

**AMERICAN ELECTRIC POWER COMPANY, INC.
NUCLEAR OVERSIGHT COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

As adopted on February 24, 2004

I. PURPOSE

The Nuclear Oversight Committee (the “Committee”) shall be responsible for overseeing and reporting to the Board of Directors with respect to the management and operation of the Company’s nuclear generation.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman

The Chairman shall be elected by the full Board of Directors. The Chairman shall be entitled to cast a vote to resolve any ties. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

III. MEETINGS

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate.

1. Review and oversee the following nuclear generation areas:
 - a. Safety;
 - b. Public policy;
 - c. Waste and environmental policy;
 - d. Industry events and developments;
 - e. Compliance with governmental actions and requirements as specified by the Nuclear Regulatory Commission or otherwise;
 - f. Conformance with management practices, policies and performance with industry standards;
 - g. Compliance with self-regulatory organization requirements as indicated by the Institute of Nuclear Power Operations or otherwise; and
 - h. Operational performance.
2. Charter a Nuclear Safety Review Board (NSRB) to evaluate the performance of the Cook Nuclear Plant.
3. Meet from time to time with corporate officers, the Director of Nuclear Performance Assurance, and the Nuclear Safety Review Board to obtain direct perspective on nuclear operations.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.