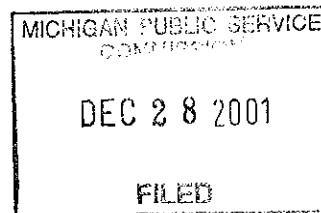


BY AIRBORNE EXPRESS



Ms. Dorothy M. Wideman
Executive Secretary
Michigan Public Service Commission
6545 Mercantile Way, Suite 7
Lansing, MI 48911

December 27, 2001



Dear Ms. Wideman:

Enclosed for filing in Case No. U-12134, as required by the Code of Conduct approved in the Commission's Order on Rehearing of October 29, 2001, are the original and fourteen copies of Indiana Michigan Power Company's, d/b/a American Electric Power (AEP), Code of Conduct Compliance Plan.

Attached to the Compliance Plan as Exhibit 1 is an affidavit signed by Mr. Albert C. Moeller Jr., AEP Service Corporation (AEPSC) Director, Business Ethics & Corporate Compliance, stating that I&M will fully comply with the Code of Conduct. Attached as Exhibit 2 is an organization chart of American Electric Power Company, Inc. and all regulated entities and affiliates and a description of all services and products provided between I&M and its affiliates.

By the filing of this Compliance Plan I&M seeks a waiver from a portion of Provision VII. A. of the Code of Conduct requiring documentation to be maintained at a designated company office in Michigan. I&M plans to maintain its documentation pertaining to its compliance with the Code of Conduct at the AEPSC offices in Columbus, Ohio. I&M states that if it is necessary for the Commission or Staff to travel for purposes of an investigation related to the Code of Conduct, I&M will provide reimbursement for travel expenses.

I&M states that the MPSC's approval of the requested waiver will not inhibit the development or functioning of the competitive electric service market in Michigan because the waiver requested involves location of the records not the maintenance of the records themselves. Maintaining the records in the same central location as other similar records are kept, and near the offices of those employees charged with assuring compliance, will save costs and provide efficiency for needed access. Other AEP divisions or affiliates must likewise comply with Codes of Conduct applicable in other service territories. Centralizing the record keeping will be much more cost effective and efficient than maintaining records in each state in which AEP does business.

December 27, 2001
Ms. Dorothy M. Wideman
Page 2

Please contact me at 219-425-2119 or kdcurry@aep.com if you have any questions regarding I&M's Code of Conduct Compliance Plan.

Sincerely,

A handwritten signature in black ink, appearing to read "Kent D. Curry". The signature is fluid and cursive, with the first name "Kent" and last name "Curry" clearly distinguishable.

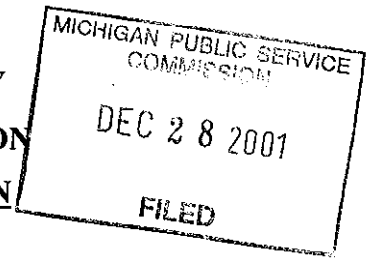
Kent D. Curry
Director of Regulatory Services

sab

Enclosures

c: M. L. Hiser (MPSC) – w/enclosure

INDIANA MICHIGAN POWER COMPANY
MICHIGAN PUBLIC SERVICE COMMISSION
CODE OF CONDUCT COMPLIANCE PLAN



Indiana Michigan Power Company (I&M) doing business in Michigan as American Electric Power (AEP) submits to the Michigan Public Service Commission (MPSC or Commission) the following Code of Conduct Compliance Plan pursuant to the Commission's October 29, 2001 Order on Rehearing in Case No. U-12134.

- A. **Designation of Corporation Officer.** I&M designates Thomas V. Shockley III, Vice President, who delegates Albert C. Moeller Jr., American Electric Power Service Corporation (AEPSC) Director, Business Ethics & Corporate Compliance, to oversee compliance with the Code of Conduct and to serve as the Commission's primary contact regarding compliance with the Code.

- B. **Affidavit.** Attached to this Compliance Plan as Exhibit 1 is an affidavit signed by Mr. Moeller stating that I&M will fully comply with the Code of Conduct.

- C. **Organization Chart.** Attached to this Compliance Plan as Exhibit 2 is an organization chart of American Electric Power Company, Inc. and all regulated entities and affiliates and a description of all services and products provided between I&M and its affiliates.

- D. **Waivers.** Waiver(s) of the Code of Conduct is (are) being sought by I&M as follows:
 - 1) I&M requests a waiver from a portion of Provision VII. A. of the Code of Conduct requiring documentation to be maintained at a designated company office in Michigan. I&M plans to maintain its documentation pertaining to its compliance with the Code of Conduct at the AEPSC offices in Columbus, Ohio. If it is necessary for the Commission or Staff to travel for purposes of an investigation related to the Code of Conduct, I&M shall provide reimbursement for travel expenses.

I&M states that the MPSC's approval of the requested waiver will not inhibit the development or functioning of the competitive electric service market in Michigan because the waiver requested involves location of the records not the maintenance of the records themselves. In fact, maintaining the records in the same central location as other similar records are kept, and near the offices of those employees charged with assuring compliance, will save costs and provide efficiency for needed access. Other AEP divisions or affiliates must likewise comply with Codes of Conduct applicable in other service territories. Centralizing the record keeping will be much more cost effective and efficient than maintaining records in each state in which AEP does business.

E. **Documentation.** I&M shall maintain documentation needed to investigate compliance with the Code of Conduct at its offices in Columbus, Ohio and will make such information available for review upon a request by the Commission or its Staff. The delegated Compliance Officer will either be available or make personnel available who are knowledgeable to respond to inquiries by the Commission or its Staff regarding compliance with the provisions of the Code of Conduct.

F. **Compliance.**

If I&M, itself or through its affiliates, offers both regulated (defined as a service for which the Commission has the authority to set the price) and unregulated services it shall do so with the structural or functional separation needed to prevent cross-subsidization, information sharing, and preferential or discriminatory treatment between regulated and unregulated services through measures including the following:

- 1) If I&M provides services, products, or property to any unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan, compensation shall be based upon the higher of fully allocated embedded cost or market price. If an unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan provides services, products, or property to I&M, compensation for services and supplies shall be at the lower of

market price or 10% over fully allocated embedded cost and transfers of assets shall be based upon the lower of fully allocated embedded cost or market price.

Note: Section 13 of the Public Utility Holding Company Act of 1935, as amended (PUHCA), and the rules (particularly Rules 90 and 91) and orders of the SEC currently require that transactions between associated companies in a registered holding company system be performed at cost with limited exceptions. Over the years, the AEP System has developed numerous affiliated service, sales and construction relationships and, in some cases, invested significant capital and developed significant operations in reliance upon the ability to recover its full costs under these provisions.

- 2) I&M shall not subsidize, directly or indirectly, the unregulated business of its affiliates or other separate competitive entities within the corporate structure offering electric service in Michigan.
- 3) I&M shall maintain its books and records separately from those of its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan.
- 4) I&M shall not finance or co-sign loans for unregulated affiliates or other competitive entities within the corporate structure.
- 5) I&M's operating employees and the operating employees of its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan shall function independently of each other and maintain separate offices.
- 6) I&M may transfer employees between it and its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan as long as the utility documents those transfers and reports any transfers semi-annually to the Commission. Such documentation and reports shall indicate whether the transfer was initiated by management or the employee(s).
- 7) If I&M provides a customer or potential customer with the names of its unregulated affiliates or other competitive entities within the corporate structure that are

alternative electric suppliers, it shall do so only by distributing their names along with the names of all licensed alternative electric suppliers.

- 8) I&M shall not provide information or consultation to an unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan regarding a potential business arrangement between that unregulated affiliate or competitive entity within the corporate structure and a potential customer.
- 9) I&M shall not refer a customer or potential customer to an unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan, nor steer a potential customer away from a nonaffiliated entity offering unregulated electric service in Michigan, nor shall I&M provide a customer or potential customer with advice or assistance regarding the selection of or relationship with an unregulated affiliate, other competitive entity within the corporate structure offering electric service in Michigan or other nonaffiliated service provider offering unregulated electric service in Michigan.
- 10) Customer specific names and addresses shall not be provided to an unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan unless the same information is offered on the same terms and conditions, and contemporaneously, to all licensed alternative electric suppliers.
- 11) Customer specific consumption or billing data shall not be provided to an unregulated affiliate, other competitive entity within the corporate structure offering electric service in Michigan, or licensed alternative electric supplier without prior written approval of the customer. Once each calendar year a request for up to 12 months of historic usage or billing data may be made at no cost.
- 12) If I&M provides non-customer specific, or aggregated, customer information to an unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan, it must offer the same information on the same terms

and conditions, in the same form and manner, and contemporaneously to all licensed alternative electric suppliers.

- 13) I&M shall not provide its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan with information about the distribution system, including operation and expansion, without offering the same information under the same terms and conditions, in the same form and manner, and contemporaneously to all licensed alternative electric suppliers.
- 14) I&M shall not provide any information received from or as a result of doing business with a competitor to an unregulated affiliate or other competitive entity within the corporate structure offering electric service in Michigan without the written approval of the competitor.
- 15) I&M shall not give the appearance in any way that it speaks on behalf of any alternative electric supplier.
- 16) I&M shall not interfere in any manner in the contractual relationship between the alternative electric supplier and its customers unless such involvement is clearly permitted in the contract between the customer and the alternative electric supplier or in tariffs approved by the Commission.
- 17) I&M shall not allow its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan to use its logo unless the affiliate includes, in a clearly visible position and easily readable by customers, the following statement:

(Affiliate name) is not regulated by the Michigan Public Service Commission.
- 18) If I&M, or its affiliate, or other competitive entity within the corporate structure offering electric service in Michigan, offers an unregulated service, any use of its

logo shall include, in a clearly visible position and easily readable by customers, the following statement:

(Service) is not regulated by the Michigan Public Service Commission.

- 19) I&M and its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan shall not engage in joint advertising, marketing, or other promotional activities related to the provision of regulated and unregulated services, nor shall they jointly sell regulated and unregulated services.
- 20) I&M shall not suggest that it will provide any customer with preferential treatment or service by doing business with the utility, its unregulated affiliates, or other competitive entities within the corporate structure offering unregulated services or products, nor shall I&M suggest that any customer will receive inferior treatment or service by doing business with an unaffiliated supplier.
- 21) I&M shall not condition or otherwise tie the provision of a regulated service or the availability of discounts, rates, other charges, fees, rebates, or waivers of terms and conditions for regulated service to the taking of any unregulated goods or services from I&M or its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan.
- 22) I&M and its unregulated affiliates or other competitive entities within the corporate structure offering electric service in Michigan shall not share facilities, equipment, or operating employees. Computer hardware and software may be shared with documented protection to prevent discriminatory access to competitively sensitive information.
- 23) I&M shall not provide any unregulated affiliate, or other competitive entity within the corporate structure offering electric service in Michigan, preferential treatment or any other advantages that are not offered under the same terms and conditions and contemporaneously to other suppliers offering services or products within the same

service territory or to customers of those suppliers. This provision includes, but is not limited to, all aspects of I&M's service, including pricing, responsiveness to requests for service or repair, the availability of firm and interruptible service, and metering requirements.

- 24) If I&M provides to any unregulated affiliate or other separate competitive entity within the corporate structure offering electric service in Michigan, or customers of any such unregulated affiliate or other separate competitive entity within the corporate structure, a discount, rebate, fee waiver, or waiver of its regulated tariffed terms and conditions for services or products, it shall contemporaneously provide notice of and offer the same to all licensed alternative electric suppliers operating within I&M's service territory or all licensed alternative electric supplier's customers.
- 25) I&M shall not offer unregulated services or products except through one or more affiliates or through other entities within the existing corporate structure, such as divisions.
- 26) I&M shall use a documented dispute resolution process separate from any process that might be available from the Commission. This dispute resolution process shall address complaints arising from application of the Code of Conduct. I&M shall keep a log of all complaints, including 1) the name of the person or entity filing the complaint, 2) the date the complaint was filed, 3) a written statement of the nature of the complaint, and 4) the results of the resolution process.
- 27) I&M shall file an annual report with the Commission summarizing the number and types of complaints received and their resolution.
- 28) I&M shall file revisions to its Compliance Plan as needed to keep the information contained herein current.

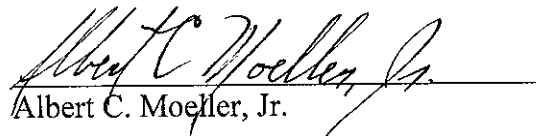
AFFIDAVIT

State of Ohio :
City of Columbus : SS


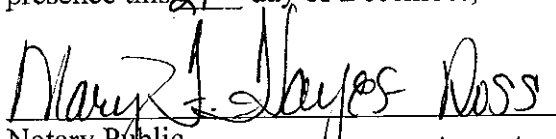
Albert C. Moeller, Jr., being first duly sworn according to law, deposes and says:

1. I am Director, Business Ethics & Corporate Compliance for American Electric Power Service Corporation.
2. I am the delegate of Thomas V. Shockley III, an officer of Indiana Michigan Power Company (I&M), responsible for I&M's compliance with the Michigan Code of Conduct.
3. I have read and am familiar with I&M's Code of Conduct Compliance Plan, filed with the Michigan Public Service Commission.
4. I&M will fully comply with the Compliance Plan.

FURTHER AFFIANT SAYETH NAUGHT.


Albert C. Moeller, Jr.

Sworn to before me and subscribed in my presence this 21st day of December, 2001.



Notary Public
Expiration Date: 5/23/04

Organization Chart

American Electric Power Company, Inc. (AEP) is a registered public utility holding company. It has direct subsidiaries (first tier) and indirect subsidiaries (second tier and lower). It has no customers or employees nor does it own any utility property. AEP does own common stock of seven operating electric utility companies and the common stock of Central and South West Corporation (CSW) which in turn owns common stock of four operating electric utility companies.

AEP also owns common stock of American Electric Power Service Corporation (AEPSC) and other domestic and foreign subsidiaries. AEPSC is a management, professional and technical services organization that provides such services, at cost, to AEP, the operating electric utility companies in the AEP System, and other affiliated companies. Other AEP subsidiaries provide power engineering, energy consulting and energy management services around the world.

The following organization chart lists all of the direct and indirect subsidiaries of AEP at December 31, 2000. AEP and CSW merged on June 15, 2000. Company names are indented to identify them as subsidiaries of the company that is listed immediately above them at the next tier. Some companies are subsidiaries of more than one company. The footnotes provide a general description of the business conducted by each company.

AEP AND ITS SUBSIDIARIES (December 31, 2000)

- 00. American Electric Power Company, Inc. [Note A]
 - 01. American Electric Power Service Corporation [Note B]
 - 01. AEP Communications, Inc. [Note C]
 - 02. AEP Communications, LLC [Note C]
 - 03. American Fiber Touch, LLC [Note C]
 - 03. AEP Fiber Venture, LLC [Note C]
 - 04. America's Fiber Network, LLC [Note C]
 - 03. Datapult, LLC [Note U]
 - 04. Datapult Limited Partnership [Note U]
 - 03. Datapult Limited Partnership [Note U]
 - 01. AEP Energy Services, Inc. [Note D]
 - 01. AEP Generating Company [Note E]
 - 01. AEP Investments, Inc. [Note F]
 - 01. AEP Power Marketing, Inc. [Note G]
 - 01. AEP Pro Serv, Inc. [Note I]
 - 01. AEP Retail Energy LLC [Note V]
 - 01. AEP Resources, Inc. [Note H]
 - 02. AEP Delaware Investment Company [Note H]
 - 03. AEP Holdings I CV [Note H]
 - 04. AEP Funding Limited [Note H]
 - 04. AEP Holdings II CV [Note H]
 - 05. AEP Energy Services Limited [Note H]
 - 06. AEP Energy Services GmbH [Note H]
 - 06. AEP Energy Services (Switzerland) GmbH [Note H]
 - 05. AEPR Global Investments B.V. [Note H]
 - 06. Energia DeMexicali, S De R.L. [Note H]
 - 06. AEPR Global Holland Holding B.V. [Note H]
 - 05. AEPR Global Ventures B.V. [Note H]
 - 06. Energia DeMexicali, S De R.L. [Note H]
 - 06. Australian Energy International Pty. Ltd. [Note H]
 - 07. AEI (Loy Yang) Pty. Ltd. [Note H]

- 05. Intergen Denmark, Aps [Note H]
- 05. Compresion Bajio S de R.L. de C.V. [Note H]
- 04. Yorkshire Power Group Limited [Note H]
 - 05. Yorkshire Cayman Holding Limited [Note H]
 - 05. Yorkshire Holdings plc [Note H]
 - 06. Yorkshire Electricity Group plc [Note H]
 - 06. Yorkshire Power Finance Limited [Note H]
 - 05. Yorkshire Power Finance Limited [Note H]
- 02. AEP Delaware Investment Company II [Note H]
 - 03. AEP Resources do Brasil Ltda [Note H]
 - 03. AEP Holdings II CV [Note H]
 - 04. AEP Energy Services Limited [Note H]
 - 05. AEP Energy Services GmbH [Note H]
 - 05. AEP Energy Services (Switzerland) GmbH [Note H]
 - 04. AEPR Global Investments B.V. [Note H]
 - 05. Energia DeMexicali, S De R.L. [Note H]
 - 05. AEPR Global Holland Holding B.V. [Note H]
 - 04. AEPR Global Ventures B.V. [Note H]
 - 05. Energia DeMexicali, S De R.L. [Note H]
 - 05. Australian Energy International Pty. Ltd. [Note H]
 - 06. AEI (Loy Yang) Pty. Ltd. [Note H]
 - 04. Intergen Denmark, Aps [Note H]
 - 04. Compresion Bajio S de R.L. de C.V. [Note H]
- 02. AEP Resources do Brasil Ltda [Note H]
- 02. AEP Energy Management, L.L.C. [Note H]
- 02. AEP Holdings I CV [Note H]
 - 03. AEP Funding Limited [Note H]
 - 03. AEP Holding II CV [Note H]
 - 04. AEP Energy Services Limited [Note H]
 - 05. AEP Energy Services GmbH [Note H]
 - 05. AEP Energy Services (Switzerland) GmbH [Note H]
 - 04. AEPR Global Investments B.V. [Note H]
 - 05. Energia DeMexicali, S De R.L. [Note H]
 - 05. AEPR Global Holland Holding B.V. [Note H]
 - 04. AEPR Global Ventures B.V. [Note H]
 - 05. Energia DeMexicali, S De R.L. [Note H]
 - 05. Australian Energy International Pty. Ltd. [Note H]
 - 06. AEI (Loy Yang) Pty. Ltd. [Note H]
 - 04. Intergen Denmark, Aps [Note H]
 - 04. Compresion Bajio S de R.L. de C.V. [Note H]
- 03. Yorkshire Power Group Limited [Note H]
 - 04. Yorkshire Cayman Holding Limited [Note H]
 - 04. Yorkshire Holdings plc [Note H]
 - 05. Yorkshire Electricity Group plc [Note H]
 - 05. Yorkshire Finance Limited [Note H]
 - 04. Yorkshire Power Finance Limited [Note H]
- 02. AEP Resources Australia Holdings Pty Ltd [Note H]
 - 03. AEP Resources CitiPower I Pty Ltd [Note H]
 - 04. Australia's Energy Partnership [Note H]
 - 05. Marregon (No. 2) Pty Ltd [Note H]
 - 06. CitiPower Pty [Note H]
 - 07. CitiPower Trust [Note H]
 - 06. Marregon Pty Ltd [Note H]
 - 04. AEP Resources CitiPower II Pty Ltd [Note H]
 - 05. Australia's Energy Partnership [Note H]
 - 06. Marregon (No. 2) Pty Ltd [Note H]

- 07. CitiPower Pty [Note H]
- 08. CitiPower Trust [Note H]
- 07. Marregon Pty Ltd [Note H]
- 02. AEP Resources Australia Pty., Ltd. [Note H]
 - 03. Pacific Hydro Limited [Note H]
- 02. AEP Resources Limited [Note H]
- 02. AEP Energy Services Gas Holding Company [Note H]
 - 03. AEP Energy Services Investments, Inc. [Note H]
 - 04. LIG Pipeline Company [Note H]
 - 05. LIG, Inc. [Note H]
 - 06. Louisiana Intrastate Gas Company, L.L.C. [Note H]
 - 07. LIG Chemical Company [Note H]
 - 08. LIG Liquids Company, L.L.C. [Note H]
 - 07. LIG Liquids Company, L.L.C. [Note H]
 - 07. Tuscaloosa Pipeline Company [Note H]
 - 05. Louisiana Intrastate Gas Company, L.L.C. [Note H]
 - 06. LIG Chemical Company [Note H]
 - 07. LIG Liquids Company, L.L.C. [Note H]
 - 06. LIG Liquids Company, L.L.C. [Note H]
 - 06. Tuscaloosa Pipeline Company [Note H]
- 03. AEP Energy Services Ventures, Inc. [Note H]
 - 04. Ventures Lease Co., LLC [Note O]
 - 04. AEP Acquisition L.L.C. [Note H]
 - 05. Jefferson Island Storage & Hub L.L.C. [Note H]
- 03. AEP Energy Services Ventures II, Inc. [Note H]
 - 04. AEP Acquisition L.L.C. [Note H]
 - 05. Jefferson Island Storage & Hub L.L.C. [Note H]
- 03. AEP Energy Services Ventures III, Inc. [Note H]
- 02. AEP Resources International, Limited [Note H]
 - 03. AEP Pushan Power, LDC [Note H]
 - 04. Nanyang General Light Electric Co., Ltd. [Note H]
- 03. AEP Resources Project Management Company, Ltd. [Note H]
 - 04. AEP Pushan Power, LDC [Note H]
 - 05. Nanyang General Light Electric Co., Ltd. [Note H]
- 02. AEP Resource Services, LLC [Note H]
- 02. Yorkshire Power Group Limited [Note H]
 - 03. Yorkshire Cayman Holding Limited [Note H]
 - 03. Yorkshire Holdings plc [Note H]
 - 04. Yorkshire Electricity Group plc [Note H]
 - 04. Yorkshire Power Finance Limited [Note H]
 - 03. Yorkshire Power Finance Limited [Note H]
- 01. Appalachian Power Company [Note J]
 - 02. Cedar Coal Co. [Note K]
 - 02. Central Appalachian Coal Company [Note K]
 - 02. Central Coal Company [Note K]
 - 02. Southern Appalachian Coal Company [Note K]
 - 02. West Virginia Power Company [Note L]
- 01. Columbus Southern Power Company [Note J]
 - 02. Colomet, Inc. [Note L]
 - 02. Conesville Coal Preparation Company [Note S]
 - 02. Simco Inc. [Note L]
 - 02. Ohio Valley Electric Corporation [Note E]
 - 03. Indiana-Kentucky Electric Corporation [Note E]
- 01. Franklin Real Estate Company [Note R]
 - 02. Indiana Franklin Realty, Inc. [Note R]

- 01. Indiana Michigan Power Company [Note J]
 - 02. Blackhawk Coal Company [Note K]
 - 02. Price River Coal Company [Note K]
- 01. Kentucky Power Company [Note J]
- 01. Kingsport Power Company [Note J]
- 01. Ohio Power Company [Note J]
 - 02. Cardinal Operating Company [Note E]
 - 02. Central Coal Company [Note K]
 - 02. Central Ohio Coal Company [Note T]
 - 02. Southern Ohio Coal Company [Note T]
 - 02. Windsor Coal Company [Note T]
- 01. Ohio Valley Electric Corporation [Note E]
 - 02. Indiana-Kentucky Electric Corporation [Note E]
- 01. Wheeling Power Company [Note J]
- 01. Central and South West Corporation [Note M]
 - 02. Central Power and Light Company [Note J]
 - 02. Public Service Company of Oklahoma [Note J]
 - 03. Ash Creek Mining Company [Note L]
 - 02. Southwestern Electric Power Company [Note J]
 - 03. The Arkklahoma Corporation [Note N]
 - 03. Southwestern Arkansas Utilities Corporation [Note L]
 - 02. West Texas Utilities Company [Note J]
 - 02. CSW Leasing, Inc. [Note O]
 - 02. AEP Credit, Inc. [Note P]
 - 02. C3 Communications, Inc. [Note C]
 - 03. CSWC Southwest Holdings, Inc. [Note C]
 - 04. CSWC TeleChoice Management, Inc. [Note C]
 - 04. CSWC TeleChoice, Inc. [Note C]
 - 03. Datapult Limited Partnership [Note U]
 - 02. CSW Energy, Inc. [Note Q]
 - 03. CSW Development-I, Inc. [Note Q]
 - 04. Polk Power GP II, Inc. [Note Q]
 - 05. Polk Power GP, Inc. [Note Q]
 - 06. Polk Power Partners, LP [Note Q]
 - 07. Mulberry Holdings, Inc. [Note L]
 - 04. CSW Mulberry II, Inc. [Note Q]
 - 05. CSW Mulberry, Inc. [Note Q]
 - 06. Polk Power Partners, LP [Note Q]
 - 07. Mulberry Holdings, Inc. [Note L]
 - 04. Noah I Power GP, Inc. [Note Q]
 - 05. Noah I Power Partners, LP [Note Q]
 - 06. Brush Cogeneration Partners [Note Q]
 - 04. Noah I Power Partners, LP [Note Q]
 - 05. Brush Cogeneration Partners [Note Q]
 - 04. Orange Cogeneration GP II, Inc. [Note Q]
 - 05. Orange Cogeneration G.P., Inc. [Note Q]
 - 06. Orange Cogeneration Limited Partnership [Note Q]
 - 07. Orange Cogen Funding Corp. [Note Q]
 - 07. Orange Holdings, Inc. [Note L]
 - 04. CSW Orange II, Inc. [Note Q]
 - 05. CSW Orange, Inc. [Note Q]
 - 06. Orange Cogeneration Limited Partnership [Note Q]
 - 07. Orange Cogen Funding Corp. [Note Q]
 - 07. Orange Holdings, Inc. [Note L]
 - 03. CSW Development-II, Inc. [Note L]
 - 03. CSW Ft. Lupton, Inc. [Note Q]

- 04. Thermo Cogeneration Partnership, L.P. [Note Q]
- 03. Newgulf Power Venture, Inc. [Note Q]
- 03. CSW Sweeny GP I, Inc. [Note Q]
 - 04. CSW Sweeny GP II, Inc. [Note Q]
- 03. CSW Sweeny LP I, Inc. [Note Q]
 - 04. CSW Sweeny LP II, Inc. [Note Q]
- 03. CSW Development-3, Inc. [Note L]
- 03. CSW Northwest GP, Inc. [Note L]
- 03. CSW Northwest LP, Inc. [Note L]
- 03. CSW Power Marketing, Inc. [Note G]
- 03. CSW Nevada, Inc. [Note L]
- 03. CSW Services International, Inc. [Note I]
- 03. Diversified Energy Contractors Company, LLC [Note I]
 - 04. DECCO II LLC [Note I]
 - 05. Diversified Energy Contractors, LP [Note I]
 - 04. Diversified Energy Contractors, LP [Note I]
 - 04. Industry and Energy Associates, L.L.C. [Note I]
- 03. CSW Frontera GP I, Inc. [Note Q]
 - 04. CSW Frontera GP II, Inc. [Note Q]
 - 05. Frontera Generation Limited Partnership [Note Q]
 - 06. Frontera International Sales Limited [Note I]
- 03. CSW Frontera LP I, Inc. [Note Q]
 - 04. CSW Frontera LP II, Inc. [Note Q]
 - 05. Frontera Generation Limited Partnership [Note Q]
 - 06. Frontera International Sales Limited [Note I]
- 03. CSW Eastex GP I, Inc. [Note Q]
 - 04. CSW Eastex GP II, Inc. [Note Q]
 - 05. Eastex Cogeneration Limited Partnership [Note Q]
- 03. CSW Eastex LP I, Inc. [Note Q]
 - 04. CSW Eastex LP II, Inc. [Note Q]
 - 05. Eastex Cogeneration Limited Partnership [Note Q]
- 03. Southwestern Electric Wholesale Company [Note L]
- 02. CSW International, Inc [Note H]
 - 03. CSW International Two, Inc. [Note H]
 - 04. CSW UK Holdings [Note H]
 - 05. CSWI Europe Limited [Note H]
 - 06. South Coast Power Limited [Note H]
 - 06. Shoreham Operations Company Limited [Note H]
 - 05. CSW UK Finance Company [Note H]
 - 06. CSW Investments [Note H]
 - 07. SEEBOARD Group plc [Note H]
 - 08. SEEBOARD Natural Gas Limited [Note H]
 - 09. Beacon Gas Limited [Note H]
 - 08. CSW UK Limited [Note L]
 - 08. Power Networks Limited [Note L]
 - 08. SEEBOARD plc [Note H]
 - 09. Appliance Protect Limited [Note L]
 - 09. Direct Power Limited [Note L]
 - 09. Directricity Limited [Note L]
 - 09. Electricity (UK) Limited [Note L]
 - 09. Electricity 2000 Limited [Note L]
 - 09. Energy Express Limited [Note L]
 - 09. First Electricity Limited [Note L]
 - 09. First Gas Limited [Note L]
 - 09. Gas 2000 Limited [Note L]

- 09. Home Electricity Company Limited
[Note L]
- 09. Home Energy Company Limited
[Note L]
- 09. Home Gas Company Limited [Note L]
- 09. Home Power Company Limited
[Note L]
- 09. Horizon Natural Gas Limited
[Note L]
- 09. Light & Power (UK) Limited
[Note L]
- 09. Longfield Insurance Company
Limited [Note H]
- 09. Powercare Limited [Note L]
- 09. Premier Electricity Limited
[Note L]
- 09. Premier Utilities Limited [Note L]
- 09. Seeb Limited [Note H]
- 09. SEEBOARD (Generation) Limited
[Note H]
 - 10. Medway Power Limited
[Note H]
- 09. SEEBOARD Employment Services
Limited [Note H]
- 09. SEEBOARD Insurance Company Limited
[Note H]
- 09. SEEBOARD Final Salary Pension Plan
Trustee Company Limited [Note L]
- 09. SEEBOARD International Limited
[Note H]
- 09. SEEBOARD Pension Investment Plan
Trustee Company Limited [Note L]
- 09. SEEBOARD Share Scheme Trustees
Limited [Note L]
- 09. SEEBOARD Trading Limited [Note H]
- 09. SEEPOWER Limited [Note H]
 - 10. SEEBOARD Metering Limited
[Note H]
 - 10. Power Asset Development
Company Limited [Note H]
 - 10. SEEBOARD Powerlink Limited
[Note H]
- 09. Selectricity Limited [Note L]
- 09. South Eastern Electricity Board
Limited [Note L]
- 09. South Eastern Electricity Limited
[Note L]
- 09. South Eastern Services Limited
[Note L]
- 09. South Eastern Utilities Limited
[Note L]
- 09. Southern Gas Limited [Note H]
- 09. Torch Natural Gas Limited [Note L]
- 09. UK Electricity Limited [Note L]
- 09. UK Light and Power Limited
[Note L]
- 03. CSW International Three, Inc. [Note H]
 - 04. CSW UK Investments Limited [Note H]
 - 04. CSW UK Finance Company [Note H]

- 05. CSW Investments *[Note H]*
- 06. SEEBOARD Group plc *[Note H]*
 - 07. SEEBOARD Natural Gas Limited *[Note H]*
 - 08. Beacon Gas Limited *[Note H]*
 - 07. CSW UK Limited *[Note L]*
 - 07. Power Networks Limited *[Note L]*
 - 07. SEEBOARD plc *[Note H]*
 - 08. Appliance Protect Limited *[Note L]*
 - 08. Direct Power Limited *[Note L]*
 - 08. Directricity Limited *[Note L]*
 - 08. Electricity (UK) Limited *[Note L]*
 - 08. Electricity 2000 Limited *[Note L]*
 - 08. Energy Express Limited *[Note L]*
 - 08. First Electricity Limited *[Note L]*
 - 08. First Gas Limited *[Note L]*
 - 08. Gas 2000 Limited *[Note L]*
 - 08. Home Electricity Company Limited *[Note L]*
 - 08. Home Energy Company Limited *[Note L]*
 - 08. Home Gas Company Limited *[Note L]*
 - 08. Home Power Company Limited *[Note L]*
 - 08. Horizon Natural Gas Limited *[Note L]*
 - 08. Light & Power (UK) Limited *[Note L]*
 - 08. Longfield Insurance Company Limited *[Note H]*
 - 08. Powercare Limited *[Note L]*
 - 08. Premier Electricity Limited *[Note L]*
 - 08. Premier Utilities Limited *[Note L]*
 - 08. Seeb Limited *[Note H]*
 - 08. SEEBOARD (Generation) Limited *[Note H]*
 - 09. Medway Power Limited *[Note H]*
 - 08. SEEBOARD Employment Services Limited *[Note H]*
 - 08. SEEBOARD Insurance Company Limited *[Note H]*
 - 08. SEEBOARD Final Salary Pension Plan Trustee Company Limited *[Note L]*
 - 08. SEEBOARD International Limited *[Note H]*
 - 08. SEEBOARD Pension Investment Plan Trustee Company Limited *[Note L]*
 - 08. SEEBOARD Share Scheme Trustees Limited *[Note L]*
 - 08. SEEBOARD Trading Limited *[Note H]*
 - 08. SEEPOWER Limited *[Note H]*
 - 09. SEEBOARD Metering Limited *[Note H]*
 - 09. Power Asset Development Company Limited *[Note H]*
 - 09. SEEBOARD Powerlink Limited *[Note H]*
 - 08. Selectricity Limited *[Note L]*
 - 08. South Eastern Electricity Board Limited *[Note L]*
 - 08. South Eastern Electricity Limited *[Note L]*
 - 08. South Eastern Services Limited *[Note L]*
 - 08. South Eastern Utilities Limited *[Note L]*
 - 08. Southern Gas Limited *[Note H]*
 - 08. Torch Natural Gas Limited *[Note L]*

- 08. UK Electricity Limited [Note L]
- 08. UK Light and Power Limited [Note L]
- 03. CSW International (U.K.), Inc. [Note L]
- 03. Energia Internacional de CSW, S.A. de C.V. [Note H]
 - 04. Aceltek, S. de R.L. de C.V. [Note H]
 - 05. Enertek, S.A. de C.V. [Note H]
 - 06. Cinergy, S. de R.L. de C.V. [Note H]
 - 06. Servicios Industriales y Administrativos del Noroeste, S. de R.L. de C.V. [Note H]
- 04. Enertek, S.A. de C.V. [Note H]
 - 05. Cinergy, S. de R.L. de C.V. [Note H]
 - 05. Servicios Industriales y Administrativos del Noroeste, S. de R.L. de C.V. [Note H]
- 03. CSW International, Inc. (a Cayman Island company) [Note H]
 - 04. CSW Vale L.L.C. [Note H]
 - 05. Empresa de Eletricidade Vale de Paranapanema S.A. [Note H]
- 03. CSW Vale L.L.C. [Note H]
 - 04. Empresa de Eletricidade Vale de Paranapanema S.A. [Note H]
- 03. Chile Energy Holdings, L.L.C. [Note H]
 - 04. Inversiones Sol Energia Chile Limitada [Note H]
 - 04. Sol Energia Holdings I, Limitada [Note H]
 - 05. Sol Energia Holdings II, Limitada [Note H]
 - 06. Sol Energia, Limitada [Note H]
- 03. Latin American Energy Holdings, Inc. [Note H]
 - 04. Inversiones Sol Energia Chile Limitada [Note H]
 - 04. Sol Energia Holdings I, Limitada [Note H]
 - 04. Sol Energia Holdings II, Limitada [Note H]
 - 04. Sol Energia, Limitada [Note H]
 - 04. Chile Energy Holdings, L.L.C. [Note H]
 - 05. Inversiones Sol Energia Chile Limitada [Note H]
 - 05. Sol Energia Holdings I, Limitada [Note H]
 - 06. Sol Energia Holdings II, Limitada [Note H]
 - 07. Sol Energia, Limitada [Note H]
- 03. CSW International Energy Development Ltd. [Note H]
 - 04. Tenaska CSW International Ltd. [Note H]
- 02. EnerShop Inc. [Note I]
 - 03. Envirotherm, Inc. [Note I]
- 02. CSW Energy Services, Inc. [Note I]
 - 03. Nuvest, L.L.C. [Note I]
 - 04. National Temporary Services, Inc. [Note I]
 - 05. Octagon, Inc. [Note I]
 - 04. Numanco, L.L.C. [Note I]
 - 05. Power Systems Energy Services, Inc. [Note I]
 - 05. NuSun, Inc. [Note I]
 - 06. Sun Technical Services, Inc. [Note I]
 - 06. Calibration Testing Corporation [Note I]
 - 05. ESG Technical Services, L.L.C. [Note I]
 - 05. ESG Manufacturing, L.L.C. [Note I]
 - 05. National Environmental Services Technology, L.L.C. [Note I]
 - 05. ESG Indonesia, L.L.C. [Note I]
 - 05. Advance Shielding Technologies, L.L.C. [Note I]
 - 05. ESG, L.L.C. [Note I]

Notes:

- A. Public utility holding company.
- B. Management, professional and technical services.
- C. Telecommunications.
- D. Marketing and trading of natural gas and electric SO2 emission credits.
- E. Generation.
- F. Investor in the development of ideas, products and technologies related to energy efficiency, demand-side management and energy-related systems.
- G. Power marketing (inactive).
- H. Worldwide energy related investments, energy trading and other projects.
- I. Consulting, projects and other non-regulated energy-related services.
- J. Domestic electric utility.
- K. Coal mining (inactive).
- L. Inactive.
- M. Subsidiary holding company.
- N. Electric transmission.
- O. Leasing.
- P. Accounts receivable factoring.
- Q. Independent power.
- R. Real estate.
- S. Coal preparation.
- T. Coal mining (active).
- U. Energy management services.
- V. Retail energy sales.

**Brief Description of Services and Products Provided Between I&M and its
Affiliates**

SUMMARY

The electric utilities in the AEP holding company system conduct transactions with each other, American Electric Power Service Corporation (AEPSC) and their non-regulated affiliates.

INTER-COMPANY PRODUCTS AND SERVICES

The non-tariffed products and services provided by AEP's regulated utilities to affiliate companies and vice versa are governed by written agreements between and among the companies. The following tables describe the nature of the various transactions that are conducted with affiliates in three categories:

- products and services provided by regulated utilities to non-regulated affiliates
- products and services provided to regulated utilities by non-regulated affiliates
- products and services provided by regulated utilities to each other.

**Products and Services Provided by Regulated Utilities to Non-Regulated
Affiliates**

The following table describes the nature of products and services provided by the AEP System's regulated utilities to non-regulated affiliates:

<i>CATEGORY</i>	<i>DESCRIPTION</i>
Facilities Management	Construct, operate and maintain equipment such as fiber-optics, towers, and antenna installations; approval of outside contracts & monitoring work of contractors.
Pole Attachments	Lease poles and towers for Communication and other purposes.
Customer Accounting	Service, administer, and collect receivables sold to AEP Credit, Inc.
Land Management	Provide consulting services related to the buying and selling of real estate; including site appraisals and site maintenance services.
Corporate Services	Provide office space, furnishings, and equipment. Provide consulting services related to maintenance of owned and leased facilities.
Building Space and Office Services	Bill rent and carrying charges for building space occupied.

Equipment Rentals	Lease fiber optic lines and short-term equipment rentals.
Materials and Supplies (inventory transfers)	Provide materials from storerooms. Charges include the cost of the materials and supplies and appropriate stores overheads. Stores overheads include costs associated with purchasing and maintaining the materials and supplies inventory.

Products and Services Provided to Regulated Utilities by Non-Regulated Affiliates

The following table describes the nature of products and services provided to the AEP System's regulated utilities by non-regulated affiliates:

<i>CATEGORY</i>	<i>DESCRIPTION</i>
Communication Services	Consulting services related to internal voice and data communication needs.
Information Services	Consulting services related to energy consumption and management information.
Fiber-optic Lines	Construct fiber optic groundwire on structures owned by regulated utilities.

Products and Services Provided by Regulated Utilities to Each Other (Including Coal Mining Subsidiaries)

The following table describes the nature of products and services provided by the AEP System's regulated utilities to each other:

<i>CATEGORY</i>	<i>DESCRIPTION</i>
Materials and Supplies (inventory transfers)	Materials supplied from company storerooms shall include the material cost and stores overheads. Overheads include costs associated with purchasing and maintaining materials and supplies inventory.
Equipment Maintenance	Provide personnel and services to perform regular and emergency equipment repairs (primarily for operating plant equipment).
Simulator Training	Provide personnel and facility to train power plant personnel on operation of 1300 MW units.
Emission Allowances	Trading in emission allowance future contracts to protect the regulated utilities from the risk of unfavorable price changes.

Building Space and Office Services	Billing of rent and carrying charge for building space occupied.
Water Transportation and Coal Handling	Provide barging and services at transfer terminals and other coal handling facilities.
Railcar Maintenance	Billing for routine inspection and repair work on railcar hopper fleet.
Railcar Usage	Usage of railcars by other companies.
Coal Mining and Coal Mine Shutdown Costs	Affiliated coal companies mine and provide coal to electric utilities on a cost reimbursement basis, including mine shutdown costs.
Interconnection Agreement (power purchases and sales)	Sharing of power production and off-system sales and purchases among AEP System generating companies.
Emergency Assistance	Provide personnel to restore electric service interrupted by natural disasters.
EHV Transmission System	Sharing of costs incurred regarding the ownership, operation and maintenance of AEP's extra-high voltage (EHV) Transmission system.
Energy Distribution System	Provide personnel and services to perform engineering, metering, drafting, line work, customer services, right-of-way maintenance work, design of construction projects, contract administration and administrative planning.
Energy Transmission	Provide personnel and services to perform transmission line work, protection & control, and station and engineering work.
Energy Delivery Support	Provide personnel and services to perform measurements, telecommunications, forestry and real estate work.
Administrative Support	Provide personnel and services to perform environmental, governmental affairs, fleet management, building services and mail services.
Coal Washing	Provide coal washing and handling services.
Hydro Plant	Provide supervision, maintenance and operation of hydro plant and associated facilities.
Joint Facilities	Share costs of operations and maintenance of jointly-owned facilities (primarily

	generating plants and HVDC transmission facilities).
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OTHER

AEPSC

AEPSC provides management, technical and professional services including accounting, information systems, engineering, financial, legal, and maintenance to other companies within the AEP holding company system.

MONEY POOL

The operation of the AEP Money Pool is designed to match, on a daily basis, the available cash and borrowing requirements of its participants, thus minimizing the need to borrow from external sources.

RESEARCH AND DEVELOPMENT

Research and development (R&D) activities are generally performed by AEP System companies on a shared basis. AEPSC manages most R&D projects.

FINANCIAL TRANSACTIONS

The AEP System companies, although legally separated, operate on an integrated basis as permitted by law and regulation. Financial transactions are conducted on a regular basis in support of the integrated activities.

INTELLECTUAL PROPERTY

Revenues derived from non-associates for the resale and licensing of property protected by copyright, patent or trademark laws are shared among AEP affiliates as ordered by the Securities and Exchange Commission under the Public Utility Holding Company Act of 1935.