     |
| Total Liabilities and Equity      | \$ 235 | \$ 63 |

SWEP Co's investment in DHLC was:

|                                  | March 31, 2010                                      |                     |
|----------------------------------|---|---------------------|
|                                  | As Reported on<br>the Consolidated<br>Balance Sheet | Maximum<br>Exposure |
|                                  | (in millions)                                       |                     |
| Capital Contribution from Parent | \$ 7  | \$ 7                |
| Retained Earnings                | 1   | 1                   |
| SWEP Co's Guarantee of Debt      | -   | 44                  |
| <b>Total Investment in DHLC</b>  | <b>\$ 8</b>   | <b>\$ 52</b>        |

In September 2009, I&M entered into a nuclear fuel sale and leaseback transaction with DCC Fuel. DCC Fuel was formed for the purpose of acquiring, owning and leasing nuclear fuel to I&M. DCC Fuel purchased the nuclear fuel from I&M with funds received from the issuance of notes to financial institutions. DCC Fuel is a single-lessee leasing arrangement with only one asset and is capitalized with all debt. Payments on the lease will be made semi-annually on April 1 and October 1, beginning in April 2010. The lease was recorded as a capital lease on I&M's balance sheet as title to the nuclear fuel transfers to I&M at the end of the 48 month lease term. Based on I&M's control of DCC Fuel, management has concluded that I&M is the primary beneficiary and is required to consolidate DCC Fuel. The capital lease is eliminated upon consolidation. See the tables below for the classification of DCC Fuel's assets and liabilities on I&M's Condensed Consolidated Balance Sheets.

The balances below represent the assets and liabilities of the VIE that are consolidated. These balances include intercompany transactions that are eliminated upon consolidation.

**INDIANA MICHIGAN POWER COMPANY CONSOLIDATED  
VARIABLE INTEREST ENTITY  
March 31, 2010 and December 31, 2009  
(in millions)**

|                                     | DCC Fuel      |               |
|-------------------------------------|---------------|---------------|
| ASSETS                              | 2010          | 2009          |
| Current Assets                      | \$ 56         | \$ 47         |
| Net Property, Plant and Equipment   | 77            | 89            |
| Other Noncurrent Assets             | 49            | 57            |
| <b>Total Assets</b>                 | <b>\$ 182</b> | <b>\$ 193</b> |
| <b>LIABILITIES AND EQUITY</b>       |               |               |
| Current Liabilities                 | \$ 41         | \$ 39         |
| Noncurrent Liabilities              | 141           | 154           |
| Equity                              | -             | -             |
| <b>Total Liabilities and Equity</b> | <b>\$ 182</b> | <b>\$ 193</b> |

AEPSC provides certain managerial and professional services to AEP's subsidiaries. AEP is the sole equity owner of AEPSC. AEP management controls the activities of AEPSC. The costs of the services are based on a direct charge or on a prorated basis and billed to the AEP subsidiary companies at AEPSC's cost. No AEP subsidiary has provided financial or other support outside of the reimbursement of costs for services rendered. AEPSC finances its operations by cost reimbursement from other AEP subsidiaries. There are no other terms or arrangements between AEPSC and any of the AEP subsidiaries that could require additional financial support from an AEP subsidiary or expose them to

losses outside of the normal course of business. AEPSC and its billings are subject to regulation by the FERC. AEP's subsidiaries are exposed to losses to the extent they cannot recover the costs of AEPSC through their normal business operations. All Registrant Subsidiaries are considered to have a significant interest in the variability in AEPSC due to their activity in AEPSC's cost reimbursement structure. However, no Registrant Subsidiary has control over AEPSC. AEPSC is consolidated by AEP. In the event AEPSC would require financing or other support outside the cost reimbursement billings, this financing would be provided by AEP.

Total AEPSC billings to the Registrant Subsidiaries were as follows:

| Company | Three Months Ended March 31, |       |
|---------|------------------------------|-------|
|         | 2010                         | 2009  |
|         | (in millions)                |       |
| APCo    | \$ 59                        | \$ 50 |
| CSPCo   | 35                           | 29    |
| I&M     | 34                           | 29    |
| OPCo    | 49                           | 41    |
| PSO     | 24                           | 21    |
| SWEPCo  | 35                           | 29    |

The carrying amount and classification of variable interest in AEPSC's accounts payable as of March 31, 2010 and December 31, 2009 are as follows:

|        | 2010                                   |                     | 2009                                   |                     |
|--------|--|---------------------|--|---------------------|
|        | As Reported in<br>the<br>Balance Sheet | Maximum<br>Exposure | As Reported in<br>the<br>Balance Sheet | Maximum<br>Exposure |
|        | (in millions)                          |                     |  |                     |
| APCo   | \$ 23                                  | \$ 23               | \$ 23                                  | \$ 23               |
| CSPCo  | 15                                     | 15                  | 13                                     | 13                  |
| I&M    | 14                                     | 14                  | 13                                     | 13                  |
| OPCo   | 20                                     | 20                  | 18                                     | 18                  |
| PSO    | 9                                      | 9                   | 9                                      | 9                   |
| SWEPCo | 14                                     | 14                  | 14                                     | 14                  |

AEGCo, a wholly-owned subsidiary of AEP, is consolidated by AEP. AEGCo owns a 50% ownership interest in Rockport Plant Unit 1, leases a 50% interest in Rockport Plant Unit 2 and owns 100% of the Lawrenceburg Generating Station. AEGCo sells all the output from the Rockport Plant to I&M and KPCo. In May 2007, AEGCo began leasing the Lawrenceburg Generating Station to CSPCo. AEP guarantees all the debt obligations of AEGCo. I&M and CSPCo are considered to have a significant interest in AEGCo due to these transactions. I&M and CSPCo are exposed to losses to the extent they cannot recover the costs of AEGCo through their normal business operations. Due to AEP management's control over AEGCo no subsidiary of AEP is the primary beneficiary of AEGCo. In the event AEGCo would require financing or other support outside the billings to I&M, CSPCo and KPCo, this financing would be provided by AEP. See "Rockport Lease" section of Note 13 in the 2009 Annual Report for additional information regarding AEGCo's lease.

Total billings from AEGCo are as follows:

| CSPCo | Three Months Ended March 31, |       |
|-------|------------------------------|-------|
|       | 2010                         | 2009  |
|       | (in millions)                |       |
|       | \$ 15                        | \$ 17 |

I&amp;M

56

63

The carrying amount and classification of variable interest in AEGCo's accounts payable as of March 31, 2010 and December 31, 2009 are as follows:

|       | March 31, 2010   |                     | December 31, 2009                                      |                     |
|-------|--|---------------------|--|---------------------|
|       | As Reported in<br>the<br>Consolidated<br>Balance Sheet | Maximum<br>Exposure | As Reported in<br>the<br>Consolidated<br>Balance Sheet | Maximum<br>Exposure |
|       | (in millions)  |                     |  |                     |
| CSPCo | \$ 6   | \$ 6                | \$ 6   | \$ 6                |
| I&M   | 18   | 18                  | 23   | 23                  |

#### Related Party Transactions

##### SWEPCo Lignite Purchases from DHLC

Effective January 1, 2010, SWEPCo deconsolidated DHLC due to the adoption of new accounting guidance. See "ASU 2009-17 'Consolidations'" section of Note 2. DHLC sells 50% of its lignite mining output to SWEPCo and the other 50% to CLECO. SWEPCo purchased \$12.9 million of lignite from DHLC and recorded these costs in Fuel on its Condensed Consolidated Balance Sheet at March 31, 2010.

##### AEP Power Pool Purchases from OVEC

In January 2010, the AEP Power Pool began purchasing power from OVEC to serve off-system sales and retail sales through June 2010. Purchases serving off-system sales are reported net as a reduction in Electric Generation, Transmission and Distribution revenues and purchases serving retail sales are reported in Purchased Electricity for Resale expenses on the respective income statements. The following table shows the amounts recorded for the three months ended March 31, 2010:

| Company | Three Months Ended March 31, 2010 |                         |
|---------|-----------------------------------|-------------------------|
|         | Reported in<br>Revenues           | Reported in<br>Expenses |
|         | (in thousands)                    |                         |
| APCo    | \$ (2,895 )                       | \$ 2,194                |
| CSPCo   | (1,576 )                          | 1,148                   |
| I&M     | (1,589 )                          | 1,158                   |
| OPCo    | (1,816 )                          | 1,330                   |

#### Adjustments to Reported Cash Flows

In the Financing Activities section of SWEPCo's Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2009, SWEPCo corrected the presentation of borrowings on lines of credit of \$28 million from Change in Short-term Debt, Net to Borrowings from Revolving Credit Facilities. SWEPCo also corrected the presentation of repayments on lines of credit of \$28 million for the three months ended March 31, 2009 to Repayments to Revolving Credit Facilities from Change in Short-term Debt, Net. The correction to present borrowings and repayments on lines of credit on a gross basis was not material to SWEPCo's financial statements and had no impact on SWEPCo's previously reported net income, changes in shareholder's equity, financial position or net cash flows from financing activities.

## 2. NEW ACCOUNTING PRONOUNCEMENTS

Upon issuance of final pronouncements, management reviews the new accounting literature to determine its relevance, if any, to the Registrant Subsidiaries' business. The following represents a summary of final pronouncements that impact the Registrant Subsidiaries' financial statements.

## Pronouncement Adopted During The First Quarter of 2010

The following standard was effective during the first quarter of 2010. Consequently, its impact is reflected in the financial statements. The following paragraphs discuss its impact.

## ASU 2009-17 "Consolidations" (ASU 2009-17)

In 2009, the FASB issued ASU 2009-17 amending the analysis an entity must perform to determine if it has a controlling financial interest in a VIE. In addition to presentation and disclosure guidance, ASU 2009-17 provides that the primary beneficiary of a VIE must have both:

- The power to direct the activities of the VIE that most significantly impact the VIE's economic performance.
- The obligation to absorb the losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE.

The Registrant Subsidiaries adopted the prospective provisions of ASU 2009-17 effective January 1, 2010. This standard required separate presentation of material consolidated VIEs' assets and liabilities on the balance sheets. Upon adoption, SWEPCo deconsolidated DHLIC. DHLIC was deconsolidated due to the shared control between SWEPCo and CLECO. After January 1, 2010, SWEPCo reports DHLIC using the equity method of accounting.

## 3. RATE MATTERS

As discussed in the 2009 Annual Report, the Registrant Subsidiaries are involved in rate and regulatory proceedings at the FERC and their state commissions. The Rate Matters note within the 2009 Annual Report should be read in conjunction with this report to gain a complete understanding of material rate matters still pending that could impact net income, cash flows and possibly financial condition. The following discusses ratemaking developments in 2010 and updates the 2009 Annual Report.

## Regulatory Assets Not Yet Being Recovered

|   | APCo              |                      | I&M               |                      |
|---|-------------------|----------------------|-------------------|----------------------|
|   | March 31,<br>2010 | December 31,<br>2009 | March 31,<br>2010 | December 31,<br>2009 |
| Noncurrent Regulatory Assets<br>(excluding fuel)  | (in thousands)    |                      | (in thousands)    |                      |
| Regulatory assets not yet<br>being recovered pending<br>future proceedings to<br>determine the recovery<br>method and timing: |                   |                      |                   |                      |
| Regulatory Assets Currently<br>Not Earning a Return   | \$ 111,461        | \$ 110,665           | \$ -              | \$ -                 |

|  |                   |                   |                 |                 |
|--|-------------------|-------------------|-----------------|-----------------|
| <b>Mountaineer Carbon Capture and Storage Project</b>  |                   |                   |                 |                 |
| Virginia Environmental Rate Adjustment Clause          | 27,232            | 25,311            | -               | -               |
| Virginia Transmission Rate Adjustment Clause           | 21,088            | 26,184            | -               | -               |
| Special Rate Mechanism for Century Aluminum            | 12,474            | 12,422            | -               | -               |
| Deferred Wind Power Costs                              | 10,581            | 5,372             | -               | -               |
| Deferred PJM Fees                                      | -                 | -                 | 6,597           | 6,254           |
| <b>Total Regulatory Assets Not Yet Being Recovered</b> | <b>\$ 182,836</b> | <b>\$ 179,954</b> | <b>\$ 6,597</b> | <b>\$ 6,254</b> |

|   | CSPCo            |                   | OPCo             |                   |
|---|------------------|-------------------|------------------|-------------------|
|   | March 31, 2010   | December 31, 2009 | March 31, 2010   | December 31, 2009 |
| Noncurrent Regulatory Assets (excluding fuel)   | (in thousands)   |                   | (in thousands)   |                   |
| Regulatory assets not yet being recovered pending future proceedings to determine the recovery method and timing: |                  |                   |                  |                   |
| Regulatory Assets Currently Earning a Return  |                  |                   |                  |                   |
| Customer Choice Deferrals   | \$ 28,994        | \$ 28,781         | \$ 28,494        | \$ 28,330         |
| Line Extension Carrying Costs   | 28,379           | 26,590            | 17,530           | 16,278            |
| Storm Related Costs   | 17,014           | 17,014            | 9,794            | 9,794             |
| Acquisition of Monongahela Power  | 10,706           | 10,282            | -                | -                 |
| Regulatory Assets Currently Not Earning a Return  |                  |                   |                  |                   |
| Peak Demand Reduction/Energy Efficiency   | 5,796            | 4,071             | 5,713            | 4,007             |
| <b>Total Regulatory Assets Not Yet Being Recovered</b>  | <b>\$ 90,889</b> | <b>\$ 86,738</b>  | <b>\$ 61,531</b> | <b>\$ 58,409</b>  |

|   | PSO            |                   | SWEPCo         |                   |
|---|----------------|-------------------|----------------|-------------------|
|   | March 31, 2010 | December 31, 2009 | March 31, 2010 | December 31, 2009 |
| Noncurrent Regulatory Assets (excluding fuel)   | (in thousands) |                   | (in thousands) |                   |
| Regulatory assets not yet being recovered pending future proceedings to determine the recovery method and timing: |                |                   |                |                   |
| Regulatory Assets Currently Not Earning a Return  |                |                   |                |                   |
| Storm Related Costs   | \$ 11,329      | \$ -              | \$ -           | \$ -              |

|   |           |      |        |        |
|---|-----------|------|--------|--------|
| Asset Retirement Obligation                     | -         | -    | 521    | 471    |
| Total Regulatory Assets Not Yet Being Recovered | \$ 11,329 | \$ - | \$ 521 | \$ 471 |

## CSPCo and OPCo Rate Matters

### Ohio Electric Security Plan Filings

The PUCO issued an order in March 2009 that modified and approved CSPCo's and OPCo's ESPs which established rates at the start of the April 2009 billing cycle. The ESPs are in effect through 2011. The order also limits annual rate increases for CSPCo to 7% in 2009, 6% in 2010 and 6% in 2011 and for OPCo to 8% in 2009, 7% in 2010 and 8% in 2011. Some rate components and increases are exempt from these limitations. CSPCo and OPCo collected the 2009 annualized revenue increase over the last nine months of 2009.

The order provides a FAC for the three-year period of the ESP. The FAC increase will be phased in to avoid having the resultant rate increases exceed the ordered annual caps described above. The FAC increase is subject to quarterly true-ups, annual accounting audits and prudency reviews. The order allows CSPCo and OPCo to defer any unrecovered FAC costs resulting from the annual caps and to accrue associated carrying charges at CSPCo's and OPCo's weighted average cost of capital. Any deferred FAC regulatory asset balance at the end of the three-year ESP period will be recovered through a non-bypassable surcharge over the period 2012 through 2018. Management expects to recover the CSPCo FAC deferral during 2010. That recovery will include deferrals associated with the Ormet interim arrangement and is subject to the PUCO's ultimate decision regarding the Ormet interim arrangement deferrals plus related carrying charges. See the "Ormet Interim Arrangement" section below. The FAC deferrals as of March 31, 2010 were \$10 million and \$345 million for CSPCo and OPCo, respectively, excluding \$1 million and \$13 million, respectively, of unrecognized equity carrying costs.

Discussed below are the outstanding uncertainties related to the ESP order:

The Ohio Consumers' Counsel filed a notice of appeal with the Supreme Court of Ohio raising several issues including alleged retroactive ratemaking, recovery of carrying charges on certain environmental investments, Provider of Last Resort (POLR) charges and the decision not to offset rates by off-system sales margins. A decision from the Supreme Court of Ohio is pending.

In November 2009, the Industrial Energy Users-Ohio group filed a notice of appeal with the Supreme Court of Ohio challenging components of the ESP order including the POLR charge, the distribution riders for gridSMARTSM and enhanced reliability, the PUCO's conclusion and supporting evaluation that the modified ESPs are more favorable than the expected results of a market rate offer, the unbundling of the fuel and non-fuel generation rate components, the scope and design of the fuel adjustment clause and the approval of the plan after the 150-day statutory deadline. A decision from the Supreme Court of Ohio is pending.

In April 2010, the Industrial Energy Users-Ohio group filed another notice of appeal with the Supreme Court of Ohio challenging alleged retroactive ratemaking, CSPCo's and OPCo's abilities to collect through the FAC amounts deferred under the Ormet interim arrangement and the approval of the plan after the 150-day statutory deadline. A decision from the Supreme Court of Ohio is pending.

In 2009, the PUCO convened a workshop to determine the methodology for the Significantly Excessive Earnings Test (SEET). The SEET requires that the PUCO determine, following the end of each year of the ESP, if rate adjustments included in the ESP resulted in significantly excessive earnings. If the rate adjustments, in the aggregate, result in significantly excessive earnings, the excess amount would be returned to customers. The PUCO staff recommended that the SEET be calculated on an individual company basis and not on a combined CSPCo/OPCo basis and that off-system sales margins be included in the earnings test. It is unclear at this time whether the FAC phase-in deferral



credits will be included in the earnings test. Management believes that CSPCo and OPCo should not be required to refund unrecovered FAC regulatory assets until they are collected, assuming there are excessive earnings in that year. In April 2010, the PUCO heard arguments related to various SEET issues including the treatment of the FAC deferrals. The PUCO's decision on the SEET methodology is not expected to be finalized until a SEET filing is made by CSPCo and OPCo related to 2009 earnings and the PUCO issues an order thereon. In April 2010, CSPCo and OPCo filed a request with the PUCO to delay their SEET filing until July 2010. As a result, CSPCo and OPCo are unable to determine whether they will be required to return any of their ESP revenues to customers.

Management is unable to predict the outcome of the various ongoing ESP proceedings and litigation discussed above. If these proceedings result in adverse rulings, it could reduce future net income and cash flows and impact financial condition.

#### Ormet Interim Arrangement

CSPCo, OPCo and Ormet, a large aluminum company, filed an application with the PUCO for approval of an interim arrangement governing the provision of generation service to Ormet. This interim arrangement was effective from January 2009 through September 2009. In January 2009, the PUCO approved the application. In March 2009, the PUCO approved a FAC in the ESP filings. The approval of the FAC, together with the PUCO approval of the interim arrangement, provided the basis to record regulatory assets for the difference between the approved market price and the rate paid by Ormet. Through September 2009, the last month of the interim arrangement, CSPCo and OPCo had \$30 million and \$34 million, respectively, of deferred FAC related to the interim arrangement including recognized carrying charges but excluding \$1 million and \$1 million, respectively, of unrecognized equity carrying costs. In November 2009, CSPCo and OPCo requested that the PUCO approve recovery of the deferrals under the interim agreement, plus a weighted average cost of capital carrying charge. The interim arrangement deferrals are included in CSPCo's and OPCo's FAC phase-in deferral balance. See "Ohio Electric Security Plan Filings" section above. In the ESP proceeding, intervenors requested that CSPCo and OPCo be required to refund the Ormet-related regulatory assets and requested that the PUCO prevent CSPCo and OPCo from collecting the Ormet-related revenues in the future. The PUCO did not take any action on this request in the ESP proceeding. The intervenors raised the issue again in response to CSPCo's and OPCo's November 2009 filing to approve recovery of the deferrals under the interim agreement. If CSPCo and OPCo are not ultimately permitted to fully recover their requested deferrals under the interim arrangement, it would reduce future net income and cash flows and impact financial condition.

#### Economic Development Rider

In April 2010, the Industrial Energy Users-Ohio filed a notice of appeal of the PUCO-approved Economic Development Rider (EDR) with the Supreme Court of Ohio. The Industrial Energy Users-Ohio raised several issues including (a) the PUCO lost jurisdiction over CSPCo's and OPCo's ESP proceedings and related proceedings when the PUCO failed to issue ESP orders within the 150 days statutory deadline, (b) the EDR should not be exempt from the ESP annual rate limitations and (c) CSPCo and OPCo should not be allowed to apply a weighted average long-term debt carrying cost on deferred EDR regulatory assets.

As of March 31, 2010, CSPCo and OPCo have incurred \$21 million and \$12 million, respectively, in EDR costs. Of these costs, CSPCo and OPCo have collected \$8 million and \$6 million, respectively, through the EDR, which CSPCo and OPCo began collecting in January 2010. The remaining \$13 million and \$6 million for CSPCo and OPCo, respectively, are recorded as EDR regulatory assets. Management cannot predict the amounts CSPCo and OPCo will defer for future recovery through the EDR. If CSPCo and OPCo are not ultimately permitted to recover their deferrals or are required to refund revenue collected, it would reduce future net income and cash flows and impact financial condition.

#### Environmental Investment Carrying Cost Rider

In February 2010, CSPCo and OPCo filed an application with the PUCO to establish an Environmental Investment Carrying Cost Rider to recover carrying costs related to environmental investments in 2009. CSPCo's and OPCo's proposed initial rider would recover \$29 million and \$37 million, respectively, from July 2010 through December 2011 for carrying costs for 2009 through 2011. If approved, the implementation of the rider will likely not impact cash flows, but will impact the ESP phase-in plan deferrals associated with the FAC since this rider is within the rate increase caps authorized by the PUCO in the ESP proceedings.

#### Ohio IGCC Plant

In March 2005, CSPCo and OPCo filed a joint application with the PUCO seeking authority to recover costs of building and operating an IGCC power plant. CSPCo and OPCo have each collected \$12 million in pre-construction costs authorized in a June 2006 PUCO order and each incurred \$11 million in pre-construction costs. As a result, CSPCo and OPCo each established a net regulatory liability of approximately \$1 million. The order also provided that if CSPCo and OPCo have not commenced a continuous course of construction of the proposed IGCC plant before June 2011, all pre-construction costs that may be utilized in projects at other sites must be refunded to Ohio ratepayers with interest. Intervenor have filed motions with the PUCO requesting all pre-construction costs be refunded to Ohio ratepayers with interest.

CSPCo and OPCo will not start construction of an IGCC plant until existing statutory barriers are addressed and sufficient assurance of regulatory cost recovery exists. Management cannot predict the outcome of any cost recovery litigation concerning the Ohio IGCC plant or what effect, if any, such litigation would have on future net income and cash flows. However, if CSPCo and OPCo were required to refund all or some of the \$24 million collected and the costs incurred were not recoverable in another jurisdiction, it would reduce future net income and cash flows and impact financial condition.

#### SWEPCo Rate Matters

##### Turk Plant

SWEPCo is currently constructing the Turk Plant, a new base load 600 MW pulverized coal ultra-supercritical generating unit in Arkansas, which is expected to be in service in 2012. SWEPCo owns 73% of the Turk Plant and will operate the completed facility. The Turk Plant is currently estimated to cost \$1.7 billion, excluding AFUDC, with SWEPCo's share estimated to cost \$1.3 billion, excluding AFUDC. As of March 31, 2010, excluding costs attributable to its joint owners, SWEPCo has capitalized approximately \$777 million of expenditures (including AFUDC and capitalized interest, and related transmission costs of \$35 million). As of March 31, 2010, the joint owners and SWEPCo have contractual construction commitments of approximately \$459 million (including related transmission costs of \$7 million). SWEPCo's share of the contractual construction commitments is \$337 million. If the plant is cancelled, the joint owners and SWEPCo would incur contractual construction cancellation fees, based on construction status as of March 31, 2010, of approximately \$121 million (including related transmission cancellation fees of \$1 million). SWEPCo's share of the contractual construction cancellation fees would be approximately \$89 million.

Discussed below are the outstanding uncertainties related to the Turk Plant:

The APSC granted approval for SWEPCo to build the Turk Plant by issuing a Certificate of Environmental Compatibility and Public Need (CECPN). Following an appeal by certain intervenors, the Arkansas Court of Appeals issued a unanimous decision that, if upheld by the Arkansas Supreme Court, would reverse the APSC's grant of the CECPN. The Arkansas Court of Appeals concluded that SWEPCo's need for base load capacity, the construction and financing of the Turk Plant and the proposed transmission facilities' construction and location should have been considered by the APSC in a single docket instead of separate dockets. The Arkansas Supreme Court granted petitions filed by SWEPCo and the APSC to review the Arkansas Court of Appeals' decision. The Court heard oral

arguments in April 2010. A decision from the Arkansas Supreme Court is pending.

The PUCT issued an order approving a Certificate of Convenience and Necessity (CCN) for the Turk Plant with the following conditions: (a) a cap on the recovery of jurisdictional capital costs for the Turk Plant based on the previously estimated \$1.522 billion projected construction cost, excluding AFUDC and related transmission costs, (b) a cap on recovery of annual CO<sub>2</sub> emission costs at \$28 per ton through the year 2030 and (c) a requirement to hold Texas ratepayers financially harmless from any adverse impact related to the Turk Plant not being fully subscribed to by other utilities or wholesale customers. SWEPCo appealed the PUCT's order contending the two cost cap restrictions are unlawful. The Texas Industrial Energy Consumers filed an appeal contending that the PUCT's grant of a conditional CCN for the Turk Plant was unnecessary to serve retail customers. In February 2010, the Texas District Court affirmed the PUCT in all respects. In March 2010, SWEPCo and the Texas Industrial Energy Consumers appealed the Texas District Court decision.

The LPSC approved SWEPCo's application to construct the Turk Plant. The Sierra Club petitioned the LPSC to begin an investigation into the construction of the Turk Plant which was rejected by the LPSC in November 2009. In December 2009, the Sierra Club refiled its petition as a stand alone complaint proceeding. In February 2010, SWEPCo filed a motion to dismiss and denied the allegations in the complaint.

In November 2008, SWEPCo received its required air permit approval from the Arkansas Department of Environmental Quality (ADEQ) and commenced construction at the site. In January 2010, the Arkansas Pollution Control and Ecology Commission (APCEC) upheld the air permit. In February 2010, the parties who unsuccessfully appealed the air permit to the APCEC filed a notice of appeal of the APCEC's decision with the Circuit Court of Hempstead County, Arkansas.

The wetlands permit was issued by the U.S. Army Corps of Engineers in December 2009. In February 2010, the Sierra Club, the Audubon Society and others filed a complaint in the Federal District Court for the Western District of Arkansas against the U.S. Army Corps of Engineers challenging the process used and the terms of the permit issued to SWEPCo authorizing certain wetland and stream impacts.

Management believes that SWEPCo's planning, certification and construction of the Turk Plant has been in material compliance with all applicable laws and regulations. Further, management expects that SWEPCo will ultimately be able to complete construction of the Turk Plant and related transmission facilities and place those facilities in service. However, if SWEPCo is unable to complete the Turk Plant construction and place the Turk Plant in service or if SWEPCo cannot recover all of its investment in and expenses related to the Turk Plant, it would reduce future net income and cash flows and impact financial condition.

#### Stall Unit

SWEPCo is constructing the Stall Unit, an intermediate load 500 MW natural gas-fired combustion turbine combined cycle generating unit, at its existing Arsenal Hill Plant located in Shreveport, Louisiana. The Stall Unit is currently estimated to cost \$431 million, including \$51 million of AFUDC, and is expected to be in service in mid-2010. The LPSC and the APSC issued orders capping SWEPCo's Stall Unit construction costs at \$445 million including AFUDC and excluding related transmission costs.

As of March 31, 2010, SWEPCo has capitalized construction costs of \$402 million, including AFUDC, and has contractual construction commitments of an additional \$17 million. If the final cost of the Stall Unit were to exceed the \$445 million cost cap, the APSC or LPSC could disallow their jurisdictional allocation of construction costs in excess of the caps and thereby reduce future net income and cash flows and impact financial condition.

#### Louisiana Fuel Adjustment Clause Audit

Consultants for the LPSC issued their audit report of SWEPCo's Louisiana retail FAC. Various recommendations were contained within the audit report including two recommendations that might result in a financial impact that could be material for SWEPCo. The first recommendation is that SWEPCo should provide the variable operation and maintenance and SO<sub>2</sub> allowance costs that were included in SWEPCo's purchased power costs and that those costs should be disallowed from 2003 until the effective date of the LPSC's audit order. The second recommendation is that the LPSC should discontinue SWEPCo's tiered sharing mechanism related to off-system sales margins on a prospective basis. In addition, the audit report contained a recommendation that SWEPCo should reflect the SIA refunds as reductions in the Louisiana FAC rates as soon as possible, including interest through the date the refunds are reflected in the FAC. See "Allocation of Off-system Sales Margins" section within "FERC Rate Matters." Management is unable to predict how the LPSC will rule on the recommendations in the audit report and its financial statement impact on net income, cash flows and financial condition.

#### 2009 Texas Base Rate Filing

In August 2009, SWEPCo filed a rate case with the PUCT to increase its base rates by approximately \$75 million annually including a return on equity of 11.5%. The filing included requests for financing cost riders of \$32 million related to construction of the Stall Unit and Turk Plant, a vegetation management rider of \$16 million and other requested increases of \$27 million. In April 2010, a settlement agreement was approved by the PUCT to increase SWEPCo's base rates by approximately \$15 million annually, effective May 2010, including a return on equity of 10.33%, which consists of \$5 million related to construction of the Stall Unit and \$10 million in other increases. In addition, the settlement agreement will decrease annual depreciation expense by \$17 million and allows SWEPCo a \$10 million one-year surcharge rider to recover additional vegetation management costs that SWEPCo must spend within two years.

#### 2008 Formula Rate Filing

In April 2008, SWEPCo filed its first formula rate filing under an approved three-year formula rate plan (FRP). SWEPCo requested an increase in its annual Louisiana retail rates of \$11 million to be effective in August 2008 in order to earn the approved formula return on common equity of 10.565%. In August 2008, as provided by the FRP, SWEPCo implemented the FRP rates, subject to refund. During 2009, SWEPCo recorded a provision for refund of approximately \$1 million after reaching a settlement in principle with intervenors. SWEPCo is currently working with the settlement parties to prepare a written agreement to be filed with the LPSC. If a refund is required, it could reduce future net income and cash flows and impact financial condition.

#### 2009 Formula Rate Filing

In April 2009, SWEPCo filed the second FRP which would increase its annual Louisiana retail rates by an additional \$4 million effective in August 2009 pursuant to the approved FRP. SWEPCo implemented the FRP rate increase as filed in August 2009, subject to refund. In October 2009, consultants for the LPSC objected to certain components of SWEPCo's FRP calculation. The consultants also recommended refunding the SIA through SWEPCo's FRP. See "Allocation of Off-system Sales Margins" section within "FERC Rate Matters." SWEPCo will continue to work with the LPSC regarding the issues raised in their objection. SWEPCo believes the rates as filed are in compliance with the FRP methodology previously approved by the LPSC. If the LPSC disagrees with SWEPCo, it could result in refunds which would reduce future net income and cash flows and impact financial condition.

#### APCo and WPCo Rate Matters

##### 2009 Virginia Base Rate Case

In July 2009, APCo filed a generation and distribution base rate increase with the Virginia SCC of \$154 million annually based on a 13.35% return on common equity. The Virginia SCC staff and intervenors have recommended

revenue increases ranging from \$33 million to \$94 million. Interim rates, subject to refund, became effective in December 2009 but were discontinued in February 2010 when Virginia newly enacted legislation suspended the collection of interim rates. The Virginia SCC is required to issue a final order no later than July 2010 with new rates effective August 2010. The enacted legislation also stated that depending on the revenue awarded, a refund of interim rates may not be necessary. If a refund is required, it would reduce future net income and cash flows and impact financial condition.

#### Mountaineer Carbon Capture and Storage Project

APCo and ALSTOM Power, Inc. (Alstom), an unrelated third party, jointly constructed a CO<sub>2</sub> capture validation facility, which was placed into service in September 2009. APCo also constructed and owns the necessary facilities to store the CO<sub>2</sub>. In October 2009, APCo started injecting CO<sub>2</sub> into the underground storage facilities. The injection of CO<sub>2</sub> required the recording of an asset retirement obligation and an offsetting regulatory asset. Through March 31, 2010, APCo has recorded a noncurrent regulatory asset of \$111 million consisting of \$72 million in project costs and \$39 million in asset retirement costs.

In APCo's July 2009 Virginia base rate filing, APCo requested recovery of and a return on its estimated increased Virginia jurisdictional share of its project costs and recovery of the related asset retirement obligation regulatory asset amortization and accretion. The Virginia Attorney General and the Virginia SCC staff have recommended in the pending Virginia base rate case that no recovery be allowed for the project. APCo plans to seek recovery of the West Virginia jurisdictional costs in its next West Virginia base rate filing which is expected to be filed in the second quarter of 2010. If APCo cannot recover all of its investment in and expenses related to the Mountaineer Carbon Capture and Storage project, it would reduce future net income and cash flows and impact financial condition.

#### APCo's Filings for an IGCC Plant

APCo filed a petition with the WVPSC requesting approval of a Certificate of Public Convenience and Necessity (CPCN) to construct a 629 MW IGCC power plant in Mason County, West Virginia. APCo also requested the Virginia SCC and the WVPSC to approve a surcharge rate mechanism to provide for the timely recovery of pre-construction costs and the ongoing financing costs of the project during the construction period, as well as the capital costs, operating costs and a return on equity once the facility is placed into commercial operation. The WVPSC granted APCo the CPCN and approved the requested cost recovery. Various intervenors filed petitions with the WVPSC to reconsider the order.

In 2008, the Virginia SCC issued an order denying APCo's request for a surcharge rate mechanism based upon its finding that the estimated cost of the plant was uncertain and may escalate. The Virginia SCC also expressed concerns that the estimated costs did not include a retrofitting of carbon capture and sequestration facilities. During 2009, based on an unfavorable order received in Virginia, the WVPSC removed the IGCC case as an active case from its docket and indicated that the conditional CPCN granted in 2008 must be reconsidered if and when APCo proceeds forward with the IGCC plant.

Through March 31, 2010, APCo deferred for future recovery pre-construction IGCC costs of approximately \$9 million applicable to its West Virginia jurisdiction, approximately \$2 million applicable to its FERC jurisdiction and approximately \$9 million applicable to its Virginia jurisdiction.

APCo will not start construction of the IGCC plant until sufficient assurance of full cost recovery exists in Virginia and in West Virginia. If the plant is cancelled, APCo plans to seek recovery of its prudently incurred deferred pre-construction costs which, if not recoverable, would reduce future net income and cash flows and impact financial condition.

#### APCo's 2009 Expanded Net Energy Charge (ENEC) Filing

In September 2009, the WVPSC issued an order approving APCo's March 2009 ENEC request. The approved order provided for recovery of an under-recovered balance plus a projected increase in ENEC costs over a four-year phase-in period with an overall increase of \$320 million and a first-year increase of \$112 million, effective October 2009. The WVPSC also approved a fixed annual carrying cost rate of 4%, effective October 2009, to be applied to the incremental deferred regulatory asset balance that will result from the phase-in plan. In March 2010, APCo filed its second-year request with the WVPSC to increase rates in July 2010 by \$86 million. As of March 31, 2010, APCo's ENEC under-recovery balance was \$318 million which is included in noncurrent regulatory assets.

The September 2009 order also lowered annual coal cost projections by \$27 million and deferred recovery of unrecovered ENEC deferrals related to price increases on certain renegotiated coal contracts. The WVPSC indicated that it would review the prudence of these additional costs in the next ENEC proceeding. As of March 31, 2010, APCo has deferred \$23 million of unrecovered coal costs on the renegotiated coal contracts which is included in APCo's \$318 million ENEC regulatory asset and has recorded an additional \$5 million in fuel inventory related to the renegotiated coal contracts, which is recorded in Fuel on the balance sheets. Although management believes the portion of its deferred ENEC under-recovery balance attributable to renegotiated coal contracts is probable of recovery, if the WVPSC were to disallow a portion of APCo's deferred ENEC costs including any costs incurred in the future related to the renegotiated coal contracts, it could reduce future net income and cash flows and impact financial condition.

#### WPCo Merger with APCo

In a proceeding established by the WVPSC to explore options to meet WPCo's future power supply requirements, the WVPSC, in November 2009, issued an order approving a joint stipulation among APCo, WPCo, the WVPSC staff and the Consumer Advocate Division. The order approved the recommendation of the signatories to the stipulation that WPCo merge into APCo and be supplied from APCo's existing power resources. The order also indicated that it is in the best interests of West Virginia customers that the merger occur as quickly as possible. Merger approvals from the WVPSC, Virginia SCC and the FERC are required. No merger approval filings have been made.

#### PSO Rate Matters

##### PSO Fuel and Purchased Power

##### 2006 and Prior Fuel and Purchased Power

The OCC filed a complaint with the FERC related to the allocation of off-system sales margins (OSS) among the AEP operating companies in accordance with a FERC-approved allocation agreement. The FERC issued an adverse ruling in 2008. As a result, PSO recorded a regulatory liability in 2008 to return reallocated OSS to customers. Starting in March 2009, PSO refunded the additional reallocated OSS to its customers through February 2010.

A reallocation of purchased power costs among AEP West companies for periods prior to 2002 resulted in an under-recovery of \$42 million of PSO fuel costs. PSO recovered the \$42 million by offsetting it against an existing fuel over-recovery during the period June 2007 through May 2008. The Oklahoma Industrial Energy Consumers (OIEC) has contended that PSO should not have collected the \$42 million without specific OCC approval. As such, the OIEC contends that the OCC should require PSO to refund the \$42 million it collected through its fuel clause. The OCC has heard the OIEC appeal and a decision is pending. In March 2010, PSO filed motions to advance this proceeding since the FERC has ruled on the allocation of off-system sales margins proceeding and PSO has refunded the additional margins to its retail customers. If the OCC were to order PSO to refund all or a part of the \$42 million, it would reduce future net income and cash flows and impact financial condition.

##### 2008 Fuel and Purchased Power

In July 2009, the OCC initiated a proceeding to review PSO's fuel and purchased power adjustment clause for the calendar year 2008 and also initiated a prudency review of the related costs. In March 2010, the Oklahoma Attorney General and the OIEC recommended the fuel clause adjustment rider be amended so that the shareholder's portion of off-system sales margins sharing decrease from 25% to 10%. The OIEC also recommended that the OCC conduct a comprehensive review of all affiliate transactions during 2007 and 2008. If the OCC were to issue an unfavorable decision, it would reduce future net income and cash flows and impact financial condition.

#### 2008 Oklahoma Base Rate Appeal

In January 2009, the OCC issued a final order approving an \$81 million increase in PSO's non-fuel base revenues based on a 10.5% return on equity. The new rates reflecting the final order were implemented with the first billing cycle of February 2009. PSO and intervenors filed appeals with the Oklahoma Supreme Court raising various issues. The Oklahoma Supreme Court assigned the case to the Court of Civil Appeals. If the intervenors' appeals are successful, it could reduce future net income and cash flows and impact financial condition.

#### I&M Rate Matters

##### Indiana Fuel Clause Filing (Cook Plant Unit 1 Fire and Shutdown)

I&M filed applications with the IURC to increase its fuel adjustment charge by approximately \$53 million for the period of April 2009 through September 2009. The filings sought increases for previously under-recovered fuel clause expenses.

As fully discussed in the "Cook Plant Unit 1 Fire and Shutdown" section of Note 4, Cook Unit 1 was shut down in September 2008 due to significant turbine damage and a small fire on the electric generator. Unit 1 was placed back into service in December 2009 at slightly reduce power. The unit outage resulted in increased replacement power fuel costs. The filing only requested the cost of replacement power through mid-December 2008, the date when I&M began receiving accidental outage insurance proceeds. I&M committed to absorb the costs of replacement power through the date the unit returned to service, which occurred in December 2009.

I&M reached an agreement with intervenors, which was approved by the IURC in March 2009, to collect its existing prior period under-recovery regulatory asset deferral balance over twelve months instead of over six months as initially proposed. Under the agreement, the fuel factors were placed into effect, subject to refund, and a subdocket was established to consider issues relating to the Unit 1 shutdown including the treatment of the accidental outage insurance proceeds. A procedural schedule has been established for the subdocket with hearings expected to be held in November 2010.

Management believes that I&M is entitled to retain the accidental outage insurance proceeds since it made customers whole regarding the replacement power costs. If any fuel clause revenues or accidental outage insurance proceeds have to be refunded, it would reduce future net income and cash flows and impact financial condition.

##### 2009 Power Supply Cost Recovery (PSCR) Reconciliation (Cook Plant Unit 1 Fire and Shutdown)

In March 2010, I&M filed its 2009 PSCR reconciliation with the MPSC. The filing included an adjustment to exclude from the PSCR the incremental fuel cost of replacement power due to the Cook Plant Unit 1 outage from mid-December 2008 through December 2009, the period during which I&M received and recognized the accidental outage insurance proceeds. Management believes that I&M is entitled to retain the accidental outage insurance proceeds since it made customers whole regarding the replacement power costs. If any fuel clause revenues or accidental outage insurance proceeds have to be refunded, it would reduce future net income and cash flows and impact financial condition. See the "Cook Plant Unit 1 Fire and Shutdown" section of Note 4.

## Michigan Base Rate Filing

In January 2010, I&M filed for a \$63 million increase in annual base rates based on an 11.75% return on common equity. I&M can request interim rates, subject to refund, after six months. The MPSC must issue a final order within one year.

## FERC Rate Matters

## Regional Transmission Rate Proceedings at the FERC – Affecting APCo, CSPCo, I&amp;M and OPCo

## Seams Elimination Cost Allocation (SECA) Revenue Subject to Refund

In 2004, AEP eliminated transaction-based through-and-out transmission service (T&O) charges in accordance with FERC orders and collected, at the FERC's direction, load-based charges, referred to as RTO SECA, to partially mitigate the loss of T&O revenues on a temporary basis through March 2006. Intervenors objected to the temporary SECA rates. The FERC set SECA rate issues for hearing and ordered that the SECA rate revenues be collected, subject to refund. The AEP East companies recognized gross SECA revenues of \$220 million from 2004 through 2006 when the SECA rates terminated leaving the AEP East companies and ultimately their internal load retail customers to make up the shortfall in revenues. APCo's, CSPCo's, I&M's and OPCo's portions of recognized gross SECA revenues are as follows:

| Company | (in millions) |
|---------|---------------|
| APCo    | \$ 70.2       |
| CSPCo   | 38.8          |
| I&M     | 41.3          |
| OPCo    | 53.3          |

In 2006, a FERC Administrative Law Judge (ALJ) issued an initial decision finding that the rate design for the recovery of SECA charges was flawed and that a large portion of the "lost revenues" reflected in the SECA rates should not have been recoverable. The ALJ found that the SECA rates charged were unfair, unjust and discriminatory and that new compliance filings and refunds should be made. The ALJ also found that any unpaid SECA rates must be paid in the recommended reduced amount.

AEP filed briefs jointly with other affected companies noting exceptions to the ALJ's initial decision and asking the FERC to reverse the decision. Management believes that the FERC should reject the ALJ's initial decision because it contradicts prior related FERC decisions, which are presently subject to rehearing. Furthermore, management believes the ALJ's findings on key issues are largely without merit. AEP and SECA ratepayers have been engaged in settlement discussions in an effort to settle the SECA issue. However, if the ALJ's initial decision is upheld in its entirety, it could result in a refund of a portion or all of the unsettled SECA revenues. In December 2009, several parties filed a motion with the U.S. Court of Appeals to force the FERC to resolve the SECA issue.

The AEP East companies provided reserves for net refunds for SECA settlements totaling \$44 million applicable to the \$220 million of SECA revenues collected. APCo's, CSPCo's, I&M's and OPCo's portions of the provision are as follows:

| Company | (in millions) |
|---------|---------------|
| APCo    | \$ 14.1       |
| CSPCo   | 7.8           |
| I&M     | 8.3           |
| OPCo    | 10.7          |



Settlements approved by the FERC consumed \$10 million of the reserve for refunds applicable to \$112 million of SECA revenue. The balance in the reserve for future settlements as of March 31, 2010 was \$34 million. As of March 31, 2010 there were no in-process settlements. APCo's, CSPCo's, I&M's and OPCo's reserve balances at March 31, 2010 were:

| Company | March 31, 2010<br>(in millions) |
|---------|---------------------------------|
| APCo    | \$ 10.7                         |
| CSPCo   | 5.9                             |
| I&M     | 6.3                             |
| OPCo    | 8.2                             |

Based on the AEP East companies' settlement experience and the expectation that most of the unsettled SECA revenues will be settled, management believes that the reserve is adequate to settle the remaining \$108 million of contested SECA revenues. Management cannot predict the ultimate outcome of future settlement discussions or future proceedings at the FERC or court of appeals. However, if the FERC adopts the ALJ's decision and/or AEP cannot settle all of the remaining unsettled claims within the remaining amount reserved for refund, it would reduce future net income and cash flows and impact financial condition.

#### Allocation of Off-system Sales Margins – Affecting SWEPCo

The OCC filed a complaint at the FERC alleging that AEP inappropriately allocated off-system sales margins between the AEP East companies and the AEP West companies and did not properly allocate off-system sales margins within the AEP West companies.

In 2009, AEP made a compliance filing with the FERC and the AEP East companies refunded approximately \$250 million to the AEP West companies. Following authorized regulatory treatment, the AEP West companies shared a portion of SIA margins with their customers during the period June 2000 to March 2006. In 2008, the AEP West companies recorded a provision for refund reflecting the sharing. Refunds have been or are currently being returned to PSO's and SWEPCo's Texas, Arkansas and FERC customers. SWEPCo is working with the LPSC to determine how the FERC ordered refund will be made to its Louisiana retail customers. Consultants for the LPSC issued an audit report of SWEPCo's Louisiana retail fuel adjustment clause. Within this report, the consultants for the LPSC recommended that SWEPCo refund the SIA, including interest, through the fuel adjustment clause. See "Louisiana Fuel Adjustment Clause Audit" section within "SWEPCo Rate Matters." Other consultants for the LPSC recommended refunding the SIA through SWEPCo's formula rate plan. Management cannot predict if there will be any future state regulatory proceedings but believes the AEP West companies' provision for refund regarding related future state regulatory proceedings is adequate.

#### Modification of the Transmission Agreement (TA) – Affecting APCo, CSPCo, I&M and OPCo

APCo, CSPCo, I&M, KPCo and OPCo are parties to the TA that provides for a sharing of the cost of transmission lines operated at 138-kV and above and transmission stations containing extra-high voltage facilities. In June 2009, AEPSC, on behalf of the parties to the TA, filed with the FERC a request to modify the TA. Under the proposed amendments, KGPCo and WPCo will be added as parties to the TA. In addition, the amendments would provide for the allocation of PJM transmission costs on the basis of the TA parties' 12-month coincident peak and reimburse transmission revenues based on individual cost of service instead of the MLR method used in the present TA. AEPSC requested the effective date to be the first day of the month following a final non-appealable FERC order. The delayed effective date was approved by the FERC when the FERC accepted the new TA for filing. Settlement discussions are in progress. Once approved by the FERC, management is unable to predict whether the parties to the TA will experience regulatory lag and its effect on future net income and cash flows due to timing of

the implementation of the modified TA by various state regulators.

#### PJM/MISO Market Flow Calculation Errors – Affecting APCo, CSPCo, I&M and OPCo

During 2009, an analysis conducted by MISO and PJM discovered several instances of unaccounted for power flows on numerous coordinated flowgates. These flows affected the settlement data for congestion revenues and expenses and date back to the start of the MISO market in 2005. PJM has provided MISO an initial analysis of amounts they believe they owe MISO. MISO disputes PJM's methodology.

Settlement discussions between MISO and PJM have been unsuccessful, and as a result, in March 2010, MISO filed two related complaints against PJM at the FERC related to the above claim. MISO seeks to recover a total of approximately \$145 million from PJM. Given that PJM passes its costs on to its members, if PJM is held liable for these damages, PJM members, including the AEP East companies, may be held responsible for a share of the refunds or payments PJM is directed to make to MISO. AEP has intervened and filed a protest to one complaint. Management believes that MISO's claims filed at the FERC are without merit and that PJM's right to recover from AEP and other members any damages awarded to MISO is limited. If the FERC orders a settlement above the AEP East companies' reserve related to their estimated portion of PJM additional costs, it could reduce future net income and cash flows and impact financial condition.

#### PJM Transmission Formula Rate Filing – Affecting APCo, CSPCo, I&M and OPCo

AEP filed an application with the FERC in July 2008 to increase its open access transmission tariff (OATT) rates for wholesale transmission service within PJM. The filing sought to implement a formula rate allowing annual adjustments reflecting future changes in the AEP East companies' cost of service. The FERC issued an order conditionally accepting AEP's proposed formula rate and delayed the requested October 2008 effective date for five months. AEP began settlement discussions with the intervenors and the FERC staff which resulted in a settlement that was filed with the FERC in April 2010.

The pending settlement results in a \$51 million annual increase beginning in April 2009 for service as of March 2009, of which approximately \$7 million is being collected from nonaffiliated customers within PJM. The remaining \$44 million is being billed to the AEP East companies and is generally offset by compensation from PJM for use of the AEP East companies' transmission facilities so that net income is not directly affected.

The pending settlement also results in an additional \$30 million increase for the first annual update of the formula rate, beginning in August 2009 for service as of July 2009. Approximately \$4 million of the increase will be collected from nonaffiliated customers within PJM with the remaining \$26 million being billed to the AEP East companies.

Under the formula, an annual update will be filed to be effective July 2010 and each year thereafter. Also, beginning with the July 2010 update, the rates each year will include an adjustment to true-up the prior year's collections to the actual costs for the prior year. Management expects the settlement will be approved by the FERC.

#### Transmission Agreement (TA) – Affecting APCo, CSPCo, I&M and OPCo

Certain transmission facilities placed in service in 1998 were inadvertently excluded from the AEP East companies' TA calculation prior to January 2009. The excluded equipment was the Inez Station which had been determined as eligible equipment for inclusion in the TA in 1995 by the AEP TA transmission committee. The amount involved was \$7 million annually. Management does not believe that it is probable that a material retroactive rate adjustment will result from the omission. However, if a retroactive adjustment is required, it could reduce future net income and cash flows and impact financial condition.

#### 4. COMMITMENTS, GUARANTEES AND CONTINGENCIES

The Registrant Subsidiaries are subject to certain claims and legal actions arising in their ordinary course of business. In addition, their business activities are subject to extensive governmental regulation related to public health and the environment. The ultimate outcome of such pending or potential litigation cannot be predicted. For current proceedings not specifically discussed below, management does not anticipate that the liabilities, if any, arising from such proceedings would have a material adverse effect on the financial statements. The Commitments, Guarantees and Contingencies note within the 2009 Annual Report should be read in conjunction with this report.

## GUARANTEES

Liabilities for guarantees are recorded in accordance with the accounting guidance for “Guarantees.” There is no collateral held in relation to any guarantees. In the event any guarantee is drawn, there is no recourse to third parties unless specified below.

### Letters of Credit – Affecting APCo, I&M, OPCo and SWEPCo

Certain Registrant Subsidiaries enter into standby letters of credit (LOCs) with third parties. These LOCs cover items such as insurance programs, security deposits and debt service reserves. These LOCs were issued in the ordinary course of business under the two \$1.5 billion 5-year credit facilities. The facilities are structured as two \$1.5 billion credit facilities, of which \$750 million may be issued under each credit facility as LOCs.

The Registrant Subsidiaries and certain other companies in the AEP System have a \$627 million 3-year credit agreement. As of March 31, 2010, \$477 million of LOCs were issued by Registrant Subsidiaries under the 3-year credit agreement to support variable rate Pollution Control Bonds.

As of March 31, 2010, the maximum future payments of the LOCs were as follows:

| Company                | Amount<br>(in<br>thousands) | Maturity                      | Borrower<br>Sublimit |
|------------------------|-----------------------------|-------------------------------|----------------------|
| \$1.5 billion<br>LOCs: |                             |                               |                      |
| I&M                    | \$ 300                      | March 2011                    | N/A                  |
| SWEPCo                 | 4,448                       | December 2010                 | N/A                  |
| \$627 million<br>LOC:  |                             |                               |                      |
| APCo                   | \$ 232,292                  | June 2010 to<br>November 2010 | \$ 300,000           |
| I&M                    | 77,886                      | May 2010                      | 230,000              |
| OPCo                   | 166,899                     | June 2010                     | 400,000              |

### Guarantees of Third-Party Obligations – Affecting SWEPCo

As part of the process to receive a renewal of a Texas Railroad Commission permit for lignite mining, SWEPCo provides guarantees of mine reclamation in the amount of approximately \$65 million. Since SWEPCo uses self-bonding, the guarantee provides for SWEPCo to commit to use its resources to complete the reclamation in the event the work is not completed by Sabine Mining Company (Sabine), a consolidated variable interest entity. This guarantee ends upon depletion of reserves and completion of final reclamation. Based on the latest study, it is estimated the reserves will be depleted in 2029 with final reclamation completed by 2036. A new study is in process

to include new, expanded areas of the mine. As of March 31, 2010, SWEPCo has collected approximately \$45 million through a rider for final mine closure and reclamation costs, of which \$2 million is recorded in Other Current Liabilities, \$21 million is recorded in Deferred Credits and Other Noncurrent Liabilities and \$22 million is recorded in Asset Retirement Obligations on SWEPCo's Condensed Consolidated Balance Sheets.

Sabine charges SWEPCo, its only customer, all of its costs. SWEPCo passes these costs to customers through its fuel clause.

Indemnifications and Other Guarantees – Affecting APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

#### Contracts

The Registrant Subsidiaries enter into certain types of contracts which require indemnifications. Typically these contracts include, but are not limited to, sale agreements, lease agreements, purchase agreements and financing agreements. Generally, these agreements may include, but are not limited to, indemnifications around certain tax, contractual and environmental matters. With respect to sale agreements, exposure generally does not exceed the sale price. Prior to March 31, 2010, the Registrant Subsidiaries entered into sale agreements including indemnifications with a maximum exposure that was not significant for any individual Registrant Subsidiary. There are no material liabilities recorded for any indemnifications.

The AEP East companies, PSO and SWEPCo are jointly and severally liable for activity conducted by AEPSC on behalf of the AEP East companies, PSO and SWEPCo related to power purchase and sale activity conducted pursuant to the SIA.

#### Master Lease Agreements

The Registrant Subsidiaries lease certain equipment under master lease agreements. GE Capital Commercial Inc. (GE) notified management in November 2008 that they elected to terminate the Master Leasing Agreements in accordance with the termination rights specified within the contract. In 2011, the Registrant Subsidiaries will be required to purchase all equipment under the lease and pay GE an amount equal to the unamortized value of all equipment then leased. In December 2008 and 2009, management signed new master lease agreements that include lease terms of up to 10 years.

For equipment under the GE master lease agreements that expire in 2011, the lessor is guaranteed receipt of up to 87% of the unamortized balance of the equipment at the end of the lease term. If the fair value of the leased equipment is below the unamortized balance at the end of the lease term, the Registrant Subsidiaries are committed to pay the difference between the fair value and the unamortized balance, with the total guarantee not to exceed 87% of the unamortized balance. Under the new master lease agreements, the lessor is guaranteed a residual value up to a stated percentage of either the unamortized balance or the equipment cost at the end of the lease term. If the actual fair value of the leased equipment is below the guaranteed residual value at the end of the lease term, the Registrant Subsidiaries are committed to pay the difference between the actual fair value and the residual value guarantee. At March 31, 2010, the maximum potential loss by Registrant Subsidiary for these lease agreements assuming the fair value of the equipment is zero at the end of the lease term is as follows:

| Company | Maximum<br>Potential<br>Loss<br>(in thousands) |
|---------|--|
| APCo    | \$ 236   |
| CSPCo   | 57   |
| I&M     | 405  |

|        |     |
|--------|-----|
| OPCo   | 187 |
| PSO    | 351 |
| SWEPCo | 322 |

Historically, at the end of the lease term the fair value has been in excess of the unamortized balance.

#### Railcar Lease

In June 2003, AEP Transportation LLC (AEP Transportation), a subsidiary of AEP, entered into an agreement with BTM Capital Corporation, as lessor, to lease 875 coal-transporting aluminum railcars. The lease is accounted for as an operating lease. In January 2008, AEP Transportation assigned the remaining 848 railcars under the original lease agreement to I&M (390 railcars) and SWEPCo (458 railcars). The assignment is accounted for as operating leases for I&M and SWEPCo. The initial lease term was five years with three consecutive five-year renewal periods for a maximum lease term of twenty years. I&M and SWEPCo intend to renew these leases for the full lease term of twenty years, via the renewal options. The future minimum lease obligations are \$18 million for I&M and \$21 million for SWEPCo for the remaining railcars as of March 31, 2010.

Under the lease agreement, the lessor is guaranteed that the sale proceeds under a return-and-sale option will equal at least a lessee obligation amount specified in the lease, which declines from approximately 84% under the current five year lease term to 77% at the end of the 20 year term of the projected fair value of the equipment. I&M and SWEPCo have assumed the guarantee under the return-and-sale option. I&M's maximum potential loss related to the guarantee is approximately \$12 million (\$8 million, net of tax) and SWEPCo's is approximately \$13 million (\$9 million, net of tax) assuming the fair value of the equipment is zero at the end of the current five-year lease term. However, management believes that the fair value would produce a sufficient sales price to avoid any loss.

The Registrant Subsidiaries have other railcar lease arrangements that do not utilize this type of financing structure.

#### ENVIRONMENTAL CONTINGENCIES

##### Federal EPA Complaint and Notice of Violation – Affecting CSPCo

The Federal EPA, certain special interest groups and a number of states alleged that APCo, CSPCo, I&M and OPCo modified certain units at their coal-fired generating plants in violation of the NSR requirements of the CAA. Cases with similar allegations against CSPCo, Dayton Power and Light Company (DP&L) and Duke Energy Ohio, Inc. were also filed related to their jointly-owned units. The cases were settled with the exception of a case involving a jointly-owned Beckjord unit which had a liability trial. Following the trial, the jury found no liability for claims made against the jointly-owned Beckjord unit. Following a second liability trial in 2009, the jury again found no liability at the jointly-owned Beckjord unit. The defendants and the plaintiffs appealed to the Seventh Circuit Court of Appeals. Beckjord is operated by Duke Energy Ohio, Inc.

##### Notice of Enforcement and Notice of Citizen Suit – Affecting SWEPCo

In 2005, two special interest groups, Sierra Club and Public Citizen, filed a complaint alleging violations of the CAA at SWEPCo's Welsh Plant. In 2008, a consent decree resolved all claims in this case and in the pending appeal of the altered permit for the Welsh Plant. The consent decree required SWEPCo to install continuous particulate emission monitors at the Welsh Plant, secure 65 MW of renewable energy capacity by 2010, fund \$2 million in emission reduction, energy efficiency or environmental mitigation projects by 2012 and pay a portion of plaintiffs' attorneys' fees and costs.

The Federal EPA issued a Notice of Violation (NOV) based on alleged violations of a percent sulfur in fuel limitation and the heat input values listed in the previous state permit. The NOV also alleges that a permit alteration issued by

the Texas Commission on Environmental Quality in 2007 was improper. In March 2008, SWEPCo met with the Federal EPA to discuss the alleged violations. The Federal EPA did not object to the settlement of similar alleged violations in the federal citizen suit. Management is unable to predict the timing of any future action by the Federal EPA or the effect of such actions on net income, cash flows or financial condition.

#### Carbon Dioxide Public Nuisance Claims – Affecting APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

In 2004, eight states and the City of New York filed an action in Federal District Court for the Southern District of New York against AEP, AEPSC, Cinergy Corp, Xcel Energy, Southern Company and Tennessee Valley Authority. The Natural Resources Defense Council, on behalf of three special interest groups, filed a similar complaint against the same defendants. The actions allege that CO<sub>2</sub> emissions from the defendants' power plants constitute a public nuisance under federal common law due to impacts of global warming and sought injunctive relief in the form of specific emission reduction commitments from the defendants. The trial court dismissed the lawsuits.

In September 2009, the Second Circuit Court of Appeals issued a ruling on appeal remanding the cases to the Federal District Court for the Southern District of New York. The Second Circuit held that the issues of climate change and global warming do not raise political questions and that Congress' refusal to regulate CO<sub>2</sub> emissions does not mean that plaintiffs must wait for an initial policy determination by Congress or the President's administration to secure the relief sought in their complaints. The court stated that Congress could enact comprehensive legislation to regulate CO<sub>2</sub> emissions or that the Federal EPA could regulate CO<sub>2</sub> emissions under existing CAA authorities and that either of these actions could override any decision made by the district court under federal common law. The Second Circuit did not rule on whether the plaintiffs could proceed with their state common law nuisance claims. The defendants' petition for rehearing was denied.

In October 2009, the Fifth Circuit Court of Appeals reversed a decision by the Federal District Court for the District of Mississippi dismissing state common law nuisance claims in a putative class action by Mississippi residents asserting that CO<sub>2</sub> emissions exacerbated the effects of Hurricane Katrina. The Fifth Circuit held that there was no exclusive commitment of the common law issues raised in plaintiffs' complaint to a coordinate branch of government and that no initial policy determination was required to adjudicate these claims. The court granted petitions for rehearing and scheduled oral argument for May 24, 2010. The Registrant Subsidiaries were initially dismissed from this case without prejudice, but are named as a defendant in a pending fourth amended complaint.

Management believes the actions are without merit and intends to continue to defend against the claims.

#### Alaskan Villages' Claims – Affecting APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

In 2008, the Native Village of Kivalina and the City of Kivalina, Alaska filed a lawsuit in Federal Court in the Northern District of California against AEP, AEPSC and 22 other unrelated defendants including oil and gas companies, a coal company, and other electric generating companies. The complaint alleges that the defendants' emissions of CO<sub>2</sub> contribute to global warming and constitute a public and private nuisance and that the defendants are acting together. The complaint further alleges that some of the defendants, including AEP, conspired to create a false scientific debate about global warming in order to deceive the public and perpetuate the alleged nuisance. The plaintiffs also allege that the effects of global warming will require the relocation of the village at an alleged cost of \$95 million to \$400 million. In October 2009, the judge dismissed plaintiffs' federal common law claim for nuisance, finding the claim barred by the political question doctrine and by plaintiffs' lack of standing to bring the claim. The judge also dismissed plaintiffs' state law claims without prejudice to refile in state court. The plaintiffs appealed the decision. Management believes the action is without merit and intends to defend against the claims.

#### The Comprehensive Environmental Response Compensation and Liability Act (Superfund) and State Remediation – Affecting I&M

By-products from the generation of electricity include materials such as ash, slag, sludge, low-level radioactive waste and SNF. Coal combustion by-products, which constitute the overwhelming percentage of these materials, are typically treated and deposited in captive disposal facilities or are beneficially utilized. In addition, the generating plants and transmission and distribution facilities have used asbestos, polychlorinated biphenyls (PCBs) and other hazardous and nonhazardous materials. The Registrant Subsidiaries currently incur costs to dispose of these substances safely.

In March 2008, I&M received a letter from the Michigan Department of Environmental Quality (MDEQ) concerning conditions at a site under state law and requesting I&M to take voluntary action necessary to prevent and/or mitigate public harm. In May 2008, I&M started remediation work in accordance with a plan approved by MDEQ. I&M recorded approximately \$11 million of expense prior to January 1, 2010, \$3 million of which I&M recorded in March 2009. As the remediation work is completed, I&M's cost may continue to increase. Management cannot predict the amount of additional cost, if any.

#### Amos Plant – Request to Show Cause – Affecting APCo and OPCo

In March 2010, APCo and OPCo received a request to show cause from the Federal EPA alleging that certain reporting requirements under Superfund and the Emergency Planning and Community Right-to-Know Act had been violated and inviting APCo and OPCo to engage in settlement negotiations. The request includes a proposed civil penalty of approximately \$300 thousand. Management indicated a willingness to engage in good faith negotiations and meet with representatives of the Federal EPA. APCo and OPCo have not admitted that any violations occurred or that the amount of the proposed penalty is reasonable.

#### Defective Environmental Equipment – Affecting CSPCo and OPCo

As part of the AEP System's continuing environmental investment program, management chose to retrofit wet flue gas desulfurization systems on units utilizing the jet bubbling reactor (JBR) technology. The following plants have been scheduled for the installation of the JBR technology or are currently utilizing JBR retrofits:

| Plant Name             | Plant Owners   | JBRs<br>Scheduled<br>for<br>Installation |
|------------------------|--|--|
| Cardinal               | OPCo/ Buckeye Power, Inc.  | 3  |
| Conesville             | CSPCo/Dayton Power and<br>Light Company/<br>Duke Energy Ohio, Inc. | 1  |
| Muskingum<br>River (a) | OPCo   | 1  |

- (a) Contracts for the Muskingum River project have been temporarily suspended during the early development stage of the project.

The retrofits on two of the Cardinal Plant units and the Conesville Plant unit are operational. Due to unexpected operating results, management completed an extensive review of the design and manufacture of the JBR internal components. The review concluded that there are fundamental design deficiencies and that inferior and/or inappropriate materials were selected for the internal fiberglass components. Management initiated discussions with Black & Veatch, the original equipment manufacturer, to develop a repair or replacement corrective action plan. Management intends to pursue contractual and other legal remedies if these issues with Black & Veatch are not resolved. If the AEP System is unsuccessful in obtaining reimbursement for the work required to remedy this

situation, the cost of repair or replacement could have an adverse impact on construction costs, net income, cash flows and financial condition.

#### NUCLEAR CONTINGENCIES – AFFECTING I&M

I&M owns and operates the two-unit 2,191 MW Cook Plant under licenses granted by the Nuclear Regulatory Commission (NRC). I&M has a significant future financial commitment to dispose of SNF and to safely decommission and decontaminate the plant. The licenses to operate the two nuclear units at the Cook Plant expire in 2034 and 2037. The operation of a nuclear facility also involves special risks, potential liabilities and specific regulatory and safety requirements. By agreement, I&M is partially liable, together with all other electric utility companies that own nuclear generating units, for a nuclear power plant incident at any nuclear plant in the U.S. Should a nuclear incident occur at any nuclear power plant in the U.S., the resultant liability could be substantial.

#### Cook Plant Unit 1 Fire and Shutdown

In September 2008, I&M shut down Cook Plant Unit 1 (Unit 1) due to turbine vibrations, caused by blade failure, which resulted in significant turbine damage and a small fire on the electric generator. This equipment, located in the turbine building, is separate and isolated from the nuclear reactor. The turbine rotors that caused the vibration were installed in 2006 and are within the vendor's warranty period. The warranty provides for the repair or replacement of the turbine rotors if the damage was caused by a defect in materials or workmanship. Repair of the property damage and replacement of the turbine rotors and other equipment could cost up to approximately \$395 million. Management believes that I&M should recover a significant portion of these costs through the turbine vendor's warranty, insurance and the regulatory process. I&M repaired Unit 1 and it resumed operations in December 2009 at slightly reduced power. The Unit 1 rotors were repaired and reinstalled due to the extensive lead time required to manufacture and install new turbine rotors. As a result, the replacement of the repaired turbine rotors and other equipment is scheduled for the Unit 1 planned outage in the fall of 2011.

I&M maintains property insurance through NEIL with a \$1 million deductible. As of March 31, 2010, I&M recorded \$143 million on its Condensed Consolidated Balance Sheet representing recoverable amounts under the property insurance policy. Through March 31, 2010, I&M received partial payments of \$118 million from NEIL for the cost incurred to repair the property damage. In April 2010, I&M received a \$45 million payment from NEIL.

I&M also maintained a separate accidental outage insurance policy with NEIL. In 2009, I&M recorded \$185 million in revenues under this policy and reduced the cost of replacement power in customers' bills by \$78 million.

NEIL is reviewing claims made under the insurance policies to ensure that claims associated with the outage are covered by the policies. The treatment of property damage costs, replacement power costs and insurance proceeds will be the subject of future regulatory proceedings in Indiana and Michigan. If the ultimate costs of the incident are not covered by warranty, insurance or through the regulatory process or if any future regulatory proceedings are adverse, it could have an adverse impact on net income, cash flows and financial condition.

#### OPERATIONAL CONTINGENCIES

#### Fort Wayne Lease – Affecting I&M

Since 1975, I&M has leased certain energy delivery assets from the City of Fort Wayne, Indiana under a long-term lease that expired on February 28, 2010. I&M has been negotiating with Fort Wayne to purchase the assets at the end of the lease, but no agreement has been reached. Fort Wayne issued a technical notice of default under the lease to I&M in August 2009. I&M responded to Fort Wayne in October 2009 that it did not agree there was a default under the lease. In October 2009, I&M filed for declaratory and injunctive relief in Indiana state court. The parties agreed



to submit this matter to mediation. In February 2010, the court issued a stay to continue mediation. I&M is making monthly payments to an escrow account in lieu of rent. I&M will seek recovery in rates for any amount it may pay related to this dispute. At this time, management cannot predict the outcome of this dispute or its potential impact on net income or cash flows.

#### Coal Transportation Rate Dispute - Affecting PSO

In 1985, the Burlington Northern Railroad Co. (now BNSF) entered into a coal transportation agreement with PSO. The agreement contained a base rate subject to adjustment, a rate floor, a reopener provision and an arbitration provision. In 1992, PSO reopened the pricing provision. The parties failed to reach an agreement and the matter was arbitrated, with the arbitration panel establishing a lowered rate as of July 1, 1992 (the 1992 Rate), and modifying the rate adjustment formula. The decision did not mention the rate floor. From April 1996 through the contract termination in December 2001, the 1992 Rate exceeded the adjusted rate, determined according to the decision. PSO paid the adjusted rate and contended that the panel eliminated the rate floor. BNSF invoiced at the 1992 Rate and contended that the 1992 Rate was the new rate floor. At the end of 1991, PSO terminated the contract by paying a termination fee, as required by the agreement. BNSF contends that the termination fee should have been calculated on the 1992 Rate, not the adjusted rate, resulting in an underpayment of approximately \$9.5 million, including interest.

This matter was submitted to an arbitration board. In April 2006, the arbitration board filed its decision, denying BNSF's underpayments claim. PSO filed a request for an order confirming the arbitration award and a request for entry of judgment on the award with the U.S. District Court for the Northern District of Oklahoma. On July 14, 2006, the U.S. District Court issued an order confirming the arbitration award. On July 24, 2006, BNSF filed a Motion to Reconsider the July 14, 2006 Arbitration Confirmation Order and Final Judgment and its Motion to Vacate and Correct the Arbitration Award with the U.S. District Court. In August 2009, the U.S. District Court upheld the arbitration board's decision. BNSF appealed the U.S. District Court's decision.

#### 5. ACQUISITIONS

2010

##### Valley Electric Membership Corporation – Affecting SWEPCo

In November 2009, SWEPCo signed a letter of intent to purchase the transmission and distribution assets of Valley Electric Membership Corporation (VEMCO). The current estimate of the purchase is \$99 million, plus the assumption of certain liabilities, subject to adjustments at closing. Consummation of the transaction is subject to regulatory approval by the LPSC, the APSC, the Rural Utilities Service and the National Rural Utilities Cooperative Finance Corporation. In January 2010, the VEMCO members approved the transaction. In April 2010, a joint application between SWEPCo and VEMCO was filed with the LPSC. SWEPCo will seek recovery from Louisiana customers for all costs related to this acquisition. VEMCO services approximately 30,000 customers in Louisiana. SWEPCo expects to complete the transaction in the third quarter of 2010 upon receipt of regulatory and other approvals.

2009

None

#### 6. BENEFIT PLANS

APCo, CSPCo, I&M, OPCo, PSO and SWEPCo participate in AEP sponsored qualified pension plans and nonqualified pension plans. A substantial majority of employees are covered by either one qualified plan or both a qualified and a nonqualified pension plan. In addition, APCo, CSPCo, I&M, OPCo, PSO and SWEPCo participate in

other postretirement benefit plans sponsored by AEP to provide medical and death benefits for retired employees.

#### Components of Net Periodic Benefit Cost

The following table provides the components of AEP's net periodic benefit cost for the plans for the three months ended March 31, 2010 and 2009:

|                                       | Pension Plans<br>Three Months Ended<br>March 31, |       | Other Postretirement<br>Benefit Plans<br>Three Months Ended<br>March 31, |       |
|---------------------------------------|--|-------|--|-------|
|                                       | 2010   | 2009  | 2010   | 2009  |
|                                       | (in millions)                                    |       |  |       |
| Service Cost                          | \$28   | \$26  | \$12   | \$10  |
| Interest Cost                         | 63   | 63    | 28   | 27    |
| Expected Return on Plan Assets        | (78 )  | (80 ) | (26 )  | (20 ) |
| Amortization of Transition Obligation | -  | -     | 7  | 7     |
| Amortization of Net Actuarial Loss    | 22   | 15    | 7  | 11    |
| Net Periodic Benefit Cost             | \$35   | \$24  | \$28   | \$35  |

The following table provides the Registrant Subsidiaries' net periodic benefit cost for the plans for the three months ended March 31, 2010 and 2009:

| Company | Pension Plans<br>Three Months Ended<br>March 31, |         | Other Postretirement<br>Benefit Plans<br>Three Months Ended<br>March 31, |         |
|---------|--|---------|--|---------|
|         | 2010   | 2009    | 2010   | 2009    |
|         | (in thousands)                                   |         |  |         |
| APCo    | \$3,954  | \$2,615 | \$4,762  | \$6,058 |
| CSPCo   | 1,486  | 688     | 2,062  | 2,638   |
| I&M     | 5,035  | 3,485   | 3,464  | 4,358   |
| OPCo    | 3,439  | 2,067   | 3,965  | 5,139   |
| PSO     | 1,360  | 770     | 1,861  | 2,283   |
| SWEPCo  | 1,774  | 1,208   | 1,893  | 2,363   |

#### 7. BUSINESS SEGMENTS

The Registrant Subsidiaries have one reportable segment, an integrated electricity generation, transmission and distribution business. The Registrant Subsidiaries' other activities are insignificant. The Registrant Subsidiaries' operations are managed on an integrated basis because of the substantial impact of cost-based rates and regulatory oversight on the business process, cost structures and operating results.

#### 8. DERIVATIVES AND HEDGING

##### OBJECTIVES FOR UTILIZATION OF DERIVATIVE INSTRUMENTS

The Registrant Subsidiaries are exposed to certain market risks as major power producers and marketers of wholesale electricity, coal and emission allowances. These risks include commodity price risk, interest rate risk, credit risk and to a lesser extent foreign currency exchange risk. These risks represent the risk of loss that may impact the Registrant Subsidiaries due to changes in the underlying market prices or rates. These risks are managed using derivative instruments.

## STRATEGIES FOR UTILIZATION OF DERIVATIVE INSTRUMENTS TO ACHIEVE OBJECTIVES

The strategy surrounding the use of derivative instruments focuses on managing risk exposures, future cash flows and creating value based on open trading positions by utilizing both economic and formal hedging strategies. To accomplish these objectives, AEPSC, on behalf of the Registrant Subsidiaries, primarily employs risk management contracts including physical forward purchase and sale contracts, financial forward purchase and sale contracts and financial swap instruments. Not all risk management contracts meet the definition of a derivative under the accounting guidance for “Derivatives and Hedging.” Derivative risk management contracts elected normal under the normal purchases and normal sales scope exception are not subject to the requirements of this accounting guidance.

AEPSC, on behalf of the Registrant Subsidiaries, enters into electricity, coal, natural gas, interest rate and to a lesser degree heating oil, gasoline, emission allowance and other commodity contracts to manage the risk associated with the energy business. AEPSC, on behalf of the Registrant Subsidiaries, enters into interest rate derivative contracts in order to manage the interest rate exposure associated with long-term commodity derivative positions. For disclosure purposes, such risks are grouped as “Commodity,” as these risks are related to energy risk management activities. From time to time, AEPSC, on behalf of the Registrant Subsidiaries, also engages in risk management of interest rate risk associated with debt financing and foreign currency risk associated with future purchase obligations denominated in foreign currencies. For disclosure purposes, these risks are grouped as “Interest Rate and Foreign Currency.” The amount of risk taken is determined by the Commercial Operations and Finance groups in accordance with established risk management policies as approved by the Finance Committee of AEP’s Board of Directors.

The following tables represent the gross notional volume of the Registrant Subsidiaries’ outstanding derivative contracts as of March 31, 2010 and December 31, 2009:

Notional Volume of Derivative Instruments  
March 31, 2010  
(in thousands)

| Primary Risk Exposure              | Unit of Measure | APCo       | CSPCo    | I&M      | OPCo     | PSO    | SWEPCo   |
|------------------------------------|-----------------|------------|----------|----------|----------|--------|----------|
| <b>Commodity:</b>                  |                 |            |          |          |          |        |          |
| Power                              | MWHs            | 156,031    | 88,273   | 90,380   | 101,589  | 15     | 18       |
| Coal                               | Tons            | 11,112     | 6,616    | 4,928    | 31,865   | 5,597  | 8,075    |
| Natural Gas                        | MMBtus          | 12,027     | 6,804    | 6,862    | 7,831    | -      | -        |
| Heating Oil and Gasoline           | Gallons         | 1,218      | 529      | 597      | 898      | 717    | 659      |
| Interest Rate                      | USD             | \$ 12,703  | \$ 7,198 | \$ 7,198 | \$ 9,124 | \$ 705 | \$ 908   |
| Interest Rate and Foreign Currency | USD             | \$ 150,000 | \$ -     | \$ -     | \$ -     | \$ -   | \$ 3,547 |

Notional Volume of Derivative Instruments  
December 31, 2009  
(in thousands)

| Primary Risk Exposure | Unit of Measure | APCo    | CSPCo  | I&M    | OPCo    | PSO   | SWEPCo |
|-----------------------|-----------------|---------|--------|--------|---------|-------|--------|
| <b>Commodity:</b>     |                 |         |        |        |         |       |        |
| Power                 | MWHs            | 191,121 | 96,828 | 99,265 | 112,745 | 10    | 12     |
| Coal                  | Tons            | 11,347  | 5,615  | 5,150  | 23,631  | 5,936 | 6,790  |

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|                                    |         |           |           |           |           |          |          |
|------------------------------------|---------|-----------|-----------|-----------|-----------|----------|----------|
| Natural Gas                        | MMBtus  | 17,867    | 9,051     | 9,129     | 10,539    | -        | -        |
| Heating Oil and Gasoline           | Gallons | 1,164     | 474       | 552       | 838       | 668      | 628      |
| Interest Rate                      | USD     | \$ 21,054 | \$ 10,658 | \$ 10,716 | \$ 13,487 | \$ 1,137 | \$ 1,457 |
| Interest Rate and Foreign Currency | USD     | \$ -      | \$ -      | \$ -      | \$ -      | \$ -     | \$ 3,798 |

Fair Value Hedging Strategies

AEPSC, on behalf of the Registrant Subsidiaries, enters into interest rate derivative transactions as part of an overall strategy to manage the mix of fixed-rate and floating-rate debt. Certain interest rate derivative transactions effectively modify an exposure to interest rate risk by converting a portion of fixed-rate debt to a floating rate. Provided specific criteria are met, these interest rate derivatives are designated as fair value hedges.

Cash Flow Hedging Strategies

AEPSC, on behalf of the Registrant Subsidiaries, enters into and designates as cash flow hedges certain derivative transactions for the purchase and sale of electricity, coal, heating oil and natural gas (“Commodity”) in order to manage the variable price risk related to the forecasted purchase and sale of these commodities. Management closely monitors the potential impacts of commodity price changes and, where appropriate, enters into derivative transactions to protect profit margins for a portion of future electricity sales and fuel or energy purchases. The Registrant Subsidiaries do not hedge all commodity price risk.

The Registrant Subsidiaries’ vehicle fleet is exposed to gasoline and diesel fuel price volatility. AEPSC, on behalf of the Registrant Subsidiaries, enters into financial gasoline and heating oil derivative contracts in order to mitigate price risk of future fuel purchases. For disclosure purposes, these contracts are included with other hedging activity as “Commodity.” The Registrant Subsidiaries do not hedge all fuel price risk.

AEPSC, on behalf of the Registrant Subsidiaries, enters into a variety of interest rate derivative transactions in order to manage interest rate risk exposure. Some interest rate derivative transactions effectively modify exposure to interest rate risk by converting a portion of floating-rate debt to a fixed rate. AEPSC, on behalf of the Registrant Subsidiaries, also enters into interest rate derivative contracts to manage interest rate exposure related to anticipated borrowings of fixed-rate debt. The anticipated fixed-rate debt offerings have a high probability of occurrence as the proceeds will be used to fund existing debt maturities and projected capital expenditures. The Registrant Subsidiaries do not hedge all interest rate exposure.

At times, the Registrant Subsidiaries are exposed to foreign currency exchange rate risks primarily because some fixed assets are purchased from foreign suppliers. In accordance with AEP’s risk management policy, AEPSC, on behalf of the Registrant Subsidiaries, may enter into foreign currency derivative transactions to protect against the risk of increased cash outflows resulting from a foreign currency’s appreciation against the dollar. The Registrant Subsidiaries do not hedge all foreign currency exposure.

ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND THE IMPACT ON THE FINANCIAL STATEMENTS

The accounting guidance for “Derivatives and Hedging” requires recognition of all qualifying derivative instruments as either assets or liabilities in the balance sheet at fair value. The fair values of derivative instruments accounted for using MTM accounting or hedge accounting are based on exchange prices and broker quotes. If a quoted market price is not available, the estimate of fair value is based on the best information available including valuation models that estimate future energy prices based on existing market and broker quotes, supply and demand market data and assumptions. In order to determine the relevant fair values of the derivative instruments, the Registrant Subsidiaries

also apply valuation adjustments for discounting, liquidity and credit quality.

Credit risk is the risk that a counterparty will fail to perform on the contract or fail to pay amounts due. Liquidity risk represents the risk that imperfections in the market will cause the price to vary from estimated fair value based upon prevailing market supply and demand conditions. Since energy markets are imperfect and volatile, there are inherent risks related to the underlying assumptions in models used to fair value risk management contracts. Unforeseen events may cause reasonable price curves to differ from actual price curves throughout a contract's term and at the time a contract settles. Consequently, there could be significant adverse or favorable effects on future net income and cash flows if market prices are not consistent with management's estimates of current market consensus for forward prices in the current period. This is particularly true for longer term contracts. Cash flows may vary based on market conditions, margin requirements and the timing of settlement of risk management contracts.

According to the accounting guidance for "Derivatives and Hedging," the Registrant Subsidiaries reflect the fair values of derivative instruments subject to netting agreements with the same counterparty net of related cash collateral. For certain risk management contracts, the Registrant Subsidiaries are required to post or receive cash collateral based on third party contractual agreements and risk profiles. For the March 31, 2010 and December 31, 2009 balance sheets, the Registrant Subsidiaries netted cash collateral received from third parties against short-term and long-term risk management assets and cash collateral paid to third parties against short-term and long-term risk management liabilities as follows:

| Company | March 31, 2010   |   | December 31, 2009  |   |
|---------|--|---|--|---|
|         | Cash Collateral Received Netted Against Risk Management Assets | Cash Collateral Paid Netted Against Risk Management Liabilities | Cash Collateral Received Netted Against Risk Management Assets | Cash Collateral Paid Netted Against Risk Management Liabilities |
|         | (in thousands)   |   |  |   |
| APCo    | \$ 10,391  | \$ 51,936   | \$ 3,789   | \$ 31,806   |
| CSPCo   | 5,879  | 29,408  | 1,920  | 16,108  |
| I&M     | 5,929  | 29,520  | 1,936  | 16,222  |
| OPCo    | 6,766  | 35,771  | 2,235  | 19,512  |
| PSO     | -  | 349   | -  | 194   |
| SWEPCo  | -  | 572   | -  | 305   |

The following tables represent the gross fair value impact of the Registrant Subsidiaries' derivative activity on the Balance Sheets as of March 31, 2010 and December 31, 2009:

Fair Value of Derivative Instruments  
March 31, 2010

APCo

| Balance Sheet Location         | Risk Management Contracts |               | Hedging Contracts                      |               | Total     |
|--------------------------------|---------------------------|---------------|--|---------------|-----------|
|                                | Commodity (a)             | Commodity (a) | Interest Rate and Foreign Currency (a) | Other (a) (b) |           |
| Current Risk Management Assets | \$ 482,823                | \$ 4,882      | \$ 207                                 | \$ (409,383 ) | \$ 78,529 |
|                                | 226,173                   | 274           | -                                      | (160,600 )    | 65,847    |

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|  |           |             |           |            |           |
|--|-----------|-------------|-----------|------------|-----------|
| Long-term Risk Management Assets                       |           |             |           |            |           |
| Total Assets   | 708,996   | 5,156       | 207       | (569,983 ) | 144,376   |
| Current Risk Management Liabilities                    |           |             |           |            |           |
| Liabilities  | 458,322   | 8,189       | 908       | (432,258 ) | 35,161    |
| Long-term Risk Management Liabilities                  |           |             |           |            |           |
| Management Liabilities                                 | 214,123   | 899         | -         | (184,634 ) | 30,388    |
| Total Liabilities                                      | 672,445   | 9,088       | 908       | (616,892 ) | 65,549    |
| Total MTM Derivative Contract Net Assets (Liabilities) |           |             |           |            |           |
|  | \$ 36,551 | \$ (3,932 ) | \$ (701 ) | \$ 46,909  | \$ 78,827 |

Fair Value of Derivative Instruments  
December 31, 2009

APCo

| Balance Sheet Location                                 | Risk Management Contracts |               | Hedging Contracts                      |               | Total     |
|--|---------------------------|---------------|--|---------------|-----------|
|  | Commodity (a)             | Commodity (a) | Interest Rate and Foreign Currency (a) | Other (a) (b) |           |
| (in thousands)   |                           |               |  |               |           |
| Current Risk Management Assets                         |                           |               |  |               |           |
| Assets   | \$ 332,764                | \$ 3,621      | \$ -                                   | \$ (268,429 ) | \$ 67,956 |
| Long-term Risk Management Assets                       |                           |               |  |               |           |
| Management Assets                                      | 132,044                   | -             | -                                      | (84,903 )     | 47,141    |
| Total Assets   | 464,808                   | 3,621         | -                                      | (353,332 )    | 115,097   |
| Current Risk Management Liabilities                    |                           |               |  |               |           |
| Liabilities  | 309,639                   | 5,084         | -                                      | (288,931 )    | 25,792    |
| Long-term Risk Management Liabilities                  |                           |               |  |               |           |
| Management Liabilities                                 | 118,702                   | 80            | -                                      | (98,418 )     | 20,364    |
| Total Liabilities                                      | 428,341                   | 5,164         | -                                      | (387,349 )    | 46,156    |
| Total MTM Derivative Contract Net Assets (Liabilities) |                           |               |  |               |           |
|  | \$ 36,467                 | \$ (1,543 )   | \$ -                                   | \$ 34,017     | \$ 68,941 |

Fair Value of Derivative Instruments  
March 31, 2010

CSPCo

Risk

| Balance Sheet Location               | Management Contracts | Hedging Contracts |                                    |                   | Total         |
|--------------------------------------|----------------------|-------------------|------------------------------------|-------------------|---------------|
|                                      | Commodity            | Commodity         | Interest Rate and Foreign Currency | Other             |               |
|                                      | (a)                  | (a)               | (a)                                | (a) (b)           |               |
| (in thousands)                       |                      |                   |                                    |                   |               |
| <b>Current Risk Management</b>       |                      |                   |                                    |                   |               |
| Assets                               | \$ 273,981           | \$ 2,726          | \$ -                               | \$ (232,345 )     | \$ 44,362     |
| <b>Long-term Risk Management</b>     |                      |                   |                                    |                   |               |
| Assets                               | 128,131              | 155               | -                                  | (91,022 )         | 37,264        |
| <b>Total Assets</b>                  | <b>402,112</b>       | <b>2,881</b>      | <b>-</b>                           | <b>(323,367 )</b> | <b>81,626</b> |
| <b>Current Risk Management</b>       |                      |                   |                                    |                   |               |
| Liabilities                          | 260,063              | 4,632             | -                                  | (245,288 )        | 19,407        |
| <b>Long-term Risk Management</b>     |                      |                   |                                    |                   |               |
| Liabilities                          | 121,335              | 508               | -                                  | (104,643 )        | 17,200        |
| <b>Total Liabilities</b>             | <b>381,398</b>       | <b>5,140</b>      | <b>-</b>                           | <b>(349,931 )</b> | <b>36,607</b> |
| <b>Total MTM Derivative Contract</b> |                      |                   |                                    |                   |               |
| Net Assets (Liabilities)             | \$ 20,714            | \$ (2,259 )       | \$ -                               | \$ 26,564         | \$ 45,019     |

Fair Value of Derivative Instruments  
December 31, 2009

## CSPCo

| Balance Sheet Location               | Risk Management Contracts | Hedging Contracts |                                    |                   | Total         |
|--------------------------------------|---------------------------|-------------------|------------------------------------|-------------------|---------------|
|                                      | Commodity                 | Commodity         | Interest Rate and Foreign Currency | Other             |               |
|                                      | (a)                       | (a)               | (a)                                | (a) (b)           |               |
| (in thousands)                       |                           |                   |                                    |                   |               |
| <b>Current Risk Management</b>       |                           |                   |                                    |                   |               |
| Assets                               | \$ 168,137                | \$ 1,805          | \$ -                               | \$ (135,599 )     | \$ 34,343     |
| <b>Long-term Risk Management</b>     |                           |                   |                                    |                   |               |
| Assets                               | 66,816                    | -                 | -                                  | (42,934 )         | 23,882        |
| <b>Total Assets</b>                  | <b>234,953</b>            | <b>1,805</b>      | <b>-</b>                           | <b>(178,533 )</b> | <b>58,225</b> |
| <b>Current Risk Management</b>       |                           |                   |                                    |                   |               |
| Liabilities                          | 156,463                   | 2,574             | -                                  | (145,985 )        | 13,052        |
| <b>Long-term Risk Management</b>     |                           |                   |                                    |                   |               |
| Liabilities                          | 60,048                    | 41                | -                                  | (49,776 )         | 10,313        |
| <b>Total Liabilities</b>             | <b>216,511</b>            | <b>2,615</b>      | <b>-</b>                           | <b>(195,761 )</b> | <b>23,365</b> |
| <b>Total MTM Derivative Contract</b> |                           |                   |                                    |                   |               |
| Net Assets (Liabilities)             | \$ 18,442                 | \$ (810 )         | \$ -                               | \$ 17,228         | \$ 34,860     |

Fair Value of Derivative Instruments  
March 31, 2010

| I&M  | Risk Management Contracts |             | Hedging Contracts                  |               | Other (a) (b) | Total     |
|--|---------------------------|-------------|------------------------------------|---------------|---------------|-----------|
|  | Commodity                 | Commodity   | Interest Rate and Foreign Currency |               |               |           |
| Balance Sheet Location                                 | (a)                       | (a)         | (a)                                |               |               |           |
|  | (in thousands)            |             |                                    |               |               |           |
| Current Risk Management Assets                         | \$ 274,350                | \$ 2,763    | \$ -                               | \$ (230,409 ) |               | \$ 46,704 |
| Long-term Risk Management Assets                       | 139,429                   | 156         | -                                  | (90,931 )     |               | 48,654    |
| Total Assets   | 413,779                   | 2,919       | -                                  | (321,340 )    |               | 95,358    |
| Current Risk Management Liabilities                    | 258,206                   | 4,672       | -                                  | (243,455 )    |               | 19,423    |
| Long-term Risk Management Liabilities                  | 121,330                   | 512         | -                                  | (104,536 )    |               | 17,306    |
| Total Liabilities                                      | 379,536                   | 5,184       | -                                  | (347,991 )    |               | 36,729    |
| Total MTM Derivative Contract Net Assets (Liabilities) | \$ 34,243                 | \$ (2,265 ) | \$ -                               | \$ 26,651     |               | \$ 58,629 |

Fair Value of Derivative Instruments  
December 31, 2009

| I&M                              | Risk Management Contracts |           | Hedging Contracts                  |               | Other (a) (b) | Total     |
|----------------------------------|---------------------------|-----------|------------------------------------|---------------|---------------|-----------|
|                                  | Commodity                 | Commodity | Interest Rate and Foreign Currency |               |               |           |
| Balance Sheet Location           | (a)                       | (a)       | (a)                                |               |               |           |
|                                  | (in thousands)            |           |                                    |               |               |           |
| Current Risk Management Assets   | \$ 167,847                | \$ 1,839  | \$ -                               | \$ (135,248 ) |               | \$ 34,438 |
| Long-term Risk Management Assets | 72,127                    | -         | -                                  | (42,993 )     |               | 29,134    |



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|  |           |           |      |            |           |
|--|-----------|-----------|------|------------|-----------|
| Total Assets   | 239,974   | 1,839     | -    | (178,241 ) | 63,572    |
| Current Risk Management Liabilities                    | 156,561   | 2,596     | -    | (145,721 ) | 13,436    |
| Long-term Risk Management Liabilities                  | 60,217    | 41        | -    | (49,872 )  | 10,386    |
| Total Liabilities                                      | 216,778   | 2,637     | -    | (195,593 ) | 23,822    |
| Total MTM Derivative Contract Net Assets (Liabilities) | \$ 23,196 | \$ (798 ) | \$ - | \$ 17,352  | \$ 39,750 |

Fair Value of Derivative Instruments  
March 31, 2010

OPCo

| Balance Sheet Location                                 | Risk Management Contracts | Hedging Contracts |                                    |               | Total     |
|--|---------------------------|-------------------|------------------------------------|---------------|-----------|
|  | Commodity                 | Commodity         | Interest Rate and Foreign Currency | Other (a) (b) |           |
|  | (a)                       | (a)               | (a)                                |               |           |
| Current Risk Management Assets                         | \$ 377,428                | \$ 3,204          | \$ -                               | \$ (321,405 ) | \$ 59,227 |
| Long-term Risk Management Assets                       | 160,257                   | 178               | -                                  | (116,689 )    | 43,746    |
| Total Assets   | 537,685                   | 3,382             | -                                  | (438,094 )    | 102,973   |
| Current Risk Management Liabilities                    | 360,508                   | 5,332             | -                                  | (336,384 )    | 29,456    |
| Long-term Risk Management Liabilities                  | 153,975                   | 586               | -                                  | (134,208 )    | 20,353    |
| Total Liabilities                                      | 514,483                   | 5,918             | -                                  | (470,592 )    | 49,809    |
| Total MTM Derivative Contract Net Assets (Liabilities) | \$ 23,202                 | \$ (2,536 )       | \$ -                               | \$ 32,498     | \$ 53,164 |

Fair Value of Derivative Instruments  
December 31, 2009

OPCo

| Risk Management Contracts | Hedging Contracts |
|---------------------------|-------------------|
|---------------------------|-------------------|

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| Balance Sheet Location               | Commodity      | Commodity    | Interest<br>Rate<br>and Foreign<br>Currency | Other (a) (b)     | Total         |
|--------------------------------------|----------------|--------------|---|-------------------|---------------|
|                                      | (a)            | (a)          | (a)   |                   |               |
| (in thousands)                       |                |              |   |                   |               |
| <b>Current Risk Management</b>       |                |              |   |                   |               |
| Assets                               | \$ 255,179     | \$ 2,199     | \$ -  | \$ (207,330 )     | \$ 50,048     |
| <b>Long-term Risk Management</b>     |                |              |   |                   |               |
| Assets                               | 88,064         | -            | -   | (60,061 )         | 28,003        |
| <b>Total Assets</b>                  | <b>343,243</b> | <b>2,199</b> | <b>-</b>                                    | <b>(267,391 )</b> | <b>78,051</b> |
| <b>Current Risk Management</b>       |                |              |   |                   |               |
| Liabilities                          | 240,877        | 2,998        | -   | (219,484 )        | 24,391        |
| <b>Long-term Risk Management</b>     |                |              |   |                   |               |
| Liabilities                          | 81,186         | 47           | -   | (68,723 )         | 12,510        |
| <b>Total Liabilities</b>             | <b>322,063</b> | <b>3,045</b> | <b>-</b>                                    | <b>(288,207 )</b> | <b>36,901</b> |
| <b>Total MTM Derivative Contract</b> |                |              |   |                   |               |
| Net Assets (Liabilities)             | \$ 21,180      | \$ (846 )    | \$ -  | \$ 20,816         | \$ 41,150     |

Fair Value of Derivative Instruments  
March 31, 2010

| Balance Sheet Location               | Risk<br>Management<br>Contracts | Hedging Contracts |   | Other (a) (b)    | Total        |
|--------------------------------------|---------------------------------|-------------------|---|------------------|--------------|
|                                      | Commodity                       | Commodity         | Interest<br>Rate<br>and Foreign<br>Currency |                  |              |
|                                      | (a)                             | (a)               | (a)   |                  |              |
| (in thousands)                       |                                 |                   |   |                  |              |
| <b>Current Risk Management</b>       |                                 |                   |   |                  |              |
| Assets                               | \$ 12,892                       | \$ 170            | \$ -  | \$ (9,799 )      | \$ 3,263     |
| <b>Long-term Risk</b>                |                                 |                   |   |                  |              |
| Management Assets                    | 2,279                           | 1                 | -   | (2,123 )         | 157          |
| <b>Total Assets</b>                  | <b>15,171</b>                   | <b>171</b>        | <b>-</b>                                    | <b>(11,922 )</b> | <b>3,420</b> |
| <b>Current Risk Management</b>       |                                 |                   |   |                  |              |
| Liabilities                          | 10,169                          | 181               | -   | (9,814 )         | 536          |
| <b>Long-term Risk</b>                |                                 |                   |   |                  |              |
| Management Liabilities               | 2,567                           | 7                 | -   | (2,457 )         | 117          |
| <b>Total Liabilities</b>             | <b>12,736</b>                   | <b>188</b>        | <b>-</b>                                    | <b>(12,271 )</b> | <b>653</b>   |
| <b>Total MTM Derivative</b>          |                                 |                   |   |                  |              |
| Contract Net Assets<br>(Liabilities) | \$ 2,435                        | \$ (17 )          | \$ -  | \$ 349           | \$ 2,767     |

Fair Value of Derivative Instruments  
December 31, 2009

| Balance Sheet Location               | Risk Management Contracts |               | Hedging Contracts  |                  | Total        |
|--------------------------------------|---------------------------|---------------|--|------------------|--------------|
|                                      | Commodity (a)             | Commodity (a) | Interest Rate and Foreign Currency (a)<br>(in thousands) | Other (a) (b)    |              |
| <b>PSO</b>                           |                           |               |  |                  |              |
| <b>Current Risk Management</b>       |                           |               |  |                  |              |
| Assets                               | \$ 14,885                 | \$ 179        | \$ -   | \$ (12,688 )     | \$ 2,376     |
| <b>Long-term Risk Management</b>     |                           |               |  |                  |              |
| Assets                               | 2,640                     | -             | -  | (2,590 )         | 50           |
| <b>Total Assets</b>                  | <b>17,525</b>             | <b>179</b>    | <b>-</b>   | <b>(15,278 )</b> | <b>2,426</b> |
| <b>Current Risk Management</b>       |                           |               |  |                  |              |
| Liabilities                          | 14,981                    | 301           | -  | (12,703 )        | 2,579        |
| <b>Long-term Risk Management</b>     |                           |               |  |                  |              |
| Liabilities                          | 2,913                     | -             | -  | (2,769 )         | 144          |
| <b>Total Liabilities</b>             | <b>17,894</b>             | <b>301</b>    | <b>-</b>   | <b>(15,472 )</b> | <b>2,723</b> |
| <b>Total MTM Derivative Contract</b> |                           |               |  |                  |              |
| Net Assets (Liabilities)             | \$ (369 )                 | \$ (122 )     | \$ -   | \$ 194           | \$ (297 )    |

Fair Value of Derivative Instruments  
March 31, 2010

| Balance Sheet Location           | Risk Management Contracts |               | Hedging Contracts  |                  | Total        |
|----------------------------------|---------------------------|---------------|--|------------------|--------------|
|                                  | Commodity (a)             | Commodity (a) | Interest Rate and Foreign Currency (a)<br>(in thousands) | Other (a) (b)    |              |
| <b>SWEP Co</b>                   |                           |               |  |                  |              |
| <b>Current Risk Management</b>   |                           |               |  |                  |              |
| Assets                           | \$ 17,797                 | \$ 157        | \$ 17  | \$ (15,916 )     | \$ 2,055     |
| <b>Long-term Risk Management</b> |                           |               |  |                  |              |
| Assets                           | 3,747                     | 1             | 3  | (3,507 )         | 244          |
| <b>Total Assets</b>              | <b>21,544</b>             | <b>158</b>    | <b>20</b>  | <b>(19,423 )</b> | <b>2,299</b> |
| <b>Current Risk Management</b>   |                           |               |  |                  |              |
| Liabilities                      | 16,818                    | 5             | 107  | (15,941 )        | 989          |
| <b>Long-term Risk Management</b> |                           |               |  |                  |              |
| Liabilities                      | 4,680                     | 6             | -  | (4,054 )         | 632          |
| <b>Total Liabilities</b>         | <b>21,498</b>             | <b>11</b>     | <b>107</b>   | <b>(19,995 )</b> | <b>1,621</b> |
|                                  | \$ 46                     | \$ 147        | \$ (87 )   | \$ 572           | \$ 678       |

Total MTM Derivative  
Contract Net Assets  
(Liabilities)

Fair Value of Derivative Instruments  
December 31, 2009

SWEPco

| Balance Sheet Location               | Risk Management Contracts |               | Hedging Contracts                      |                  | Total           |
|--------------------------------------|---------------------------|---------------|--|------------------|-----------------|
|                                      | Commodity (a)             | Commodity (a) | Interest Rate and Foreign Currency (a) | Other (a) (b)    |                 |
| <b>Current Risk Management</b>       |                           |               |  |                  |                 |
| Assets                               | \$ 22,847                 | \$ 169        | \$ 42                                  | \$ (20,009 )     | \$ 3,049        |
| <b>Long-term Risk Management</b>     |                           |               |  |                  |                 |
| Assets                               | 4,145                     | -             | 5                                      | (4,066 )         | 84              |
| <b>Total Assets</b>                  | <b>26,992</b>             | <b>169</b>    | <b>47</b>                              | <b>(24,075 )</b> | <b>3,133</b>    |
| <b>Current Risk Management</b>       |                           |               |  |                  |                 |
| Liabilities                          | 20,788                    | -             | 89                                     | (20,033 )        | 844             |
| <b>Long-term Risk Management</b>     |                           |               |  |                  |                 |
| Liabilities                          | 4,568                     | -             | -                                      | (4,347 )         | 221             |
| <b>Total Liabilities</b>             | <b>25,356</b>             | <b>-</b>      | <b>89</b>                              | <b>(24,380 )</b> | <b>1,065</b>    |
| <b>Total MTM Derivative Contract</b> |                           |               |  |                  |                 |
| <b>Net Assets (Liabilities)</b>      | <b>\$ 1,636</b>           | <b>\$ 169</b> | <b>\$ (42 )</b>                        | <b>\$ 305</b>    | <b>\$ 2,068</b> |

- (a) Derivative instruments within these categories are reported gross. These instruments are subject to master netting agreements and are presented on the Condensed Balance Sheets on a net basis in accordance with the accounting guidance for "Derivatives and Hedging."
- (b) Amounts represent counterparty netting of risk management and hedging contracts, associated cash collateral in accordance with the accounting guidance for "Derivatives and Hedging" and dedesignated risk management contracts.

The tables below present the Registrant Subsidiaries' activity of derivative risk management contracts for the three months ended March 31, 2010 and 2009:

Amount of Gain (Loss) Recognized  
on Risk Management Contracts  
For the Three Months Ended March 31, 2010

| Location of Gain<br>(Loss)                               | APCo     | CSPCo    | I&M      | OPCo      | PSO    | SWEPco |
|--|----------|----------|----------|-----------|--------|--------|
| Electric Generation,<br>Transmission and<br>Distribution | \$ 4,173 | \$ 9,607 | \$ 6,885 | \$ 10,221 | \$ 683 | \$ 788 |

| Revenues                                       |           |           |           |           |          |           |
|--|-----------|-----------|-----------|-----------|----------|-----------|
| Sales to AEP                                   |           |           |           |           |          |           |
| Affiliates                                     | (2,361 )  | (1,562 )  | (1,443 )  | 253       | (176 )   | (308 )    |
| Regulatory Assets                              |           |           |           |           |          |           |
| (a)  | -         | -         | -         | -         | 331      | (47 )     |
| Regulatory Liabilities (a)                     |           |           |           |           |          |           |
|  | 17,027    | 3,681     | 15,092    | 4,093     | 2,638    | (1,011 )  |
| Total Gain (Loss) on Risk Management Contracts |           |           |           |           |          |           |
|  | \$ 18,839 | \$ 11,726 | \$ 20,534 | \$ 14,567 | \$ 3,476 | \$ (578 ) |

Amount of Gain (Loss) Recognized  
on Risk Management Contracts  
For the Three Months Ended March 31, 2009

| Location of Gain<br>(Loss)                         | Amount of Gain (Loss) Recognized on Risk Management Contracts |           |           |           |          |          |
|--|---|-----------|-----------|-----------|----------|----------|
|  | APCo  | CSPCo     | I&M       | OPCo      | PSO      | SWEPCo   |
|  | (in thousands)  |           |           |           |          |          |
| Electric Generation, Transmission and Distribution |   |           |           |           |          |          |
| Revenues   | \$ 9,817  | \$ 10,745 | \$ 18,178 | \$ 12,711 | \$ 1,255 | \$ 1,523 |
| Sales to AEP                                       |   |           |           |           |          |          |
| Affiliates   | (7,020 )  | (4,076 )  | (3,971 )  | (3,214 )  | (1,462 ) | (1,781 ) |
| Regulatory Assets                                  |   |           |           |           |          |          |
| (a)  | (755 )  | -         | -         | -         | -        | (41 )    |
| Regulatory Liabilities (a)                         |   |           |           |           |          |          |
|  | 20,622  | 2,237     | 5,562     | 2,697     | 334      | 386      |
| Total Gain (Loss) on Risk Management Contracts     |   |           |           |           |          |          |
|  | \$ 22,664   | \$ 8,906  | \$ 19,769 | \$ 12,194 | \$ 127   | \$ 87    |

(a) Represents realized and unrealized gains and losses subject to regulatory accounting treatment recorded as either current or non-current within the balance sheet.

Certain qualifying derivative instruments have been designated as normal purchase or normal sale contracts, as provided in the accounting guidance for "Derivatives and Hedging." Derivative contracts that have been designated as normal purchases or normal sales under that accounting guidance are not subject to MTM accounting treatment and are recognized on the Condensed Statements of Income on an accrual basis.

The accounting for the changes in the fair value of a derivative instrument depends on whether it qualifies for and has been designated as part of a hedging relationship and further, on the type of hedging relationship. Depending on the exposure, management designates a hedging instrument as a fair value hedge or a cash flow hedge.

For contracts that have not been designated as part of a hedging relationship, the accounting for changes in fair value depends on whether the derivative instrument is held for trading purposes. Unrealized and realized gains and losses on derivative instruments held for trading purposes are included in revenues on a net basis on the Condensed Statements of Income. Unrealized and realized gains and losses on derivative instruments not held for trading purposes are included in revenues or expenses on the Condensed Statements of Income depending on the relevant facts and circumstances. However, unrealized and some realized gains and losses in regulated jurisdictions (APCo, I&M, PSO, the non-Texas portion of SWEPCo generation and beginning in the second quarter of 2009 the Texas

portion of SWEPCo generation) for both trading and non-trading derivative instruments are recorded as regulatory assets (for losses) or regulatory liabilities (for gains) in accordance with the accounting guidance for “Regulated Operations.” SWEPCo re-applied the accounting guidance for “Regulated Operations” for the generation portion of SWEPCo’s Texas retail jurisdiction effective the second quarter of 2009.

#### Accounting for Fair Value Hedging Strategies

For fair value hedges (i.e. hedging the exposure to changes in the fair value of an asset, liability or an identified portion thereof attributable to a particular risk), the Registrant Subsidiaries recognize the gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item associated with the hedged risk in Net Income during the period of change.

The Registrant Subsidiaries record realized gains or losses on interest rate swaps that qualify for fair value hedge accounting treatment and any offsetting changes in the fair value of the debt being hedged, in Interest Expense on the Condensed Statements of Income. During the three months ended March 31, 2010 and 2009, the Registrant Subsidiaries did not employ any fair value hedging strategies.

#### Accounting for Cash Flow Hedging Strategies

For cash flow hedges (i.e. hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the Registrant Subsidiaries initially report the effective portion of the gain or loss on the derivative instrument as a component of Accumulated Other Comprehensive Income (Loss) on the Condensed Balance Sheets until the period the hedged item affects Net Income. The Registrant Subsidiaries recognize any hedge ineffectiveness in Net Income immediately during the period of change, except in regulated jurisdictions where hedge ineffectiveness is recorded as a regulatory asset (for losses) or a regulatory liability (for gains).

Realized gains and losses on derivative contracts for the purchase and sale of electricity, coal, heating oil and natural gas designated as cash flow hedges are included in Revenues, Fuel and Other Consumables Used for Electric Generation or Purchased Electricity for Resale on the Condensed Statements of Income, or in Regulatory Assets or Regulatory Liabilities on the Condensed Balance Sheets, depending on the specific nature of the risk being hedged. During the three months ended March 31, 2010 and 2009, APCo, CSPCo, I&M and OPCo designated commodity derivatives as cash flow hedges.

The Registrant Subsidiaries reclassify gains and losses on financial fuel derivative contracts designated as cash flow hedges from Accumulated Other Comprehensive Income (Loss) on the Condensed Balance Sheets into Other Operation expense, Maintenance expense or Depreciation and Amortization expense, as it relates to capital projects, on the Condensed Statements of Income. During the three months ended March 31, 2010 and 2009, the Registrant Subsidiaries designated cash flow hedging strategies of forecasted fuel purchases.

The Registrant Subsidiaries reclassify gains and losses on interest rate derivative hedges related to debt financing from Accumulated Other Comprehensive Income (Loss) into Interest Expense in those periods in which hedged interest payments occur. During the three months ended March 31, 2010, APCo designated interest rate derivatives as cash flow hedges. During the three months ended March 31, 2009, OPCo designated interest rate derivatives as cash flow hedges.

The accumulated gains or losses related to foreign currency hedges are reclassified from Accumulated Other Comprehensive Income (Loss) on the Condensed Balance Sheets into Depreciation and Amortization expense on the Condensed Statements of Income over the depreciable lives of the fixed assets that were designated as the hedged items in qualifying foreign currency hedging relationships. During the three months ended March 31, 2010 and 2009, SWEPCo designated foreign currency derivatives as cash flow hedges.

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During the three months ended March 31, 2010 and 2009, hedge ineffectiveness was immaterial or nonexistent for all of the hedge strategies disclosed above.

The following tables provide details on designated, effective cash flow hedges included in AOCI on the Condensed Balance Sheets and the reasons for changes in cash flow hedges for the three months ended March 31, 2010 and 2009. All amounts in the following tables are presented net of related income taxes.

Total Accumulated Other Comprehensive Income (Loss) Activity for Cash Flow Hedges  
For the Three Months Ended March 31, 2010

| Commodity Contracts   | APCo           | CSPCo      | I&M        | OPCo       | PSO     | SWEPCo |
|---|----------------|------------|------------|------------|---------|--------|
|   | (in thousands) |            |            |            |         |        |
| Balance in AOCI as of January 1, 2010   | \$(743 )       | \$(376 )   | \$(382 )   | \$(366 )   | \$(78 ) | \$112  |
| Changes in Fair Value   |                |            |            |            |         |        |
| Recognized in AOCI  | (2,499 )       | (1,457 )   | (1,471 )   | (1,670 )   | 86      | 3      |
| Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet: |                |            |            |            |         |        |
| Electric Generation, Transmission and Distribution Revenues                               | 26             | 65         | 54         | 76         | -       | -      |
| Other Operation Expense   | (6 )           | (8 )       | (6 )       | (5 )       | (6 )    | (7 )   |
| Maintenance Expense   | (14 )          | (6 )       | (5 )       | (4 )       | (4 )    | (4 )   |
| Fuel and Other Consumables Used for Electric Generation                                   | -              | -          | -          | (9 )       | -       | -      |
| Purchased Electricity for Resale  | 146            | 382        | 316        | 440        | -       | -      |
| Property, Plant and Equipment   | (9 )           | (7 )       | (5 )       | (5 )       | (6 )    | (4 )   |
| Regulatory Assets (a)   | 648            | -          | 81         | -          | -       | -      |
| Regulatory Liabilities (a)  | -              | -          | -          | -          | -       | -      |
| Balance in AOCI as of March 31, 2010  | \$(2,451 )     | \$(1,407 ) | \$(1,418 ) | \$(1,543 ) | \$(8 )  | \$100  |

| Interest Rate and Foreign Currency Contracts  | APCo           | CSPCo | I&M         | OPCo      | PSO       | SWEPCo      |
|---|----------------|-------|-------------|-----------|-----------|-------------|
|   | (in thousands) |       |             |           |           |             |
| Balance in AOCI as of January 1, 2010   | \$ (6,450 )    | \$ -  | \$ (9,514 ) | \$ 12,172 | \$ (521 ) | \$ (5,047 ) |
| Changes in Fair Value   |                |       |             |           |           |             |
| Recognized in AOCI  | (456 )         | -     | -           | -         | -         | (107 )      |
| Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet: |                |       |             |           |           |             |
| Depreciation and Amortization Expense   | -              | -     | -           | 1         | -         | -           |
| Interest Expense  | 418            | -     | 252         | (341 )    | 46        | 207         |
|   | \$ (6,488 )    | \$ -  | \$ (9,262 ) | \$ 11,832 | \$ (475 ) | \$ (4,947 ) |

Balance in AOCI as of  
March 31, 2010

| Total Contracts   | APCo       | CSPCo      | I&M         | OPCo     | PSO      | SWEPCo     |
|---|------------|------------|-------------|----------|----------|------------|
| (in thousands)  |            |            |             |          |          |            |
| Balance in AOCI as of January 1, 2010   | \$(7,193 ) | \$(376 )   | \$(9,896 )  | \$11,806 | \$(599 ) | \$(4,935 ) |
| Changes in Fair Value   |            |            |             |          |          |            |
| Recognized in AOCI  | (2,955 )   | (1,457 )   | (1,471 )    | (1,670 ) | 86       | (104 )     |
| Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet: |            |            |             |          |          |            |
| Electric Generation, Transmission and Distribution Revenues                               | 26         | 65         | 54          | 76       | -        | -          |
| Other Operation Expense   | (6 )       | (8 )       | (6 )        | (5 )     | (6 )     | (7 )       |
| Maintenance Expense   | (14 )      | (6 )       | (5 )        | (4 )     | (4 )     | (4 )       |
| Fuel and Other Consumables Used for Electric Generation                                   | -          | -          | -           | (9 )     | -        | -          |
| Purchased Electricity for Resale  | 146        | 382        | 316         | 440      | -        | -          |
| Depreciation and Amortization Expense   | -          | -          | -           | 1        | -        | -          |
| Interest Expense  | 418        | -          | 252         | (341 )   | 46       | 207        |
| Property, Plant and Equipment   | (9 )       | (7 )       | (5 )        | (5 )     | (6 )     | (4 )       |
| Regulatory Assets (a)   | 648        | -          | 81          | -        | -        | -          |
| Regulatory Liabilities (a)  | -          | -          | -           | -        | -        | -          |
| Balance in AOCI as of March 31, 2010  | \$(8,939 ) | \$(1,407 ) | \$(10,680 ) | \$10,289 | \$(483 ) | \$(4,847 ) |

(a) Represents realized and unrealized gains and losses subject to regulatory accounting treatment recorded as either current or non-current within the balance sheet.

Total Accumulated Other Comprehensive Income (Loss) Activity for Cash Flow Hedges  
For the Three Months Ended March 31, 2009

|   | APCo    | CSPCo   | I&M     | OPCo    | PSO   | SWEPCo |
|---|---------|---------|---------|---------|-------|--------|
| (in thousands)  |         |         |         |         |       |        |
| Commodity Contracts   |         |         |         |         |       |        |
| Balance in AOCI as of January 1, 2009   | \$2,726 | \$1,531 | \$1,482 | \$1,898 | \$-   | \$-    |
| Changes in Fair Value   |         |         |         |         |       |        |
| Recognized in AOCI  | 380     | 118     | 113     | 136     | (24 ) | (21 )  |
| Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet: |         |         |         |         |       |        |
| Electric Generation, Transmission and Distribution Revenues                               | (251 )  | (613 )  | (504 )  | (759 )  | -     | -      |



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|   |                |         |             |         |          |            |
|---|----------------|---------|-------------|---------|----------|------------|
| Purchased Electricity for Resale  | 462            | 1,126   | 926         | 1,394   | -        | -          |
| Regulatory Assets   | 1,639          | -       | 163         | -       | -        | -          |
| Regulatory Liabilities  | (890 )         | -       | (89 )       | -       | -        | -          |
| Balance in AOCI as of March 31, 2009  | \$4,066        | \$2,162 | \$2,091     | \$2,669 | \$(24 )  | \$(21 )    |
|   | APCo           | CSPCo   | I&M         | OPCo    | PSO      | SWEPCo     |
|   | (in thousands) |         |             |         |          |            |
| Interest Rate and Foreign Currency Contracts  |                |         |             |         |          |            |
| Balance in AOCI as of January 1, 2009   | \$(8,118 )     | \$-     | \$(10,521 ) | \$1,752 | \$(704 ) | \$(5,924 ) |
| Changes in Fair Value Recognized in AOCI  | -              | -       | -           | 263     | -        | (91 )      |
| Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet: |                |         |             |         |          |            |
| Depreciation and Amortization Expense   | -              | -       | (2 )        | 1       | -        | -          |
| Interest Expense  | 416            | -       | 252         | 23      | 46       | 207        |
| Balance in AOCI as of March 31, 2009  | \$(7,702 )     | \$-     | \$(10,271 ) | \$2,039 | \$(658 ) | \$(5,808 ) |
|   | APCo           | CSPCo   | I&M         | OPCo    | PSO      | SWEPCo     |
|   | (in thousands) |         |             |         |          |            |
| TOTAL Contracts   |                |         |             |         |          |            |
| Balance in AOCI as of January 1, 2009   | \$(5,392 )     | \$1,531 | \$(9,039 )  | \$3,650 | \$(704 ) | \$(5,924 ) |
| Changes in Fair Value Recognized in AOCI  | 380            | 118     | 113         | 399     | (24 )    | (112 )     |
| Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet: |                |         |             |         |          |            |
| Electric Generation, Transmission and Distribution Revenues                               | (251 )         | (613 )  | (504 )      | (759 )  | -        | -          |
| Purchased Electricity for Resale  | 462            | 1,126   | 926         | 1,394   | -        | -          |
| Depreciation and Amortization Expense   | -              | -       | (2 )        | 1       | -        | -          |
| Interest Expense  | 416            | -       | 252         | 23      | 46       | 207        |
| Regulatory Assets   | 1,639          | -       | 163         | -       | -        | -          |
| Regulatory Liabilities  | (890 )         | -       | (89 )       | -       | -        | -          |
| Balance in AOCI as of March 31, 2009  | \$(3,636 )     | \$2,162 | \$(8,180 )  | \$4,708 | \$(682 ) | \$(5,829 ) |

Cash flow hedges included in Accumulated Other Comprehensive Income (Loss) on the Condensed Balance Sheets at March 31, 2010 and December 31, 2009 were:

Impact of Cash Flow Hedges on the Registrant Subsidiaries'

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Condensed Balance Sheets  
March 31, 2010

| Company | Hedging Assets (a) |                                    | Hedging Liabilities (a) |                                    | AOCI Gain (Loss) Net of Tax |                                    |
|---------|--------------------|------------------------------------|-------------------------|------------------------------------|-----------------------------|------------------------------------|
|         | Commodity          | Interest Rate and Foreign Currency | Commodity               | Interest Rate and Foreign Currency | Commodity                   | Interest Rate and Foreign Currency |
|         |                    |                                    | (in thousands)          |                                    |                             |                                    |
| APCo    | \$ 672             | \$ 207                             | \$ (4,604 )             | \$ (908 )                          | \$ (2,451 )                 | \$ (6,488 )                        |
| CSPCo   | 345                | -                                  | (2,604 )                | -                                  | (1,407 )                    | -                                  |
| I&M     | 362                | -                                  | (2,627 )                | -                                  | (1,418 )                    | (9,262 )                           |
| OPCo    | 463                | -                                  | (2,999 )                | -                                  | (1,543 )                    | 11,832                             |
| PSO     | 165                | -                                  | (182 )                  | -                                  | (8 )                        | (475 )                             |
| SWEPCo  | 151                | 3                                  | (4 )                    | (90 )                              | 100                         | (4,947 )                           |

Expected to be Reclassified to  
Net Income During the Next  
Twelve Months

| Company | Commodity   | Interest Rate and Foreign Currency | Maximum Term for Exposure to Variability of Future Cash Flows |
|---------|-------------|------------------------------------|---|
|         |             |                                    |   |
| APCo    | \$ (2,045 ) | \$ (1,223 )                        | 21  |
| CSPCo   | (1,177 )    | -                                  | 21  |
| I&M     | (1,190 )    | (1,007 )                           | 21  |
| OPCo    | (1,278 )    | 1,359                              | 21  |
| PSO     | (5 )        | (87 )                              | 21  |
| SWEPCo  | 102         | (829 )                             | 32  |

Impact of Cash Flow Hedges on the Registrant Subsidiaries'  
Condensed Balance Sheets  
December 31, 2009

| Company | Hedging Assets (a) |                                    | Hedging Liabilities (a) |                                    | AOCI Gain (Loss) Net of Tax |                                    |
|---------|--------------------|------------------------------------|-------------------------|------------------------------------|-----------------------------|------------------------------------|
|         | Commodity          | Interest Rate and Foreign Currency | Commodity               | Interest Rate and Foreign Currency | Commodity                   | Interest Rate and Foreign Currency |
|         |                    |                                    | (in thousands)          |                                    |                             |                                    |
| APCo    | \$ 1,999           | \$ -                               | \$ (3,542 )             | \$ -                               | \$ (743 )                   | \$ (6,450 )                        |
| CSPCo   | 984                | -                                  | (1,794 )                | -                                  | (376 )                      | -                                  |
| I&M     | 1,011              | -                                  | (1,809 )                | -                                  | (382 )                      | (9,514 )                           |
| OPCo    | 1,242              | -                                  | (2,088 )                | -                                  | (366 )                      | 12,172                             |
| PSO     | 178                | -                                  | (300 )                  | -                                  | (78 )                       | (521 )                             |
| SWEPCo  | 168                | 5                                  | -                       | (46 )                              | 112                         | (5,047 )                           |

Expected to be Reclassified to  
Net Income During the Next  
Twelve Months

| Company | Commodity      | Interest Rate<br>and Foreign<br>Currency |
|---------|----------------|--|
|         | (in thousands) |  |
| APCo    | \$ (691 )      | \$ (1,301 )                              |
| CSPCo   | (349 )         | -  |
| I&M     | (358 )         | (1,007 )                                 |
| OPCo    | (335 )         | 1,359                                    |
| PSO     | (79 )          | (114 )                                   |
| SWEPCo  | 111            | (829 )                                   |

(a) Hedging Assets and Hedging Liabilities are included in Risk Management Assets and Liabilities on the Condensed Balance Sheets.

The actual amounts reclassified from Accumulated Other Comprehensive Income (Loss) to Net Income can differ from the estimate above due to market price changes.

#### Credit Risk

AEPSC, on behalf of the Registrant Subsidiaries, limits credit risk in their wholesale marketing and trading activities by assessing the creditworthiness of potential counterparties before entering into transactions with them and continuing to evaluate their creditworthiness on an ongoing basis. AEPSC, on behalf of the Registrant Subsidiaries, uses Moody's, S&P and current market-based qualitative and quantitative data to assess the financial health of counterparties on an ongoing basis. If an external rating is not available, an internal rating is generated utilizing a quantitative tool developed by Moody's to estimate probability of default that corresponds to an implied external agency credit rating.

AEPSC, on behalf of the Registrant Subsidiaries, uses standardized master agreements which may include collateral requirements. These master agreements facilitate the netting of cash flows associated with a single counterparty. Cash, letters of credit and parental/affiliate guarantees may be obtained as security from counterparties in order to mitigate credit risk. The collateral agreements require a counterparty to post cash or letters of credit in the event an exposure exceeds the established threshold. The threshold represents an unsecured credit limit which may be supported by a parental/affiliate guaranty, as determined in accordance with AEP's credit policy. In addition, collateral agreements allow for termination and liquidation of all positions in the event of a failure or inability to post collateral.

#### Collateral Triggering Events

Under a limited number of derivative and non-derivative counterparty contracts primarily related to pre-2002 risk management activities and under the tariffs of the RTOs and Independent System Operators (ISOs), the Registrant Subsidiaries are obligated to post an amount of collateral if certain credit ratings decline below investment grade. The amount of collateral required fluctuates based on market prices and total exposure. On an ongoing basis, AEP's risk management organization assesses the appropriateness of these collateral triggering items in contracts. Management believes that a downgrade below investment grade is unlikely. The following tables represent the Registrant Subsidiaries' aggregate fair value of such derivative contracts, the amount of collateral the Registrant Subsidiaries would have been required to post for all derivative and non-derivative contracts if the credit ratings had declined below investment grade and how much was attributable to RTO and ISO activities as of March 31, 2010 and December 31, 2009:

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March 31, 2010

| Company | Aggregate Fair Value of Derivative Contracts | Amount of Collateral the Registrant Subsidiaries Would Have Been Required to Post (in thousands) | Amount Attributable to RTO and ISO Activities |
|---------|--|--|---|
| APCo    | \$ 2,487                                     | \$ 7,362   | \$ 7,362                                      |
| CSPCo   | 1,407  | 4,165  | 4,165   |
| I&M     | 1,419  | 4,201  | 4,201   |
| OPCo    | 1,619  | 4,793  | 4,793   |
| PSO     | 652  | 3,072  | 2,420   |
| SWEPCo  | 775  | 3,653  | 2,878   |

As of March 31, 2010, the Registrant Subsidiaries were not required to post any cash collateral.

December 31, 2009

| Company | Aggregate Fair Value of Derivative Contracts | Amount of Collateral the Registrant Subsidiaries Would Have Been Required to Post (in thousands) | Amount Attributable to RTO and ISO Activities |
|---------|--|--|---|
| APCo    | \$ 2,229                                     | \$ 8,433   | \$ 7,947                                      |
| CSPCo   | 1,129  | 4,272  | 4,026   |
| I&M     | 1,139  | 4,309  | 4,060   |
| OPCo    | 1,315  | 4,975  | 4,688   |
| PSO     | 689  | 2,772  | 2,083   |
| SWEPCo  | 819  | 3,297  | 2,477   |

As of December 31, 2009, the Registrant Subsidiaries were not required to post any cash collateral.

In addition, a majority of the Registrant Subsidiaries' non-exchange traded commodity contracts contain cross-default provisions that, if triggered, would permit the counterparty to declare a default and require settlement of the outstanding payable. These cross-default provisions could be triggered if there was a non-performance event under borrowed debt in excess of \$50 million. On an ongoing basis, AEP's risk management organization assesses the appropriateness of these cross-default provisions in the contracts. Management believes that a non-performance event under these provisions is unlikely. The following tables represent the fair value of these derivative liabilities subject to cross-default provisions prior to consideration of contractual netting arrangements, the amount this exposure has been reduced by cash collateral posted by the Registrant Subsidiaries and if a cross-default provision would have been triggered, the settlement amount that would be required after considering the Registrant Subsidiaries' contractual netting arrangements as of March 31, 2010 and December 31, 2009:

March 31, 2010

| Company | Liabilities of<br>Contracts with Cross<br>Default Provisions<br>Prior to Contractual<br>Netting<br>Arrangements | Amount of Cash<br>Collateral Posted<br>(in thousands) | Additional<br>Settlement Liability<br>if Cross Default<br>Provision is<br>Triggered |
|---------|---|---|---|
| APCo    | \$ 210,308  | \$ 12,031   | \$ 51,454   |
| CSPCo   | 118,468   | 6,806   | 28,714  |
| I&M     | 119,474   | 6,864   | 28,959  |
| OPCo    | 136,386   | 7,833   | 33,045  |
| PSO     | 40  | -   | -   |
| SWEPCo  | 158   | -   | 86  |

December 31, 2009

| Company | Liabilities of<br>Contracts with<br>Cross<br>Default Provisions<br>Prior to Contractual<br>Netting<br>Arrangements | Amount of Cash<br>Collateral Posted<br>(in thousands) | Additional<br>Settlement Liability<br>if Cross Default<br>Provision is<br>Triggered |
|---------|--|---|---|
| APCo    | \$ 154,924   | \$ 3,115  | \$ 33,186   |
| CSPCo   | 78,489   | 1,578   | 16,813  |
| I&M     | 79,158   | 1,592   | 16,955  |
| OPCo    | 91,430   | 1,838   | 19,615  |
| PSO     | 40   | -   | 40  |
| SWEPCo  | 139  | -   | 93  |

## 9. FAIR VALUE MEASUREMENTS

### Fair Value Hierarchy and Valuation Techniques

The accounting guidance for “Fair Value Measurements and Disclosures” establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. When quoted market prices are not available, pricing may be completed using comparable securities, dealer values, operating data and general market conditions to determine fair value. Valuation models utilize various inputs such as commodity, interest rate and, to a lesser degree, volatility and credit that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, market corroborated inputs (i.e. inputs derived principally from, or correlated to, observable market data) and other observable inputs for the asset or liability.

For commercial activities, exchange traded derivatives, namely futures contracts, are generally fair valued based on unadjusted quoted prices in active markets and are classified as Level 1. Level 2 inputs primarily consist of OTC broker quotes in moderately active or less active markets, as well as exchange traded contracts where there is

insufficient market liquidity to warrant inclusion in Level 1. Management verifies price curves using these broker quotes and classifies these fair values within Level 2 when substantially all of the fair value can be corroborated. Management typically obtains multiple broker quotes, which are non-binding in nature but are based on recent trades in the marketplace. When multiple broker quotes are obtained, the quoted bid and ask prices are averaged. In certain circumstances, a broker quote may be discarded if it is a clear outlier. Management uses a historical correlation analysis between the broker quoted location and the illiquid locations and if the points are highly correlated, these locations are included within Level 2 as well. Certain OTC and bilaterally executed derivative instruments are executed in less active markets with a lower availability of pricing information. Long-dated and illiquid complex or structured transactions and FTRs can introduce the need for internally developed modeling inputs based upon extrapolations and assumptions of observable market data to estimate fair value. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized as Level 3.

AEP utilizes its trustee's external pricing service in its estimate of the fair value of the underlying investments held in the nuclear trusts. AEP's investment managers review and validate the prices utilized by the trustee to determine fair value. AEP's investment managers perform their own valuation testing to verify the fair values of the securities. AEP receives audit reports of the trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trusts. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Fixed income securities do not trade on an exchange and do not have an official closing price. Pricing vendors calculate bond valuations using financial models and matrices. Fixed income securities are typically classified as Level 2 holdings because their valuation inputs are based on observable market data. Observable inputs used for valuing fixed income securities are benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data and economic events. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments.

Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets.

Items classified as Level 2 are primarily investments in individual fixed income securities. These fixed income securities are valued using models with input data as follows:

| Type of Input                   | Type of Fixed Income Security |                |                 |
|---------------------------------|-------------------------------|----------------|-----------------|
|                                 | United States                 | Corporate Debt | State and Local |
|                                 | Government                    |                | Government      |
| Benchmark Yields                | X                             | X              | X               |
| Broker Quotes                   | X                             | X              | X               |
| Discount Margins                | X                             | X              |                 |
| Treasury Market Update          | X                             |                |                 |
| Base Spread                     | X                             | X              | X               |
| Corporate Actions               |                               | X              |                 |
| Ratings Agency Updates          |                               | X              | X               |
| Prepayment Schedule and History |                               |                | X               |
| Yield Adjustments               | X                             |                |                 |

## Fair Value Measurements of Long-term Debt

The fair values of Long-term Debt are based on quoted market prices, without credit enhancements, for the same or similar issues and the current interest rates offered for instruments with similar maturities. These instruments are not marked-to-market. The estimates presented are not necessarily indicative of the amounts that could be realized in a current market exchange.

The book values and fair values of Long-term Debt for the Registrant Subsidiaries as of March 31, 2010 and December 31, 2009 are summarized in the following table:

| Company | March 31, 2010 |              | December 31, 2009 |              |
|---------|----------------|--------------|-------------------|--------------|
|         | Book Value     | Fair Value   | Book Value        | Fair Value   |
|         | (in thousands) |              |                   |              |
| APCo    | \$ 3,411,244   | \$ 3,651,615 | \$ 3,477,306      | \$ 3,699,373 |
| CSPCo   | 1,588,592      | 1,680,540    | 1,536,393         | 1,616,857    |
| I&M     | 2,053,090      | 2,185,441    | 2,077,906         | 2,192,854    |
| OPCo    | 3,329,109      | 3,495,805    | 3,242,505         | 3,380,084    |
| PSO     | 968,808        | 1,020,923    | 968,121           | 1,007,183    |
| SWEPCo  | 1,769,331      | 1,850,116    | 1,474,153         | 1,554,165    |

## Fair Value Measurements of Trust Assets for Decommissioning and SNF Disposal

Nuclear decommissioning and spent nuclear fuel trust funds represent funds that regulatory commissions allow I&M to collect through rates to fund future decommissioning and spent nuclear fuel disposal liabilities. By rules or orders, the IURC, the MPSC and the FERC established investment limitations and general risk management guidelines. In general, limitations include:

- Acceptable investments (rated investment grade or above when purchased).
- Maximum percentage invested in a specific type of investment.
- Prohibition of investment in obligations of AEP or its affiliates.
- Withdrawals permitted only for payment of decommissioning costs and trust expenses.
- Target asset allocation is 50% fixed income and 50% equity securities.

I&M maintains trust records for each regulatory jurisdiction. These funds are managed by external investment managers who must comply with the guidelines and rules of the applicable regulatory authorities. The trust assets are invested to optimize the net of tax earnings of the trust giving consideration to liquidity, risk, diversification and other prudent investment objectives.

I&M records securities held in trust funds for decommissioning nuclear facilities and for the disposal of SNF at fair value. I&M classifies securities in the trust funds as available-for-sale due to their long-term purpose. The assessment of whether an investment in a debt security has suffered an other-than-temporary impairment is based on whether the investor has the intent to sell or more likely than not will be required to sell the debt security before recovery of its amortized costs. The assessment of whether an investment in an equity security has suffered an other-than-temporary impairment, among other things, is based on whether the investor has the ability and intent to hold the investment to recover its value. Other-than-temporary impairments for investments in both debt and equity securities are considered realized losses as a result of securities being managed by an external investment management firm. The external investment management firm makes specific investment decisions regarding the equity and debt investments held in these trusts and generally intends to sell debt securities in an unrealized loss position as part of a tax optimization strategy. I&M records unrealized gains and other-than-temporary impairments from securities in

these trust funds as adjustments to the regulatory liability account for the nuclear decommissioning trust funds and to regulatory assets or liabilities for the SNF disposal trust funds in accordance with their treatment in rates. The gains, losses or other-than-temporary impairments shown below did not affect earnings or AOCI. The trust assets are recorded by jurisdiction and may not be used for another jurisdictions' liabilities. Regulatory approval is required to withdraw decommissioning funds.

The following is a summary of nuclear trust fund investments at March 31, 2010 and December 31, 2009:

|  | March 31, 2010             |                              |   | December 31, 2009          |                              |   |
|--|----------------------------|------------------------------|---|----------------------------|------------------------------|---|
|  | Estimated<br>Fair<br>Value | Gross<br>Unrealized<br>Gains | Other-Than-<br>Temporary<br>Impairments | Estimated<br>Fair<br>Value | Gross<br>Unrealized<br>Gains | Other-Than-<br>Temporary<br>Impairments |
| (in thousands)                                   |                            |                              |   |                            |                              |   |
| Cash and Cash<br>Equivalents                     | \$ 15,683                  | \$ -                         | \$ -                                    | \$ 14,412                  | \$ -                         | \$ -                                    |
| Fixed Income Securities:                         |                            |                              |   |                            |                              |   |
| United States                                    |                            |                              |   |                            |                              |   |
| Government                                       | 450,711                    | 14,166                       | (1,890 )                                | 400,565                    | 12,708                       | (3,472 )                                |
| Corporate Debt                                   | 58,688                     | 4,913                        | (2,115 )                                | 57,291                     | 4,636                        | (2,177 )                                |
| State and Local                                  |                            |                              |   |                            |                              |   |
| Government                                       | 326,354                    | 3,402                        | 509                                     | 368,930                    | 7,924                        | 991                                     |
| Subtotal Fixed<br>Income Securities              | 835,753                    | 22,481                       | (3,496 )                                | 826,786                    | 25,268                       | (4,658 )                                |
| Equity Securities –<br>Domestic                  | 581,576                    | 261,157                      | (118,469 )                              | 550,721                    | 234,437                      | (119,379 )                              |
| Spent Nuclear Fuel and<br>Decommissioning Trusts | \$ 1,433,012               | \$ 283,638                   | \$ (121,965 )                           | \$ 1,391,919               | \$ 259,705                   | \$ (124,037 )                           |

The following table provides the securities activity within the decommissioning and SNF trusts for the three months ended March 31, 2010 and 2009:

| Three Months<br>Ended | Proceeds From<br>Investment Sales | Purchases<br>of Investments | Gross Realized<br>Gains<br>on Investment<br>Sales | Gross Realized<br>Losses on<br>Investment Sales |
|-----------------------|-----------------------------------|-----------------------------|---|---|
| March 31,             |                                   |                             |   |   |
|                       |                                   |                             |   |   |
|                       |                                   |                             |   |   |
| 2010                  | \$ 232,078                        | \$ 247,632                  | \$ 5,328  | \$ 181  |
| 2009                  | 158,086                           | 178,407                     | 2,882   | 348   |

The adjusted cost of debt securities was \$813 million and \$801 million as of March 31, 2010 and December 31, 2009, respectively.

The fair value of debt securities held in the nuclear trust funds, summarized by contractual maturities, at March 31, 2010 was as follows:

|                  | Fair Value<br>of Debt<br>Securities<br>(in thousands) |
|------------------|---|
| Within 1 year    | \$ 15,542   |
| 1 year – 5 years | 308,892   |



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|                    |            |
|--------------------|------------|
| 5 years – 10 years | 255,731    |
| After 10 years     | 255,588    |
| Total              | \$ 835,753 |

Fair Value Measurements of Financial Assets and Liabilities

The following tables set forth, by level within the fair value hierarchy, the Registrant Subsidiaries' financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2010 and December 31, 2009. As required by the accounting guidance for "Fair Value Measurements and Disclosures," financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There have not been any significant changes in management's valuation techniques.

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

| APCo  | Level 1        | Level 2    | Level 3   | Other        | Total      |
|---|----------------|------------|-----------|--------------|------------|
| Assets:                                     | (in thousands) |            |           |              |            |
| Risk Management Assets                      |                |            |           |              |            |
| Risk Management Commodity Contracts (a) (g) | \$ 3,734       | \$ 673,530 | \$ 28,138 | \$ (569,091) | \$ 136,311 |
| Cash Flow Hedges:                           |                |            |           |              |            |
| Commodity Hedges (a)                        | -              | 5,137      | -         | (4,465)      | 672        |
| Interest Rate/Foreign Currency Hedges (a)   | -              | 207        | -         | -            | 207        |
| Dedesignated Risk Management Contracts (b)  | -              | -          | -         | 7,186        | 7,186      |
| Total Risk Management Assets                | \$ 3,734       | \$ 678,874 | \$ 28,138 | \$ (566,370) | \$ 144,376 |
| Liabilities:                                |                |            |           |              |            |
| Risk Management Liabilities                 |                |            |           |              |            |
| Risk Management Commodity Contracts (a) (g) | \$ 3,832       | \$ 655,568 | \$ 9,451  | \$ (610,636) | \$ 58,215  |
| Cash Flow Hedges:                           |                |            |           |              |            |
| Commodity Hedges (a)                        | -              | 9,069      | -         | (4,465)      | 4,604      |
| Interest Rate/Foreign Currency Hedges (a)   | -              | 908        | -         | -            | 908        |
| DETM Assignment (c)                         | -              | -          | -         | 1,822        | 1,822      |
| Total Risk Management Liabilities           | \$ 3,832       | \$ 665,545 | \$ 9,451  | \$ (613,279) | \$ 65,549  |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

| APCo                          | Level 1        | Level 2 | Level 3 | Other     | Total   |
|-------------------------------|----------------|---------|---------|-----------|---------|
| Assets:                       | (in thousands) |         |         |           |         |
| Other Cash Deposits (d)       | \$ 421         | \$ -    | \$ -    | \$ 51     | \$ 472  |
| Risk Management Assets        |                |         |         |           |         |
| Risk Management Contracts (a) | 2,344          | 449,406 | 12,866  | (360,248) | 104,368 |

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|  |                 |                   |                  |                     |                   |
|--|-----------------|-------------------|------------------|---------------------|-------------------|
| Cash Flow and Fair Value Hedges (a)        | -               | 3,620             | -                | (1,621)             | 1,999             |
| Dedesignated Risk Management Contracts (b) | -               | -                 | -                | 8,730               | 8,730             |
| <b>Total Risk Management Assets</b>        | <b>2,344</b>    | <b>453,026</b>    | <b>12,866</b>    | <b>(353,139)</b>    | <b>115,097</b>    |
| <b>Total Assets</b>                        | <b>\$ 2,765</b> | <b>\$ 453,026</b> | <b>\$ 12,866</b> | <b>\$ (353,088)</b> | <b>\$ 115,569</b> |

Liabilities:

|  |                 |                   |                 |                     |                  |
|--|-----------------|-------------------|-----------------|---------------------|------------------|
| <b>Risk Management Liabilities</b>       |                 |                   |                 |                     |                  |
| Risk Management Contracts (a)            | \$ 2,648        | \$ 422,063        | \$ 3,438        | \$ (388,265)        | \$ 39,884        |
| Cash Flow and Fair Value Hedges (a)      | -               | 5,163             | -               | (1,621)             | 3,542            |
| DETM Assignment (c)                      | -               | -                 | -               | 2,730               | 2,730            |
| <b>Total Risk Management Liabilities</b> | <b>\$ 2,648</b> | <b>\$ 427,226</b> | <b>\$ 3,438</b> | <b>\$ (387,156)</b> | <b>\$ 46,156</b> |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

|   |                 |                   |                  |                     |                  |
|---|-----------------|-------------------|------------------|---------------------|------------------|
| CSPCo                                       |                 |                   |                  |                     |                  |
|   | Level 1         | Level 2           | Level 3          | Other               | Total            |
| Assets:                                     |                 |                   | (in thousands)   |                     |                  |
| <b>Risk Management Assets</b>               |                 |                   |                  |                     |                  |
| Risk Management Commodity Contracts (a) (g) | \$ 2,113        | \$ 382,034        | \$ 15,918        | \$ (322,850)        | \$ 77,215        |
| <b>Cash Flow Hedges:</b>                    |                 |                   |                  |                     |                  |
| Commodity Hedges (a)                        | -               | 2,870             | -                | (2,525)             | 345              |
| Dedesignated Risk Management Contracts (b)  | -               | -                 | -                | 4,066               | 4,066            |
| <b>Total Risk Management Assets</b>         | <b>\$ 2,113</b> | <b>\$ 384,904</b> | <b>\$ 15,918</b> | <b>\$ (321,309)</b> | <b>\$ 81,626</b> |

Liabilities:

|   |                 |                   |                 |                     |                  |
|---|-----------------|-------------------|-----------------|---------------------|------------------|
| <b>Risk Management Liabilities</b>          |                 |                   |                 |                     |                  |
| Risk Management Commodity Contracts (a) (g) | \$ 2,168        | \$ 371,835        | \$ 5,348        | \$ (346,379)        | \$ 32,972        |
| <b>Cash Flow Hedges:</b>                    |                 |                   |                 |                     |                  |
| Commodity Hedges (a)                        | -               | 5,129             | -               | (2,525)             | 2,604            |
| DETM Assignment (c)                         | -               | -                 | -               | 1,031               | 1,031            |
| <b>Total Risk Management Liabilities</b>    | <b>\$ 2,168</b> | <b>\$ 376,964</b> | <b>\$ 5,348</b> | <b>\$ (347,873)</b> | <b>\$ 36,607</b> |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

|  |           |         |                |           |           |
|--|-----------|---------|----------------|-----------|-----------|
| CSPCo                                      |           |         |                |           |           |
|  | Level 1   | Level 2 | Level 3        | Other     | Total     |
| Assets:                                    |           |         | (in thousands) |           |           |
| Other Cash Deposits (d)                    | \$ 16,129 | \$ -    | \$ -           | \$ 21     | \$ 16,150 |
| <b>Risk Management Assets</b>              |           |         |                |           |           |
| Risk Management Contracts (a)              | 1,188     | 227,150 | 6,518          | (182,038) | 52,818    |
| Cash Flow and Fair Value Hedges (a)        | -         | 1,805   | -              | (821)     | 984       |
| Dedesignated Risk Management Contracts (b) | -         | -       | -              | 4,423     | 4,423     |

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|                              |           |            |          |              |           |
|------------------------------|-----------|------------|----------|--------------|-----------|
| Total Risk Management Assets | 1,188     | 228,955    | 6,518    | (178,436)    | 58,225    |
| Total Assets                 | \$ 17,317 | \$ 228,955 | \$ 6,518 | \$ (178,415) | \$ 74,375 |

Liabilities:

|                                     |          |            |          |              |           |
|-------------------------------------|----------|------------|----------|--------------|-----------|
| Risk Management Liabilities         |          |            |          |              |           |
| Risk Management Contracts (a)       | \$ 1,342 | \$ 213,330 | \$ 1,742 | \$ (196,226) | \$ 20,188 |
| Cash Flow and Fair Value Hedges (a) | -        | 2,615      | -        | (821)        | 1,794     |
| DETM Assignment (c)                 | -        | -          | -        | 1,383        | 1,383     |
| Total Risk Management Liabilities   | \$ 1,342 | \$ 215,945 | \$ 1,742 | \$ (195,664) | \$ 23,365 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

| I&M   | Level 1    | Level 2      | Level 3        | Other        | Total        |
|---|------------|--------------|----------------|--------------|--------------|
| Assets:   |            |              | (in thousands) |              |              |
| Risk Management Assets                              |            |              |                |              |              |
| Risk Management Commodity Contracts (a) (g)         | \$ 2,131   | \$ 393,603   | \$ 16,054      | \$ (320,892) | \$ 90,896    |
| Cash Flow Hedges:                                   |            |              |                |              |              |
| Commodity Hedges (a)                                | -          | 2,908        | -              | (2,546)      | 362          |
| Redesignated Risk Management Contracts (b)          | -          | -            | -              | 4,100        | 4,100        |
| Total Risk Management Assets                        | 2,131      | 396,511      | 16,054         | (319,338)    | 95,358       |
| Spent Nuclear Fuel and Decommissioning Trusts       |            |              |                |              |              |
| Cash and Cash Equivalents (e)                       | -          | 6,057        | -              | 9,626        | 15,683       |
| Fixed Income Securities:                            |            |              |                |              |              |
| United States Government                            | -          | 450,711      | -              | -            | 450,711      |
| Corporate Debt                                      | -          | 58,688       | -              | -            | 58,688       |
| State and Local Government                          | -          | 326,354      | -              | -            | 326,354      |
| Subtotal Fixed Income Securities                    | -          | 835,753      | -              | -            | 835,753      |
| Equity Securities – Domestic (f)                    | 581,576    | -            | -              | -            | 581,576      |
| Total Spent Nuclear Fuel and Decommissioning Trusts | 581,576    | 841,810      | -              | 9,626        | 1,433,012    |
| Total Assets  | \$ 583,707 | \$ 1,238,321 | \$ 16,054      | \$ (309,712) | \$ 1,528,370 |

Liabilities:

|   |          |            |          |              |           |
|---|----------|------------|----------|--------------|-----------|
| Risk Management Liabilities                 |          |            |          |              |           |
| Risk Management Commodity Contracts (a) (g) | \$ 2,186 | \$ 369,967 | \$ 5,392 | \$ (344,483) | \$ 33,062 |
| Cash Flow Hedges:                           |          |            |          |              |           |
| Commodity Hedges (a)                        | -        | 5,173      | -        | (2,546)      | 2,627     |
| DETM Assignment (c)                         | -        | -          | -        | 1,040        | 1,040     |
| Total Risk Management Liabilities           | \$ 2,186 | \$ 375,140 | \$ 5,392 | \$ (345,989) | \$ 36,729 |

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Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

| I&M   | Level 1    | Level 2      | Level 3        | Other        | Total        |
|---|------------|--------------|----------------|--------------|--------------|
| Assets:   |            |              | (in thousands) |              |              |
| Risk Management Assets                              |            |              |                |              |              |
| Risk Management Contracts (a)                       | \$ 1,198   | \$ 231,777   | \$ 6,571       | \$ (181,446) | \$ 58,100    |
| Cash Flow and Fair Value Hedges (a)                 | -          | 1,839        | -              | (828)        | 1,011        |
| Redesignated Risk Management Contracts (b)          | -          | -            | -              | 4,461        | 4,461        |
| Total Risk Management Assets                        | 1,198      | 233,616      | 6,571          | (177,813)    | 63,572       |
| Spent Nuclear Fuel and Decommissioning Trusts       |            |              |                |              |              |
| Cash and Cash Equivalents (e)                       | -          | 3,562        | -              | 10,850       | 14,412       |
| Fixed Income Securities:                            |            |              |                |              |              |
| United States Government                            | -          | 400,565      | -              | -            | 400,565      |
| Corporate Debt                                      | -          | 57,291       | -              | -            | 57,291       |
| State and Local Government                          | -          | 368,930      | -              | -            | 368,930      |
| Subtotal Fixed Income Securities                    | -          | 826,786      | -              | -            | 826,786      |
| Equity Securities (f)                               | 550,721    | -            | -              | -            | 550,721      |
| Total Spent Nuclear Fuel and Decommissioning Trusts | 550,721    | 830,348      | -              | 10,850       | 1,391,919    |
| Total Assets  | \$ 551,919 | \$ 1,063,964 | \$ 6,571       | \$ (166,963) | \$ 1,455,491 |
| Liabilities:  |            |              |                |              |              |
| Risk Management Liabilities                         |            |              |                |              |              |
| Risk Management Contracts (a)                       | \$ 1,353   | \$ 213,242   | \$ 1,755       | \$ (195,732) | \$ 20,618    |
| Cash Flow and Fair Value Hedges (a)                 | -          | 2,637        | -              | (828)        | 1,809        |
| DETM Assignment (c)                                 | -          | -            | -              | 1,395        | 1,395        |
| Total Risk Management Liabilities                   | \$ 1,353   | \$ 215,879   | \$ 1,755       | \$ (195,165) | \$ 23,822    |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

| OPCo  | Level 1  | Level 2    | Level 3        | Other       | Total     |
|---|----------|------------|----------------|-------------|-----------|
| Assets:                                     |          |            | (in thousands) |             |           |
| Other Cash Deposits (d)                     | \$ 2,054 | \$ -       | \$ -           | \$ 1,229    | \$ 3,283  |
| Risk Management Assets                      |          |            |                |             |           |
| Risk Management Commodity Contracts (a) (g) | 2,432    | 512,728    | 18,344         | (435,673)   | 97,831    |
| Cash Flow Hedges:                           |          |            |                |             |           |
| Commodity Hedges (a)                        | -        | 3,370      | -              | (2,907)     | 463       |
| Redesignated Risk Management Contracts (b)  | -        | -          | -              | 4,679       | 4,679     |
| Total Risk Management Assets                | 2,432    | 516,098    | 18,344         | (433,901)   | 102,973   |
| Total Assets                                | \$ 4,486 | \$ 516,098 | \$ 18,344      | \$(432,672) | \$106,256 |

## Liabilities:

| Risk Management Liabilities                 |          |            |          |             |           |
|---|----------|------------|----------|-------------|-----------|
| Risk Management Commodity Contracts (a) (g) | \$ 2,495 | \$ 501,643 | \$ 6,164 | \$(464,678) | \$ 45,624 |
| Cash Flow Hedges:                           |          |            |          |             |           |
| Commodity Hedges (a)                        | -        | 5,906      | -        | (2,907)     | 2,999     |
| DETM Assignment (c)                         | -        | -          | -        | 1,186       | 1,186     |
| Total Risk Management Liabilities           | \$ 2,495 | \$ 507,549 | \$ 6,164 | \$(466,399) | \$ 49,809 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

## OPCo

|  | Level 1        | Level 2    | Level 3  | Other        | Total     |
|--|----------------|------------|----------|--------------|-----------|
| Assets:                                    | (in thousands) |            |          |              |           |
| Other Cash Deposits (d)                    | \$ 1,075       | \$ -       | \$ -     | \$ 24        | \$ 1,099  |
| Risk Management Assets                     |                |            |          |              |           |
| Risk Management Contracts (a)              | 1,383          | 332,904    | 7,644    | (270,272)    | 71,659    |
| Cash Flow and Fair Value Hedges (a)        | -              | 2,199      | -        | (957)        | 1,242     |
| Dedesignated Risk Management Contracts (b) | -              | -          | -        | 5,150        | 5,150     |
| Total Risk Management Assets               | 1,383          | 335,103    | 7,644    | (266,079)    | 78,051    |
| Total Assets                               | \$ 2,458       | \$ 335,103 | \$ 7,644 | \$ (266,055) | \$ 79,150 |

## Liabilities:

| Risk Management Liabilities         |          |            |          |              |           |
|-------------------------------------|----------|------------|----------|--------------|-----------|
| Risk Management Contracts (a)       | \$ 1,562 | \$ 317,114 | \$ 2,075 | \$ (287,549) | \$ 33,202 |
| Cash Flow and Fair Value Hedges (a) | -        | 3,045      | -        | (957)        | 2,088     |
| DETM Assignment (c)                 | -        | -          | -        | 1,611        | 1,611     |
| Total Risk Management Liabilities   | \$ 1,562 | \$ 320,159 | \$ 2,075 | \$ (286,895) | \$ 36,901 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

## PSO

|   | Level 1        | Level 2   | Level 3 | Other       | Total    |
|---|----------------|-----------|---------|-------------|----------|
| Assets:                                     | (in thousands) |           |         |             |          |
| Risk Management Assets                      |                |           |         |             |          |
| Risk Management Commodity Contracts (a) (g) | \$ -           | \$ 14,983 | \$ 4    | \$ (11,732) | \$ 3,255 |
| Cash Flow Hedges:                           |                |           |         |             |          |
| Commodity Hedges (a)                        | -              | 170       | -       | (5)         | 165      |
| Total Risk Management Assets                | \$ -           | \$ 15,153 | \$ 4    | \$ (11,737) | \$ 3,420 |

## Liabilities:

| Risk Management Liabilities                 |      |           |      |             |        |
|---|------|-----------|------|-------------|--------|
| Risk Management Commodity Contracts (a) (g) | \$ - | \$ 12,550 | \$ 2 | \$ (12,081) | \$ 471 |
| Cash Flow Hedges:                           |      |           |      |             |        |

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|                                   |      |           |      |             |        |
|-----------------------------------|------|-----------|------|-------------|--------|
| Commodity Hedges (a)              | -    | 187       | -    | (5)         | 182    |
| Total Risk Management Liabilities | \$ - | \$ 12,737 | \$ 2 | \$ (12,086) | \$ 653 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

| PSO                                 | Level 1        | Level 2   | Level 3 | Other       | Total    |
|-------------------------------------|----------------|-----------|---------|-------------|----------|
| Assets:                             | (in thousands) |           |         |             |          |
| Risk Management Assets              |                |           |         |             |          |
| Risk Management Contracts (a)       | \$ -           | \$ 17,494 | \$ 14   | \$ (15,260) | \$ 2,248 |
| Cash Flow and Fair Value Hedges (a) | -              | 179       | -       | (1)         | 178      |
| Total Risk Management Assets        | \$ -           | \$ 17,673 | \$ 14   | \$ (15,261) | \$ 2,426 |
| Liabilities:                        |                |           |         |             |          |
| Risk Management Liabilities         |                |           |         |             |          |
| Risk Management Contracts (a)       | \$ -           | \$ 17,865 | \$ 12   | \$ (15,454) | \$ 2,423 |
| Cash Flow and Fair Value Hedges (a) | -              | 301       | -       | (1)         | 300      |
| Total Risk Management Liabilities   | \$ -           | \$ 18,166 | \$ 12   | \$ (15,455) | \$ 2,723 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
March 31, 2010

| SWEPCo                                      | Level 1        | Level 2   | Level 3 | Other       | Total    |
|---|----------------|-----------|---------|-------------|----------|
| Assets:                                     | (in thousands) |           |         |             |          |
| Risk Management Assets                      |                |           |         |             |          |
| Risk Management Commodity Contracts (a) (g) | \$ -           | \$ 21,234 | \$ 7    | \$ (19,096) | \$ 2,145 |
| Cash Flow Hedges:                           |                |           |         |             |          |
| Commodity Hedges (a)                        | -              | 157       | -       | (6)         | 151      |
| Interest Rate/Foreign Currency Hedges (a)   | -              | 19        | -       | (16)        | 3        |
| Total Risk Management Assets                | \$ -           | \$ 21,410 | \$ 7    | \$ (19,118) | \$ 2,299 |
| Liabilities:                                |                |           |         |             |          |
| Risk Management Liabilities                 |                |           |         |             |          |
| Risk Management Commodity Contracts (a) (g) | \$ -           | \$ 21,192 | \$ 3    | \$ (19,668) | \$ 1,527 |
| Cash Flow Hedges:                           |                |           |         |             |          |
| Commodity Hedges (a)                        | -              | 10        | -       | (6)         | 4        |
| Interest Rate/Foreign Currency Hedges (a)   | -              | 106       | -       | (16)        | 90       |
| Total Risk Management Liabilities           | \$ -           | \$ 21,308 | \$ 3    | \$ (19,690) | \$ 1,621 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis  
December 31, 2009

| SWEPCo                        | Level 1        | Level 2   | Level 3 | Other       | Total    |
|-------------------------------|----------------|-----------|---------|-------------|----------|
| Assets:                       | (in thousands) |           |         |             |          |
| Risk Management Assets        |                |           |         |             |          |
| Risk Management Contracts (a) | \$ -           | \$ 26,945 | \$ 22   | \$ (24,007) | \$ 2,960 |

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|                                     |      |           |       |             |          |
|-------------------------------------|------|-----------|-------|-------------|----------|
| Cash Flow and Fair Value Hedges (a) | -    | 216       | -     | (43)        | 173      |
| Total Risk Management Assets        | \$ - | \$ 27,161 | \$ 22 | \$ (24,050) | \$ 3,133 |

Liabilities:

|                                     |      |           |       |             |          |
|-------------------------------------|------|-----------|-------|-------------|----------|
| Risk Management Liabilities         |      |           |       |             |          |
| Risk Management Contracts (a)       | \$ - | \$ 25,312 | \$ 19 | \$ (24,312) | \$ 1,019 |
| Cash Flow and Fair Value Hedges (a) | -    | 89        | -     | (43)        | 46       |
| Total Risk Management Liabilities   | \$ - | \$ 25,401 | \$ 19 | \$ (24,355) | \$ 1,065 |

- (a) Amounts in "Other" column primarily represent counterparty netting of risk management and hedging contracts and associated cash collateral under the accounting guidance for "Derivatives and Hedging."
- (b) Represents contracts that were originally MTM but were subsequently elected as normal under the accounting guidance for "Derivatives and Hedging." At the time of the normal election, the MTM value was frozen and no longer fair valued. This MTM value will be amortized into revenues over the remaining life of the contracts.
- (c) See "Natural Gas Contracts with DETM" section of Note 15 in the 2009 Annual Report.
- (d) Amounts in "Other" column primarily represent cash deposits with third parties. Level 1 amounts primarily represent investments in money market funds.
- (e) Amounts in "Other" column primarily represent accrued interest receivables from financial institutions. Level 2 amounts primarily represent investments in money market funds.
- (f) Amounts represent publicly traded equity securities and equity-based mutual funds.
- (g) Substantially comprised of power contracts for APCo, CSPCo, I&M and OPCo and coal contracts for PSO and SWEPCo.

There have been no transfers between Level 1 and Level 2 during the three months ended March 31, 2010.

The following tables set forth a reconciliation of changes in the fair value of net trading derivatives classified as level 3 in the fair value hierarchy:

| Three Months Ended March 31,<br>2010   | APCo     | CSPCo    | I&M      | OPCo     | PSO  | SWEPCo |
|--|----------|----------|----------|----------|------|--------|
| (in thousands)   |          |          |          |          |      |        |
| Balance as of January 1, 2010  | \$ 9,428 | \$ 4,776 | \$ 4,816 | \$ 5,569 | \$ 2 | \$ 3   |
| Realized Gain (Loss) Included in Net Income (or Changes in Net Assets) (a) (b)   | 8,947    | 5,056    | 5,099    | 5,818    | -    | -      |
| Unrealized Gain (Loss) Included in Net Income (or Changes in Net Assets) Relating to Assets Still Held at the Reporting Date (a) | -        | 6,122    | -        | 6,987    | -    | -      |
| Realized and Unrealized Gains (Losses) Included in Other Comprehensive Income  | -        | -        | -        | -        | -    | -      |
| Purchases, Issuances and Settlements (c)   | (10,221) | (5,743)  | (5,792)  | (6,612)  | -    | -      |
| Transfers into Level 3 (d) (h)   | 439      | 222      | 224      | 259      | -    | -      |
| Transfers out of Level 3 (e) (h)   | 269      | 137      | 138      | 159      | -    | -      |
| Changes in Fair Value Allocated to Regulated Jurisdictions (g)   | 9,825    | -        | 6,177    | -        | -    | 1      |

| Balance as of March 31, 2010   | \$ 18,687      | \$ 10,570 | \$ 10,662 | \$ 12,180 | \$ 2   | \$ 4   |
|--|----------------|-----------|-----------|-----------|--------|--------|
|  | APCo           | CSPCo     | I&M       | OPCo      | PSO    | SWEPCo |
| Three Months Ended March 31, 2009  |                |           |           |           |        |        |
|  | (in thousands) |           |           |           |        |        |
| Balance as of January 1, 2009  | \$ 8,009       | \$ 4,497  | \$ 4,352  | \$ 5,563  | \$ (2) | \$ (3) |
| Realized (Gain) Loss Included in Net Income (or Changes in Net Assets) (a)   | (3,898)        | (2,189)   | (2,118)   | (2,700)   | 3      | 5      |
| Unrealized Gain (Loss) Included in Net Income (or Changes in Net Assets) Relating to Assets Still Held at the Reporting Date (a) | -              | 3,264     | -         | 4,045     | -      | -      |
| Realized and Unrealized Gains (Losses) Included in Other Comprehensive Income  | -              | -         | -         | -         | -      | -      |
| Purchases, Issuances and Settlements   | -              | -         | -         | -         | -      | -      |
| Transfers in and/or out of Level 3 (f)   | (74)           | (42)      | (40)      | (52)      | -      | -      |
| Changes in Fair Value Allocated to Regulated Jurisdictions (g)   | 7,810          | 764       | 3,898     | 946       | -      | -      |
| Balance as of March 31, 2009   | \$ 11,847      | \$ 6,294  | \$ 6,092  | \$ 7,802  | \$ 1   | \$ 2   |

- (a) Included in revenues on the Condensed Statements of Income.
- (b) Represents the change in fair value between the beginning of the reporting period and the settlement of the risk management commodity contract.
- (c) Represents the settlement of risk management commodity contracts for the reporting period.
- (d) Represents existing assets or liabilities that were previously categorized as Level 2.
- (e) Represents existing assets or liabilities that were previously categorized as Level 3.
- (f) Represents existing assets or liabilities that were either previously categorized as a higher level for which the inputs to the model became unobservable or assets and liabilities that were previously classified as level 3 for which the lowest significant input became observable during the period.
- (g) Relates to the net gains (losses) of those contracts that are not reflected on the Condensed Statements of Income. These net gains (losses) are recorded as regulatory assets/liabilities.
- (h) Transfers are recognized based on their value at the beginning of the reporting period that the transfer occurred.

10.

## INCOME TAXES

The Registrant Subsidiaries join in the filing of a consolidated federal income tax return with their affiliates in the AEP System. The allocation of the AEP System's current consolidated federal income tax to the AEP System companies allocates the benefit of current tax losses to the AEP System companies giving rise to such losses in determining their current tax expense. The tax benefit of the Parent is allocated to its subsidiaries with taxable income. With the exception of the loss of the Parent, the method of allocation reflects a separate return result for each company in the consolidated group.



The Registrant Subsidiaries are no longer subject to U.S. federal examination for years before 2001. The Registrant Subsidiaries have completed the exam for the years 2001 through 2006 and have issues that are being pursued at the appeals level. The years 2007 and 2008 are currently under examination. Although the outcome of tax audits is uncertain, in management's opinion, adequate provisions for income taxes have been made for potential liabilities resulting from such matters. In addition, the Registrant Subsidiaries accrue interest on these uncertain tax positions. Management is not aware of any issues for open tax years that upon final resolution are expected to have a material adverse effect on net income.

The Registrant Subsidiaries file income tax returns in various state and local jurisdictions. These taxing authorities routinely examine their tax returns and the Registrant Subsidiaries are currently under examination in several state and local jurisdictions. Management believes that previously filed tax returns have positions that may be challenged by these tax authorities. However, management believes that the ultimate resolution of these audits will not materially impact net income. With few exceptions, the Registrant Subsidiaries are no longer subject to state or local income tax examinations by tax authorities for years before 2000.

#### Federal Legislation – Affecting APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

The Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act (Health Care Acts), were enacted in March 2010. The Health Care Acts amend tax rules so that the portion of employer health care costs that are reimbursed by the Medicare Part D prescription drug subsidy will no longer be deductible by the employer for federal income tax purposes effective for years beginning after December 31, 2012. Because of the loss of the future tax deduction, a reduction in the deferred tax asset related to the nondeductible OPEB liabilities accrued to date was recorded by the Registrant Subsidiaries in March 2010. This reduction did not materially affect the Registrant Subsidiaries' cash flows or financial condition. For the three months ended March 31, 2010, the Registrant Subsidiaries reflected a decrease in deferred tax assets, which was partially offset by recording net tax regulatory assets in jurisdictions with regulated operations, resulting in a decrease in net income as follows:

| Company | Net<br>Reduction<br>to Deferred<br>Tax Assets | Tax<br>Regulatory<br>Assets,<br>Net | Decrease<br>in<br>Net<br>Income |
|---------|---|-------------------------------------|---------------------------------|
|         | (in thousands)                                |                                     |                                 |
| APCo    | \$ 9,397                                      | \$ 8,831                            | \$ 566                          |
| CSPCo   | 4,386   | 2,970                               | 1,416                           |
| I&M     | 7,212   | 6,528                               | 684                             |
| OPCo    | 8,385   | 4,020                               | 4,365                           |
| PSO     | 3,172   | 3,172                               | -                               |
| SWEPCo  | 3,412   | 3,412                               | -                               |

## 11. FINANCING ACTIVITIES

### Long-term Debt

Long-term debt and other securities issued, retired and principal payments made during the first three months of 2010 were:

| Company | Type of Debt | Principal<br>Amount<br>(in thousands) | Interest<br>Rate<br>(%) | Due<br>Date |
|---------|--------------|---------------------------------------|-------------------------|-------------|
|---------|--------------|---------------------------------------|-------------------------|-------------|

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Issuances:

|        |                         |    |         |          |      |
|--------|-------------------------|----|---------|----------|------|
| APCo   | Pollution Control Bonds | \$ | 17,500  | 4.625    | 2021 |
| CSPCo  | Floating Rate Notes     |    | 150,000 | Variable | 2012 |
| OPCo   | Pollution Control Bonds |    | 86,000  | 3.125    | 2043 |
| SWEPCo | Senior Unsecured Notes  |    | 350,000 | 6.20     | 2040 |
| SWEPCo | Pollution Control Bonds |    | 53,500  | 3.25     | 2015 |

| Company                             | Type of Debt               |    | Principal Amount Paid (in thousands) | Interest Rate (%) | Due Date |
|-------------------------------------|----------------------------|----|--------------------------------------|-------------------|----------|
| Retirements and Principal Payments: |                            |    |                                      |                   |          |
| APCo                                | Land Note                  | \$ | 4                                    | 13.718            | 2026     |
| APCo                                | Notes Payable – Affiliated |    | 100,000                              | 4.708             | 2010     |
| CSPCo                               | Notes Payable – Affiliated |    | 100,000                              | 4.64              | 2010     |
| I&M                                 | Notes Payable – Affiliated |    | 25,000                               | 5.375             | 2010     |
| SWEPCo                              | Notes Payable – Affiliated |    | 50,000                               | 4.45              | 2010     |
| SWEPCo                              | Pollution Control Bonds    |    | 53,500                               | Variable          | 2019     |

On behalf of OPCo, trustees held \$303 million of reacquired auction-rate tax-exempt long-term debt as of March 31, 2010.

In April 2010, OPCo retired \$400 million of variable rate Senior Unsecured Notes due in 2010 and I&M issued \$85 million of 4.00% Notes Payable due in 2014.

#### Dividend Restrictions

The Registrant Subsidiaries pay dividends to the Parent provided funds are legally available. Various financing arrangements, charter provisions and regulatory requirements may impose certain restrictions on the ability of the Registrant Subsidiaries to transfer funds to the Parent in the form of dividends.

#### Federal Power Act

The Federal Power Act prohibits each of the Registrant Subsidiaries from participating “in the making or paying of any dividends of such public utility from any funds properly included in capital account.” The term “capital account” is not defined in the Federal Power Act or its regulations. As applicable, the Registrant Subsidiaries understand “capital account” to mean the par value of the common stock multiplied by the number of shares outstanding.

Additionally, the Federal Power Act creates a reserve on earnings attributable to hydroelectric generating plants. Because of their respective ownership of such plants, this reserve applies to APCo and I&M.

None of these restrictions limit the ability of the Registrant Subsidiaries to pay dividends out of retained earnings.

## Charter and Leverage Restrictions

Provisions within the articles or certificates of incorporation of the Registrant Subsidiaries relating to preferred stock or shares restrict the payment of cash dividends on common and preferred stock or shares. Pursuant to credit agreement leverage restrictions, as of March 31, 2010, approximately \$180 million of the retained earnings of APCo, \$149 million of the retained earnings of CSPCo, \$5 million of the retained earnings of I&M, \$243 million of the retained earnings of OPCo, \$102 million of the retained earnings of SWEPCo and none of the retained earnings of PSO have restrictions related to the payment of dividends.

## Utility Money Pool – AEP System

The AEP System uses a corporate borrowing program to meet the short-term borrowing needs of its subsidiaries. The corporate borrowing program includes a Utility Money Pool, which funds the utility subsidiaries. The AEP System Utility Money Pool operates in accordance with the terms and conditions approved in a regulatory order. The amount of outstanding loans (borrowings) to/from the Utility Money Pool as of March 31, 2010 and December 31, 2009 is included in Advances to/from Affiliates on each of the Registrant Subsidiaries' balance sheets. The Utility Money Pool participants' money pool activity and their corresponding authorized borrowing limits for the three months ended March 31, 2010 are described in the following table:

| Company        | Maximum Borrowings from Utility Money Pool | Maximum Loans to Utility Money Pool | Average Borrowings from Utility Money Pool | Average Loans to Utility Money Pool | Loans  | Authorized Short-Term Borrowing Limit |
|----------------|--|-------------------------------------|--|-------------------------------------|--|---------------------------------------|
|                |  |                                     |  |                                     | (Borrowings) to/from Utility Money Pool as of March 31, 2010 |                                       |
| (in thousands) |  |                                     |  |                                     |  |                                       |
| APCo           | \$ 379,016                                 | \$ -                                | \$ 246,229                                 | \$ -                                | \$ (347,425)   | \$ 600,000                            |
| CSPCo          | 134,592                                    | 37,818                              | 32,368                                     | 14,303                              | 37,818   | 350,000                               |
| I&M            | -  | 151,044                             | -  | 101,121                             | 85,186   | 500,000                               |
| OPCo           | -  | 618,559                             | -  | 470,254                             | 617,299  | 600,000                               |
| PSO            | 72,418                                     | 74,751                              | 26,958                                     | 51,041                              | (68,743)   | 300,000                               |
| SWEPCo         | 78,616                                     | 274,958                             | 39,458                                     | 168,501                             | 238,817  | 350,000                               |

The maximum and minimum interest rates for funds either borrowed from or loaned to the Utility Money Pool were as follows:

|                       | Three Months Ended March 31, |       |
|-----------------------|------------------------------|-------|
|                       | 2010                         | 2009  |
| Maximum Interest Rate | 0.34%                        | 2.28% |
| Minimum Interest Rate | 0.09%                        | 1.22% |

The average interest rates for funds borrowed from and loaned to the Utility Money Pool for the three months ended March 31, 2010 and 2009 are summarized for all Registrant Subsidiaries in the following table:

| Average Interest Rate for Funds Borrowed from | Average Interest Rate for Funds Loaned to |
|---|---|
|---|---|

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| Company | the Utility Money Pool for<br>the<br>Three Months Ended<br>March 31, |       | the Utility Money Pool<br>for the<br>Three Months Ended<br>March 31, |       |
|---------|--|-------|--|-------|
|         | 2010   | 2009  | 2010   | 2009  |
| APCo    | 0.16%  | 1.76% | -%   | -%    |
| CSPCo   | 0.18%  | 1.62% | 0.14%  | -%    |
| I&M     | -%   | 1.86% | 0.16%  | 1.76% |
| OPCo    | -%   | 1.65% | 0.16%  | -%    |
| PSO     | 0.16%  | 2.01% | 0.16%  | 1.63% |
| SWEPCo  | 0.19%  | 1.86% | 0.13%  | 1.68% |

To meet its short-term borrowing needs, DHLC is also a member of the Utility Money Pool. Effective January 1, 2010, SWEPCo no longer consolidates DHLC. DHLC's money pool activity for the three months ended March 31, 2010 is described in the following table:

| Maximum Borrowings<br>from Utility Money Pool | Maximum Loans<br>to Utility Money Pool | Average Borrowings<br>from Utility Money Pool<br>(in thousands) | Average Loans<br>to Utility Money Pool | Borrowings from Utility Money Pool as of<br>March 31, 2010 |
|---|--|---|--|--|
| \$ 17,886                                     | \$ -                                   | \$ 13,195   | \$ -                                   | \$ 13,060  |

DHLC's maximum, minimum and average interest rates for funds borrowed from and loaned to the Utility Money Pool for the three months ended March 31, 2010 were as follows:

| Three Months Ended March 31, 2010 | Maximum Interest Rates for Funds Borrowed from the Utility Money Pool | Minimum Interest Rates for Funds Borrowed from the Utility Money Pool | Maximum Interest Rates for Funds Loaned to the Utility Money Pool | Minimum Interest Rates for Funds Loaned to the Utility Money Pool | Average Interest Rate for Funds Borrowed from the Utility Money Pool | Average Interest Rate for Funds Loaned to the Utility Money Pool |
|-----------------------------------|---|---|---|---|--|--|
|                                   | 0.34%   | 0.09%   | -%  | -%  | 0.16%  | -%   |

Short-term Debt

The Registrant Subsidiaries' outstanding short-term debt was as follows:

| Company | Type of Debt                   | March 31, 2010                       |                   | December 31, 2009                    |                   |
|---------|--------------------------------|--------------------------------------|-------------------|--------------------------------------|-------------------|
|         |                                | Outstanding Amount<br>(in thousands) | Interest Rate (b) | Outstanding Amount<br>(in thousands) | Interest Rate (b) |
| SWEPCo  | Line of Credit – Sabine<br>(a) | \$ 13,218                            | 2.12%             | \$ 6,890                             | 2.06%             |

- (a) Sabine Mining Company is a consolidated variable interest entity.  
 (b) Weighted average rate.

#### Credit Facilities

AEP has credit facilities totaling \$3 billion to support the commercial paper program. The facilities are structured as two \$1.5 billion credit facilities, of which \$750 million may be issued under each credit facility as letters of credit. As of March 31, 2010, the maximum future payments for letters of credit issued under the two \$1.5 billion credit facilities were \$300 thousand for I&M and \$4 million for SWEPCo.

The Registrant Subsidiaries and certain other companies in the AEP System have a \$627 million 3-year credit agreement. Under the facility, letters of credit may be issued. As of March 31, 2010, \$477 million of letters of credit were issued to support variable rate Pollution Control Bonds as follows:

| Company | Amount<br>(in<br>thousands) |
|---------|-----------------------------|
| APCo    | \$ 232,292                  |
| I&M     | 77,886                      |
| OPCo    | 166,899                     |

#### Sale of Receivables – AEP Credit

Under a securitization arrangement, the Registrant Subsidiaries sell, without recourse, certain of their customer accounts receivable and accrued unbilled revenue balances to AEP Credit and are charged a fee based on AEP Credit financing costs, uncollectible accounts experience for each company's receivables and administrative costs. The costs of factoring customer accounts receivable are reported in Other Operation of the participant's income statement. AEP Credit purchases accounts receivable through purchase agreements with CSPCo, I&M, OPCo, PSO, SWEPCo and a portion of APCo. APCo does not have regulatory authority to sell its West Virginia accounts receivable. Customer accounts receivable securitized for the electric operating companies are managed by the Registrant Subsidiaries. The Registrant Subsidiaries continue to service the receivables.

The amount of securitized accounts receivable and accrued unbilled revenues for each Registrant Subsidiary was as follows:

| Company | March 31, 2010 | December 31,<br>2009 |
|---------|----------------|----------------------|
|         | (in thousands) |                      |
| APCo    | \$ 184,319     | \$ 143,938           |
| CSPCo   | 172,014        | 169,095              |
| I&M     | 131,480        | 130,193              |
| OPCo    | 168,388        | 160,977              |
| PSO     | 71,675         | 73,518               |
| SWEPCo  | 107,259        | 117,297              |

The fees paid by the Registrant Subsidiaries to AEP Credit for factoring customer accounts receivable were:

| Company | Three Months<br>Ended<br>March 31, 2010 |
|---------|---|
|---------|---|

|        | (in thousands) |
|--------|----------------|
| APCo   | \$ 1,881       |
| CSPCo  | 2,908          |
| I&M    | 1,787          |
| OPCo   | 2,700          |
| PSO    | 1,384          |
| SWEPCo | 1,671          |

The Registrant Subsidiaries proceeds on the sale of receivables to AEP Credit for the three months ended March 31, 2010 were:

| Company | Three Months<br>Ended<br>March 31, 2010<br>(in thousands) |
|---------|---|
| APCo    | \$ 441,711  |
| CSPCo   | 424,685   |
| I&M     | 339,208   |
| OPCo    | 441,510   |
| PSO     | 214,647   |
| SWEPCo  | 318,959   |

## 12. COMPANY-WIDE STAFFING AND BUDGET REVIEW

In April 2010, management began initiatives to decrease both labor and non-labor expenditures with a goal of achieving significant reductions in operation and maintenance expenses. One initiative is to offer a one-time voluntary severance program. Participating employees will receive two weeks of base pay for every year of service. It is anticipated that more than 2,000 employees will accept voluntary severances and terminate employment no later than May 2010. The second simultaneous initiative will involve all business units and departments seeking to identify process improvements, streamlined organizational designs and other efficiencies that can deliver additional lasting savings. There is the potential that actions taken as a result of this effort could lead to some involuntary separations. Affected employees would receive the same severance package as those who volunteered.

Management expects to record a charge to expense in the second quarter of 2010 related to these initiatives. At this time, management is unable to predict the impact of these initiatives on net income, cash flows and financial condition.

## COMBINED MANAGEMENT'S DISCUSSION AND ANALYSIS OF REGISTRANT SUBSIDIARIES

The following is a combined presentation of certain components of the Registrant Subsidiaries' management's discussion and analysis. The information in this section completes the information necessary for management's discussion and analysis of financial condition and net income and is meant to be read with (i) Management's Financial Discussion and Analysis, (ii) financial statements, (iii) footnotes and (iv) the schedules of each individual registrant.

## EXECUTIVE OVERVIEW

## Economic Conditions

The Registrant Subsidiaries' retail margins increased primarily due to rate increases in Indiana, Ohio, Oklahoma and Virginia and higher residential demand for electricity as a result of favorable weather. Margins from off-system sales increased for all Registrant Subsidiaries. The largest increases were in the eastern region primarily due to higher physical sales reflecting favorable generation availability.

During 2009, the Registrant Subsidiaries' operations were impacted by difficult economic conditions especially their industrial sales. In 2010, APCo, CSPCo and OPCo saw declines in their industrial sales reflecting curtailments or closures of facilities. In 2009, CSPCo's and OPCo's largest customer, Ormet, a major industrial customer, currently operating at a reduced load of approximately 330 MW, (Ormet operated at an approximate 500 MW load in 2008), announced that it will continue operations at this reduced level. In February 2009, Century Aluminum, a major industrial customer (325 MW load) of APCo, announced the curtailment of operations at its Ravenswood, WV facility. In 2010, I&M's, PSO's and SWEPCo's industrial usage increased.

## 2010 Health Care Legislation

The Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act (Health Care Acts) were enacted in March 2010. The Health Care Acts amend tax rules so that the portion of employer health care costs that are reimbursed by the Medicare Part D prescription drug subsidy will no longer be deductible by the employer for federal income tax purposes effective for years beginning after December 31, 2012. Because of the loss of the future tax deduction, a reduction in the deferred tax asset related to the nondeductible OPEB liabilities accrued to date was recorded by the Registrant Subsidiaries in March 2010. This reduction did not materially affect the Registrant Subsidiaries' cash flows or financial condition. For the three months ended March 31, 2010, the Registrant Subsidiaries reflected a decrease in deferred tax assets, which was partially offset by recording net tax regulatory assets in jurisdictions with regulated operations, resulting in a decrease in net income as follows:

| Company | Net<br>Reduction<br>to Deferred<br>Tax Assets | Tax<br>Regulatory<br>Assets,<br>Net | Decrease<br>in<br>Net<br>Income |
|---------|---|-------------------------------------|---------------------------------|
|         | (in thousands)                                |                                     |                                 |
| APCo    | \$ 9,397                                      | \$ 8,831                            | \$ 566                          |
| CSPCo   | 4,386   | 2,970                               | 1,416                           |
| I&M     | 7,212   | 6,528                               | 684                             |
| OPCo    | 8,385   | 4,020                               | 4,365                           |
| PSO     | 3,172   | 3,172                               | -                               |
| SWEPCo  | 3,412   | 3,412                               | -                               |

## FINANCIAL CONDITION

## LIQUIDITY

## Sources of Funding

Short-term funding for the Registrant Subsidiaries comes from AEP's commercial paper program and revolving credit facilities through the Utility Money Pool. AEP and its Registrant Subsidiaries operate a money pool to minimize the AEP System's external short-term funding requirements and sell accounts receivable to provide liquidity. Under each credit facility, \$750 million may be issued as letters of credit (LOC). The Registrant Subsidiaries generally use short-term funding sources (the Utility Money Pool or receivables sales) to provide for interim financing of capital expenditures that exceed internally generated funds and periodically reduce their outstanding short-term debt through issuances of long-term debt, sale-leasebacks, leasing arrangements and additional capital contributions from Parent.

Management believes that the Registrant Subsidiaries have adequate liquidity, through the Utility Money Pool and projected cash flows from their operations, to support planned business operations and capital expenditures. Long-term debt of \$200 million, \$150 million and \$680 million will mature in 2010 for APCo, CSPCo and OPCo, respectively. In 2009, OPCo issued \$500 million of senior notes which were used in April 2010 to pay \$400 million of senior unsecured notes at maturity.

The Registrant Subsidiaries and certain other companies in the AEP System entered into a \$627 million 3-year credit agreement. The Registrant Subsidiaries may issue LOCs under the credit facility. Each subsidiary has a borrowing/LOC limit under the credit facility. As of March 31, 2010, a total of \$477 million of LOCs were issued under the credit agreement to support variable rate demand notes. The following table shows each Registrant Subsidiaries' borrowing/LOC limit under the credit facility and the outstanding amount of LOCs.

| Company | Credit<br>Facility<br>Borrowing/LOC<br>Limit<br>(in millions) | LOC<br>Amount<br>Outstanding<br>Against               |
|---------|---|---|
|         |   | \$627 million<br>Agreement<br>at<br>March 31,<br>2010 |
| APCo    | \$ 300  | \$ 232  |
| CSPCo   | 230   | -   |
| I&M     | 230   | 78  |
| OPCo    | 400   | 167   |
| PSO     | 65  | -   |
| SWEPCo  | 230   | -   |

## Dividend Restrictions

Under the Federal Power Act, the Registrant Subsidiaries are restricted from paying dividends out of stated capital.

## SIGNIFICANT FACTORS



## Company-wide Staffing and Budget Review

In April 2010, management began initiatives to decrease both labor and non-labor expenditures with a goal of achieving significant reductions in operation and maintenance expenses. One initiative is to offer a one-time voluntary severance program. Participating employees will receive two weeks of base pay for every year of service. It is anticipated that more than 2,000 employees will accept voluntary severances and terminate employment no later than May 2010. The second simultaneous initiative will involve all business units and departments to identify process improvements, streamlined organizational designs and other efficiencies that can deliver additional lasting savings. There is the potential that actions taken as a result of this effort could lead to some involuntary separations. Affected employees would receive the same severance package as those who volunteered.

Management expects to record a charge to expense in the second quarter of 2010 related to these initiatives. At this time, management is unable to predict the impact of these initiatives on net income, cash flows and financial condition.

## ENVIRONMENTAL ISSUES

The Registrant Subsidiaries are implementing a substantial capital investment program and incurring additional operational costs to comply with environmental control requirements. The most significant source is the CAA's requirements to reduce emissions of SO<sub>2</sub>, NO<sub>x</sub> and PM from fossil fuel-fired power plants.

The Registrant Subsidiaries are engaged in litigation about environmental issues, have been notified of potential responsibility for the clean-up of contaminated sites and incur costs for disposal of SNF and future decommissioning of I&M's nuclear units. Management is also engaged in development of possible future requirements to reduce CO<sub>2</sub> emissions to address concerns about global climate change. See a complete discussion of these matters in the "Environmental Issues" section of "Combined Management's Discussion and Analysis of Registrant Subsidiaries" in the 2009 Annual Report.

### Global Warming

While comprehensive economy-wide regulation of CO<sub>2</sub> emissions might be achieved through new legislation, the Federal EPA continues to take action to regulate CO<sub>2</sub> emissions under the existing requirements of the CAA. The Federal EPA issued a final endangerment finding for CO<sub>2</sub> emissions from new motor vehicles in December 2009 and final rules approved in April 2010 for new motor vehicles are awaiting publication. The Federal EPA determined that CO<sub>2</sub> emissions from stationary sources will be subject to regulation under the CAA beginning in January 2011 at the earliest, and is expected to finalize its proposed scheme to streamline and phase-in regulation of stationary source CO<sub>2</sub> emissions through the NSR prevention of significant deterioration and Title V operating permit programs in 2010. The Federal EPA is reconsidering whether to include CO<sub>2</sub> emissions in a number of stationary source standards, including standards that apply to new and modified electric utility units. If substantial CO<sub>2</sub> emission reductions are required, there will be significant increases in capital expenditures and operating costs which would impact the ultimate retirement of older, less-efficient, coal-fired units. To the extent the Registrant Subsidiaries install additional controls on their generating plants to limit CO<sub>2</sub> emissions and receive regulatory approvals to increase rates, cost recovery could have a positive effect on future earnings. Prudently incurred capital investments made by the Registrant Subsidiaries in rate-regulated jurisdictions to comply with legal requirements and benefit customers are generally included in rate base for recovery and earn a return on investment. Management would expect these principles to apply to investments made to address new environmental requirements. However, requests for rate increases reflecting these costs can affect the Registrant Subsidiaries adversely because the regulators could limit the amount or timing of increased costs that would be recoverable through higher rates. In addition, to the extent the Registrant Subsidiaries' costs are relatively higher than their competitors' costs, such as operators of nuclear generation, it could reduce off-system sales or cause the Registrant Subsidiaries to lose customers in jurisdictions that permit customers to choose their supplier of generation service.

Several states have adopted programs that directly regulate CO<sub>2</sub> emissions from power plants, but none of these programs are currently in effect in states where the Registrant Subsidiaries have generating facilities. Certain states have passed legislation establishing renewable energy, alternative energy and/or energy efficiency requirements (including Ohio, Michigan, Texas and Virginia). The Registrant Subsidiaries are taking steps to comply with these requirements.

Certain groups have filed lawsuits alleging that emissions of CO<sub>2</sub> are a “public nuisance” and seeking injunctive relief and/or damages from small groups of coal-fired electricity generators, petroleum refiners and marketers, coal companies and others. The Registrant Subsidiaries have been named in pending lawsuits, which management is vigorously defending. It is not possible to predict the outcome of these lawsuits or their impact on operations or financial condition. See “Carbon Dioxide Public Nuisance Claims” and “Alaskan Villages’ Claims” sections of Note 4.

Future federal and state legislation or regulations that mandate limits on the emission of CO<sub>2</sub> would result in significant increases in capital expenditures and operating costs, which, in turn, could lead to increased liquidity needs and higher financing costs. Excessive costs to comply with future legislation or regulations might force the Registrant Subsidiaries to close some coal-fired facilities and could lead to possible impairment of assets. As a result, mandatory limits could have a material adverse impact on net income, cash flows and financial condition.

For detailed information on global warming and the actions the AEP System is taking address potential impacts, see Part I of the 2009 Form 10-K under the headings entitled “Business – General – Environmental and Other Matters – Global Warming and “Combined Management Discussion and Analysis of Registrant Subsidiaries.”

## NEW ACCOUNTING PRONOUNCEMENTS

### New Accounting Pronouncement Adopted During the First Quarter of 2010

The Registrant Subsidiaries prospectively adopted ASU 2009-17 “Consolidation” effective January 1, 2010. SWEPCo no longer consolidates DHLHC effective with the adoption of this standard.

See Note 2 for further discussion of accounting pronouncements.

### Future Accounting Changes

The FASB’s standard-setting process is ongoing and until new standards have been finalized and issued, management cannot determine the impact on the reporting of the Registrant Subsidiaries’ operations and financial position that may result from any such future changes. The FASB is currently working on several projects including revenue recognition, contingencies, financial instruments, emission allowances, fair value measurements, leases, insurance, hedge accounting, consolidation policy and discontinued operations. Management also expects to see more FASB projects as a result of its desire to converge International Accounting Standards with GAAP. The ultimate pronouncements resulting from these and future projects could have an impact on future net income and financial position.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT RISK MANAGEMENT ACTIVITIES

### Market Risks

The Registrant Subsidiaries’ risk management assets and liabilities are managed by AEPSC as agent. The related risk management policies and procedures are instituted and administered by AEPSC. See complete discussion within AEP’s “Quantitative and Qualitative Disclosures About Risk Management Activities” section. Also, see Note 8 – Derivatives and Hedging and Note 9 – Fair Value Measurements for additional information related to the Registrant

Subsidiaries' risk management contracts.

The following tables summarize the reasons for changes in total mark-to-market (MTM) value as compared to December 31, 2009:

MTM Risk Management Contract Net Assets (Liabilities)  
Three Months Ended March 31, 2010  
(in thousands)

APCo

|   |          |
|---|----------|
| Total MTM Risk Management Contract Net Assets at December 31, 2009  | \$45,197 |
| (Gain) Loss from Contracts Realized/Settled During the Period and Entered in a Prior Period                 | (7,755 ) |
| Fair Value of New Contracts at Inception When Entered During the Period (a)                                 | -        |
| Net Option Premiums Paid/(Received) for Unexercised or Unexpired Option Contracts Entered During the Period | (35 )    |
| Changes in Fair Value Due to Market Fluctuations During the Period (c)                                      | (61 )    |
| Changes in Fair Value Allocated to Regulated Jurisdictions (d)  | 6,391    |
| Total MTM Risk Management Contract Net Assets   | 43,737   |
| Cash Flow Hedge Contracts   | (4,633 ) |
| DETM Assignment (e)   | (1,822 ) |
| Collateral Deposits   | 41,545   |
| Total MTM Derivative Contract Net Assets at March 31, 2010  | \$78,827 |

OPCo

|   |          |
|---|----------|
| Total MTM Risk Management Contract Net Assets at December 31, 2009  | \$26,330 |
| (Gain) Loss from Contracts Realized/Settled During the Period and Entered in a Prior Period                 | (5,753 ) |
| Fair Value of New Contracts at Inception When Entered During the Period (a)                                 | 3,028    |
| Changes in Fair Value Due to Valuation Methodology Changes on Forward Contracts (b)                         | (715 )   |
| Net Option Premiums Paid/(Received) for Unexercised or Unexpired Option Contracts Entered During the Period | (100 )   |
| Changes in Fair Value Due to Market Fluctuations During the Period (c)                                      | 5,063    |
| Changes in Fair Value Allocated to Regulated Jurisdictions (d)  | 28       |
| Total MTM Risk Management Contract Net Assets   | 27,881   |
| Cash Flow Hedge Contracts   | (2,536 ) |
| DETM Assignment (e)   | (1,186 ) |
| Collateral Deposits   | 29,005   |
| Total MTM Derivative Contract Net Assets at March 31, 2010  | \$53,164 |

PSO

|   |          |
|---|----------|
| Total MTM Risk Management Contract Net Assets (Liabilities) at December 31, 2009                            | \$(369 ) |
| (Gain) Loss from Contracts Realized/Settled During the Period and Entered in a Prior Period                 | (185 )   |
| Fair Value of New Contracts at Inception When Entered During the Period (a)                                 | -        |
| Net Option Premiums Paid/(Received) for Unexercised or Unexpired Option Contracts Entered During the Period | (10 )    |
| Changes in Fair Value Due to Market Fluctuations During the Period (c)                                      | 2        |
| Changes in Fair Value Allocated to Regulated Jurisdictions (d)  | 2,997    |
| Total MTM Risk Management Contract Net Assets   | 2,435    |
| Cash Flow Hedge Contracts   | (17 )    |
| Collateral Deposits   | 349      |
| Total MTM Derivative Contract Net Assets at March 31, 2010  | \$2,767  |

## SWEPCo

|   |         |
|---|---------|
| Total MTM Risk Management Contract Net Assets at December 31, 2009  | \$1,636 |
| (Gain) Loss from Contracts Realized/Settled During the Period and Entered in a Prior Period                 | (926 )  |
| Fair Value of New Contracts at Inception When Entered During the Period (a)                                 | -       |
| Net Option Premiums Paid/(Received) for Unexercised or Unexpired Option Contracts Entered During the Period | (16 )   |
| Changes in Fair Value Due to Market Fluctuations During the Period (c)                                      | 2       |
| Changes in Fair Value Allocated to Regulated Jurisdictions (d)  | (650 )  |
| Total MTM Risk Management Contract Net Assets   | 46      |
| Cash Flow Hedge Contracts   | 60      |
| Collateral Deposits   | 572     |
| Total MTM Derivative Contract Net Assets at March 31, 2010  | \$678   |

(a) Reflects fair value on long-term contracts which are typically with customers that seek fixed pricing to limit their risk against fluctuating energy prices. The contract prices are valued against market curves associated with the delivery location and delivery term. A significant portion of the total volumetric position has been economically hedged.

(b) Reflects changes in methodology in calculating the credit and discounting liability fair value adjustments.

(c) Market fluctuations are attributable to various factors such as supply/demand, weather, etc.

(d) Relates to the net gains (losses) of those contracts that are not reflected on the Condensed Statements of Income. These net gains (losses) are recorded as regulatory liabilities/assets.

(e) See "Natural Gas Contracts with DETM" section of Note 15 of the 2009 Annual Report.

The following tables present the maturity, by year, of net assets/liabilities to give an indication of when these MTM amounts will settle and generate or (require) cash:

Maturity and Source of Fair Value of MTM  
Risk Management Contract Net Assets (Liabilities)  
March 31, 2010  
(in thousands)

| APCo                     | Remainder |           |          | Total     |
|--------------------------|-----------|-----------|----------|-----------|
|                          | 2010      | 2011-2013 | 2014     |           |
| Level 1 (a)              | \$ (99 )  | \$ 1      | \$ -     | \$ (98 )  |
| Level 2 (b)              | 10,109    | 7,553     | 300      | 17,962    |
| Level 3 (c)              | 8,887     | 7,793     | 2,007    | 18,687    |
| Total                    | 18,897    | 15,347    | 2,307    | 36,551    |
| Dedesignated Risk        |           |           |          |           |
| Management Contracts (d) | 3,711     | 3,475     | -        | 7,186     |
| Total MTM                |           |           |          |           |
| Risk Management Contract |           |           |          |           |
| Net Assets               | \$ 22,608 | \$ 18,822 | \$ 2,307 | \$ 43,737 |

| OPCo        | Remainder |           |       | Total    |
|-------------|-----------|-----------|-------|----------|
|             | 2010      | 2011-2013 | 2014  |          |
| Level 1 (a) | \$ (64 )  | \$ 1      | \$ -  | \$ (63 ) |
| Level 2 (b) | 7,412     | 3,478     | 195   | 11,085   |
| Level 3 (c) | 5,799     | 5,074     | 1,307 | 12,180   |
| Total       | 13,147    | 8,553     | 1,502 | 23,202   |
|             | 2,416     | 2,263     | -     | 4,679    |

| Dedesignated Risk Management Contracts (d)                  |          |             |          |        |
|---|----------|-------------|----------|--------|
| Total MTM Risk Management Contract Net Assets               |          |             |          |        |
|   | \$       | \$          | \$       | \$     |
|   | 15,563   | 10,816      | 1,502    | 27,881 |
| Remainder   |          |             |          |        |
| PSO   | 2010     | 2011 - 2013 | Total    |        |
| Level 1 (a)   | \$ -     | \$ -        | \$ -     |        |
| Level 2 (b)   | 2,708    | (275 )      | 2,433    |        |
| Level 3 (c)   | 2        | -           | 2        |        |
| Total MTM Risk Management Contract Net Assets (Liabilities) | \$ 2,710 | \$ (275 )   | \$ 2,435 |        |
| Remainder   |          |             |          |        |
| SWEPCo  | 2010     | 2011-2013   | Total    |        |
| Level 1 (a)   | \$ -     | \$ -        | \$ -     |        |
| Level 2 (b)   | 1,235    | (1,193 )    | 42       |        |
| Level 3 (c)   | 4        | -           | 4        |        |
| Total MTM Risk Management Contract Net Assets (Liabilities) | \$ 1,239 | \$ (1,193 ) | \$ 46    |        |

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 inputs primarily consist of exchange traded contracts that exhibit sufficient frequency and volume to provide pricing information on an ongoing basis.
- (b) Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability. Level 2 inputs primarily consist of OTC broker quotes in moderately active or less active markets, exchange traded contracts where there was not sufficient market activity to warrant inclusion in Level 1 and OTC broker quotes that are corroborated by the same or similar transactions that have occurred in the market.
- (c) Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that the observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. Level 3 inputs primarily consist of unobservable market data or are valued based on models and/or assumptions.
- (d) Dedesignated Risk Management Contracts are contracts that were originally MTM but were subsequently elected as normal under the accounting guidance for "Derivatives and Hedging." At the time of the normal election, the MTM value was frozen and no longer fair valued. This will be amortized into Revenues over the remaining life of the contracts.

#### Credit Risk

Counterparty credit quality and exposure is generally consistent with that of AEP.

#### Value at Risk (VaR) Associated with Risk Management Contracts

Management uses a risk measurement model, which calculates VaR to measure commodity price risk in the risk management portfolio. The VaR is based on the variance-covariance method using historical prices to estimate volatilities and correlations and assumes a 95% confidence level and a one-day holding period. Based on this VaR analysis, at March 31, 2010, a near term typical change in commodity prices is not expected to have a material effect on net income, cash flows or financial condition.

The following table shows the end, high, average, and low market risk as measured by VaR for the periods indicated:

| Company | March 31, 2010<br>(in thousands) |        |         |        | December 31, 2009<br>(in thousands) |        |         |        |
|---------|----------------------------------|--------|---------|--------|-------------------------------------|--------|---------|--------|
|         | End                              | High   | Average | Low    | End                                 | High   | Average | Low    |
| APCo    | \$ 209                           | \$ 659 | \$ 306  | \$ 141 | \$ 275                              | \$ 699 | \$ 333  | \$ 151 |
| OPCo    | 162                              | 545    | 256     | 117    | 201                                 | 530    | 244     | 113    |
| PSO     | 9                                | 70     | 19      | 5      | 10                                  | 34     | 12      | 4      |
| SWEPCo  | 13                               | 93     | 27      | 8      | 16                                  | 49     | 18      | 6      |

Management back-tests its VaR results against performance due to actual price movements. Based on the assumed 95% confidence interval, the performance due to actual price movements would be expected to exceed the VaR at least once every 20 trading days.

As the VaR calculations capture recent price movements, management also performs regular stress testing of the portfolio to understand the exposure to extreme price movements. Management employs a historical-based method whereby the current portfolio is subjected to actual, observed price movements from the last four years in order to ascertain which historical price movements translated into the largest potential MTM loss. Management then researches the underlying positions, price movements and market events that created the most significant exposure and report the findings to the Risk Executive Committee or the Commercial Operations Risk Committee as appropriate.

#### Interest Rate Risk

Management utilizes an Earnings at Risk (EaR) model to measure interest rate market risk exposure. EaR statistically quantifies the extent to which interest expense could vary over the next twelve months and gives a probabilistic estimate of different levels of interest expense. The resulting EaR is interpreted as the dollar amount by which actual interest expense for the next twelve months could exceed expected interest expense with a one-in-twenty chance of occurrence. The primary drivers of EaR are from the existing floating rate debt (including short-term debt) as well as long-term debt issuances in the next twelve months. As calculated on the Registrant Subsidiaries' outstanding debt as of March 31, 2010 and December 31, 2009, the estimated EaR on the Registrant Subsidiaries' debt portfolio was as follows:

| Company        | March 31,<br>2010 | December<br>31,<br>2009 |
|----------------|-------------------|-------------------------|
| (in thousands) |                   |                         |
| APCo           | \$ 1,295          | \$ 1,837                |
| CSPCo          | 337               | 216                     |
| I&M            | 267               | 227                     |
| OPCo           | 1,297             | 1,373                   |
| PSO            | 85                | 119                     |
| SWEPCo         | 80                | 305                     |



## CONTROLS AND PROCEDURES

During the first quarter of 2010, management, including the principal executive officer and principal financial officer of each of AEP, APCo, CSPCo, I&M, OPCo, PSO and SWEPCo (collectively, the Registrants), evaluated the Registrants' disclosure controls and procedures. Disclosure controls and procedures are defined as controls and other procedures of the Registrants that are designed to ensure that information required to be disclosed by the Registrants in the reports that they file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Registrants in the reports that they file or submit under the Exchange Act is accumulated and communicated to the Registrants' management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As of March 31, 2010, these officers concluded that the disclosure controls and procedures in place are effective and provide reasonable assurance that the disclosure controls and procedures accomplished their objectives. The Registrants continually strive to improve their disclosure controls and procedures to enhance the quality of their financial reporting and to maintain dynamic systems that change as events warrant.

There was no change in the Registrants' internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the first quarter of 2010 that materially affected, or is reasonably likely to materially affect, the Registrants' internal control over financial reporting.

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## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

For a discussion of material legal proceedings, see “Commitments, Guarantees and Contingencies,” of Note 4 incorporated herein by reference.

#### Item 1A. Risk Factors

Our Annual Report on Form 10-K for the year ended December 31, 2009 includes a detailed discussion of our risk factors. The information presented below amends and restates in their entirety certain of those risk factors that have been updated and should be read in conjunction with the risk factors and information disclosed in our 2009 Annual Report on Form 10-K.

#### General Risks of Our Regulated Operations

Turk Plant permits could be reversed on appeal. (Applies to AEP and SWEPCo)

The APSC granted approval for SWEPCo to build the Turk Plant by issuing a Certificate of Environmental Compatibility and Public Need (CECPN). The Arkansas Court of Appeals issued a unanimous decision that may reverse the APSC’s grant of the CECPN. In October 2009, the Arkansas Supreme Court granted the petitions filed by SWEPCo and the APSC to review the Arkansas Court of Appeals’ decision.

In November 2008, SWEPCo received its required air permit approval from the Arkansas Department of Environmental Quality (ADEQ). In January 2010, the Arkansas Pollution Control and Ecology Commission (APCEC) upheld the air permit. In February 2010, the parties who unsuccessfully appealed the air permit to the APCEC filed a notice of appeal of the APCEC’s decision with the Circuit Court of Hempstead County, Arkansas.

The wetlands permit was issued by the U.S. Army Corps of Engineers in December 2009. In February 2010, the Sierra Club, the Audubon Society and others filed a complaint in the Federal District Court for the Western District of Arkansas against the U.S. Army Corps of Engineers challenging the process used and the terms of the permit issued to SWEPCo authorizing certain wetland and stream impacts. If SWEPCo is unable to complete the Turk Plant construction and place it in service or if SWEPCo cannot recover all of the investment in and the expenses of the Turk Plant, it would reduce future net income and cash flows and impact financial condition unless the resultant losses can be fully recovered, with a return on any unrecovered balances, through rates in all of its jurisdictions.

Oklahoma may require us to refund fuel costs that we have collected. (Applies to PSO.)

In July 2009, the OCC initiated a proceeding to review PSO’s fuel and purchased power adjustment clause for the calendar year 2008 and also initiated a prudency review of the related costs. In March 2010, the Oklahoma Attorney General and the OIEC recommended the fuel clause adjustment rider be amended so that the shareholder’s portion of off-system sales margins sharing decrease from 25% to 10%. The OIEC also recommended that the OCC conduct a comprehensive review of all affiliate transactions during 2007 and 2008. If the OCC were to issue an unfavorable decision, it could reduce future net income and cash flows and impact financial condition.

Rate recovery approved in Oklahoma may be overturned on appeal. (Applies to AEP and PSO)

In January 2009, the OCC issued a final order approving an \$81 million increase in PSO’s non-fuel base revenues based on a 10.5% return on equity. The new rates reflecting the final order were implemented with the first billing

cycle of February 2009. PSO and intervenors filed appeals with the Oklahoma Supreme Court raising various issues. The Oklahoma Supreme Court assigned the case to the Court of Civil Appeals. If the intervenors' appeals are successful, it could reduce future net income and cash flows and impact financial condition.

#### Risks Related to Owning and Operating Generation Assets and Selling Power

We may not fully recover the costs of repairing or replacing damaged equipment in Cook Plant Unit 1 and may be required to pay additional accidental outage insurance proceeds to ratepayers. (Applies to AEP and I&M)

Cook Plant Unit 1 is a 1,084 MW nuclear generating unit located in Bridgman, Michigan. In September 2008, I&M shut down Unit 1 due to turbine vibrations, which resulted in a small fire on the electric generator. Unit 1 resumed operations in December 2009 at reduced power, but repair of the property damage and replacement of the turbine rotors and other equipment are estimated to cost approximately \$395 million. Management believes that I&M should recover a significant portion of these costs through the turbine vendor's warranty, insurance and the regulatory process.

In March 2009, the IURC approved a settlement agreement with intervenors to collect a prior under-recovered fuel balance. Under the settlement agreement, a subdocket was established to consider issues relating to the Unit 1 shutdown including the treatment of the accidental outage insurance proceeds. Separately, in March 2010, I&M filed its 2009 PSCR reconciliation with the MPSC. The filing included an adjustment related to the incremental fuel cost of replacement power due to the Cook Plant Unit 1 outage. If any fuel clause revenues or accidental outage insurance proceeds have to be refunded, it would reduce future net income and cash flows and impact financial condition.

#### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about purchases by AEP or its publicly-traded subsidiaries during the quarter ended March 31, 2010 of equity securities that are registered by AEP or its publicly-traded subsidiaries pursuant to Section 12 of the Exchange Act:

##### ISSUER PURCHASES OF EQUITY SECURITIES

| Period              | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------|----------------------------------|------------------------------|--|--|
| 01/01/10 – 01/31/10 | -                                | \$ -                         | -  | \$ -   |
| 02/01/10 – 02/28/10 | -                                | -                            | -  | -  |
| 03/01/10 – 03/31/10 | 55(a)                            | 69.86                        | -  | -  |

(a) APCo purchased 50 shares of its 4.50% cumulative preferred stock and OPCo purchased 5 shares of its 4.50% cumulative preferred stock in privately-negotiated transactions outside of an announced program.

#### Item 5. Other Information

NONE

#### Item 6. Exhibits

AEP, APCo, OPCo, PSO and SWEPCo

10 – Amended and Restated AEP System Long-term Incentive Plan.

AEP, APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

12 – Computation of Consolidated Ratio of Earnings to Fixed Charges.

AEP, APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

31(a) – Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31(b) – Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

AEP, APCo, CSPCo, I&M, OPCo, PSO and SWEPCo

32(a) – Certification of Chief Executive Officer Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

32(b) – Certification of Chief Financial Officer Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

AMERICAN ELECTRIC POWER COMPANY, INC.

By: /s/Joseph M. Buonaiuto  
Joseph M. Buonaiuto  
Controller and Chief Accounting Officer

APPALACHIAN POWER COMPANY  
COLUMBUS SOUTHERN POWER COMPANY  
INDIANA MICHIGAN POWER COMPANY  
OHIO POWER COMPANY  
PUBLIC SERVICE COMPANY OF OKLAHOMA  
SOUTHWESTERN ELECTRIC POWER COMPANY

By: /s/Joseph M. Buonaiuto  
Joseph M. Buonaiuto  
Controller and Chief Accounting Officer

Date: April 30, 2010