AEP Generating Company

2013 Annual Report

Audited Financial Statements

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GLOSSARY OF TERMS

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below.

Term	Meaning
AEGCo	AEP Generating Company, an AEP electric utility subsidiary.
AEP or Parent	American Electric Power Company, Inc., an electric utility holding company.
AEP System	American Electric Power System, an integrated electric utility system, owned and operated by AEP's electric utility subsidiaries.
AEPSC	American Electric Power Service Corporation, an AEP service subsidiary providing management and professional services to AEP and its subsidiaries.
AFUDC	Allowance for Funds Used During Construction.
AGR	AEP Generation Resources Inc., a nonregulated AEP subsidiary that acquired the generation assets and liabilities of OPCo.
APCo	Appalachian Power Company, an AEP electric utility subsidiary.
CAA	Clean Air Act.
CCT	Cook Coal Terminal.
CO_2	Carbon dioxide and other greenhouse gases.
CWIP	Construction Work in Progress.
EIS	Energy Insurance Services, Inc., a nonaffiliated captive insurance company and consolidated variable interest entity of AEP.
Federal EPA	United States Environmental Protection Agency.
FERC	Federal Energy Regulatory Commission.
I&M	Indiana Michigan Power Company, an AEP electric utility subsidiary.
KPCo	Kentucky Power Company, an AEP electric utility subsidiary.
MW	Megawatt.
OPCo	Ohio Power Company, an AEP electric utility subsidiary.
OPEB	Other Postretirement Benefit Plans.
PSO	Public Service Company of Oklahoma, an AEP electric utility subsidiary.
Rockport Plant	A generating plant, consisting of two 1,310 MW coal-fired generating units near Rockport, Indiana. AEGCo and I&M jointly-own Unit 1. In 1989, AEGCo and I&M entered into a sale-and-leaseback transaction with Wilmington Trust Company, an unrelated, unconsolidated trustee for Rockport Plant, Unit 2.
SWEPCo	Southwestern Electric Power Company, an AEP electric utility subsidiary.
UMWA	United Mine Workers of America.
UPA	Unit Power Agreement.
Utility Money Pool	Centralized funding mechanism AEP uses to meet the short-term cash requirements of certain utility subsidiaries.
VIE	Variable Interest Entity.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholder of
AEP Generating Company:

We have audited the accompanying financial statements of AEP Generating Company (the "Company"), which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of income, changes in common shareholder's equity, and cash flows for each of the three years in the period ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of AEP Generating Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

Columbus, Ohio
February 25, 2014

AEP GENERATING COMPANY
STATEMENTS OF INCOME
For the Years Ended December 31, 2013, 2012 and 2011
(in thousands)

	Years Ended December 31,		
	2013	**2012**	**2011**
REVENUES			
Sales to AEP Affiliates	$ 507,771	$ 545,029	$ 512,725
Other Revenues – Affiliated	9,599	-	-
Other Revenues – Nonaffiliated	2,198	-	-
TOTAL REVENUES	519,568	545,029	512,725
EXPENSES			
Fuel and Other Consumables Used for Electric Generation	281,804	349,701	308,217
Rent – Rockport Plant, Unit 2	68,283	68,283	68,283
Other Operation	37,916	27,499	26,556
Maintenance	33,425	18,696	22,718
Depreciation and Amortization	40,061	37,584	36,978
Taxes Other Than Income Taxes	4,613	4,851	3,835
TOTAL EXPENSES	466,102	506,614	466,587
OPERATING INCOME	53,466	38,415	46,138
Other Income (Expense):			
Interest Income	242	284	73
Allowance for Equity Funds Used During Construction	215	218	7,068
Interest Expense	(12,992)	(13,390)	(14,315)
INCOME BEFORE INCOME TAX EXPENSE	40,931	25,527	38,964
Income Tax Expense	16,870	2,415	3,330
NET INCOME	$ 24,061	$ 23,112	$ 35,634

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

See Notes to Financial Statements beginning on page 8.

AEP GENERATING COMPANY
STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S EQUITY
For the Years Ended December 31, 2013, 2012 and 2011
(in thousands)

	Common Stock	Paid-in Capital	Retained Earnings	Total
TOTAL COMMON SHAREHOLDER'S EQUITY - DECEMBER 31, 2010	$ 1,000	$ 238,184	$ 57,220	$ 296,404
Common Stock Dividends			(78,500)	(78,500)
Net Income			35,634	35,634
TOTAL COMMON SHAREHOLDER'S EQUITY - DECEMBER 31, 2011	1,000	238,184	14,354	253,538
Common Stock Dividends			(25,000)	(25,000)
Net Income			23,112	23,112
TOTAL COMMON SHAREHOLDER'S EQUITY - DECEMBER 31, 2012	1,000	238,184	12,466	251,650
Contribution of Cook Coal Terminal from Parent		22,303		22,303
Common Stock Dividends			(29,000)	(29,000)
Net Income			24,061	24,061
TOTAL COMMON SHAREHOLDER'S EQUITY - DECEMBER 31, 2013	$ 1,000	$ 260,487	$ 7,527	$ 269,014

See Notes to Financial Statements beginning on page 8.

AEP GENERATING COMPANY
BALANCE SHEETS
ASSETS
December 31, 2013 and 2012
(in thousands)

	December 31, 2013	December 31, 2012
CURRENT ASSETS		
Accounts Receivable:		
Customers	$ 1,378	$ -
Affiliated Companies	54,960	54,129
Miscellaneous	105	-
Total Accounts Receivable	56,443	54,129
Fuel	27,334	28,027
Materials and Supplies	24,535	19,395
Prepayments and Other Current Assets	2,043	509
TOTAL CURRENT ASSETS	110,355	102,060
PROPERTY, PLANT AND EQUIPMENT		
Electric:		
Generation	1,529,249	1,483,614
Transmission	9,688	9,688
Other Property, Plant and Equipment	39,328	7,350
Construction Work in Progress	57,216	69,034
Total Property, Plant and Equipment	1,635,481	1,569,686
Accumulated Depreciation and Amortization	981,176	942,537
TOTAL PROPERTY, PLANT AND EQUIPMENT – NET	654,305	627,149
OTHER NONCURRENT ASSETS		
Regulatory Assets	71,190	29,015
Deferred Charges and Other Noncurrent Assets	11,554	2,306
TOTAL OTHER NONCURRENT ASSETS	82,744	31,321
TOTAL ASSETS	$ 847,404	$ 760,530

See Notes to Financial Statements beginning on page 8.

AEP GENERATING COMPANY
BALANCE SHEETS
LIABILITIES AND COMMON SHAREHOLDER'S EQUITY
December 31, 2013 and 2012

	December 31, 2013	December 31, 2012
CURRENT LIABILITIES	(in thousands)	
Advances from Affiliates	$ 28,584	$ 4,405
Accounts Payable:		
General	11,039	19,564
Affiliated Companies	23,721	32,767
Long-term Debt Due Within One Year – Nonaffiliated	52,273	52,273
Accrued Taxes	9,710	4,665
Accrued Rent – Rockport Plant, Unit 2	4,963	4,963
Other Current Liabilities	7,354	3,998
TOTAL CURRENT LIABILITIES	137,644	122,635
NONCURRENT LIABILITIES		
Long-term Debt – Nonaffiliated	167,273	174,546
Deferred Income Taxes	88,311	80,336
Regulatory Liabilities and Deferred Investment Tax Credits	45,125	46,509
Deferred Gain on Sale-and-Leaseback – Rockport Plant, Unit 2	49,766	55,337
UMWA Pension Withdrawal Liability	39,251	-
Deferred Credits and Other Noncurrent Liabilities	51,020	29,517
TOTAL NONCURRENT LIABILITIES	440,746	386,245
TOTAL LIABILITIES	578,390	508,880
Commitments and Contingencies (Note 3)		
COMMON SHAREHOLDER'S EQUITY		
Common Stock – Par Value – $1,000 Per Share:		
Authorized – 1,000 Shares		
Outstanding – 1,000 Shares	1,000	1,000
Paid-in Capital	260,487	238,184
Retained Earnings	7,527	12,466
TOTAL COMMON SHAREHOLDER’S EQUITY	269,014	251,650
TOTAL LIABILITIES AND COMMON SHAREHOLDER’S EQUITY	$ 847,404	$ 760,530

See Notes to Financial Statements beginning on page 8.

AEP GENERATING COMPANY
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2013, 2012 and 2011
(in thousands)

	Years Ended December 31,		
	2013	2012	2011
OPERATING ACTIVITIES			
Net Income	$ 24,061	$ 23,112	$ 35,634
Adjustments to Reconcile Net Income to Net Cash Flows from Operating Activities:			
Depreciation and Amortization	40,061	37,584	36,978
Deferred Income Taxes	7,729	2,013	1,717
Deferred Investment Tax Credits	(1,984)	(3,282)	(3,282)
Amortization of Deferred Gain on Sale-and-Leaseback – Rockport Plant, Unit 2	(5,571)	(5,571)	(5,571)
Allowance for Equity Funds Used During Construction	(215)	(218)	(7,068)
Change in Other Noncurrent Assets	3,657	876	(3,956)
Change in Other Noncurrent Liabilities	2,490	442	1,181
Changes in Certain Components of Working Capital:			
Accounts Receivable	2,914	4,524	21
Fuel, Materials and Supplies	(91)	4,621	11,778
Accounts Payable	(11,280)	(5,881)	(33,144)
Accrued Taxes, Net	3,631	(1,961)	(3,032)
Other Current Assets	2,350	(4)	476
Other Current Liabilities	(2,269)	(237)	(1,106)
Net Cash Flows from Operating Activities	65,483	56,018	30,626
INVESTING ACTIVITIES			
Construction Expenditures	(59,199)	(50,688)	(119,679)
Change in Advances to Affiliates, Net	-	21,708	(21,708)
Proceeds from Sales of Assets	465	1,560	302,231
Other Investing Activities	11	-	1,519
Net Cash Flows from (Used for) Investing Activities	(58,723)	(27,420)	162,363
FINANCING ACTIVITIES			
Issuance of Long-term Debt – Nonaffiliated	-	-	44,616
Change in Advances from Affiliates, Net	28,859	4,405	(21,178)
Retirement of Long-term Debt – Nonaffiliated	(7,273)	(7,273)	(137,273)
Principal Payments for Capital Lease Obligations	(887)	(730)	(654)
Dividends Paid on Common Stock	(29,000)	(25,000)	(78,500)
Other Financing Activities	1,541	-	-
Net Cash Flows Used for Financing Activities	(6,760)	(28,598)	(192,989)
Net Change in Cash and Cash Equivalents	-	-	-
Cash and Cash Equivalents at Beginning of Period	-	-	-
Cash and Cash Equivalents at End of Period	$ -	$ -	$ -
SUPPLEMENTARY INFORMATION			
Cash Paid for Interest, Net of Capitalized Amounts	$ 12,229	$ 12,684	$ 14,579
Net Cash Paid for Income Taxes	1,037	3,775	8,599
Noncash Acquisitions Under Capital Leases	1,691	53	1,301
Construction Expenditures Included in Current Liabilities as of December 31,	582	7,908	5,590
Noncash Contribution of Cook Coal Terminal from Parent	22,303	-	-

See Notes to Financial Statements beginning on page 8.

INDEX OF NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

AEGCo engages in the generation and wholesale sale of electric power to its affiliates, I&M, KPCo and OPCo. AEGCo and I&M co-own Unit 1 of the Rockport Plant. Unit 2 of the Rockport Plant is owned by a third party and leased to I&M and AEGCo. I&M operates the Rockport Plant. AEGCo derives operating revenues from the sale of Rockport Plant energy and capacity to I&M and KPCo pursuant to FERC-approved long-term UPAs through December 2022. Under the terms of its UPA, I&M agreed to purchase all of AEGCo's Rockport energy and capacity unless it is sold to other utilities or affiliates. I&M assigned 30% of its rights to AEGCo's energy and capacity to KPCo.

In 2007, OPCo and AEGCo entered into a 10-year UPA for the entire output from the Lawrenceburg Plant. The UPA has an option for an additional 2-year period. I&M operates the plant under an agreement with AEGCo. Under the UPA, OPCo pays AEGCo for the capacity, depreciation, fuel, operation and maintenance and tax expenses. These payments are due regardless of whether the plant is operating. The fuel and operation and maintenance payments are based on actual costs incurred. All expenses are trued up periodically. Effective January 1, 2014, OPCo assigned its rights and liabilities under the Lawrenceburg UPA to AGR.

The UPAs provide for a FERC-approved rate of return on common equity, a return on other capital (net of temporary cash investments) and recovery of costs including operation and maintenance, fuel and taxes. Under the terms of the UPAs, AEGCo accumulates all expenses monthly and prepares bills for its affiliates. In the month the expenses are incurred, AEGCo recognizes the billing revenues and establishes a receivable from the affiliated companies. The costs of operating the plants are billed to the affiliates receiving the benefits under the UPAs.

On August 1, 2013, OPCo transferred ownership of CCT to AEGCo. CCT performs coal transloading services for APCo, I&M and OPCo and railcar maintenance services for APCo, I&M, OPCo, PSO and SWEPCo.

The acquisition of CCT qualifies as an acquisition of a business under common control, which is typically accounted for as if the transfer had occurred at the beginning of the earliest period presented, pursuant to accounting guidance for "Business Combinations." However, management determined the retrospective application of this transfer to be quantitatively and qualitatively immaterial when taken as a whole in relation to AEGCo's financial statements. As a result, AEGCo's financial statements were not retrospectively adjusted to reflect the transfer.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Rates and Service Regulation

The FERC regulates AEGCo's rates and affiliated transactions, including AEPSC intercompany service billings which are generally at cost, under the 2005 Public Utility Holding Company Act and the Federal Power Act. The FERC also has jurisdiction over the issuances and acquisitions of securities of the public utility subsidiaries, the acquisition or sale of certain utility assets and mergers with another electric utility or holding company. For non-power goods and services, the FERC requires a nonregulated affiliate to bill an affiliated public utility company at no more than market while a public utility must bill the higher of cost or market to a nonregulated affiliate. Both the FERC and state regulatory commissions are permitted to review and audit the relevant books and records of companies within a public utility holding company system.

The FERC regulates wholesale power markets and wholesale power transactions. AEGCo's wholesale power transactions are generally cost-based regulated under FERC-approved unit power agreements.

Accounting for the Effects of Cost-Based Regulation

As a rate-regulated electric public utility company, AEGCo's financial statements reflect the actions of regulators that result in the recognition of certain revenues and expenses in different time periods than enterprises that are not rate-regulated. In accordance with accounting guidance for "Regulated Operations," AEGCo records regulatory assets (deferred expenses) and regulatory liabilities (deferred revenue reductions or refunds) to reflect the economic effects of regulation in the same accounting period by matching expenses with their recovery through regulated revenues and by matching income with its passage to customers in cost-based regulated rates.

Use of Estimates

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates include, but are not limited to, inventory valuation, long-lived asset impairment, the effects of regulation, long-lived asset recovery and the effects of contingencies. The estimates and assumptions used are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could ultimately differ from those estimates.

Cash and Cash Equivalents

Cash and Cash Equivalents on the statements of cash flows include temporary cash investments with original maturities of three months or less.

Inventory

Fossil fuel inventories and materials and supplies inventories are carried at average cost.

Property, Plant and Equipment

Electric utility property, plant and equipment are stated at original cost. Additions, major replacements and betterments are added to the plant accounts. Under the group composite method of depreciation, continuous interim routine replacements of items such as boiler tubes, pumps, motors, etc. result in original cost retirements, less salvage, being charged to accumulated depreciation. The group composite method of depreciation assumes that on average, asset components are retired at the end of their useful lives and thus there is no gain or loss. The equipment in each primary electric plant account is identified as a separate group. The depreciation rates that are established take into account the past history of interim capital replacements and the amount of salvage received. These rates and the related lives are subject to periodic review. Removal costs are charged to regulatory liabilities. The costs of labor, materials and overhead incurred to operate and maintain the plants are included in operating expenses.

Long-lived assets are required to be tested for impairment when it is determined that the carrying value of the assets may no longer be recoverable or when the assets meet the held-for-sale criteria under the accounting guidance for "Impairment or Disposal of Long-lived Assets."

The fair value of an asset or investment is the amount at which that asset or investment could be bought or sold in a current transaction between willing parties, as opposed to a forced or liquidation sale. Quoted market prices in active markets are the best evidence of fair value and are used as the basis for the measurement, if available. In the absence of quoted prices for identical or similar assets or investments in active markets, fair value is estimated using various internal and external valuation methods including cash flow analysis and appraisals.

Allowance for Funds Used During Construction (AFUDC)

AFUDC represents the estimated cost of borrowed and equity funds used to finance construction projects that is capitalized and recovered through depreciation over the service life of regulated electric utility plant. AEGCo records the equity component of AFUDC in Other Income and the debt component of AFUDC as a reduction to Interest Expense.

Valuation of Nonderivative Financial Instruments

The book values of Accounts Receivable, Advances from Affiliates and Accounts Payable approximate fair value because of the short-term maturity of these instruments.

Fair Value Measurements of Assets and Liabilities

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.

AEP utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in the benefit plan trusts. AEP's investment managers review and validate the prices utilized by the trustee to determine fair value. AEP's management performs its 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.

Assets in the benefits trusts are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equity securities. 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 and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. 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. Benefit plan assets included in Level 3 are primarily real estate and private equity investments that are valued using methods requiring judgment including appraisals.

Revenue Recognition and Accounts Receivable

Under terms of the UPAs, AEGCo accumulates all expenses monthly and prepares bills for its affiliates. In the month the expenses are incurred, AEGCo recognizes the billing revenues and establishes receivables from the affiliate companies.

AEGCo also accumulates costs for its CCT division and prepares bills monthly for both affiliated and nonaffiliated companies.

Maintenance

Maintenance costs are expensed as incurred.

Income Taxes and Investment Tax Credits

AEGCo uses the liability method of accounting for income taxes. Under the liability method, deferred income taxes are provided for all temporary differences between the book and tax basis of assets and liabilities which will result in a future tax consequence.

When the flow-through method of accounting for temporary differences is reflected in regulated revenues (that is, when deferred taxes are not included in the cost of service for determining regulated rates for electricity), deferred income taxes are recorded and related regulatory assets and liabilities are established to match the regulated revenues and tax expense.

Investment tax credits are accounted for under the flow-through method except where regulatory commissions have reflected investment tax credits in the rate-making process on a deferral basis. Investment tax credits that have been deferred are amortized over the life of the plant investment.

AEGCo accounts for uncertain tax positions in accordance with the accounting guidance for "Income Taxes." AEGCo classifies interest expense or income related to uncertain tax positions as interest expense or income as appropriate and classifies penalties as Other Operation expense.

Debt

Gains and losses from the reacquisition of debt used to finance AEGCo's plants are deferred and amortized over the remaining term of the reacquired debt in accordance with their rate-making treatment unless the debt is refinanced. If the reacquired debt is refinanced, the reacquisition costs are generally deferred and amortized over the term of the replacement debt consistent with its recovery in rates.

Debt discount and debt issuance expenses are deferred and amortized generally utilizing the straight-line method over the term of the related debt. The straight-line method approximates the effective interest method and is consistent with the treatment in rates for regulated operations. The net amortization expense is included in Interest Expense.

Investments Held in Trust for Future Liabilities

AEP has several trust funds with significant investments intended to provide for future payments of pension and OPEB benefits. All of the trust funds' investments are diversified and managed in compliance with all laws and regulations. The investment strategy for trust funds is to use a diversified portfolio of investments to achieve an acceptable rate of return while managing the interest rate sensitivity of the assets relative to the associated liabilities. To minimize investment risk, the trust funds are broadly diversified among classes of assets, investment strategies and investment managers. Management regularly reviews the actual asset allocations and periodically rebalances the investments to targeted allocations when appropriate. Investment policies and guidelines allow investment managers in approved strategies to use financial derivatives to obtain or manage market exposures and to hedge assets and liabilities. The investments are reported at fair value under the "Fair Value Measurements and Disclosures" accounting guidance.

Benefit Plans

All benefit plan assets are invested in accordance with each plan's investment policy. The investment policy outlines the investment objectives, strategies and target asset allocations by plan.

The investment philosophies for AEP's benefit plans support the allocation of assets to minimize risks and optimize net returns. Strategies used include:

- Maintaining a long-term investment horizon.
- Diversifying assets to help control volatility of returns at acceptable levels.
- Managing fees, transaction costs and tax liabilities to maximize investment earnings.
- Using active management of investments where appropriate risk/return opportunities exist.
- Keeping portfolio structure style-neutral to limit volatility compared to applicable benchmarks.
- Using alternative asset classes such as real estate and private equity to maximize return and provide additional portfolio diversification.

The investment policy for the pension fund allocates assets based on the funded status of the pension plan. The objective of the asset allocation policy is to reduce the investment volatility of the plan over time. Generally, more of the investment mix will be allocated to fixed income investments as the plan becomes better funded. Assets will be transferred away from equity investments into fixed income investments based on the market value of plan assets compared to the plan's projected benefit obligation. The current target asset allocations are as follows:

Pension Plan Assets	Target
Equity	30.0 %
Fixed Income	55.0 %
Other Investments	15.0 %

OPEB Plans Assets	Target
Equity	66.0 %
Fixed Income	33.0 %
Cash	1.0 %

The investment policy for each benefit plan contains various investment limitations. The investment policies establish concentration limits for securities and prohibit the purchase of securities issued by AEP (with the exception of proportionate and immaterial holdings of AEP securities in passive index strategies). However, the investment policies do not preclude the benefit trust funds from receiving contributions in the form of AEP securities, provided that the AEP securities acquired by each plan may not exceed the limitations imposed by law. Each investment manager's portfolio is compared to a diversified benchmark index.

For equity investments, the limits are as follows:

- No security in excess of 5% of all equities.
- Cash equivalents must be less than 10% of an investment manager's equity portfolio.
- No individual stock may be more than 10% of each manager's equity portfolio.
- No investment in excess of 5% of an outstanding class of any company.
- No securities may be bought or sold on margin or other use of leverage.

For fixed income investments, the concentration limits must not exceed:

- 3% in any single issuer
- 5% for private placements
- 5% for convertible securities
- 60% for bonds rated AA+ or lower
- 50% for bonds rated A+ or lower
- 10% for bonds rated BBB- or lower

For obligations of non-government issuers, the following limitations apply:

- AAA rated debt: a single issuer should account for no more than 5% of the portfolio.
- AA+, AA, AA- rated debt: a single issuer should account for no more than 3% of the portfolio.
- Debt rated A+ or lower: a single issuer should account for no more than 2% of the portfolio.
- No more than 10% of the portfolio may be invested in high yield and emerging market debt combined at any time.

A portion of the pension assets is invested in real estate funds to provide diversification, add return and hedge against inflation. Real estate properties are illiquid, difficult to value and not actively traded. The pension plan uses external real estate investment managers to invest in commingled funds that hold real estate properties. To mitigate investment risk in the real estate portfolio, commingled real estate funds are used to ensure that holdings are diversified by region, property type and risk classification. Real estate holdings include core, value-added and development risk classifications and some investments in Real Estate Investment Trusts, which are publicly traded real estate securities.

A portion of the pension assets is invested in private equity. Private equity investments add return and provide diversification and typically require a long-term time horizon to evaluate investment performance. Private equity is classified as an alternative investment because it is illiquid, difficult to value and not actively traded. The pension plan uses limited partnerships and commingled funds to invest across the private equity investment spectrum. The private equity holdings are with multiple general partners who help monitor the investments and provide investment selection expertise. The holdings are currently comprised of venture capital, buyout and hybrid debt and equity investment instruments. Commingled private equity funds are used to enhance the holdings' diversity.

AEP participates in a securities lending program with BNY Mellon to provide incremental income on idle assets and to provide income to offset custody fees and other administrative expenses. AEP lends securities to borrowers approved by BNY Mellon in exchange for cash collateral. All loans are collateralized by at least 102% of the loaned asset's market value and the cash collateral is invested. The difference between the rebate owed to the borrower and the cash collateral rate of return determines the earnings on the loaned security. The securities lending program's objective is providing modest incremental income with a limited increase in risk.

Trust owned life insurance (TOLI) underwritten by The Prudential Insurance Company is held in the OPEB plan trusts. The strategy for holding life insurance contracts in the taxable Voluntary Employees' Beneficiary Association trust is to minimize taxes paid on the asset growth in the trust. Earnings on plan assets are tax-deferred within the TOLI contract and can be tax-free if held until claims are paid. Life insurance proceeds remain in the trust and are used to fund future retiree medical benefit liabilities. With consideration to other investments held in the trust, the cash value of the TOLI contracts is invested in two diversified funds. A portion is invested in a commingled fund with underlying investments in stocks that are actively traded on major international equity exchanges. The other portion of the TOLI cash value is invested in a diversified, commingled fixed income fund with underlying investments in government bonds, corporate bonds and asset-backed securities.

Cash and cash equivalents are held in each trust to provide liquidity and meet short-term cash needs. Cash equivalent funds are used to provide diversification and preserve principal. The underlying holdings in the cash funds are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The cash funds are valued each business day and provide daily liquidity.

Earnings Per Share (EPS)

AEGCo is a wholly-owned subsidiary of AEP. Therefore, AEGCo is not required to report EPS.

Subsequent Events

Management reviewed subsequent events through February 25, 2014, the date that AEGCo's 2013 annual report was issued.

2. EFFECTS OF REGULATION

Regulatory assets and liabilities are comprised of the following items:

Regulatory Assets:	**December 31, 2013**	**2012**	**Remaining Recovery Period**
	(in thousands)		
Noncurrent Regulatory Assets			
Regulatory assets not yet being recovered pending future proceedings to determine the recovery method and timing:			
Regulatory Assets Currently Not Earning a Return			
Asset Retirement Obligation	$ -	$ 2,957	
Total Regulatory Assets Not Yet Being Recovered	-	2,957	
Regulatory assets being recovered:			
Regulatory Assets Currently Earning a Return			
Asset Retirement Obligation	2,864	-	31 years
Unamortized Loss on Reacquired Debt	2,361	2,599	12 years
Regulatory Assets Currently Not Earning a Return			
UMWA Pension Withdrawal	27,204	-	12 years
Income Taxes, Net	19,389	23,459	17 years
Pension and OPEB Funded Status	19,372	-	11 years
Total Regulatory Assets Being Recovered	71,190	26,058	
Total Noncurrent Regulatory Assets	$ 71,190	$ 29,015	

Regulatory Liabilities:	**December 31, 2013**	**2012**	**Remaining Refund Period**
	(in thousands)		
Noncurrent Regulatory Liabilities and Deferred Investment Tax Credits			
Regulatory liabilities being paid:			
Regulatory Liabilities Currently Paying a Return			
Asset Removal Costs	$ 27,573	$ 26,973	(a)
Deferred Investment Tax Credits	17,552	19,536	9 years
Total Regulatory Liabilities Being Paid	45,125	46,509	
Total Noncurrent Regulatory Liabilities and Deferred Investment Tax Credits	$ 45,125	$ 46,509	

(a) Relieved as removal costs are incurred.

3. COMMITMENTS, GUARANTEES AND CONTINGENCIES

AEGCo is subject to certain claims and legal actions arising in its ordinary course of business. In addition, AEGCo's 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 effect on the financial statements.

COMMITMENTS

Construction and Commitments

AEGCo has substantial construction commitments to support its operations and environmental investments. In managing the overall construction program and in the normal course of business, AEGCo contractually commits to third-party construction vendors for certain material purchases and other construction services. AEGCo also purchases fuel, materials, supplies, services and property, plant and equipment under contract as part of its normal course of business. Certain supply contracts contain penalty provisions for early termination. AEGCo has no actual contractual commitments as of December 31, 2013.

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

AEGCo has $45 million of variable rate Pollution Control Bonds supported by bilateral letters of credit for $46 million. The letters of credit mature in July 2014.

Indemnifications and Other Guarantees

Contracts

AEGCo enters 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. As of December 31, 2013, there were no material liabilities recorded for any indemnifications.

Lease Obligations

AEGCo leases certain equipment under master lease agreements. See "Master Lease Agreements" section of Note 10 for disclosure of lease residual value guarantees.

CONTINGENCIES

Insurance and Potential Losses

AEGCo maintains insurance coverage normal and customary for an electric utility, subject to various deductibles. Insurance coverage includes all risks of physical loss or damage to assets, subject to insurance policy conditions and exclusions. Covered property generally includes power plants, substations, facilities and inventories. The insurance programs also generally provide coverage against loss arising from certain claims made by third parties and are in excess of AEGCo's retentions. Coverage is generally provided by a combination of the protected cell of EIS and/or various industry mutual and/or commercial carriers.

Some potential losses or liabilities may not be insurable or the amount of insurance carried may not be sufficient to meet potential losses and liabilities. Future losses or liabilities, if they occur, which are not completely insured, unless recovered from customers, could reduce future net income and cash flows and impact financial condition.

Carbon Dioxide Public Nuisance Claims

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_2 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. An additional recusal left the Fifth Circuit without a quorum to reconsider the decision and the appeal was dismissed, leaving the district court's decision in place. Plaintiffs filed a petition with the U.S. Supreme Court asking the court to remand the case to the Fifth Circuit and reinstate the panel decision. The petition was denied in January 2011. Plaintiffs refiled their complaint in federal district court. The court ordered all defendants to respond to the refiled complaints in October 2011. In March 2012, the court granted the defendants' motion for dismissal on several grounds, including the doctrine of collateral estoppel and the applicable statute of limitations. In May 2013, the U.S. Court of Appeals for the Fifth Circuit affirmed the district court's dismissal of the complaint. The plaintiffs did not appeal to the U.S. Supreme Court.

Alaskan Villages' Claims

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_2 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 refiling in state court. In September 2012, the Ninth Circuit Court of Appeals affirmed the trial court's decision, holding that the CAA displaced Kivalina's claims for damages. Plaintiffs filed seeking further review in the U.S. Supreme Court. In May 2013, the U.S. Supreme Court denied the plaintiffs' request for review.

The Comprehensive Environmental Response Compensation and Liability Act (Superfund) and State Remediation

By-products from the generation of electricity include materials such as ash, slag and sludge. 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, AEGCo's generating plants and transmission facilities have used asbestos, polychlorinated biphenyls and other hazardous and nonhazardous materials. AEGCo currently incurs costs to dispose of these substances safely.

Superfund addresses clean-up of hazardous substances that have been released to the environment. The Federal EPA administers the clean-up programs. Several states have enacted similar laws. Superfund does not recognize compliance as a defense, but imposes strict liability on parties who fall within its broad statutory categories. Present estimates do not anticipate material cleanup costs.

4. DISPOSITION

2011

Dresden Plant

In August 2011, AEGCo sold the partially completed Dresden Plant to APCo, at cost, for $302 million. The Dresden Plant was completed and placed in service by APCo in January 2012. The Dresden Plant is located near Dresden, Ohio and is a natural gas, combined cycle power plant with a generating capacity of 608 MW.

5. BENEFIT PLANS

For a discussion of investment strategy, investment limitations, target asset allocations and the classification of investments within the fair value hierarchy, see "Investments Held in Trust for Future Liabilities" and "Fair Value Measurements of Assets and Liabilities" sections of Note 1.

AEGCo participates in an AEP sponsored qualified pension plan. Substantially all of AEGCo's employees who are not UMWA members are covered by the qualified plan. AEGCo also participates in OPEB plans sponsored by AEP to provide health and life insurance benefits for retired employees.

AEGCo recognizes its funded status associated with defined benefit pension and OPEB plans in its balance sheets. Disclosures about the plans are required by the "Compensation – Retirement Benefits" accounting guidance. AEGCo recognizes an asset for a plan's overfunded status or a liability for a plan's underfunded status and recognizes, as a component of other comprehensive income, the changes in the funded status of the plan that arise during the year that are not recognized as a component of net periodic benefit cost. AEGCo records a regulatory asset instead of other comprehensive income for qualifying benefit costs of regulated operations that for ratemaking purposes are deferred for future recovery. The cumulative funded status adjustment is equal to the remaining unrecognized deferrals for unamortized actuarial losses or gains, prior service costs and transition obligations, such that remaining deferred costs result in a regulatory asset and deferred gains result in a regulatory liability.

Actuarial Assumptions for Benefit Obligations

The weighted-average assumptions as of December 31 used in the measurement of AEGCo's benefit obligations are shown in the following table:

	Pension Plan	Other Postretirement Benefit Plans
Assumptions	**2013**	**2013**
Discount Rate	4.70 %	4.70 %
Rate of Compensation Increase	4.85 % (a)	NA

(a) Rates are for base pay only. In addition, an amount is added to reflect target incentive compensation for exempt employees and overtime and incentive pay for nonexempt employees.

NA Not applicable.

A duration-based method is used to determine the discount rate for the plans. A hypothetical portfolio of high quality corporate bonds is constructed with cash flows matching the benefit plan liability. The composite yield on the hypothetical bond portfolio is used as the discount rate for the plan.

For 2013, the rate of compensation increase assumed varies with the age of the employee, ranging from 3.5% per year to 11.5% per year, with an average increase of 4.85%.

Actuarial Assumptions for Net Periodic Benefit Costs

The weighted-average assumptions as of January 1 used in the measurement of AEGCo's benefit costs are shown in the following table:

	Pension Plan	Other Postretirement Benefit Plans
	2013	**2013**
Discount Rate	3.95 %	3.95 %
Expected Return on Plan Assets	6.50 %	7.00 %
Rate of Compensation Increase	4.85 %	NA

NA Not applicable.

The expected return on plan assets for 2013 was determined by evaluating historical returns, the current investment climate (yield on fixed income securities and other recent investment market indicators), rate of inflation and current prospects for economic growth.

The health care trend rate assumptions as of January 1 used for OPEB plans measurement purposes are shown below:

Health Care Trend Rates	2013
Initial	6.75 %
Ultimate	5.00 %
Year Ultimate Reached	2020

Assumed health care cost trend rates have a significant effect on the amounts reported for the OPEB health care plans. A 1% change in assumed health care cost trend rates would have the following effects:

	1% Increase	1% Decrease
	(in thousands)	
Effect on Total Service and Interest Cost Components of Net Periodic Postretirement Health Care Benefit Cost	$ 388	$ (284)
Effect on the Health Care Component of the Accumulated Postretirement Benefit Obligation	7,509	(5,902)

Significant Concentrations of Risk within Plan Assets

In addition to establishing the target asset allocation of plan assets, the investment policy also places restrictions on securities to limit significant concentrations within plan assets. The investment policy establishes guidelines that govern maximum market exposure, security restrictions, prohibited asset classes, prohibited types of transactions, minimum credit quality, average portfolio credit quality, portfolio duration and concentration limits. The guidelines were established to mitigate the risk of loss due to significant concentrations in any investment. The plans are monitored to control security diversification and ensure compliance with the investment policy. As of December 31, 2013, the assets were invested in compliance with all investment limits. See "Investments Held in Trust for Future Liabilities" section of Note 1 for limit details.

Benefit Plan Obligations, Plan Assets and Funded Status as of December 31, 2013

The following tables provide a reconciliation of the changes in the plans' benefit obligations, fair value of plan assets and funded status as of December 31. The benefit obligation for the defined benefit pension and OPEB plans are the projected benefit obligation and the accumulated benefit obligation, respectively.

	Pension Plan	Other Postretirement Benefit Plans
	2013	2013
Change in Benefit Obligation	(in thousands)	
Benefit Obligation as of January 1,	$ -	$ -
Contribution of CCT	3,638	48,854
Service Cost	25	680
Interest Cost	60	867
Actuarial (Gain) Loss	3	(5,837)
Benefit Payments	(188)	(342)
Participant Contributions	-	15
Medicare Subsidy	-	34
Benefit Obligation as of December 31,	$ 3,538	$ 44,271
Change in Fair Value of Plan Assets		
Fair Value of Plan Assets as of January 1,	$ -	$ -
Contribution of CCT	3,605	20,696
Actual Gain on Plan Assets	541	1,984
Participant Contributions	-	15
Benefit Payments	(188)	(342)
Fair Value of Plan Assets as of December 31,	$ 3,958	$ 22,353
Funded (Underfunded) Status as of December 31,	$ 420	$ (21,918)

Amounts Recognized on the Balance Sheet as of December 31, 2013

	Pension Plan	Other Postretirement Benefit Plans
	December 31,	
	2013	2013
	(in thousands)	
Deferred Charges and Other Noncurrent Assets - Prepaid Benefit Costs	$ 420	$ -
Other Current Liabilities - Accrued Short-term Benefit Liability	-	(761)
Deferred Credits and Other Noncurrent Liabilities - Accrued Long-term Benefit Liability	-	(21,157)
Funded (Underfunded) Status	$ 420	$ (21,918)

Amounts Included in Regulatory Assets as of December 31, 2013

	Pension Plan	Other Postretirement Benefit Plans
	December 31,	
	2013	2013
Components	(in thousands)	
Net Actuarial Loss	$ 319	$ 19,730
Prior Service Cost (Credit)	4	(681)
Recorded as		
Regulatory Assets	$ 323	$ 19,049

Components of the change in amounts included in Regulatory Assets during the year ended December 31, 2013 are as follows:

Components	Pension Plan Year Ended December 31, 2013	Other Postretirement Benefit Plans Year Ended December 31, 2013
	(in thousands)	
Actuarial Loss During the Year	$ 377	$ 19,720
Amortization of Actuarial Loss	(54)	(699)
Amortization of Prior Service Credit	-	28
Change for the Year	$ 323	$ 19,049

Pension and Other Postretirement Plans' Assets

The following table presents the classification of pension plan assets within the fair value hierarchy as of December 31, 2013:

Asset Class	Level 1	Level 2	Level 3	Other	Total	Year End Allocation
			(in thousands)			
Equities:						
Domestic	$ 916	$ -	$ -	$ -	$ 916	23.2 %
International	432	-	-	-	432	10.9 %
Real Estate Investment Trusts	49	-	-	-	49	1.2 %
Common Collective Trust - International	-	8	-	-	8	0.2 %
Subtotal - Equities	1,397	8	-	-	1,405	35.5 %
Fixed Income:						
Common Collective Trust - Debt	-	22	-	-	22	0.5 %
United States Government and Agency Securities	-	325	-	-	325	8.2 %
Corporate Debt	-	1,344	-	-	1,344	34.0 %
Foreign Debt	-	289	-	-	289	7.3 %
State and Local Government	-	24	-	-	24	0.6 %
Other - Asset Backed	-	28	-	-	28	0.7 %
Subtotal - Fixed Income	-	2,032	-	-	2,032	51.3 %
Real Estate	-	-	200	-	200	5.0 %
Alternative Investments	-	-	277	-	277	7.0 %
Securities Lending	-	30	-	-	30	0.8 %
Securities Lending Collateral (a)	-	-	-	(38)	(38)	(0.9)%
Cash and Cash Equivalents	-	41	-	-	41	1.0 %
Other - Pending Transactions and Accrued Income (b)	-	-	-	11	11	0.3 %
Total	$ 1,397	$ 2,111	$ 477	$ (27)	$ 3,958	100.0 %

(a) Amounts in "Other" column primarily represent an obligation to repay cash collateral received as part of the Securities Lending Program.

(b) Amounts in "Other" column primarily represent accrued interest, dividend receivables and transactions pending settlement.

The following table sets forth a reconciliation of changes in the fair value of assets classified as Level 3 in the fair value hierarchy for the pension assets:

	Real Estate	Alternative Investments	Total Level 3
		(in thousands)	
Balance as of January 1, 2013	$ -	$ -	$ -
Contribution of CCT	177	236	413
Actual Return on Plan Assets			
Relating to Assets Still Held as of the Reporting Date	34	5	39
Relating to Assets Sold During the Period	-	4	4
Purchases and Sales	(11)	32	21
Transfers into Level 3	-	-	-
Transfers out of Level 3	-	-	-
Balance as of December 31, 2013	$ 200	$ 277	$ 477

The following table presents the classification of OPEB plan assets within the fair value hierarchy as of December 31, 2013:

Asset Class	Level 1	Level 2	Level 3	Other	Total	Year End Allocation
			(in thousands)			
Equities:						
Domestic	$ 6,228	$ -	$ -	$ -	$ 6,228	27.9 %
International	8,098	-	-	-	8,098	36.2 %
Common Collective Trust - Global	-	193	-	-	193	0.9 %
Subtotal - Equities	14,326	193	-	-	14,519	65.0 %
Fixed Income:						
Common Collective Trust - Debt	-	1,156	-	-	1,156	5.2 %
United States Government and Agency Securities	-	744	-	-	744	3.3 %
Corporate Debt	-	1,449	-	-	1,449	6.5 %
Foreign Debt	-	283	-	-	283	1.2 %
State and Local Government	-	61	-	-	61	0.3 %
Other - Asset Backed	-	107	-	-	107	0.5 %
Subtotal - Fixed Income	-	3,800	-	-	3,800	17.0 %
Trust Owned Life Insurance:						
International Equities	-	174	-	-	174	0.8 %
United States Bonds	-	2,784	-	-	2,784	12.4 %
Cash and Cash Equivalents	898	115	-	-	1,013	4.5 %
Other - Pending Transactions and Accrued Income (a)	-	-	-	63	63	0.3 %
Total	$ 15,224	$ 7,066	$ -	$ 63	$ 22,353	100.0 %

(a) Amounts in "Other" column primarily represent accrued interest, dividend receivables and transactions pending settlement.

Determination of Pension Expense

The determination of pension expense or income is based on a market-related valuation of assets which reduces year-to-year volatility. This market-related valuation recognizes investment gains or losses over a five-year period from the year in which they occur. Investment gains or losses for this purpose are the difference between the expected return calculated using the market-related value of assets and the actual return.

The accumulated benefit obligation for the pension plan is as follows:

Accumulated Benefit Obligation	December 31, 2013
	(in thousands)
Qualified Pension Plan	$ 3,379
Total	$ 3,379

Estimated Future Benefit Payments and Contributions

AEGCo expects contributions and payments for the OPEB plans of $2.8 million during 2014. Contributions to the pension trust, when needed, are at least the minimum amount required by the Employee Retirement Income Security Act and additional discretionary contributions may also be made to maintain the funded status of the plan.

The table below reflects the total benefits expected to be paid from the plan or from AEGCo's assets. The payments include the participants' contributions to the plan for their share of the cost. In November 2012, changes to the retiree medical coverage were announced. Effective for retirements after December 2012, contributions to retiree medical coverage were capped reducing exposure to future medical cost inflation. Effective for employees hired after December 2013, retiree medical coverage will not be provided. Future benefit payments are dependent on the number of employees retiring, whether the retiring employees elect to receive pension benefits as annuities or as lump sum distributions, future integration of the benefit plans with changes to Medicare and other legislation, future levels of interest rates and variances in actuarial results. The estimated payments for pension benefits and OPEB are as follows:

	Pension Plan	Other Postretirement Benefit Plans	
	Pension Payments	Benefit Payments	Medicare Subsidy Receipts
		(in thousands)	
2014	$ 211	$ 881	$ 19
2015	222	975	24
2016	250	1,088	28
2017	259	1,222	32
2018	678	1,398	40
Years 2019 to 2023, in Total	1,482	8,625	360

Components of Net Periodic Benefit Cost

The following table provides the components of net periodic benefit cost for the year ended December 31, 2013:

	Pension Plan	Other Postretirement Benefit Plans
	Year Ended December 31,	
	2013	2013
	(in thousands)	
Service Cost	$ 25	$ 680
Interest Cost	60	867
Expected Return on Plan Assets	(95)	(44)
Amortization of Prior Service Credit	-	(28)
Amortization of Net Actuarial Loss	54	699
Net Periodic Benefit Cost	$ 44	$ 2,174

Estimated amounts expected to be amortized to net periodic benefit costs and the impact on the balance sheet during 2014 are shown in the following table:

Components	Pension Plan	Other Postretirement Benefit Plans
	(in thousands)	
Net Actuarial Loss	$ 90	$ 970
Prior Service Cost (Credit)	1	(68)
Total Estimated 2014 Amortization	$ 91	$ 902
Expected to be Recorded as		
Regulatory Asset	$ 91	$ 902
Total	$ 91	$ 902

American Electric Power System Retirement Savings Plan

AEGCo participates in an AEP sponsored defined contribution retirement savings plan, the American Electric Power System Retirement Savings Plan, for substantially all employees who are not members of the UMWA. This qualified plan offers participants an opportunity to contribute a portion of their pay, includes features under Section 401(k) of the Internal Revenue Code and provides for matching contributions. The matching contributions to the plan are 100% of the first 1% of eligible employee contributions and 70% of the next 5% of contributions. The cost for matching contributions totaled $26 thousand in 2013.

UMWA Benefits

With the transfer of CCT to AEGCo from OPCo, AEGCo provides UMWA pension, health and welfare benefits for certain unionized mining employees, retirees and their survivors who meet eligibility requirements. UMWA trustees make final interpretive determinations with regard to all benefits. The pension benefits are administered by UMWA trustees and contributions are made to their trust funds. AEGCo administers the health and welfare benefits and pays them from its general assets.

The UMWA pension benefits are administered through a multiemployer plan that is different from single-employer plans as an employer's contributions may be used to provide benefits to employees of other participating employers. Required contributions not made by an employer may result in other employers bearing the unfunded plan obligations, while a withdrawing employer may be subject to a withdrawal liability. UMWA pension benefits are provided through the United Mine Workers of America 1974 Pension Plan (Employer Identification Number: 52-1050282, Plan Number 002), which under the Pension Protection Act of 2006 (PPA) was in Seriously Endangered Status for the plan years ending June 30, 2013 and 2012, without utilization of extended amortization provisions. The Plan adopted a funding improvement plan in May 2012, as required under the PPA.

Contributions to the UMWA pension plan in 2013 were made under a collective bargaining agreement that is scheduled to expire December 31, 2017. The amounts contributed in 2013 were immaterial and represent less than 5% of the total contributions in the Plan's latest annual report for the year ended June 30, 2013. The contributions did not include a surcharge. There are no minimum contributions for future years.

Based upon the plan to retrofit the Rockport Plant with dry sorbent injection technology to meet environmental emission control requirements, the timing of the closure of CCT is expected to be in or after 2025. Due to the estimated closure date and the ability to estimate the amount of the withdrawal liability, AEGCo recorded a liability of $39 million during 2013 and a related regulatory asset of $30 million. The regulatory asset should be recovered in future billings for transloading services before the planned closure. The regulatory asset balance is $27 million as of December 31, 2013.

6. BUSINESS SEGMENTS

AEGCo has one reportable segment, an electricity generation business. AEGCo's other activities are insignificant.

7. FAIR VALUE MEASUREMENTS

Fair Value Measurements of Long-term Debt

For a discussion of fair value accounting and the classification of assets and liabilities within the fair value hierarchy, see the "Fair Value Measurements of Assets and Liabilities" section of Note 1.

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 classified as Level 2 measurement inputs. 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 AEGCo's Long-term Debt as of December 31, 2013 and 2012 are summarized in the following table:

	December 31,			
	2013		2012	
	Book Value	Fair Value	Book Value	Fair Value
	(in thousands)			
Long-term Debt	$ 219,546	$ 237,906	$ 226,819	$ 294,633

8. INCOME TAXES

The details of AEGCo's income taxes as reported are as follows:

	Years Ended December 31,		
	2013	2012	2011
	(in thousands)		
Income Tax Expense (Credit):			
Current	$ 11,125	$ 3,684	$ 4,895
Deferred	7,729	2,013	1,717
Deferred Investment Tax Credits	(1,984)	(3,282)	(3,282)
Income Tax Expense	$ 16,870	$ 2,415	$ 3,330

The following is a reconciliation of the difference between the amount of federal income taxes computed by multiplying book income before income taxes by the federal statutory tax rate and the amount of income taxes reported:

	Years Ended December 31,		
	2013	2012	2011
	(in thousands)		
Net Income	$ 24,061	$ 23,112	$ 35,634
Income Tax Expense	16,870	2,415	3,330
Pretax Income	$ 40,931	$ 25,527	$ 38,964
Income Taxes on Pretax Income at Statutory Rate (35%)	$ 14,326	$ 8,934	$ 13,637
Increase (Decrease) in Income Taxes resulting from the following items:			
Depreciation	2,357	(1,307)	(3,345)
AFUDC	(256)	(1,170)	(3,557)
Rockport Plant, Unit 2 Investment Tax Credit	374	374	374
Investment Tax Credits, Net	(1,984)	(3,282)	(3,282)
State and Local Income Taxes, Net	923	141	909
Other	1,130	(1,275)	(1,406)
Income Tax Expense	$ 16,870	$ 2,415	$ 3,330
Effective Income Tax Rate	41.2 %	9.5 %	8.5 %

The following table shows elements of AEGCo's net deferred tax liability and significant temporary differences:

	December 31, 2013	December 31, 2012
	(in thousands)	
Deferred Tax Assets	$ 44,985	$ 35,452
Deferred Tax Liabilities	(132,674)	(115,659)
Net Deferred Tax Liabilities	$ (87,689)	$ (80,207)
Property Related Temporary Differences	$ (95,541)	$ (87,467)
Amounts Due from Customers for Future Federal Income Taxes	(4,549)	(6,318)
Deferred State Income Taxes	(6,392)	(5,340)
Net Deferred Gain on Sale-and-Leaseback – Rockport Plant, Unit 2	17,836	18,592
Postretirement Benefits	10,784	-
Regulatory Assets	(9,522)	-
All Other, Net	(305)	326
Net Deferred Tax Liabilities	$ (87,689)	$ (80,207)

AEP System Tax Allocation Agreement

AEGCo joins in the filing of a consolidated federal income tax return with its 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.

Federal and State Income Tax Audit Status

AEGCo and other AEP subsidiaries are no longer subject to U.S. federal examination for years before 2011. AEGCo and other AEP subsidiaries completed the examination of the years 2007 and 2008 in April 2011 and settled all outstanding issues on appeal for the years 2001 through 2006 in October 2011. The settlements did not materially impact AEGCo and other AEP subsidiaries' net income, cash flows or financial condition. The IRS examination of years 2009 and 2010 started in October 2011 and was completed in the second quarter of 2013. Although the outcome of tax audits is uncertain, in management's opinion, adequate provisions for federal income taxes have been made for potential liabilities resulting from such matters. In addition, AEGCo accrues interest on these uncertain tax positions. Management is not aware of any issues for open tax years that upon final resolution are expected to materially impact net income.

AEGCo and other AEP subsidiaries file income tax returns in various state and local jurisdictions. These taxing authorities routinely examine the tax returns and AEGCo and other AEP subsidiaries are currently under examination in several state and local jurisdictions. However, it is possible that previously filed tax returns have positions that may be challenged by these tax authorities. Management believes that adequate provisions for income taxes have been made for potential liabilities resulting from such challenges and that the ultimate resolution of these audits will not materially impact net income. AEGCo is no longer subject to state or local income tax examinations by tax authorities for years before 2009.

Tax Credit Carryforward

A federal income tax operating loss sustained in 2009 along with lower federal taxable income in 2012, 2011 and 2010 resulted in unused federal income tax credits of $126 thousand as of December 31, 2013, not all of which have an expiration date. As of December 31, 2013, AEGCo had federal general business tax credit carryforwards of $106 thousand. If these credits are not utilized, the federal general business tax credits will expire in the years 2029 through 2032.

AEGCo anticipates future federal taxable income will be sufficient to realize the tax benefits of the federal tax credits before they expire unused.

Uncertain Tax Positions

AEGCo recognizes interest accruals related to uncertain tax positions in interest income or expense as applicable, and penalties in Other Operation expense in accordance with the accounting guidance for "Income Taxes."

The following table shows amounts reported for interest expense, interest income and reversal of prior period interest expense:

	Years Ended December 31, 2013	2012	2011
		(in thousands)	
Interest Expense	$ -	$ -	$ 336
Interest Income	38	-	-
Reversal of Prior Period Interest Expense	-	5	-

The following table shows balances for amounts accrued for the receipt of interest and the payment of interest and penalties:

	December 31, 2013	2012
	(in thousands)	
Accrual for Receipt of Interest	$ 3	$ 1
Accrual for Payment of Interest and Penalties	43	37

The reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2013	2012	2011
		(in thousands)	
Balance as of January 1,	$ 971	$ 967	$ 250
Increase - Tax Positions Taken During a Prior Period	-	90	2,056
Decrease - Tax Positions Taken During a Prior Period	(763)	(86)	(384)
Increase - Tax Positions Taken During the Current Year	-	-	-
Decrease - Tax Positions Taken During the Current Year	-	-	-
Decrease - Settlements with Taxing Authorities	-	-	(1,530)
Increase - Lapse of the Applicable Statute of Limitations	-	-	575
Balance as of December 31,	$ 208	$ 971	$ 967

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is $0 thousand for 2013, 2012 and 2011. Management believes there will be no significant net increase or decrease in unrecognized tax benefits within 12 months of the reporting date.

Federal Tax Legislation

The American Taxpayer Relief Act of 2012 (the 2012 Act) was enacted in January 2013. Included in the 2012 Act was a one-year extension of the 50% bonus depreciation. The 2012 Act also retroactively extended the life of research and development, employment and several energy tax credits, which expired at the end of 2011. The enacted provisions will not materially impact AEGCo's net income or financial condition but did have a favorable impact on cash flows in 2013.

Federal Tax Regulations

In 2013, the U.S. Treasury Department issued final and re-proposed regulations regarding the deduction and capitalization of expenditures related to tangible property, effective for the tax years beginning in 2014. In addition, the IRS issued Revenue Procedures under the Industry Issue Resolutions program that provides specific guidance for the implementation of the regulations for the electric utility industry. The impact of these final regulations is not material to net income, cash flows or financial condition.

State Tax Legislation

Legislation was passed by the state of Indiana in May 2011 enacting a phased reduction in corporate income tax rate from 8.5% to 6.5%. The 8.5% Indiana corporate income tax rate will be reduced 0.5% each year beginning after June 30, 2012 with the final reduction occurring in years beginning after June 30, 2015.

During the third quarter of 2013, it was determined that the state of West Virginia had achieved certain minimum levels of shortfall reserve funds. As a result, the West Virginia corporate income tax rate will be reduced from 7.0% to 6.5% in 2014. The enacted provisions will not materially impact AEGCo's net income, cash flows or financial condition.

9. LEASES

Leases of property, plant and equipment are for remaining periods up to 9 years and require payments of related property taxes, maintenance and operating costs. The majority of the leases have purchase or renewal options and will be renewed or replaced by other leases.

Lease rentals for both operating and capital leases are generally charged to Other Operation and Maintenance expense in accordance with rate-making treatment for regulated operations. For capital leases, a capital lease asset and offsetting liability are recorded at the present value of the remaining lease payments for each reporting period. The components of rental costs are as follows:

	Years Ended December 31,		
Lease Rental Costs	**2013**	**2012**	**2011**
		(in thousands)	
Net Lease Expense on Operating Leases	$ 73,574	$ 70,680	$ 71,866
Amortization of Capital Leases	893	730	661
Interest on Capital Leases	654	659	778
Total Lease Rental Costs	$ 75,121	$ 72,069	$ 73,305

The following table shows the property, plant and equipment under capital leases and related obligations recorded on AEGCo's balance sheets. Capital lease obligations are included in Other Current Liabilities and Deferred Credits and Other Noncurrent Liabilities on AEGCo's balance sheets.

	December 31,	
	2013	**2012**
	(in thousands)	
Property, Plant and Equipment Under Capital Leases		
Generation	$ 14,249	$ 14,253
Other Property, Plant and Equipment	3,066	384
Total Property, Plant and Equipment Under Capital Leases	17,315	14,637
Accumulated Amortization	3,665	2,823
Net Property, Plant and Equipment Under Capital Leases	$ 13,650	$ 11,814
Obligations Under Capital Leases		
Noncurrent Liability	$ 12,352	$ 11,110
Liability Due Within One Year	1,298	704
Total Obligations Under Capital Leases	$ 13,650	$ 11,814

Future minimum lease payments consisted of the following as of December 31, 2013:

Future Minimum Lease Payments	Capital Leases	Noncancelable Operating Leases
	(in thousands)	
2014	$ 1,979	$ 83,156
2015	1,933	82,574
2016	1,735	78,978
2017	1,525	74,575
2018	1,277	74,552
Later Years	10,265	298,507
Total Future Minimum Lease Payments	18,714	$ 692,342
Less Estimated Interest Element	5,064	
Estimated Present Value of Future Minimum Lease Payments	$ 13,650	

Master Lease Agreements

AEGCo leases certain equipment under master lease agreements. Under the 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, AEGCo is committed to pay the difference between the actual fair value and the residual value guarantee. Historically, at the end of the lease term the fair value has been in excess of the unamortized balance. As of December 31, 2013, the maximum potential loss for these lease agreements was approximately $18 thousand assuming the fair value of the equipment is zero at the end of the lease term.

Rockport Lease

AEGCo and I&M entered into a sale-and-leaseback transaction in 1989 with Wilmington Trust Company (Owner Trustee), an unrelated, unconsolidated trustee for Rockport Plant, Unit 2 (the Plant). The Owner Trustee was capitalized with equity from six owner participants with no relationship to AEP or any of its subsidiaries and debt from a syndicate of banks and securities in a private placement to certain institutional investors.

The gain from the sale was deferred and is being amortized over the term of the lease, which expires in 2022. The Owner Trustee owns the Plant and leases it to AEGCo and I&M. The lease is accounted for as an operating lease with the payment obligations included in the future minimum lease payments schedule earlier in this note. The lease term is for 33 years with potential renewal options. At the end of the lease term, AEGCo and I&M have the option to renew the lease or the Owner Trustee can sell the Plant. AEP, AEGCo and I&M have no ownership interest in the Owner Trustee and do not guarantee its debt. AEGCo's future minimum lease payments for this sale-and-leaseback transaction as of December 31, 2013 are as follows:

Future Minimum Lease Payments	(in thousands)
2014	$ 73,854
2015	73,854
2016	73,854
2017	73,854
2018	73,854
Later Years	295,416
Total Future Minimum Lease Payments	$ 664,686

10. FINANCING ACTIVITIES

Long-term Debt

There are certain limitations on establishing liens against AEGCo's assets under its indentures. None of the long-term debt obligations of AEGCo have been guaranteed or secured by AEP or any of its affiliates.

The following details long-term debt outstanding as of December 31, 2013 and 2012:

Type of Debt	Maturity	Interest Rate as of December 31, 2013	Interest Rate as of December 31, 2012	Outstanding as of December 31, 2013	Outstanding as of December 31, 2012
				(in thousands)	
Senior Unsecured Notes	2037	6.33%	6.33%	$ 174,546	$ 181,819
Pollution Control Bonds (a)	2013-2014 (b)	0.02%	0.12%	45,000	45,000
Total Long-term Debt Outstanding				219,546	226,819
Long-term Debt Due Within One Year				52,273	52,273
Long-term Debt				$ 167,273	$ 174,546

(a) For AEGCo's pollution control bonds, interest rates are subject to periodic adjustment and may be purchased on demand at periodic interest adjustment dates. Insurance policies support certain series.

(b) AEGCo's pollution control bonds are subject to redemption earlier than the maturity date. Consequently, these bonds have been classified for maturity purposes as Long-term Debt Due Within One Year – Nonaffiliated on AEGCo's balance sheets.

Long-term debt outstanding as of December 31, 2013 is payable as follows:

	2014	2015	2016	2017	2018	After 2018	Total
				(in thousands)			
Principal Amount	$ 52,273	$ 7,273	$ 7,273	$ 7,273	$ 7,273	$ 138,181	$ 219,546
Total Long-term Debt Outstanding							$ 219,546

Dividend Restrictions

AEGCo pays dividends to Parent provided funds are legally available. Various financing arrangements and regulatory requirements may impose certain restrictions on the ability of AEGCo to transfer funds to Parent in the form of dividends.

Federal Power Act

The Federal Power Act prohibits AEGCo 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 book value of the common stock. This restriction does not limit the ability of AEGCo to pay dividends out of retained earnings.

Leverage Restrictions

Pursuant to the credit agreement leverage restrictions, AEGCo must maintain a percentage of debt to total capitalization at a level that does not exceed 67.5%. As of December 31, 2013, none of AEGCo's retained earnings have restrictions related to the payment of dividends to Parent.

Utility Money Pool – AEP System

The AEP System uses a corporate borrowing program to meet the short-term borrowing needs of AEP's subsidiaries. The corporate borrowing program includes a Utility Money Pool, which funds AEP's utility subsidiaries. The AEP System Utility Money Pool operates in accordance with the terms and conditions of the AEP System Utility Money Pool agreement filed with the FERC. The amounts of outstanding borrowings from the Utility Money Pool as of December 31, 2013 and 2012 are included in Advances from Affiliates on AEGCo's balance sheets. AEGCo's Utility Money Pool activity and corresponding authorized borrowing limits for the years ended December 31, 2013 and 2012 are described in the following table:

Year	Maximum Borrowings from the Utility Money Pool	Maximum Loans to the Utility Money Pool	Average Borrowings from the Utility Money Pool	Average Loans to the Utility Money Pool	Borrowings from the Utility Money Pool as of December 31,	Authorized Short-Term Borrowing Limit
			(in thousands)			
2013	$ 89,219	$ 18,443	$ 24,959	$ 6,174	$ 28,584	$ 200,000
2012	30,911	66,282	8,633	34,018	4,405	200,000

Maximum, minimum and average interest rates for funds either borrowed from or loaned to the Utility Money Pool for the years ended December 31, 2013, 2012 and 2011 are summarized in the following table:

Years Ended December 31,	Maximum Interest Rate for Funds Borrowed from the Utility Money Pool	Minimum Interest Rate for Funds Borrowed from the Utility Money Pool	Maximum Interest Rate for Funds Loaned to the Utility Money Pool	Minimum Interest Rate 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
2013	0.43 %	0.24 %	0.41 %	0.31 %	0.31 %	0.36 %
2012	0.47 %	0.39 %	0.56 %	0.39 %	0.42 %	0.47 %
2011	0.56 %	0.06 %	0.51 %	0.40 %	0.34 %	0.42 %

Interest expense and interest income related to the Utility Money Pool are included in Interest Expense and Interest Income, respectively, on AEGCo's statements of income. For amounts borrowed from and advanced to the Utility Money Pool, AEGCo incurred the following amounts of interest expense and earned the following amounts of interest income, respectively, for the years ended December 31, 2013, 2012 and 2011:

	Years Ended December 31, 2013	2012	2011
		(in thousands)	
Interest Expense	$ 172	$ 131	$ 137
Interest Income	112	283	84

11. RELATED PARTY TRANSACTIONS

For other related party transactions, also see "AEP System Tax Allocation Agreement" section of Note 8 and "Utility Money Pool – AEP System" section of Note 10.

Affiliated Revenues

AEGCo's revenues derived from sales to affiliates for the years ended December 31, 2013, 2012 and 2011 were $508 million, $545 million and $513 million, respectively. These revenues are reported in Sales to AEP Affiliates on AEGCo's statements of income.

Unit Power Agreements (UPA)

Lawrenceburg UPA between OPCo and AEGCo

In March 2007, OPCo and AEGCo entered into a 10-year UPA for the entire output from the Lawrenceburg Generating Station effective with AEGCo's purchase of the plant in May 2007. AEGCo's gross investment in the plant was $738 million and $734 million as of December 31, 2013 and 2012, respectively, net depreciation of $430 million and $422 million, respectively. The UPA has an option for an additional two-year period. I&M operates the plant under an agreement with AEGCo. Under the UPA, OPCo pays AEGCo for the capacity, depreciation, fuel, operation and maintenance and tax expenses. These payments are due regardless of whether the plant is operating. The fuel and operation and maintenance payments are based on actual costs incurred. All expenses are trued up periodically.

The following is a schedule by years of minimum future rentals associated with the Lawrenceburg operating lease as of December 31, 2013:

Future Minimum Lease Rentals	**(in millions)**
2014	$ 35
2015	31
2016	30
2017	29
Total Future Minimum Lease Rentals	$ 125

The Lawrenceburg UPA was assigned by OPCo to AGR effective January 1, 2014. Also effective January 1, 2014, the FERC issued an order approving a Power Supply Agreement between AGR and OPCo.

UPA between AEGCo and I&M

A UPA between AEGCo and I&M (the I&M Power Agreement) provides for the sale by AEGCo to I&M of all the power (and the energy associated therewith) available to AEGCo at the Rockport Plant unless it is sold to another utility. Subsequently, I&M assigns 30% of the power to KPCo. See the "UPA between AEGCo and KPCo" section below. I&M is obligated, whether or not power is available from AEGCo, to pay as a demand charge for the right to receive such power (and as an energy charge for any associated energy taken by I&M) net of amounts received by AEGCo from any other sources, sufficient to enable AEGCo to pay all its operating and other expenses, including a rate of return on the common equity of AEGCo as approved by the FERC. The I&M Power Agreement will continue in effect until the expiration of the lease term of Unit 2 of the Rockport Plant unless extended in specified circumstances.

UPA between AEGCo and KPCo

Pursuant to an assignment between I&M and KPCo and a UPA between KPCo and AEGCo, AEGCo sells KPCo 30% of the power (and the energy associated therewith) available to AEGCo from both units of the Rockport Plant. KPCo pays to AEGCo in consideration for the right to receive such power the same amounts which I&M would have paid AEGCo under the terms of the I&M Power Agreement for such entitlement. The KPCo UPA ends in December 2022.

Cook Coal Terminal

On August 1, 2013, OPCo transferred ownership of Cook Coal Terminal to AEGCo. Cook Coal Terminal performs coal transloading services at cost for APCo, I&M and OPCo. AEGCo recorded revenues of $7.1 million for the year ended December 31, 2013 for transloading services provided. AEGCo included revenues for these services in Other Revenues – Affiliated and expenses in Other Operation expenses on the statement of income.

Cook Coal Terminal also performs railcar maintenance services at cost for APCo, I&M, PSO and SWEPCo. Beginning on August 1, 2013, Cook Coal Terminal also performs railcar maintenance services at cost for OPCo. AEGCo recorded revenues of $2.5 million for the year ended December 31, 2013 for transloading services provided. AEGCo included revenues for these services in Other Revenues – Affiliated and expenses in Other Operation expenses on the statement of income.

I&M Barging and Other Services

I&M provides barging and other transportation services to affiliates. AEGCo recorded expenses of $20 million, $20 million and $15 million for the years ended December 31, 2013, 2012 and 2011, respectively, for barging services provided by I&M. These expenses were recorded in Fuel and Other Consumables Used for Electric Generation on AEGCo's statements of income.

Central Machine Shop

APCo operates a facility which repairs and rebuilds specialized components for the generation plants across the AEP System. APCo defers the cost of performing these services on the balance sheet, then transfers the cost to the affiliate for reimbursement. AEGCo recorded its assigned portion of these billings as capital or maintenance expenses depending on the nature of the services received. These billings are recoverable under the UPAs. AEGCo's billed amounts were $26 thousand, $80 thousand and $102 thousand for the years ended December 31, 2013, 2012 and 2011, respectively.

Sales and Purchases of Property

AEGCo had affiliated sales and purchases of electric property individually amounting to $100 thousand or more and sales and purchases of meters and transformers. There were no gains or losses recorded on the transactions. The following table shows the sales and purchases, recorded at net book value, for the years ended December 31, 2013, 2012 and 2011:

	Years Ended December 31,		
	2013	**2012**	**2011**
		(in thousands)	
Sales	$ 465	$ 1,560	$ -
Purchases	-	346	-

The amounts above are recorded in Property, Plant and Equipment on the balance sheets.

12. 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 AEGCo is the primary beneficiary of a VIE, management considers factors such as equity at risk, the amount of the VIE's variability AEGCo absorbs, guarantees of indebtedness, voting rights including kick-out rights, the power to direct the VIE, variable interests held by related parties and other factors. Management believes that significant assumptions and judgments were applied consistently. AEGCo is not the primary beneficiary of any VIE and has not provided financial or other support to any VIE that was not previously contractually required.

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. AEP subsidiaries have not provided financial or other support outside the reimbursement of costs for services rendered. AEPSC finances its operations through 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 subsidiaries are exposed to losses to the extent they cannot recover the costs of AEPSC through their normal business operations. AEP subsidiaries are considered to have a significant interest in AEPSC due to their activity in AEPSC's cost reimbursement structure. However, AEP subsidiaries do not have 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. AEGCo's total billings from AEPSC for the years ended December 31, 2013, 2012 and 2011 were $8 million, $7 million and $12 million, respectively. The carrying amount of liabilities associated with AEPSC as of December 31, 2013 and 2012 was $1 million and $1 million, respectively. Management estimates the maximum exposure of loss to be equal to the amount of such liability.

13. PROPERTY, PLANT AND EQUIPMENT

Depreciation

AEGCo provides for depreciation of Property, Plant and Equipment on a straight-line basis over the estimated useful lives of property, generally using composite rates by functional class. The following tables provide AEGCo's annual property information:

2013	Regulated				Nonregulated			
Functional Class of Property	Property, Plant and Equipment	Accumulated Depreciation	Annual Composite Depreciation Rate	Depreciable Life Ranges	Property, Plant and Equipment	Accumulated Depreciation	Annual Composite Depreciation Rate	Depreciable Life Ranges
	(in thousands)			(in years)	(in thousands)			(in years)
Generation	$ 1,529,249	$ 964,694	2.6%	31-37	$ -	$ -	NA	NA
Transmission	9,688	5,096	1.5%	NM	-	-	NA	NA
CWIP	57,216	(1,065)	NM	NM	-	-	NA	NA
Other	39,198	12,451	7.9%	NM	130	-	NM	NM
Total	$ 1,635,351	$ 981,176			$ 130	$ -		

2012	Regulated				Nonregulated			
Functional Class of Property	Property, Plant and Equipment	Accumulated Depreciation	Annual Composite Depreciation Rate	Depreciable Life Ranges	Property, Plant and Equipment	Accumulated Depreciation	Annual Composite Depreciation Rate	Depreciable Life Ranges
	(in thousands)			(in years)	(in thousands)			(in years)
Generation	$ 1,483,614	$ 933,229	2.5%	31-37	$ -	$ -	NA	NA
Transmission	9,688	4,956	1.5%	NM	-	-	NA	NA
CWIP	69,034	1,378	NM	NM	-	-	NA	NA
Other	7,220	2,974	8.4%	NM	130	-	NM	NM
Total	$ 1,569,556	$ 942,537			$ 130	$ -		

2011	Regulated		Nonregulated	
Functional Class of Property	Annual Composite Depreciation Rate	Depreciable Life Ranges	Annual Composite Depreciation Rate	Depreciable Life Ranges
		(in years)		(in years)
Generation	2.5%	31-37	NA	NA
Transmission	1.5%	NM	NA	NA
CWIP	NM	NM	NA	NA
Other	7.8%	NM	NM	NM

NA Not applicable.
NM Not meaningful.

The composite depreciation rate generally includes a component for nonasset retirement obligation (non-ARO) removal costs, which is credited to Accumulated Depreciation and Amortization. Actual removal costs incurred are charged to Accumulated Depreciation and Amortization. Any excess of accrued non-ARO removal costs over actual removal costs incurred is reclassified from Accumulated Depreciation and Amortization and reflected as a regulatory liability.

Asset Retirement Obligations (ARO)

AEGCo records ARO in accordance with the accounting guidance for "Asset Retirement and Environmental Obligations" for the retirement of ash disposal facilities and asbestos removal. The following is a reconciliation of the 2013 and 2012 aggregate carrying amounts of ARO for AEGCo:

Year	ARO as of January 1,	Accretion Expense	Liabilities Incurred	Liabilities Settled	Revisions in Cash Flow Estimates	ARO as of December 31,
			(in thousands)			
2013	$ 4,022	$ 318	$ -	$ -	$ -	$ 4,340
2012	3,748	295	-	(21)	-	4,022

Allowance for Funds Used During Construction (AFUDC)

AEGCo's amounts of allowance for borrowed and equity funds used during construction are summarized in the following table:

	Years Ended December 31, 2013	2012	2011
		(in thousands)	
Allowance for Equity Funds Used During Construction	$ 215	$ 218	$ 7,068
Allowance for Borrowed Funds Used During Construction	252	171	1,566

Jointly-owned Electric Facilities

AEGCo, jointly with I&M, owns one generating unit (Unit 1) of the Rockport Plant. AEGCo and I&M each have a 50.0% ownership share of the Rockport Plant. Using its own financing, each participating company is obligated to pay its share of the costs in the same proportion as its ownership interest. AEGCo's proportionate share of the operating costs associated with this facility is included in its statements of income and the investment and accumulated depreciation are reflected in its balance sheets under Property, Plant and Equipment as follows:

	Fuel Type	Percent of Ownership	Utility Plant in Service	Construction Work in Progress	Accumulated Depreciation
				(in thousands)	
AEGCo's Share as of December 31, 2013					
Rockport Generating Plant, Unit 1 (a)	Coal	50.0 %	$ 796,936	$ 51,293	$ 567,224
AEGCo's Share as of December 31, 2012					
Rockport Generating Plant, Unit 1 (a)	Coal	50.0 %	$ 764,259	$ 54,235	$ 542,854

(a) Operated by I&M.

14. SUSTAINABLE COST REDUCTIONS

In April 2012, management initiated a process to identify strategic repositioning opportunities and efficiencies that will result in sustainable cost savings. Management selected a consulting firm to facilitate an organizational and process evaluation and a second firm to evaluate current employee benefit programs. The process resulted in involuntary severances and was completed by the end of the first quarter of 2013. The severance program provides two weeks of base pay for every year of service along with other severance benefits.

AEGCo recorded a charge of $660 thousand to Other Operation expense in 2012 related to the sustainable cost reductions initiative. AEGCo had no employees at the time of the severances but received allocated expenses. In addition, the sustainable cost reduction activity for the year ended December 31, 2013 is described in the following table:

Balance as of December 31, 2012	Expense Allocation from AEPSC	Incurred	Settled	Adjustments	Remaining Balance as of December 31, 2013
		(in thousands)			
$ -	$ 124	$ -	$ (298)	174	$ -

These expenses, net of adjustments, relate primarily to severance benefits and are included primarily in Other Operation expense on the statements of income. Management does not expect additional costs to be incurred related to this initiative.

15. UNAUDITED QUARTERLY FINANCIAL INFORMATION

In management's opinion, the unaudited quarterly information reflects all normal and recurring accruals and adjustments necessary for a fair presentation of the results of operations for interim periods. Quarterly results are not necessarily indicative of a full year's operations because of various factors. AEGCo's unaudited quarterly financial information is as follows:

	2013 Quarterly Periods Ended			
	March 31	June 30	September 30	December 31
	(in thousands)			
Total Revenues	$ 122,385	$ 107,949	$ 137,429	$ 151,805
Operating Income	12,907	11,592	12,651	16,316
Net Income	6,525	5,813	6,414	5,309

	2012 Quarterly Periods Ended			
	March 31	June 30	September 30	December 31
	(in thousands)			
Total Revenues	$ 142,500	$ 121,900	$ 139,167	$ 141,462
Operating Income	13,777	6,788	11,116	6,734
Net Income	9,194	855	6,108	6,955

There were no significant events in 2013 and 2012.