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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For The Quarterly Period Ended **March 31, 2019**  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For The Transition Period from \_\_\_\_ to \_\_\_\_

**Commission Registrants; States of Incorporation;  
File Number Address and Telephone Number**

**I.R.S. Employer  
Identification Nos.**

1-3525	AMERICAN ELECTRIC POWER COMPANY, INC. (A New York Corporation)	13-4922640
333-221643	AEP TEXAS INC. (A Delaware Corporation)	51-0007707
333-217143	AEP TRANSMISSION COMPANY, LLC (A Delaware Limited Liability Company)	46-1125168
1-3457	APPALACHIAN POWER COMPANY (A Virginia Corporation)	54-0124790
1-3570	INDIANA MICHIGAN POWER COMPANY (An Indiana Corporation)	35-0410455
1-6543	OHIO POWER COMPANY (An Ohio Corporation)	31-4271000
0-343	PUBLIC SERVICE COMPANY OF OKLAHOMA (An Oklahoma Corporation)	73-0410895
1-3146	SOUTHWESTERN ELECTRIC POWER COMPANY (A Delaware Corporation) 1 Riverside Plaza, Columbus, Ohio 43215-2373 Telephone (614) 716-1000	72-0323455

Indicate by  
check mark

*whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes  
x No*

*Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for*

*such shorter period that the registrants were required to submit such files).* Yes

No

*Indicate by check mark whether American Electric Power Company, Inc. is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.*

*Large Accelerated filer*

Accelerated filer

Non-accelerated filer

*Smaller*

*reporting company*  
 Emerging growth company

*Indicate by check mark whether AEP Texas Inc., AEP Transmission Company, LLC, Appalachian Power Company, Indiana Michigan Power Company, Ohio Power Company, Public Service Company of Oklahoma and Southwestern Electric Power Company are large accelerated filers, accelerated filers, non-accelerated filers, smaller reporting companies, or emerging growth companies. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.*

*Large Accelerated filer*

Accelerated filer

Non-accelerated filer

Smaller  
reporting  
Emerging growth company  
company  
..

*If an emerging growth company, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "*

*Indicate by  
check mark  
whether  
the  
registrants  
are shell  
companies  
(as defined  
in Rule  
12b-2 of  
the  
Exchange  
Act). Yes  
" No x*

*AEP Texas Inc., AEP Transmission Company, LLC, Appalachian Power Company, Indiana Michigan Power Company, Ohio Power Company, Public Service Company of Oklahoma and Southwestern Electric Power Company meet the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and are therefore filing this Form 10-Q with the reduced disclosure format specified in General Instruction H(2) to Form 10-Q.*

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**Number of  
Shares  
of Common  
Stock  
Outstanding of  
the  
Registrants as of  
April 25, 2019**

American Electric Power Company, Inc.	493,435,530 (\$6.50 par value)
AEP Texas Inc.	100 (\$0.01 par value)
AEP Transmission Company, LLC (a)	NA
Appalachian Power Company	13,499,500 (no par value)
Indiana Michigan Power Company	1,400,000 (no par value)
Ohio Power Company	27,952,473 (no par value)
Public Service Company of Oklahoma	9,013,000 (\$15 par value)
Southwestern Electric Power Company	7,536,640 (\$18 par value)

(a) 100% interest is held by AEP Transmission Holding Company, LLC, a wholly-owned subsidiary of American Electric Power Company, Inc.

NA Not applicable.

**AMERICAN ELECTRIC  
POWER COMPANY,  
INC. AND SUBSIDIARY  
COMPANIES  
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March 31, 2019**

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**Part I.  
FINANCIAL  
INFORMATION**

Items 1, 2, 3 and 4 - Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk, and Controls and Procedures:	
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<b>American Electric Power Company, Inc. and Subsidiary Companies:</b> Management's Discussion	
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This combined Form 10-Q is separately filed by American Electric Power Company, Inc., AEP Texas Inc., AEP Transmission Company, LLC, Appalachian Power Company, Indiana Michigan Power Company, Ohio Power Company, Public Service Company of Oklahoma and Southwestern Electric Power Company. Information contained herein relating to any individual registrant is filed by such registrant on its own behalf. Each registrant makes no representation as to information relating to the other registrants.

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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.**

<b>Term</b>	<b>Meaning</b>
AEGCo	AEP Generating Company, an AEP electric utility subsidiary.
AEP	American Electric Power Company, Inc., an investor-owned electric public utility holding company which includes American Electric Power Company, Inc. (Parent) and majority owned consolidated subsidiaries and consolidated affiliates.
AEP Credit	AEP Credit, Inc., a consolidated VIE of AEP which securitizes accounts receivable and accrued utility revenues for affiliated electric utility companies.
AEP System	American Electric Power System, an electric system, owned and operated by AEP subsidiaries.
AEP Texas	AEP Texas Inc., an AEP electric utility subsidiary.
AEP Transmission Holdco	AEP Transmission Holding Company, LLC, a wholly-owned subsidiary of AEP.
AEPEP	AEP Energy Partners, Inc., a subsidiary of AEP dedicated to wholesale marketing and trading, hedging activities, asset management and commercial and industrial sales in the deregulated Ohio and Texas markets.
AEPRO	AEP River Operations, LLC, a commercial barge operation sold in November 2015.
AEPS	American Electric Power Service Corporation, an AEP service subsidiary providing management and professional services to AEP and its subsidiaries.
AEPTCo	AEP Transmission Company, LLC, a wholly-owned subsidiary of AEP Transmission Holdco, is an intermediate holding company that owns the State Transcos.
AEPTCo Parent	AEP Transmission Company, LLC, the holding company of the State Transcos within the AEPTCo consolidation.
AFUDC	Allowance for Equity Funds Used During Construction.
AGR	AEP Generation Resources Inc., a competitive AEP subsidiary in the Generation & Marketing segment.
ALJ	Administrative Law Judge.
AOCI	Accumulated Other Comprehensive Income.
APCo	Appalachian Power Company, an AEP electric utility subsidiary.
Appalachian Consumer Rate Relief Funding	Appalachian Consumer Rate Relief Funding LLC, a wholly-owned subsidiary of APCo and a consolidated VIE formed for the purpose of issuing and servicing securitization bonds related to the under-recovered ENEC deferral balance.
APSC	Arkansas Public Service Commission.
ARAM	Average Rate Assumption Method, an IRS approved method used to calculate the reversal of Excess ADIT for rate-making purposes.
ARO	Asset Retirement Obligations.
ASC	Accounting Standard Codification.
ASU	Accounting Standards Update.
CAA	Clean Air Act.
CLECO	Central Louisiana Electric Company, a nonaffiliated utility company.
CO <sub>2</sub>	Carbon dioxide and other greenhouse gases.
Conesville Plant	A generation plant consisting of three coal-fired generating units totaling 1,695 MW located in Conesville, Ohio. The plant is jointly-owned by AGR and a nonaffiliate.
Cook Plant	Donald C. Cook Nuclear Plant, a two-unit, 2,278 MW nuclear plant owned by I&M.
CSAPR	Cross-State Air Pollution Rule.

CWA

Clean Water Act.

CWIP

Construction Work in Progress.

DCC Fuel

DCC Fuel VII, DCC Fuel VIII, DCC Fuel IX, DCC Fuel X, DCC Fuel XI and DCC Fuel XII, consolidated VIEs formed for the purpose of acquiring, owning and leasing nuclear fuel to I&M.

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<b>Term</b>	<b>Meaning</b>
DHLC	Dolet Hills Lignite Company, LLC, a wholly-owned lignite mining subsidiary of SWEPCo.
DIR	Distribution Investment Rider.
EIS	Energy Insurance Services, Inc., a nonaffiliated captive insurance company and consolidated VIE of AEP.
ENEC	Expanded Net Energy Cost.
Energy Supply	AEP Energy Supply LLC, a nonregulated holding company for AEP's competitive generation, wholesale and retail businesses, and a wholly-owned subsidiary of AEP.
Equity Units	AEP's Equity Units issued in March 2019.
ERCOT	Electric Reliability Council of Texas regional transmission organization.
ESP	Electric Security Plans, a PUCO requirement for electric utilities to adjust their rates by filing with the PUCO.
ETT	Electric Transmission Texas, LLC, an equity interest joint venture between AEP Transmission Holdco and Berkshire Hathaway Energy Company formed to own and operate electric transmission facilities in ERCOT.
Excess ADIT	Excess accumulated deferred income taxes.
FASB	Financial Accounting Standards Board.
Federal EPA	United States Environmental Protection Agency.
FERC	Federal Energy Regulatory Commission.
FGD	Flue Gas Desulfurization or scrubbers.
FIP	Federal Implementation Plan.
FTR	Financial Transmission Right, a financial instrument that entitles the holder to receive compensation for certain congestion-related transmission charges that arise when the power grid is congested resulting in differences in locational prices.
GAAP	Accounting Principles Generally Accepted in the United States of America.
Global Settlement	In February 2017, the PUCO approved a settlement agreement filed by OPCo in December 2016 which resolved all remaining open issues on remand from the Supreme Court of Ohio in OPCo's 2009 - 2011 and June 2012 - May 2015 ESP filings. It also resolved all open issues in OPCo's 2009, 2014 and 2015 SEET filings and 2009, 2012 and 2013 Fuel Adjustment Clause Audits.
I&M	Indiana Michigan Power Company, an AEP electric utility subsidiary.
IRS	Internal Revenue Service.
IURC	Indiana Utility Regulatory Commission.
KGPCo	Kingsport Power Company, an AEP electric utility subsidiary.
KPCo	Kentucky Power Company, an AEP electric utility subsidiary.
KPSC	Kentucky Public Service Commission.
KWh	Kilowatt-hour.
LPSC	Louisiana Public Service Commission.
MATS	Mercury and Air Toxic Standards.
MISO	Midcontinent Independent System Operator.
MMBtu	Million British Thermal Units.
MPSC	Michigan Public Service Commission.
MTM	Mark-to-Market.
MW	Megawatt.
MWh	Megawatt-hour.
NAAQS	National Ambient Air Quality Standards.
Nonutility Money Pool	Centralized funding mechanism AEP uses to meet the short-term cash requirements of certain nonutility subsidiaries.
NO <sub>2</sub>	Nitrogen dioxide.

NO<sub>x</sub> Nitrogen oxide.  
NPDES National Pollutant Discharge Elimination System.  
NSR New Source Review.  
OATT Open Access Transmission Tariff.

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<b>Term</b>	<b>Meaning</b>
OCC	Corporation Commission of the State of Oklahoma.
Ohio Phase-in-Recovery Funding	Ohio Phase-in-Recovery Funding LLC, a wholly-owned subsidiary of OPCo and a consolidated VIE formed for the purpose of issuing and servicing securitization bonds related to phase-in recovery property.
Oklahoma Power Station	A single unit coal-fired generation plant totaling 650 MW located in Vernon, Texas. The plant is jointly-owned by AEP Texas, PSO and certain nonaffiliated entities.
OPCo	Ohio Power Company, an AEP electric utility subsidiary.
OPEB	Other Postretirement Benefits.
OSS	Off-system Sales.
OTC	Over-the-counter.
OVEC	Ohio Valley Electric Corporation, which is 43.47% owned by AEP.
Parent	American Electric Power Company, Inc., the equity owner of AEP subsidiaries within the AEP consolidation.
PJM	Pennsylvania – New Jersey – Maryland regional transmission organization.
PM	Particulate Matter.
PPA	Purchase Power and Sale Agreement.
PSO	Public Service Company of Oklahoma, an AEP electric utility subsidiary.
PUCO	Public Utilities Commission of Ohio.
PUCT	Public Utility Commission of Texas.
Racine	A generation plant consisting of two hydroelectric generating units totaling 47.5 MWs located in Racine, Ohio and owned by AGR.
Registrant Subsidiaries	AEP subsidiaries which are SEC registrants: AEP Texas, AEPTCo, APCo, I&M, OPCo, PSO and SWEPCo.
Registrants	SEC registrants: AEP, AEP Texas, AEPTCo, APCo, I&M, OPCo, PSO and SWEPCo.
Risk Management Contracts	Trading and non-trading derivatives, including those derivatives designated as cash flow and fair value hedges.
Rockport Plant	A generation 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.
ROE	Return on Equity.
RPM	Reliability Pricing Model.
RSR	Retail Stability Rider.
RTO	Regional Transmission Organization, responsible for moving electricity over large interstate areas.
Sabine	Sabine Mining Company, a lignite mining company that is a consolidated VIE for AEP and SWEPCo.
SCR	Selective Catalytic Reduction, NO <sub>x</sub> reduction technology at Rockport Plant.
SEC	U.S. Securities and Exchange Commission.
SEET	Significantly Excessive Earnings Test.
SIP	State Implementation Plan.
SNF	Spent Nuclear Fuel.
SO <sub>2</sub>	Sulfur dioxide.
SPP	Southwest Power Pool regional transmission organization.
SSO	Standard service offer.
State Transcos	AEPTCo's seven wholly-owned, FERC regulated, transmission only electric utilities, which are geographically aligned with AEP existing utility operating companies.



SWEPCo	Southwestern Electric Power Company, an AEP electric utility subsidiary. On December 22, 2017, President Trump signed into law legislation referred to as the “Tax Cuts and Jobs Act” (the TCJA). The TCJA includes significant changes to the Internal Revenue Code of 1986, including a reduction in the corporate federal income tax rate from 35% to 21% effective January 1, 2018.
Tax Reform	
TCC	Formerly AEP Texas Central Company, now a division of AEP Texas.

<b>Term</b>	<b>Meaning</b>
Texas Restructuring Legislation	Legislation enacted in 1999 to restructure the electric utility industry in Texas.
TNC	Formerly AEP Texas North Company, now a division of AEP Texas.
Transition Funding	AEP Texas Central Transition Funding II LLC and AEP Texas Central Transition Funding III LLC, wholly-owned subsidiaries of TCC and consolidated VIE formed for the purpose of issuing and servicing securitization bonds related to Texas Restructuring Legislation.
Transource Energy	Transource Energy, LLC, a consolidated VIE formed for the purpose of investing in utilities which develop, acquire, construct, own and operate transmission facilities in accordance with FERC-approved rates.
Turk Plant	John W. Turk, Jr. Plant, a 600 MW coal-fired plant in Arkansas that is 73% owned by SWEPCo.
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.
Virginia SCC	Virginia State Corporation Commission.
Wind Catcher Project	Wind Catcher Energy Connection Project, a joint PSO and SWEPCo project that was cancelled in July 2018. The estimated \$4.5 billion project included the acquisition of a wind generation facility, totaling approximately 2,000 MWs of wind generation, and the construction of a generation interconnection tie-line totaling approximately 350 miles.
WPCo	Wheeling Power Company, an AEP electric utility subsidiary.
WVPSC	Public Service Commission of West Virginia.

## FORWARD-LOOKING INFORMATION

This report made by the Registrants contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. Many forward-looking statements appear in “Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations” of the 2018 Annual Report, but there are others throughout this document which may be identified by words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “will,” “should,” “would,” “project,” “continue” and similar expressions, and include statements reflecting future results or guidance and statements of outlook. These matters are subject to risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements in this document are presented as of the date of this document. Except to the extent required by applicable law, management undertakes no obligation to update or revise any forward-looking statement. Among the factors that could cause actual results to differ materially from those in the forward-looking statements are:

- Changes in economic conditions, electric market demand and demographic patterns in AEP service territories.
- Inflationary or deflationary interest rate trends.
- Volatility in the financial markets, particularly developments affecting the availability or cost of capital to finance new capital projects and refinance existing debt.
- The availability and cost of funds to finance working capital and capital needs, particularly during periods when the time lag between incurring costs and recovery is long and the costs are material.
- Electric load and customer growth.
- Weather conditions, including storms and drought conditions, and the ability to recover significant storm restoration costs.
- The cost of fuel and its transportation, the creditworthiness and performance of fuel suppliers and transporters and the cost of storing and disposing of used fuel, including coal ash and SNF.
- Availability of necessary generation capacity, the performance of generation plants and the availability of fuel.
- The ability to recover fuel and other energy costs through regulated or competitive electric rates.
- The ability to build or acquire renewable generation, transmission lines and facilities (including the ability to obtain any necessary regulatory approvals and permits) when needed at acceptable prices and terms and to recover those costs.
- New legislation, litigation and government regulation, including oversight of nuclear generation, energy commodity trading and new or heightened requirements for reduced emissions of sulfur, nitrogen, mercury, carbon, soot or PM and other substances that could impact the continued operation, cost recovery and/or profitability of generation plants and related assets.
- Evolving public perception of the risks associated with fuels used before, during and after the generation of electricity, including nuclear fuel.
- Timing and resolution of pending and future rate cases, negotiations and other regulatory decisions, including rate or other recovery of new investments in generation, distribution and transmission service and environmental compliance.
- Resolution of litigation.
- The ability to constrain operation and maintenance costs.
- Prices and demand for power generated and sold at wholesale.
- Changes in technology, particularly with respect to energy storage and new, developing, alternative or distributed sources of generation.
- The ability to recover through rates any remaining unrecovered investment in generation units that may be retired before the end of their previously projected useful lives.
- Volatility and changes in markets for capacity and electricity, coal and other energy-related commodities, particularly changes in the price of natural gas.
- Changes in utility regulation and the allocation of costs within RTOs including ERCOT, PJM and SPP.
- Changes in the creditworthiness of the counterparties with contractual arrangements, including participants in the energy trading market.
- Actions of rating agencies, including changes in the ratings of debt.

The impact of volatility in the capital markets on the value of the investments held by the pension, OPEB, captive insurance entity and nuclear decommissioning trust and the impact of such volatility on future funding requirements.  
Accounting pronouncements periodically issued by accounting standard-setting bodies.

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• Other risks and unforeseen events, including wars, the effects of terrorism (including increased security costs), embargoes, naturally occurring and human-caused fires, cyber security threats and other catastrophic events.

The forward-looking statements of the Registrants speak only as of the date of this report or as of the date they are made. The Registrants expressly disclaim any obligation to update any forward-looking information. For a more detailed discussion of these factors, see “Risk Factors” in Part I of the 2018 Annual Report and in Part II of this report.

Investors should note that the Registrants announce material financial information in SEC filings, press releases and public conference calls. Based on guidance from the SEC, the Registrants may use the Investors section of AEP’s website ([www.aep.com](http://www.aep.com)) to communicate with investors about the Registrants. It is possible that the financial and other information posted there could be deemed to be material information. The information on AEP’s website is not part of this report.

**AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND  
RESULTS OF OPERATIONS**

**EXECUTIVE OVERVIEW**

***Customer Demand***

AEP's weather-normalized retail sales volumes for the first quarter of 2019 decreased by 0.3% from the first quarter of 2018. AEP's first quarter 2019 industrial sales volumes decreased 0.4% compared to the first quarter of 2018. The decline in industrial sales was primarily in the east vertically integrated operating companies. Weather-normalized residential sales increased 0.9% while weather-normalized commercial sales decreased 1.7% in the first quarter of 2019, respectively, from the first quarter of 2018.

***Regulatory Matters***

AEP's public utility subsidiaries are involved in rate and regulatory proceedings at the FERC and their state commissions. Depending on the outcomes, these rate and regulatory proceedings can have a material impact on results of operations, cash flows and possibly financial condition. AEP is currently involved in the following key proceedings. See Note 4 - Rate Matters for additional information.

*Texas Storm Cost Securitization* - In March 2019, AEP Texas filed a request to securitize total estimated distribution-related system restoration costs with the PUCT in the amount of \$230 million, which includes estimated carrying costs. A decision by the PUCT is expected in the second quarter of 2019. The remaining \$95 million of estimated net transmission-related system restoration costs, including carrying charges, is expected to be recovered through interim transmission filings or an upcoming base rate case.

*Virginia Legislation Affecting Earnings Reviews* - In March 2018, Virginia enacted legislation requiring APCo to file its next generation and distribution base rate case by March 31, 2020 using 2017, 2018 and 2019 test years ("triennial review"). Triennial reviews are subject to an earnings test which provides that 70% of any earnings exceeding 70 basis points over the Virginia SCC authorized ROE would be refunded to customers. Management has reviewed APCo's actual and forecasted earnings for the triennial period and concluded that it is not probable but is reasonably possible that APCo will over-earn in Virginia during the 2017-2019 triennial period. Due to various uncertainties, including weather, storm restoration, weather-normalized demand and potential customer shopping during 2019, management cannot estimate a range of potential APCo Virginia over-earnings during the 2017-2019 triennial period.

*Virginia Staff Depreciation Study Request* - In November 2018, Virginia staff recommended that APCo implement new Virginia jurisdictional depreciation rates effective January 1, 2018 based on APCo's depreciation study that was prepared at Virginia staff's request using December 31, 2017 APCo property balances. Implementation of those depreciation rates would result in a \$21 million pretax increase in annual depreciation expense with no corresponding increase in retail base rates. In December 2018, APCo submitted a response to the Virginia Staff stating that it was inappropriate for APCo to change Virginia depreciation rates in advance of APCo's triennial review, citing the Virginia SCC's November 2014 order to not change APCo's Virginia depreciation rates until APCo's next base rate case/review.

*2016 SEET Filing* - Ohio law provides for the return of significantly excessive earnings to ratepayers upon PUCO review. In 2016, OPCo recorded a 2016 SEET provision of \$58 million. In February 2019, the PUCO issued an order that OPCo did not have significantly excessive earnings in 2016. As a result of the order, OPCo reversed the provision

in the first quarter of 2019.

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*2012 Texas Base Rate Case* - In 2012, SWEPCo filed a request with the PUCT to increase annual base rates primarily due to the completion of the Turk Plant. In 2013, the PUCT issued an order affirming the prudence of the Turk Plant. In July 2018, the Texas Third Court of Appeals reversed the PUCT's judgment affirming the prudence of the Turk Plant and remanded the issue back to the PUCT. In August 2018, SWEPCo filed a Motion for Reconsideration at the Court of Appeals, which was denied. In January 2019, SWEPCo and the PUCT filed petitions for review with the Texas Supreme Court, which has ordered Appellants to file responses by April 29, 2019. As of March 31, 2019, the net book value of Turk Plant was \$1.5 billion, before cost of removal, including materials and supplies inventory and CWIP.

*FERC Transmission Complaint - AEP's PJM Participants* - In 2016, seven parties filed a complaint at the FERC that alleged the base ROE used by AEP's transmission owning subsidiaries within PJM in calculating formula transmission rates under the PJM OATT is excessive and should be reduced from 10.99% to 8.32%, effective upon the date of the complaint. In March 2018, AEP's transmission owning subsidiaries within PJM and six of the complainants filed a settlement agreement with the FERC (the seventh complainant abstained). If approved by the FERC, the settlement agreement establishes a base ROE for AEP's transmission owning subsidiaries within PJM of 9.85% (10.35% inclusive of the RTO incentive adder of 0.5%), effective January 1, 2018 and increases the cap on the equity portion of the capital structure to 55% from 50%. In April 2018, an ALJ accepted the interim settlement rates, which were implemented effective January 1, 2018. These interim rates are subject to refund or surcharge, with interest. Also in April 2018, certain intervenors filed comments at the FERC recommending a lower ROE. In March 2019, the intervenors subsequently withdrew their opposition to the settlement and the settling parties filed a joint motion at the FERC seeking approval of this now uncontested settlement. A decision from the FERC is pending.

*FERC Transmission Complaint - AEP's SPP Participants* - In 2017, several parties filed a complaint at the FERC that states the base ROE used by AEP's transmission owning subsidiaries within SPP in calculating formula transmission rates under the SPP OATT is excessive and should be reduced from 10.7% to 8.36%, effective upon the date of the complaint through September 5, 2018. In September 2018, the same parties filed another complaint at the FERC that states the base ROE used should be reduced from 10.7% to 8.71%, effective upon the date of the second complaint. In March 2019, AEP's transmission owning subsidiaries within SPP and the complainants filed an unopposed settlement agreement with the FERC that establishes a base ROE of 10% (10.50% inclusive of the RTO incentive adder of 0.5%) effective January 1, 2019. Additionally, refunds, including carrying charges, would be made from the date of the first complaint through December 31, 2018. Refunds for the period prior to 2019 would be made at the time of the 2019 true-up of 2018 rates. Refunds from January 2019 onward would begin following a FERC approval of the settlement and conclude with the 2020 true-up of 2019 rates. A decision from the FERC is pending.

The Ohio House of Representatives introduced a clean energy bill in April 2019, which would offer incentives for power-generating facilities with zero- or reduced carbon emissions. The Ohio bill also proposes to eliminate the current energy efficiency and renewable mandates for Ohio electric utilities in order to pay for the zero/reduced emission credits. Management is analyzing the impact of this new legislation but it could be significantly amended before passage and cannot, at this time, estimate the impact results on operations, cash flows or financial condition.



**Utility Rates and Rate Proceedings**

The Registrants file rate cases with their regulatory commissions seeking increases or decreases to their electric service rates to recover their costs and earn a fair return on their investments. The outcomes of these regulatory proceedings impact the Registrants' current and future results of operations, cash flows and financial position.

The following tables show the Registrants' completed and pending base rate case proceedings in 2019. See Note 4 - Rate Matters for additional information.

**Completed Base Rate Case Proceedings**

Company	Jurisdiction	Approved Revenue Requirement Increase (in millions)	Approved New Rates	
			ROE	Effective
APCo	West Virginia	\$ 35.8	9.75%	March 2019
WPCo	West Virginia	8.4	9.75%	March 2019
PSO	Oklahoma	46.0	9.4%	April 2019

**Pending Base Rate Case Proceedings**

Company	Jurisdiction	Filing Date	Requested Revenue Requirement Increase (in millions)	Requested ROE	Commission Staff/ Intervenor	Range of Recommended ROE
SWEPCo	Arkansas	February 2019	\$ 75.0	10.5%	(a)	

(a) Commission Staff/Intervenor direct testimony to be filed by July 16, 2019.

**Renewable Generation**

The growth of AEP's renewable generation portfolio reflects the company's strategy to diversify generation resources to provide clean energy options to customers that meet both their energy and capacity needs.

***Contracted Renewable Generation Facilities***

AEP continues to develop its renewable portfolio within the Generation & Marketing segment. Activities include working directly with wholesale and large retail customers to provide tailored solutions based upon market knowledge, technology innovations and deal structuring which may include distributed solar, wind, combined heat and power, energy storage, waste heat recovery, energy efficiency, peaking generation and other forms of cost reducing energy technologies. The Generation & Marketing segment also develops and/or acquires large scale renewable generation projects that are backed with long-term contracts with creditworthy counterparties. As of March 31, 2019, subsidiaries within AEP's Generation & Marketing segment had approximately 438 MWs of contracted renewable generation projects in-service. In addition, as of March 31, 2019, these subsidiaries had approximately 56 MWs of renewable generation projects under construction with total estimated capital costs of \$78 million related to these projects.

In December 2018, AEP signed a Purchase and Sale Agreement with a nonaffiliate to acquire a 75% interest in a 302 MW wind generation project located in West Texas upon completion. Management expects the transaction to close and the wind generation facility to be in-service in mid-2019.

In April 2019, AEP acquired Sempra Renewables LLC and its 724 MWs of wind generation and battery assets for approximately \$1.1 billion, subject to working capital adjustments. AEP paid \$584 million in cash and assumed approximately \$358 million of existing project debt obligations of the non-consolidated joint ventures. Additionally, the acquisition includes the recognition of noncontrolling tax equity interest of an estimated \$110 million as of the acquisition date associated with certain of the acquired wind farms. The wind generation portfolio includes seven wholly or jointly-owned wind farms with long-term PPAs for 100% of their energy production. See “Acquisitions” section of Note 6 for additional information.

### *Regulated Renewable Generation Facilities*

In September 2018, OPCo, consistent with its commitment in the previously approved PPA application, submitted a filing with the PUCO demonstrating a need for up to 900 MWs of economically beneficial renewable resources in Ohio. This filing was followed by a separate filing for two solar Renewable Energy Purchase Agreements totaling 400 MWs. In January 2019, PUCO staff recommended that the PUCO reject OPCo's request. If approved, the solar generation facilities are expected to be operational by the end of 2021.

In January 2019, PSO and SWEPCo issued requests for proposals to acquire up to 1,000 MWs and 1,200 MWs of wind generation, respectively. The wind generation projects would be subject to regulatory approval and placed in-service by the end of 2021.

### *Racine*

A project to reconstruct a defective dam structure at Racine began in the first quarter of 2017. Due to a significant increase in estimated costs to complete the reconstruction project, AEP recorded impairments in 2017 and 2018. See Note 7 - Dispositions and Impairments in the 2018 Annual Report for additional information.

Reconstruction activities at Racine are estimated to be completed in the fourth quarter of 2019. AEP expects to incur additional capital expenditures to complete the reconstruction project, at which point the fair value of Racine, as fully operational, is expected to approximate the amount of those remaining estimated capital expenditures. Future revisions in cost estimates could result in additional losses which could reduce future net income and cash flows and impact financial condition.

### *Dolet Hills Lignite Company Operations*

In November 2018, SWEPCo and CLECO announced that the Dolet Hills Power Station will change to a seasonal operational strategy. DHLC's mining operation will continue year-round but will reduce its lignite output. SWEPCo's share of the net investment in the Dolet Hills Power Station is \$132 million and the maximum exposure of SWEPCo's total investment in DHLC is \$170 million. Management will continue to monitor the economic viability of the Dolet Hills Power Station and DHLC.

## **LITIGATION**

In the ordinary course of business, AEP is involved in employment, commercial, environmental and regulatory litigation. Since it is difficult to predict the outcome of these proceedings, management cannot predict the eventual resolution, timing or amount of any loss, fine or penalty. Management assesses the probability of loss for each contingency and accrues a liability for cases that have a probable likelihood of loss if the loss can be estimated. Adverse results in these proceedings have the potential to reduce future net income and cash flows and impact financial condition. See Note 4 – Rate Matters and Note 5 – Commitments, Guarantees and Contingencies for additional information.

### *Rockport Plant Litigation*

In 2013, the Wilmington Trust Company filed a complaint in the U.S. District Court for the Southern District of New York against AEGCo and I&M alleging that it would be unlawfully burdened by the terms of the modified NSR consent decree after the Rockport Plant, Unit 2 lease expiration in December 2022. The terms of the consent decree allow the installation of environmental emission control equipment, repowering, refueling or retirement of the unit. The plaintiffs seek a judgment declaring that the defendants breached the lease, must satisfy obligations related to installation of emission control equipment and indemnify the plaintiffs. The New York court granted a motion to transfer this case to the U.S. District Court for the Southern District of Ohio.

AEGCo and I&M sought and were granted dismissal by the U.S. District Court for the Southern District of Ohio of certain of the plaintiffs' claims, including claims for compensatory damages, breach of contract, breach of the implied covenant of good faith and fair dealing and indemnification of costs. Plaintiffs voluntarily dismissed the surviving claims that AEGCo and I&M failed to exercise prudent utility practices with prejudice, and the court issued a final judgment. The plaintiffs subsequently filed an appeal in the U.S. Court of Appeals for the Sixth Circuit.

In 2017, the U.S. Court of Appeals for the Sixth Circuit issued an opinion and judgment affirming the district court's dismissal of the owners' breach of good faith and fair dealing claim as duplicative of the breach of contract claims, reversing the district court's dismissal of the breach of contract claims and remanding the case for further proceedings.

Thereafter, AEP filed a motion with the U.S. District Court for the Southern District of Ohio in the original NSR litigation, seeking to modify the consent decree. The district court granted the owners' unopposed motion to stay the lease litigation to afford time for resolution of AEP's motion to modify the consent decree. In September 2018, the district court granted AEP's unopposed motion to stay further proceedings regarding the consent decree to facilitate settlement discussions among the parties to the consent decree. See "Proposed Modification of the NSR Litigation Consent Decree" section below for additional information.

Management will continue to defend against the claims. Given that the district court dismissed plaintiffs' claims seeking compensatory relief as premature, and that plaintiffs have yet to present a methodology for determining or any analysis supporting any alleged damages, management is unable to determine a range of potential losses that are reasonably possible of occurring.

## **ENVIRONMENTAL ISSUES**

AEP has a substantial capital investment program and incurs additional operational costs to comply with environmental control requirements. Additional investments and operational changes will be made in response to existing and anticipated requirements to reduce emissions from fossil generation facilities, rules governing the beneficial use and disposal of coal combustion by-products, clean water rules and renewal permits for certain water discharges.

AEP is engaged in litigation about environmental issues, was notified of potential responsibility for the clean-up of contaminated sites and incurred costs for disposal of SNF and future decommissioning of the nuclear units. AEP, along with various other parties challenged some of the Federal EPA requirements in court. Management is engaged in the development of possible future requirements including the items discussed below. Management believes that further analysis and better coordination of these environmental requirements would facilitate planning and lower overall compliance costs while achieving the same environmental goals.

AEP will seek recovery of expenditures for pollution control technologies and associated costs from customers through rates in regulated jurisdictions. Environmental rules could result in accelerated depreciation, impairment of assets or regulatory disallowances. If AEP is unable to recover the costs of environmental compliance, it would reduce future net income and cash flows and impact financial condition.

### ***Environmental Controls Impact on the Generating Fleet***

The rules and proposed environmental controls discussed below will have a material impact on the generating units in the AEP System. Management continues to evaluate the impact of these rules, project scope and technology available to achieve compliance. As of March 31, 2019, the AEP System had generating capacity of approximately 25,400 MWs, of which approximately 13,200 MWs were coal-fired. Management continues to refine the cost estimates of complying with these rules and other impacts of the environmental proposals on the fossil generating facilities. Based upon management estimates, AEP's investment to meet these existing and proposed requirements ranges from approximately \$650 million to \$1.5 billion through 2025.

The cost estimates will change depending on the timing of implementation and whether the Federal EPA provides flexibility in finalizing proposed rules or revising certain existing requirements. The cost estimates will also change based on: (a) potential state rules that impose more stringent standards, (b) additional rulemaking activities in response

to court decisions, (c) actual performance of the pollution control technologies installed on the units, (d) changes in costs for new pollution controls, (e) new generating technology developments, (f) total MWs of capacity retired and replaced, including the type and amount of such replacement capacity, (g) resolution of the pending motion to modify the NSR consent decree and (h) other factors. In addition, management continues to evaluate the economic feasibility of environmental investments on regulated and competitive plants.

The table below represents the net book value before cost of removal, including related materials and supplies inventory, of plants or units of plants previously retired that have a remaining net book value as of March 31, 2019.

<b>Company</b>	<b>Plant Name and Unit</b>	<b>Generating Capacity (in MWs)</b>	<b>Amounts Pending Regulatory Approval (in millions)</b>
APCo	Kanawha River Plant	400	\$ 43.8
APCo	Clinch River Plant, Unit 3	235	31.8
APCo (a)	Clinch River Plant, Units 1 and 2	470	26.7
APCo	Sporn Plant, Units 1 and 3	300	15.6
APCo	Glen Lyn Plant	335	13.6
SWEPCo	Welsh Plant, Unit 2	528	50.6
<b>Total</b>		<b>2,268</b>	<b>\$ 182.1</b>

APCo obtained permits following the Virginia SCC's and WVPS' approval to convert Clinch River Plant, Units 1 (a) and 2 to natural gas. In 2015, APCo retired the coal-related assets of Clinch River Plant, Units 1 and 2. Clinch River Plant, Units 1 and 2 began operations as natural gas units in 2016.

Management is seeking or will seek recovery of the remaining net book value in future rate proceedings. To the extent the net book value of these generation assets is not recoverable, it could materially reduce future net income and cash flows and impact financial condition.

#### ***Proposed Modification of the New Source Review Litigation Consent Decree***

In 2007, the U.S. District Court for the Southern District of Ohio approved a consent decree between AEP subsidiaries in the eastern area of the AEP System and the Department of Justice, the Federal EPA, eight northeastern states and other interested parties to settle claims that the AEP subsidiaries violated the NSR provisions of the CAA when they undertook various equipment repair and replacement projects over a period of nearly 20 years. The consent decree's terms include installation of environmental control equipment on certain generating units, a declining cap on SO<sub>2</sub> and NO<sub>x</sub> emissions from the AEP System and various mitigation projects.

In 2017, AEP filed a motion with the U.S. District Court for the Southern District of Ohio seeking to modify the consent decree to eliminate an obligation to install future controls at Rockport Plant, Unit 2 if AEP does not acquire ownership of that unit, and to modify the consent decree in other respects to preserve the environmental benefits of the consent decree. The other parties to the consent decree opposed AEP's motion. The district court granted AEP's request to delay the deadline to install SCR technology at Rockport Plant, Unit 2 until June 2020.

In 2018, AEP filed a supplemental motion and a detailed statement of the specific relief requested to address the changed circumstances at Rockport Plant, Unit 2. In September 2018, the district court granted AEP's unopposed motion to stay further proceedings on the pending motion to modify the consent decree to facilitate settlement discussions among the parties.

AEP is seeking to modify the consent decree as a means to resolve or substantially narrow the issues in pending litigation with the owners of Rockport Plant, Unit 2. See "Rockport Plant Litigation" section above for additional information.

#### ***Clean Air Act Requirements***

The CAA establishes a comprehensive program to protect and improve the nation's air quality and control sources of air emissions. The states implement and administer many of these programs and could impose additional or more stringent requirements. The primary regulatory programs that continue to drive investments in AEP's existing generating units include: (a) periodic revisions to NAAQS and the development of SIPs to achieve any more stringent standards, (b) implementation of the regional haze program by the states and the Federal EPA, (c) regulation of hazardous air pollutant emissions under MATS, (d) implementation and review of CSAPR and (e) the Federal EPA's regulation of greenhouse gas emissions from fossil generating units under Section 111 of the CAA. Notable developments in significant CAA regulatory requirements affecting AEP's operations are discussed in the following sections.

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### *National Ambient Air Quality Standards*

The Federal EPA issued new, more stringent NAAQS for PM in 2012 and ozone in 2015. The existing standards for NO<sub>2</sub> and SO<sub>2</sub> were retained after review by the Federal EPA in 2018 and 2019, respectively. Implementation of these standards is underway.

In 2016, the Federal EPA completed an integrated review plan for the 2012 PM standard. Work is currently underway on scientific, risk and policy assessments necessary to develop a proposed rule, which is anticipated in 2021.

The Federal EPA finalized non-attainment designations for the 2015 ozone standard in 2018. The Federal EPA has confirmed that for states included in the CSAPR program, there are no additional interstate transport obligations, as all areas of the country are expected to attain the 2008 ozone standard before 2023. Challenges to the 2015 ozone standard are pending in the U.S. Court of Appeals for the District of Columbia Circuit. In 2018, the Federal EPA proposed final requirements for implementing the 2015 ozone standard, which have also been challenged in the U.S. Court of Appeals for the District of Columbia Circuit. Management cannot currently predict the nature, stringency or timing of additional requirements for AEP's facilities based on the outcome of these activities.

### *Regional Haze*

The Federal EPA issued a Clean Air Visibility Rule (CAVR), detailing how the CAA's requirement that certain facilities install best available retrofit technology (BART) would address regional haze in federal parks and other protected areas. BART requirements apply to power plants. CAVR will be implemented through SIPs or FIPs. In 2017, the Federal EPA revised the rules governing submission of SIPs to implement the visibility programs, including a provision that postpones the due date for the next comprehensive SIP revisions until 2021. Petitions for review of the final rule revisions have been filed in the U.S. Court of Appeals for the District of Columbia Circuit.

In 2012, the Federal EPA proposed disapproval of a portion of the regional haze SIP in Arkansas and finalized a FIP in 2016. In 2017, Arkansas issued a proposed SIP revision to allow sources to participate in the CSAPR ozone season program in lieu of the source-specific NO<sub>x</sub> BART requirements in the FIP, and in 2018, the Federal EPA approved the revision. Arkansas finalized a separate action in 2017 to revise the SO<sub>2</sub> BART determinations. In 2018, the Federal EPA proposed to approve the Arkansas SO<sub>2</sub> BART determinations. SWEPCo's Flint Creek Plant is already in compliance with the applicable requirements.

The Federal EPA also disapproved portions of the Texas regional haze SIP. In 2017, the Federal EPA finalized a FIP that allows participation in the CSAPR ozone season program to satisfy the NO<sub>x</sub> regional haze obligations for electric generating units in Texas. Additionally, the Federal EPA finalized an intrastate SO<sub>2</sub> emissions trading program based on CSAPR allowance allocations. A challenge to the FIP was filed in the U.S. Court of Appeals for the Fifth Circuit by various intervenors and the case is pending the Federal EPA's reconsideration of the final rule. In August 2018, the Federal EPA proposed to affirm its 2017 FIP approval. Management supports the intrastate trading program contained in the FIP as a compliance alternative to source-specific controls.

### *Cross-State Air Pollution Rule*

In 2011, the Federal EPA issued CSAPR as a replacement for the Clean Air Interstate Rule, a regional trading program designed to address interstate transport of emissions that contributed significantly to downwind non-attainment with the 1997 ozone and PM NAAQS. CSAPR relies on SO<sub>2</sub> and NO<sub>x</sub> allowances and individual state budgets to compel further emission reductions from electric utility generating units. Interstate trading of allowances is allowed on a restricted sub-regional basis.

Petitions to review the CSAPR were filed in the U.S. Court of Appeals for the District of Columbia Circuit. In 2015, the court found that the Federal EPA over-controlled the SO<sub>2</sub> and/or NO<sub>x</sub> budgets of 14 states. The court remanded the rule to the Federal EPA for revision consistent with the court's opinion while CSAPR remained in place.

In 2016, the Federal EPA issued a final rule to address the remand and to incorporate additional changes necessary to address the 2008 ozone standard. The final rule significantly reduced ozone season budgets in many states and discounted the value of banked CSAPR ozone season allowances beginning with the 2017 ozone season. The rule has been challenged in the courts and petitions for administrative reconsideration have been filed. Management has complied with the more stringent ozone season budgets while these petitions were pending.

### ***Mercury and Other Hazardous Air Pollutants (HAPs) Regulation***

In 2012, the Federal EPA issued a rule addressing a broad range of HAPs from coal and oil-fired power plants. The rule established unit-specific emission rates for units burning coal on a 30-day rolling average basis for mercury, PM (as a surrogate for particles of non-mercury metals) and hydrogen chloride (as a surrogate for acid gases). In addition, the rule proposed work practice standards for controlling emissions of organic HAPs and dioxin/furans, with compliance required within three years. Management obtained administrative extensions for up to one year at several units to facilitate the installation of controls or to avoid a serious reliability problem.

In 2014, the U.S. Court of Appeals for the District of Columbia Circuit denied all of the petitions for review of the 2012 final rule. Various intervenors filed petitions for further review in the U.S. Supreme Court.

In 2015, the U.S. Supreme Court reversed the decision of the U.S. Court of Appeals for the District of Columbia Circuit. The court remanded the MATS rule to the Federal EPA to consider costs in determining whether to regulate emissions of HAPs from power plants. In 2016, the Federal EPA issued a supplemental finding concluding that, after considering the costs of compliance, it was appropriate and necessary to regulate HAP emissions from coal and oil-fired units. Petitions for review of the Federal EPA's determination were filed in the U.S. Court of Appeals for the District of Columbia Circuit. In 2018, the Federal EPA released a revised finding that the costs of reducing HAP emissions to the level in the current rule exceed the benefits of those HAP emission reductions. The Federal EPA also determined that there are no significant changes in control technologies and the remaining risks associated with HAP emissions do not justify any more stringent standards. Therefore, the Federal EPA proposed to retain the current MATS standards without change. The comment period on this proposal ends in April 2019.

### ***Climate Change, CO<sub>2</sub> Regulation and Energy Policy***

In 2015, the Federal EPA published the final CO<sub>2</sub> emissions standards for new, modified and reconstructed fossil generating units, and final guidelines for the development of state plans to regulate CO<sub>2</sub> emissions from existing sources, known as the Clean Power Plan (CPP).

The final rules were challenged in the courts. In 2016, the U.S. Supreme Court issued a stay on the final CPP, including all of the deadlines for submission of initial or final state plans until a final decision is issued by the U.S. Court of Appeals for the District of Columbia Circuit and the U.S. Supreme Court considers any petition for review. In 2017, the President issued an Executive Order directing the Federal EPA to reconsider the CPP and the associated standards for new sources. The Federal EPA filed a motion to hold the challenges to the CPP in abeyance, and the cases are still pending.

In 2018, the Federal EPA proposed the Affordable Clean Energy (ACE) rule to replace the CPP with new emission guidelines for regulating CO<sub>2</sub> from existing sources. ACE would establish a framework for states to adopt standards of performance for utility boilers based on heat rate improvements for such boilers. In 2018, the Federal EPA filed a proposed rule revising the standards for new sources and determined that partial carbon capture and storage is not the best system of emission reduction because it is not available throughout the U.S. and is not cost-effective. Management actively monitors these rulemaking activities.

AEP has taken action to reduce and offset CO<sub>2</sub> emissions from its generating fleet and expects CO<sub>2</sub> emissions from its operations to continue to decline due to the retirement of some of its coal-fired generation units, and actions taken to diversify the generation fleet and increase energy efficiency where there is regulatory support for such activities. The majority of the states where AEP has generating facilities passed legislation establishing renewable energy,

alternative energy and/or energy efficiency requirements that can assist in reducing carbon emissions. Management is taking steps to comply with these requirements, including increasing wind and solar installations, power purchases and broadening AEP System's portfolio of energy efficiency programs.

In 2018, AEP announced new intermediate and long-term CO<sub>2</sub> emission reduction goals, based on the output of the company's integrated resource plans, which take into account economics, customer demand, grid reliability and resiliency, regulations and the company's current business strategy. The intermediate goal is a 60% reduction from 2000 CO<sub>2</sub> emission levels from AEP generating facilities by 2030; the long-term goal is an 80% reduction of CO<sub>2</sub> emissions from AEP generating facilities from 2000 levels by 2050. AEP's total estimated CO<sub>2</sub> emissions in 2018 were approximately 69 million metric tons, a 59% reduction from AEP's 2000 CO<sub>2</sub> emissions.

Federal and state legislation or regulations that mandate limits on the emission of CO<sub>2</sub> could result in significant increases in capital expenditures and operating costs, which in turn, could lead to increased liquidity needs and higher financing costs. Excessive costs to comply with future legislation or regulations might force AEP to close some coal-fired facilities, which could possibly lead to impairment of assets.

### ***Coal Combustion Residual (CCR) Rule***

In 2015, the Federal EPA published a final rule to regulate the disposal and beneficial re-use of CCR, including fly ash and bottom ash created from coal-fired generating units and FGD gypsum generated at some coal-fired plants. The rule applies to active CCR landfills and surface impoundments at operating electric utility or independent generation facilities. The rule imposes construction and operating obligations, including location restrictions, liner criteria, structural integrity requirements for impoundments, operating criteria and additional groundwater monitoring requirements to be implemented on a schedule spanning an approximate four-year implementation period. In 2018, some of AEP's facilities were required to begin monitoring programs to determine if unacceptable groundwater impacts will trigger future corrective measures. Based on additional groundwater data, further studies to design and assess appropriate corrective measures will be undertaken at four facilities in accordance with the rule.

The final 2015 rule was challenged in the courts. In 2018, the U.S. Court of Appeals for the District of Columbia Circuit issued its decision vacating and remanding certain provisions of the 2015 rule. Remaining issues were dismissed. The provisions addressed by the court's decision, including changes to the provisions for unlined impoundments and legacy sites, will be the subject of further rulemaking consistent with the court's decision.

Prior to the court's decision, the Federal EPA issued the July 2018 rule that modifies certain compliance deadlines and other requirements in the 2015 rule. In December 2018, challengers filed a motion for partial stay or vacatur of the July 2018 rule. On the same day, the Federal EPA filed a motion for partial remand of the July 2018 rule. The court granted the Federal EPA's motion, and further rulemaking to address the court's decisions is expected to be completed near the end of 2019.

Other utilities and industrial sources have been engaged in litigation with environmental advocacy groups who claim that releases of contaminants from wells, CCR units, pipelines and other facilities to groundwaters that have a hydrologic connection to a surface water body represent an "unpermitted discharge" under the CWA. Two cases were accepted by the U.S. Supreme Court for further review of the scope of CWA jurisdiction. The Federal EPA has opened a rulemaking docket to solicit information to determine whether it should provide additional clarification of the scope of CWA permitting requirements for discharges to groundwater, and has signed a guidance document that determines that discharges to groundwater are not subject to NPDES permitting requirements under the CWA. Management is unable to predict the impact of this guidance document or the outcome of these cases on AEP's facilities.

Because AEP currently uses surface impoundments and landfills to manage CCR materials at generating facilities, significant costs will be incurred to upgrade or close and replace these existing facilities and conduct any required remedial actions. Closure and post-closure costs have been included in ARO in accordance with the requirements in the final rule. This estimate does not include costs of groundwater remediation, if required. Management will continue to evaluate the rule's impact on operations.

***Clean Water Act Regulations***

In 2014, the Federal EPA issued a final rule setting forth standards for existing power plants that is intended to reduce mortality of aquatic organisms impinged or entrained in the cooling water. The rule was upheld on review by the U.S. Court of Appeals for the Second Circuit. Compliance timeframes are established by the permit agency through each facility's NPDES permit as those permits are renewed and have been incorporated into permits at several AEP facilities. Additional AEP facilities are reviewing these requirements as their wastewater discharge permits are renewed and making appropriate adjustments to their intake structures.

In 2015, the Federal EPA issued a final rule revising effluent limitation guidelines for generating facilities. The rule established limits on FGD wastewater, fly ash and bottom ash transport water and flue gas mercury control wastewater to be imposed as soon as possible after November 2018 and no later than December 2023. These requirements would be implemented through each facility's wastewater discharge permit. The rule was challenged in the U.S. Court of Appeals for the Fifth Circuit. In 2017, the Federal EPA announced its intent to reconsider and potentially revise the standards for FGD wastewater and bottom ash transport water. The Federal EPA postponed the compliance deadlines for those wastewater categories to be no earlier than 2020, to allow for reconsideration. A revised rule could be proposed later in 2019. In April 2019, the Fifth Circuit vacated the standards for landfill leachate and legacy wastewaters, and remanded them to the Federal EPA for reconsideration. Management is assessing technology additions and retrofits to comply with the rule and the impacts of the Federal EPA's recent actions on facilities' wastewater discharge permitting.

In 2015, the Federal EPA and the U.S. Army Corps of Engineers jointly issued a final rule to clarify the scope of the regulatory definition of "waters of the United States" in light of recent U.S. Supreme Court cases. The final rule was challenged in several courts that have reached different conclusions about whether the 2015 rule should be implemented. In December 2018, the Federal EPA and the U.S. Army Corps of Engineers released a proposed rule revising the definition, which would replace the definition in the 2015 rule and could significantly alter the scope of certain CWA programs. The comment period for this proposal ends in April 2019.

## **RESULTS OF OPERATIONS**

### **SEGMENTS**

AEP's primary business is the generation, transmission and distribution of electricity. Within its Vertically Integrated Utilities segment, AEP centrally dispatches generation assets and manages its overall utility operations on an integrated basis because of the substantial impact of cost-based rates and regulatory oversight. Intersegment sales and transfers are generally based on underlying contractual arrangements and agreements.

AEP's reportable segments and their related business activities are outlined below:

#### **Vertically Integrated Utilities**

• Generation, transmission and distribution of electricity for sale to retail and wholesale customers through assets owned and operated by AEGCo, APCo, I&M, KGPCo, KPCo, PSO, SWEPCo and WPCo.

#### **Transmission and Distribution Utilities**

• Transmission and distribution of electricity for sale to retail and wholesale customers through assets owned and operated by AEP Texas and OPCo.

- OPCo purchases energy and capacity at auction to serve SSO customers and provides transmission and distribution services for all connected load.

#### **AEP Transmission Holdco**

• Development, construction and operation of transmission facilities through investments in AEPTCo. These investments have FERC-approved returns on equity.

• Development, construction and operation of transmission facilities through investments in AEP's transmission-only joint ventures. These investments have PUCT-approved or FERC-approved returns on equity.

#### **Generation & Marketing**

• Competitive generation in ERCOT and PJM.

• Marketing, risk management and retail activities in ERCOT, PJM, SPP and MISO.

• Contracted renewable energy investments and management services.

The remainder of AEP's activities is presented as Corporate and Other. While not considered a reportable segment, Corporate and Other primarily includes the purchasing of receivables from certain AEP utility subsidiaries, Parent's guarantee of revenue received from affiliates, investment income, interest income, interest expense, income tax expense and other nonallocated costs.

The following discussion of AEP's results of operations by operating segment includes an analysis of Gross Margin, which is a non-GAAP financial measure. Gross Margin includes Total Revenues less the costs of Fuel and Other Consumables Used for Electric Generation as well as Purchased Electricity for Resale and Amortization of Generation Deferrals as presented in the Registrants statements of income as applicable. Under the various state utility rate making processes, these expenses are generally reimbursable directly from and billed to customers. As a result, they do not typically impact Operating Income or Earnings Attributable to AEP Common Shareholders. Management believes that Gross Margin provides a useful measure for investors and other financial statement users to analyze AEP's financial performance in that it excludes the effect on Total Revenues caused by volatility in these expenses.



Operating Income, which is presented in accordance with GAAP in AEP's statements of income, is the most directly comparable GAAP financial measure to the presentation of Gross Margin. AEP's definition of Gross Margin may not be directly comparable to similarly titled financial measures used by other companies.

The following table presents Earnings (Loss) Attributable to AEP Common Shareholders by segment:

	<b>Three Months Ended March 31, 2019 2018 (in millions)</b>	
Vertically Integrated Utilities	\$302.4	\$231.2
Transmission and Distribution Utilities	156.5	125.4
AEP Transmission Holdco	124.2	104.0
Generation & Marketing	40.1	18.2
Corporate and Other	(50.4 )	(24.4 )
<b>Earnings Attributable to AEP Common Shareholders</b>	<b>\$572.8</b>	<b>\$454.4</b>

## **AEP CONSOLIDATED**

### *First Quarter of 2019 Compared to First Quarter of 2018*

Earnings Attributable to AEP Common Shareholders increased from \$454 million in 2018 to \$573 million in 2019 primarily due to:

- An increase in transmission investment primarily at AEP Transmission Holdco, which resulted in higher revenues and income.

- Favorable rate proceedings in AEP's various jurisdictions.

- A decrease in other operation and maintenance expenses primarily within the Vertically Integrated Utilities and Generation & Marketing segments.

- A decrease in Income Tax Expense primarily due to increased amortization of Excess ADIT not subject to normalization requirements as a result of finalized rate orders and an increase in projected renewable income tax credits.

These increases were partially offset by:

- An increase in depreciation and amortization expenses primarily due to a higher depreciable base.

- A decrease in weather-related usage.

AEP's results of operations by operating segment are discussed on the following pages.

**VERTICALLY INTEGRATED UTILITIES**

<b>Vertically Integrated Utilities</b>	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Revenues	\$2,403.3	\$2,408.0
Fuel and Purchased Electricity	856.4	857.8
<b>Gross Margin</b>	<b>1,546.9</b>	<b>1,550.2</b>
Other Operation and Maintenance	690.1	740.0
Depreciation and Amortization	356.3	313.3
Taxes Other Than Income Taxes	116.0	109.9
<b>Operating Income</b>	<b>384.5</b>	<b>387.0</b>
Other Income	1.3	5.4
Allowance for Equity Funds Used During Construction	10.7	7.4
Non-Service Cost Components of Net Periodic Benefit Cost	17.0	18.1
Interest Expense	(139.0)	(137.9)
<b>Income Before Income Tax Expense (Benefit) and Equity Earnings</b>	<b>274.5</b>	<b>280.0</b>
Income Tax Expense (Benefit)	(28.4)	47.7
Equity Earnings of Unconsolidated Subsidiaries	0.7	0.5
<b>Net Income</b>	<b>303.6</b>	<b>232.8</b>
Net Income Attributable to Noncontrolling Interests	1.2	1.6
<b>Earnings Attributable to AEP Common Shareholders</b>	<b>\$302.4</b>	<b>\$231.2</b>

**Summary of KWh Energy Sales for Vertically Integrated Utilities**

	<b>Three Months Ended March 31, 2019 2018 (in millions of KWhs)</b>	
Retail:		
Residential	9,216	9,572
Commercial	5,633	5,787
Industrial	8,545	8,578
Miscellaneous	546	553
Total Retail (a)	23,940	24,490
Wholesale (b)	5,804	5,738
<b>Total KWhs</b>	<b>29,744</b>	<b>30,228</b>

2018 KWhs have been revised to reflect the reclassification of certain customer accounts between Retail classes.

(a) This reclassification did not impact previously reported Total Retail KWhs. Management concluded that these prior period disclosure only errors were immaterial individually and in the aggregate.

(b) Includes Off-system Sales, municipalities and cooperatives, unit power and other wholesale customers.



Heating degree days and cooling degree days are metrics commonly used in the utility industry as a measure of the impact of weather on revenues. In general, degree day changes in the eastern region have a larger effect on revenues than changes in the western region due to the relative size of the two regions and the number of customers within each region.

**Summary of Heating and Cooling Degree Days for Vertically Integrated Utilities**

**Three  
Months  
Ended  
March 31,  
2019 2018  
(in degree  
days)**

Eastern Region

Actual - Heating (a) 1,571 1,637  
Normal - Heating (b) 1,595 1,602

Actual - Cooling (c) 1 6  
Normal - Cooling (b) 5 5

Western Region

Actual - Heating (a) 941 881  
Normal - Heating (b) 866 875

Actual - Cooling (c) 11 36  
Normal - Cooling (b) 28 27

- (a) Heating degree days are calculated on a 55 degree temperature base.
- (b) Normal Heating/Cooling represents the thirty-year average of degree days.
- (c) Cooling degree days are calculated on a 65 degree temperature base.

*First Quarter of 2019 Compared to First Quarter of 2018*  
**Reconciliation of First Quarter of 2018 to First Quarter of 2019**  
**Earnings Attributable to AEP Common Shareholders from**  
**Vertically Integrated Utilities**  
**(in millions)**

<b>First Quarter of 2018</b>	\$231.2
<b>Changes in Gross Margin:</b>	
Retail Margins	(2.5 )
Off-system Sales	(6.6 )
Transmission Revenues	9.4
Other Revenues	(3.6 )
<b>Total Change in Gross Margin</b>	<b>(3.3 )</b>
<b>Changes in Expenses and Other:</b>	
Other Operation and Maintenance	49.9
Depreciation and Amortization	(43.0 )
Taxes Other Than Income Taxes	(6.1 )
Other Income	(4.1 )
Allowance for Equity Funds Used During Construction	3.3
Non-Service Cost Components of Net Periodic Pension Cost	(1.1 )
Interest Expense	(1.1 )
<b>Total Change in Expenses and Other</b>	<b>(2.2 )</b>
Income Tax Expense (Benefit)	76.1
Equity Earnings	0.2
Net Income Attributable to Noncontrolling Interests	0.4
<b>First Quarter of 2019</b>	<b>\$302.4</b>

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

**Retail Margins** decreased \$3 million primarily due to the following:

• A \$30 million decrease due to customer refunds related to Tax Reform. This decrease was partially offset in Income Tax Expense (Benefit) below.

• A \$24 million decrease in weather-normalized retail margins across all classes.

• A \$14 million decrease in weather-related usage in the eastern region primarily in the residential class.

These decreases were partially offset by:

• The effect of rate proceedings in AEP's service territories which included:

• A \$47 million increase from rate proceedings for I&M, inclusive of a \$9 million decrease due to the impact of Tax Reform. This increase was partially offset in other expense items below.

• An \$11 million increase at PSO due to new base rates implemented in March 2018.

• A \$4 million increase at SWEPCo primarily due to rider and base rate revenue increases in Louisiana. This increase was partially offset by corresponding increases in other expense items below.

• A \$3 million increase at APCo primarily due to increases from riders and base rate revenue increases in West Virginia. This increase was partially offset by increases in various expenses below.

•

**Margins from Off-system Sales** decreased \$7 million primarily due to mid-year 2018 changes in the OSS sharing mechanism at I&M.

• **Transmission Revenues** increased \$9 million primarily due to 2018 provisions for refunds at APCo.

Expenses and Other and Income Tax Expense (Benefit) changed between years as follows:

**Other Operation and Maintenance** expenses decreased \$50 million primarily due to the following:

A \$24 million decrease in planned plant outage and maintenance expenses primarily for APCo, I&M, KPCo and SWEPCo.

- An \$18 million decrease in recoverable expenses primarily associated with Energy Efficiency/Demand Response and storm expenses fully recovered in rate riders/trackers within Gross Margins above.

▲ \$14 million decrease due to Wind Catcher Project expenses incurred in 2018 for SWEPCo and PSO.

▲ \$9 million decrease in estimated expense for claims related to asbestos exposure.

These decreases were partially offset by:

▲ An \$18 million increase in employee-related expenses.

**Depreciation and Amortization** expenses increased \$43 million primarily due to a higher depreciable base and increased depreciation rates approved at I&M, PSO and SWEPCo.

**Taxes Other Than Income Taxes** increased \$6 million primarily due to an increase in property taxes driven by an increase in utility plant.

**Other Income** decreased \$4 million primarily due to a decrease in carrying charges for certain riders at I&M.

**Income Tax Expense (Benefit)** decreased \$76 million primarily due to increased amortization of Excess ADIT not subject to normalization requirements as a result of finalized rate orders. This decrease was partially offset in Gross Margin above.



**TRANSMISSION AND DISTRIBUTION UTILITIES**

<b>Transmission and Distribution Utilities</b>	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Revenues	\$ 1,222.0	\$ 1,162.4
Purchased Electricity	229.7	244.6
Amortization of Generation Deferrals	32.4	58.6
<b>Gross Margin</b>	959.9	859.2
Other Operation and Maintenance	405.9	352.7
Depreciation and Amortization	183.7	172.6
Taxes Other Than Income Taxes	145.5	137.4
<b>Operating Income</b>	224.8	196.5
Interest and Investment Income	1.3	1.4
Carrying Costs Income	0.2	0.7
Allowance for Equity Funds Used During Construction	6.9	8.0
Non-Service Cost Components of Net Periodic Benefit Cost	7.6	8.2
Interest Expense	(62.0 )	(60.1 )
<b>Income Before Income Tax Expense</b>	178.8	154.7
Income Tax Expense	22.3	29.3
<b>Net Income</b>	156.5	125.4
Net Income Attributable to Noncontrolling Interests	—	—
<b>Earnings Attributable to AEP Common Shareholders</b>	\$ 156.5	\$ 125.4

**Summary of KWh Energy Sales for Transmission and Distribution Utilities**

	<b>Three Months Ended March 31, 2019 2018 (in millions of KWhs)</b>	
Retail:		
Residential	6,547	6,797
Commercial	5,618	5,686
Industrial	5,771	5,674
Miscellaneous	176	171
Total Retail (a)(b)	18,112	18,328
Wholesale (c)	638	667
<b>Total KWhs</b>	18,750	18,995

2018 KWhs have been revised to reflect the reclassification of certain customer accounts between Retail classes.

(a) This reclassification did not impact previously reported Total Retail KWhs. Management concluded that these prior period disclosure only errors were immaterial individually and in the aggregate.

(b) Represents energy delivered to distribution customers.

(c) Primarily Ohio's contractually obligated purchases of OVEC power sold to PJM.



Heating degree days and cooling degree days are metrics commonly used in the utility industry as a measure of the impact of weather on revenues. In general, degree day changes in the eastern region have a larger effect on revenues than changes in the western region due to the relative size of the two regions and the number of customers within each region.

**Summary of Heating and Cooling Degree Days for Transmission and Distribution Utilities**

**Three  
Months  
Ended  
March 31,  
2019 2018  
(in degree  
days)**

Eastern Region

Actual – Heating (a) 1,892 1,884  
Normal – Heating (b) 1,877 1,884

Actual – Cooling (c) 1 4  
Normal – Cooling (b) 3 3

Western Region

Actual – Heating (a) 177 230  
Normal – Heating (b) 187 191

Actual – Cooling (d) 122 196  
Normal – Cooling (b) 123 119

- (a) Heating degree days are calculated on a 55 degree temperature base.
- (b) Normal Heating/Cooling represents the thirty-year average of degree days.
- (c) Eastern Region cooling degree days are calculated on a 65 degree temperature base.
- (d) Western Region cooling degree days are calculated on a 70 degree temperature base.

*First Quarter of 2019 Compared to First Quarter of 2018*  
**Reconciliation of First Quarter of 2018 to First Quarter of 2019**  
**Earnings Attributable to AEP Common Shareholders from**  
**Transmission and Distribution Utilities**  
**(in millions)**

<b>First Quarter of 2018</b>	\$ 125.4
<b>Changes in Gross Margin:</b>	
Retail Margins	58.0
Off-system Sales	20.9
Transmission Revenues	22.4
Other Revenues	(0.6 )
<b>Total Change in Gross Margin</b>	<b>100.7</b>
<b>Changes in Expenses and Other:</b>	
Other Operation and Maintenance	(53.2 )
Depreciation and Amortization	(11.1 )
Taxes Other Than Income Taxes	(8.1 )
Interest and Investment Income	(0.1 )
Carrying Costs Income	(0.5 )
Allowance for Equity Funds Used During Construction	(1.1 )
Non-Service Cost Components of Net Periodic Benefit Cost	(0.6 )
Interest Expense	(1.9 )
<b>Total Change in Expenses and Other</b>	<b>(76.6 )</b>
Income Tax Expense	7.0
<b>First Quarter of 2019</b>	<b>\$ 156.5</b>

The major components of the increase in Gross Margin, defined as revenues less the related direct cost of purchased electricity and amortization of generation deferrals were as follows:

**Retail Margins** increased \$58 million primarily due to the following:

▲ \$58 million increase due to a reversal of a regulatory provision in Ohio.

- A \$17 million net increase in Ohio Basic Transmission Cost Rider revenues and recoverable PJM expenses. This increase was partially offset by an increase in Other Operation and Maintenance expenses below.

▲ \$10 million increase in revenues associated with Ohio smart grid riders. This increase was partially offset by increases in other expense items below.

▲ \$5 million increase in Ohio Energy Efficiency/Peak Demand Reduction rider revenues. This increase was offset by a corresponding increase in Other Operation and Maintenance expenses below.

These increases were partially offset by:

▲ \$9 million decrease in weather-related usage in Texas primarily due to a 23% decrease in heating degree days and a 38% decrease in cooling degree days.

- A \$6 million decrease in revenues associated with vegetation management riders in Ohio. This decrease was offset in Other Operation and Maintenance expenses below.

▲ \$5 million decrease in affiliated PPA capacity revenues in Texas. This decrease was offset by a corresponding increase in Margins from Off-system Sales below.

▲ \$4 million net decrease in margin in Ohio for the Phase-In-Recovery Rider including associated amortizations.

A \$4 million decrease in Texas revenues associated with the Transmission Cost Recovery Factor revenue rider. This decrease was partially offset by a decrease in Other Operation and Maintenance expenses below.

**Margins from Off-system Sales** increased \$21 million primarily due to due to higher affiliated PPA revenues in Texas, which were partially offset by a corresponding increase in Other Operation and Maintenance expenses below.

• **Transmission Revenues** increased \$22 million primarily due to the following:

- A \$12 million increase primarily due to recovery of increased transmission investment in ERCOT.
- A \$10 million increase in Ohio primarily due to 2018 provisions for refunds.

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

• **Other Operation and Maintenance** expenses increased \$53 million primarily due to the following:

• A \$23 million increase in transmission expenses that were fully recovered in rate riders/trackers within Gross Margins above.

• A \$17 million increase in affiliated PPA expenses in Texas. This increase was offset by an increase in Margins from Off-system Sales above.

• A \$10 million increase in PJM expenses primarily related to the annual formula rate true-up.

• A \$6 million increase in employee-related expenses.

• **Depreciation and Amortization** expenses increased \$11 million primarily due to the following:

• A \$17 million increase in depreciation expense due to an increase in the depreciable base of transmission and distribution assets.

This increase was partially offset by:

• A \$10 million decrease in Ohio recoverable DIR depreciation expense. This decrease was partially offset in Retail Margins above.

• **Taxes Other Than Income Taxes** increased \$8 million primarily due to an increase in property taxes due to additional investments in transmission and distribution assets and higher tax rates.

• **Income Tax Expense** decreased \$7 million primarily due to increased amortization of Excess ADIT not subject to normalization requirements as a result of finalized rate orders partially offset by an increase in pretax book income. This decrease was partially offset in Gross Margin above.

**AEP TRANSMISSION HOLDCO**

	<b>Three Months Ended March 31,</b>	
<b>AEP Transmission Holdco</b>	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Transmission Revenues	\$256.4	\$205.5
Other Operation and Maintenance	22.3	21.9
Depreciation and Amortization	41.8	31.8
Taxes Other Than Income Taxes	42.6	32.7
<b>Operating Income</b>	<b>149.7</b>	<b>119.1</b>
Interest and Investment Income	0.7	0.3
Allowance for Equity Funds Used During Construction	11.3	15.3
Non-Service Cost Components of Net Periodic Benefit Cost	0.6	0.7
Interest Expense	(23.0 )	(21.1 )
<b>Income Before Income Tax Expense and Equity Earnings</b>	<b>139.3</b>	<b>114.3</b>
Income Tax Expense	31.9	27.5
Equity Earnings of Unconsolidated Subsidiaries	17.8	18.0
<b>Net Income</b>	<b>125.2</b>	<b>104.8</b>
Net Income Attributable to Noncontrolling Interests	1.0	0.8
<b>Earnings Attributable to AEP Common Shareholders</b>	<b>\$124.2</b>	<b>\$104.0</b>

**Summary of Investment in Transmission Assets for AEP Transmission Holdco**

	<b>As of March 31,</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Plant in Service	\$7,073.6	\$5,912.8
Construction Work in Progress	1,899.6	1,533.7
Accumulated Depreciation and Amortization	318.8	200.0
<b>Total Transmission Property, Net</b>	<b>\$8,654.4</b>	<b>\$7,246.5</b>

*First Quarter of 2019 Compared to First Quarter of 2018***Reconciliation of First Quarter of 2018 to First Quarter of 2019****Earnings Attributable to AEP Common Shareholders from AEP Transmission Holdco  
(in millions)**

<b>First Quarter of 2018</b>	\$104.0
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**Changes in Transmission Revenues:**

Transmission Revenues	50.9
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<b>Total Change in Transmission Revenues</b>	<b>50.9</b>
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**Changes in Expenses and Other:**

Other Operation and Maintenance	(0.4 )
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Depreciation and Amortization	(10.0 )
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Taxes Other Than Income Taxes	(9.9 )
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Interest and Investment Income	0.4
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Allowance for Equity Funds Used During Construction	(4.0 )
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Non-Service Cost Components of Net Periodic Pension Cost	(0.1 )
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Interest Expense	(1.9 )
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<b>Total Change in Expenses and Other</b>	<b>(25.9 )</b>
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Income Tax Expense	(4.4 )
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Equity Earnings of Unconsolidated Subsidiaries	(0.2 )
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Net Income Attributable to Noncontrolling Interests	(0.2 )
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<b>First Quarter of 2019</b>	<b>\$124.2</b>
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The major components of the increase in transmission revenues, which consists of wholesale sales to affiliates and nonaffiliates, were as follows:

• **Transmission Revenues** increased \$51 million primarily due to continued investment in transmission assets.

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

• **Depreciation and Amortization** expenses increased \$10 million primarily due to a higher depreciable base.

• **Taxes Other Than Income Taxes** increased \$10 million primarily due to higher property taxes as a result of increased transmission investment.

• **Allowance for Equity Funds Used During Construction** decreased \$4 million primarily due to the following:

• A \$9 million decrease due to recent FERC audit findings.

This decrease was partially offset by:

• A \$5 million increase due to increased transmission investment.

• **Income Tax Expense** increased \$4 million primarily due to higher pretax book income.



**GENERATION & MARKETING**

<b>Generation &amp; Marketing</b>	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Revenues	\$481.8	\$505.1
Fuel, Purchased Electricity and Other	383.3	408.8
<b>Gross Margin</b>	98.5	96.3
Other Operation and Maintenance	50.6	67.6
Depreciation and Amortization	12.9	6.9
Taxes Other Than Income Taxes	3.8	3.2
<b>Operating Income</b>	31.2	18.6
Interest and Investment Income	2.3	2.5
Non-Service Cost Components of Net Periodic Benefit Cost	3.7	3.9
Interest Expense	(3.8 )	(3.9 )
<b>Income Before Income Tax Expense (Benefit)</b>	33.4	21.1
Income Tax Expense (Benefit)	(5.8 )	3.0
<b>Net Income</b>	39.2	18.1
Net Loss Attributable to Noncontrolling Interests	(0.9 )	(0.1 )
<b>Earnings Attributable to AEP Common Shareholders</b>	\$40.1	\$18.2

**Summary of MWhs Generated for Generation & Marketing**

	<b>Three Months Ended March 31, 2019 2018</b>	
	<b>(in millions of MWhs)</b>	
Fuel Type:		
Coal	1	4
<b>Total MWhs</b>	<b>1</b>	<b>4</b>

*First Quarter of 2019 Compared to First Quarter of 2018*  
**Reconciliation of First Quarter of 2018 to First Quarter of 2019**  
**Earnings Attributable to AEP Common Shareholders from**  
**Generation & Marketing**  
**(in millions)**

<b>First Quarter of 2018</b>	\$ 18.2
<b>Changes in Gross Margin:</b>	
Generation	(33.7 )
Retail, Trading and Marketing	34.3
Other	1.6
<b>Total Change in Gross Margin</b>	<b>2.2</b>
<b>Changes in Expenses and Other:</b>	
Other Operation and Maintenance	17.0
Depreciation and Amortization	(6.0 )
Taxes Other Than Income Taxes	(0.6 )
Interest and Investment Income	(0.2 )
Non-Service Cost Components of Net Periodic Benefit Cost	(0.2 )
Interest Expense	0.1
<b>Total Change in Expenses and Other</b>	<b>10.1</b>
Income Tax Expense (Benefit)	8.8
Net Loss Attributable to Noncontrolling Interests	0.8
<b>First Quarter of 2019</b>	<b>\$40.1</b>

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

**Generation** decreased \$34 million primarily due to a reduction of energy margins in 2019, a reduction in revenues due to the retirement of the Stuart Plant in 2018 and outages at the Conesville Plant.

**Retail, Trading and Marketing** increased \$34 million primarily due to reduced MTM hedge losses and higher retail margins due to lower market costs and higher delivered volumes.

**Other Revenue** increased \$2 million primarily due to renewable projects placed in-service.

Expenses and Other and Income Tax Expense (Benefit) changed between years as follows:

**Other Operation and Maintenance** expenses decreased \$17 million primarily due to the closure of the Stuart Plant in 2018 and lower operating costs at the Conesville Plant.

**Depreciation and Amortization** increased \$6 million primarily due to a higher depreciable base from increased investments in wind farms and renewable energy sources.

**Income Tax Expense (Benefit)** decreased \$9 million primarily due to an increase in projected renewable income tax credits.

## **CORPORATE AND OTHER**

### *First Quarter of 2019 Compared to First Quarter of 2018*

Earnings Attributable to AEP Common Shareholders from Corporate and Other decreased from a loss of \$24 million in 2018 to a loss of \$50 million in 2019 primarily due to:

• A \$30 million increase in income tax expense due to an increase in consolidating tax adjustments and discrete items recorded in the period.

• A \$17 million increase in interest expense as a result of increased debt outstanding.

• A \$5 million impairment of an equity investment and related assets in 2019.

These items were partially offset by:

• A \$20 million impairment of an equity investment and related assets in 2018.

## **AEP SYSTEM INCOME TAXES**

### *First Quarter of 2019 Compared to First Quarter of 2018*

Income Tax Expense decreased \$58 million primarily due to increased amortization of Excess ADIT not subject to normalization requirements as a result of finalized rate orders and an increase in projected renewable income tax credits.

**FINANCIAL CONDITION**

AEP measures financial condition by the strength of its balance sheet and the liquidity provided by its cash flows.

**LIQUIDITY AND CAPITAL RESOURCES*****Debt and Equity Capitalization***

	<b>March 31, 2019</b>		<b>December 31, 2018</b>	
	<b>(dollars in millions)</b>			
Long-term Debt, including amounts due within one year	\$24,426.7	53.7 %	\$23,346.7	52.7 %
Short-term Debt	1,858.0	4.1	1,910.0	4.3
Total Debt	26,284.7	57.8	25,256.7	57.0
AEP Common Equity	19,196.3	42.2	19,028.4	42.9
Noncontrolling Interests	32.2	—	31.0	0.1
<b>Total Debt and Equity Capitalization</b>	<b>\$45,513.2</b>	<b>100.0 %</b>	<b>\$44,316.1</b>	<b>100.0 %</b>

AEP's ratio of debt-to-total capital increased from 57% as of December 31, 2018 to 57.8% as of March 31, 2019 primarily due to an increase in debt to support distribution, transmission and renewable investment growth.

***Liquidity***

Liquidity, or access to cash, is an important factor in determining AEP's financial stability. Management believes AEP has adequate liquidity under its existing credit facilities. As of March 31, 2019, AEP had a \$4 billion revolving credit facility to support its commercial paper program. Additional liquidity is available from cash from operations and a receivables securitization agreement. Management is committed to maintaining adequate liquidity. AEP generally uses short-term borrowings to fund working capital needs, property acquisitions and construction until long-term funding is arranged. Sources of long-term funding include issuance of long-term debt, sale-and-leaseback or leasing agreements, hybrid securities or common stock.

***Net Available Liquidity***

AEP manages liquidity by maintaining adequate external financing commitments. As of March 31, 2019, available liquidity was approximately \$3.1 billion as illustrated in the table below:

	<b>Amount</b>	<b>Maturity</b>
	<b>(in</b>	
	<b>millions)</b>	
Commercial Paper Backup:		
Revolving Credit Facility	\$4,000.0	June 2022
Cash and Cash Equivalents	227.7	
<b>Total Liquidity Sources</b>	<b>4,227.7</b>	
Less: AEP Commercial Paper Outstanding	1,108.0	
<b>Net Available Liquidity</b>	<b>\$3,119.7</b>	

AEP uses its commercial paper program to meet the short-term borrowing needs of its subsidiaries. The program funds a Utility Money Pool, which funds AEP's utility subsidiaries; a Nonutility Money Pool, which funds certain AEP nonutility subsidiaries; and the short-term debt requirements of subsidiaries that are not participating in either money pool for regulatory or operational reasons, as direct borrowers. The maximum amount of commercial paper outstanding during the first three months of 2019 was \$1.9 billion. The weighted-average interest rate for AEP's commercial paper during the first three months of 2019 was 2.80%.

*Other Credit Facilities*

An uncommitted facility gives the issuer of the facility the right to accept or decline each request made under the facility. AEP issues letters of credit on behalf of subsidiaries under four uncommitted facilities totaling \$305 million. In April 2019, AEP executed two additional \$50 million uncommitted letter of credit facilities. The Registrants'

maximum future payments for letters of credit issued under the uncommitted facilities as of March 31, 2019 was \$106 million with maturities ranging from June 2019 to March 2020.

#### *Securitized Accounts Receivables*

AEP's receivables securitization agreement provides a commitment of \$750 million from bank conduits to purchase receivables and includes a \$125 million and a \$625 million facility which expire in July 2020 and 2021, respectively.

#### *Debt Covenants and Borrowing Limitations*

AEP's credit agreements contain certain covenants and require it to maintain a percentage of debt-to-total capitalization at a level that does not exceed 67.5%. The method for calculating outstanding debt and capitalization is contractually-defined in AEP's credit agreements. Debt as defined in the revolving credit agreements excludes securitization bonds and debt of AEP Credit. As of March 31, 2019, this contractually-defined percentage was 53.8%. Non-performance under these covenants could result in an event of default under these credit agreements. In addition, the acceleration of AEP's payment obligations, or the obligations of certain of AEP's major subsidiaries, prior to maturity under any other agreement or instrument relating to debt outstanding in excess of \$50 million, would cause an event of default under these credit agreements. This condition also applies in a majority of AEP's non-exchange-traded commodity contracts and would similarly allow lenders and counterparties to declare the outstanding amounts payable. However, a default under AEP's non-exchange-traded commodity contracts would not cause an event of default under its credit agreements.

The revolving credit facility does not permit the lenders to refuse a draw on any facility if a material adverse change occurs.

Utility Money Pool borrowings and external borrowings may not exceed amounts authorized by regulatory orders and AEP manages its borrowings to stay within those authorized limits.

#### *Equity Units*

In March 2019, AEP issued 16.1 million Equity Units initially in the form of corporate units, at a stated amount of \$50 per unit, for a total stated amount of \$805 million. Net proceeds from the issuance were approximately \$785 million. Each corporate unit represents a 1/20 undivided beneficial ownership interest in \$1,000 principal amount of AEP's 3.40% Junior Subordinated Notes due in 2024 and a forward equity purchase contract which settles after three years in 2022. The proceeds from this issuance are expected to support AEP's overall capital expenditure plans including the recent acquisition of a contracted renewable portfolio. See Note 13 - Financing Activities for additional information.

#### *Dividend Policy and Restrictions*

The Board of Directors declared a quarterly dividend of \$0.67 per share in April 2019. Future dividends may vary depending upon AEP's profit levels, operating cash flow levels and capital requirements, as well as financial and other business conditions existing at the time. Parent's income primarily derives from common stock equity in the earnings of its utility subsidiaries. Various financing arrangements and regulatory requirements may impose certain restrictions on the ability of the subsidiaries to transfer funds to Parent in the form of dividends. Management does not believe these restrictions will have any significant impact on its ability to access cash to meet the payment of dividends on its common stock. See "Dividend Restrictions" section of Note 13 for additional information.

#### *Credit Ratings*

AEP and its utility subsidiaries do not have any credit arrangements that would require material changes in payment schedules or terminations as a result of a credit downgrade, but its access to the commercial paper market may depend on its credit ratings. In addition, downgrades in AEP's credit ratings by one of the rating agencies could increase its

borrowing costs. Counterparty concerns about the credit quality of AEP or its utility subsidiaries could subject AEP to additional collateral demands under adequate assurance clauses under its derivative and non-derivative energy contracts.

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**CASH FLOW**

AEP relies primarily on cash flows from operations, debt issuances and its existing cash and cash equivalents to fund its liquidity and investing activities. AEP's investing and capital requirements are primarily capital expenditures, repaying of long-term debt and paying dividends to shareholders. AEP uses short-term debt, including commercial paper, as a bridge to long-term debt financing. The levels of borrowing may vary significantly due to the timing of long-term debt financings and the impact of fluctuations in cash flows.

	<b>Three Months Ended March 31, 2019    2018 (in millions)</b>	
<b>Cash, Cash Equivalents and Restricted Cash at Beginning of Period</b>	\$444.1	\$412.6
Net Cash Flows from Operating Activities	808.3	802.2
Net Cash Flows Used for Investing Activities	(1,582.8)	(1,927.8)
Net Cash Flows from Financing Activities	693.5	1,029.5
<b>Net Decrease in Cash, Cash Equivalents and Restricted Cash</b>	<b>(81.0 )</b>	<b>(96.1 )</b>
<b>Cash, Cash Equivalents and Restricted Cash at End of Period</b>	<b>\$363.1</b>	<b>\$316.5</b>

**Operating Activities**

	<b>Three Months Ended March 31, 2019    2018 (in millions)</b>	
Net Income	\$574.1	\$456.7
Non-Cash Adjustments to Net Income (a)	618.8	623.7
Mark-to-Market of Risk Management Contracts	65.5	(0.7 )
Property Taxes	(75.6 )	(63.7 )
Deferred Fuel Over/Under Recovery, Net	32.5	(61.2 )
Recovery of Ohio Capacity Costs, Net	14.7	18.0
Provision for Refund - Global Settlement, Net	(4.1 )	(5.4 )
Change in Other Noncurrent Assets	(47.9 )	(59.8 )
Change in Other Noncurrent Liabilities	67.3	133.3
Change in Certain Components of Working Capital	(437.0 )	(238.7 )
<b>Net Cash Flows from Operating Activities</b>	<b>\$808.3</b>	<b>\$802.2</b>

(a) Non-Cash Adjustments to Net Income includes Depreciation and Amortization, Deferred Income Taxes, AFUDC and Amortization of Nuclear Fuel.

**Net Cash Flows from Operating Activities** increased by \$6 million primarily due to the following:

• A \$113 million increase in cash from Net Income, after non-cash adjustments. See Results of Operations for additional information.

• A \$94 million increase in cash from Deferred Fuel Over/Under-Recovery, Net, primarily due to fluctuations of fuel and purchase power costs at APCo.

These increases in cash were partially offset by:

• A \$198 million decrease in cash from Changes in Certain Components of Working Capital. This decrease is primarily due to higher employee-related payments and the reversal of a regulatory provision at OPCo. See Note 4 - Rate Matters for additional information.



A \$66 million decrease in Change in Other Noncurrent Liabilities primarily due to decreased Accumulated Provisions for Rate Refunds as a result of Tax Reform in 2018, partially offset by lower employee-related payments.

**Investing Activities**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Construction Expenditures	\$ (1,565.4)	\$ (1,905.8)
Acquisitions of Nuclear Fuel	(32.4 )	(23.8 )
Other	15.0	1.8
<b>Net Cash Flows Used for Investing Activities</b>	<b>\$ (1,582.8)</b>	<b>\$ (1,927.8)</b>

**Net Cash Flows Used for Investing Activities** decreased by \$345 million primarily due to decreased construction expenditures in AEP Transmission Holdco of \$201 million and Transmission and Distribution Utilities of \$108 million.

**Financing Activities**

	<b>Three Months</b>	
	<b>Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
	<b>(in millions)</b>	
Issuance of Common Stock, Net	\$ 14.5	\$ 32.2
Issuance/Retirement of Debt, Net	1,013.0	1,317.2
Dividends Paid on Common Stock	(333.6 )	(306.1 )
Other	(0.4 )	(13.8 )
<b>Net Cash Flows from Financing Activities</b>	<b>\$ 693.5</b>	<b>\$ 1,029.5</b>

**Net Cash Flows from Financing Activities** decreased by \$336 million primarily due to the following:

• A \$1.1 billion decrease in cash from short-term debt primarily due to decreased borrowings of commercial paper. See Note 13 - Financing Activities for additional information.

These decreases in cash were partially offset by:

• A \$445 million increase in cash due to increased issuances of long-term debt. See Note 13 - Financing Activities for additional information.

• A \$323 million increase in cash due to decreased retirements of long-term debt. See Note 13 - Financing Activities for additional information.

See “Long-term Debt Subsequent Events” section of Note 13 for Long-term debt and other securities issued, retired and principal payments made after March 31, 2019 through April 25, 2019, the date that the first quarter 10-Q was issued.

**BUDGETED CAPITAL EXPENDITURES**

Management forecasts approximately \$32.9 billion of capital expenditures for 2019 to 2023. The expenditures are generally for transmission, generation, distribution, regulated and contracted renewables, and required environmental investment to comply with the Federal EPA rules. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints, environmental regulations, business opportunities, market volatility, economic trends, weather, legal reviews and the ability to access capital. Management expects to fund these capital expenditures through cash flows from operations and financing activities. Generally, the Registrant Subsidiaries use cash or short-term borrowings under the money pool to fund these expenditures until long-term funding is arranged. For complete information of forecasted capital expenditures, see the “Budgeted Capital Expenditures” section of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the 2018 Annual Report.

**CONTRACTUAL OBLIGATION INFORMATION**

A summary of contractual obligations is included in the 2018 Annual Report and has not changed significantly from year-end other than the debt issuances and retirements discussed in the “Cash Flow” section above.

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## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES AND ACCOUNTING PRONOUNCEMENTS**

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

See the “Critical Accounting Policies and Estimates” section of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the 2018 Annual Report for a discussion of the estimates and judgments required for regulatory accounting, revenue recognition, derivative instruments, the valuation of long-lived assets, the accounting for pension and other postretirement benefits and the impact of new accounting pronouncements.

### **ACCOUNTING PRONOUNCEMENTS**

See Note 2 - New Accounting Pronouncements for information related to accounting pronouncements adopted in 2019 and pronouncements effective in the future.

## **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Market Risks***

The Vertically Integrated Utilities segment is exposed to certain market risks as a major power producer and through transactions in power, coal, natural gas and marketing contracts. These risks include commodity price risks which may be subject to capacity risk, credit risk as well as interest rate risk. In addition, this segment is exposed to foreign currency exchange risk from occasionally procuring various services and materials used in its energy business from foreign suppliers. These risks represent the risk of loss that may impact this segment due to changes in the underlying market prices or rates.

The Transmission and Distribution Utilities segment is exposed to energy procurement risk and interest rate risk.

The Generation & Marketing segment conducts marketing, risk management and retail activities in ERCOT, PJM, SPP and MISO. This segment is exposed to certain market risks as a marketer of wholesale and retail electricity. These risks include commodity price risks which may be subject to capacity risk, credit risk as well as interest rate risk. These risks represent the risk of loss that may impact this segment due to changes in the underlying market prices or rates. In addition, the Generation & Marketing segment is also exposed to certain market risks as a power producer and through transactions in wholesale electricity, natural gas and marketing contracts.

Management employs risk management contracts including physical forward and financial forward purchase-and-sale contracts. Management engages in risk management of power, capacity, coal, natural gas and, to a lesser extent, heating oil, gasoline and other commodity contracts to manage the risk associated with the energy business. As a result, AEP is subject to price risk. The amount of risk taken is determined by the Commercial Operations, Energy Supply and Finance groups in accordance with established risk management policies as approved by the Finance Committee of the Board of Directors. AEPSC’s market risk oversight staff independently monitors risk policies, procedures and risk levels and provides members of the Commercial Operations Risk Committee (Regulated Risk Committee) and the Energy Supply Risk Committee (Competitive Risk Committee) various reports regarding compliance with policies, limits and procedures. The Regulated Risk Committee consists of AEPSC’s Chief Financial Officer, Executive Vice

President of Generation, Senior Vice President of Commercial Operations, Senior Vice President of Treasury and Risk and Chief Risk Officer. The Competitive Risk Committee consists of AEPSC’s Chief Financial Officer, Senior Vice President of Treasury and Risk and Chief Risk Officer in addition to Energy Supply’s President and Vice President. When commercial activities exceed predetermined limits, positions are modified to reduce the risk to be within the

limits unless specifically approved by the respective committee.

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The following table summarizes the reasons for changes in total MTM value as compared to December 31, 2018:  
**MTM Risk Management Contract Net Assets (Liabilities)**  
**Three Months Ended March 31, 2019**

	Vertically Integrated Utilities	Transmission and Distribution Utilities	Generation & Marketing	Total
	(in millions)			
<b>Total MTM Risk Management Contract Net Assets (Liabilities) as of December 31, 2018</b>	\$90.9	\$ (101.0 )	\$ 164.5	\$154.4
Gain from Contracts Realized/Settled During the Period and Entered in a Prior Period	(3.2 )	(1.1 )	(9.2 )	(13.5 )
Fair Value of New Contracts at Inception When Entered During the Period (a)	—	—	0.1	0.1
Changes in Fair Value Due to Market Fluctuations During the Period (b)	—	—	7.7	7.7
Changes in Fair Value Allocated to Regulated Jurisdictions (c)	(69.5 )	(4.4 )	—	(73.9 )
<b>Total MTM Risk Management Contract Net Assets (Liabilities) as of March 31, 2019</b>	\$18.2	\$ (106.5 )	\$ 163.1	74.8
Commodity Cash Flow Hedge Contracts				(55.8 )
Fair Value Hedge Contracts				(6.3 )
Collateral Deposits				0.3
<b>Total MTM Derivative Contract Net Assets as of March 31, 2019</b>				\$13.0

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

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

(b) Relates to the net gains (losses) of those contracts that are not reflected on the statements of income. These net gains (losses) are recorded as regulatory liabilities/assets or accounts payable.

See Note 9 – Derivatives and Hedging and Note 10 – Fair Value Measurements for additional information related to risk management contracts. The following tables and discussion provide information on credit risk and market volatility risk.

### ***Credit Risk***

Credit risk is mitigated in wholesale marketing and trading activities by assessing the creditworthiness of potential counterparties before entering into transactions with them and continuing to evaluate their creditworthiness on an ongoing basis. Management uses credit agency ratings and current market-based qualitative and quantitative data as well as financial statements to assess the financial health of counterparties on an ongoing basis.

AEP has risk management contracts with numerous counterparties. Since open risk management contracts are valued based on changes in market prices of the related commodities, exposures change daily. As of March 31, 2019, credit exposure net of collateral to sub investment grade counterparties was approximately 6.2%, expressed in terms of net MTM assets, net receivables and the net open positions for contracts not subject to MTM (representing economic risk even though there may not be risk of accounting loss).



As of March 31, 2019, the following table approximates AEP's counterparty credit quality and exposure based on netting across commodities, instruments and legal entities where applicable:

Counterparty Credit Quality	Exposure		Net Exposure	Number of Counterparties >10% of Net Exposure	Net Exposure of Counterparties >10%
	Before Credit Collateral	Collateral			
Investment Grade	\$501.7	\$ 1.7	\$ 500.0	2	\$ 213.0
Noninvestment Grade	0.1	0.1	—	—	—
No External Ratings:					
Internal Investment Grade	128.1	—	128.1	3	83.1
Internal Noninvestment Grade	51.7	10.5	41.2	2	28.2
<b>Total as of March 31, 2019</b>	<b>\$681.6</b>	<b>\$ 12.3</b>	<b>\$ 669.3</b>		

In addition, AEP is exposed to credit risk related to participation in RTOs. For each of the RTOs in which AEP participates, this risk is generally determined based on the proportionate share of member gross activity over a specified period of time.

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

Management uses a risk measurement model, which calculates VaR, to measure AEP's commodity price risk in the risk management portfolio. The VaR is based on the variance-covariance method using historical prices to estimate volatilities and correlations and assumes a 95% confidence level and a one-day holding period. Based on this VaR analysis, as of March 31, 2019, a near term typical change in commodity prices is not expected to materially impact net income, cash flows or financial condition.

Management calculates the VaR for both a trading and non-trading portfolio. The trading portfolio consists primarily of contracts related to energy trading and marketing activities. The non-trading portfolio consists primarily of economic hedges of generation and retail supply activities. The following tables show the end, high, average and low market risk as measured by VaR for the periods indicated:

#### **VaR Model**

##### **Trading Portfolio**

Three Months Ended March 31, 2019				Twelve Months Ended December 31, 2018			
End	High	Average	Low	End	High	Average	Low
(in millions)				(in millions)			
\$0.1	\$1.2	\$ 0.3	\$0.1	\$1.1	\$1.8	\$ 0.3	\$0.1

#### **VaR Model**

##### **Non-Trading Portfolio**

Three Months Ended March 31, 2019				Twelve Months Ended December 31, 2018			
End	High	Average	Low	End	High	Average	Low
(in millions)				(in millions)			
\$0.4	\$6.6	\$ 1.6	\$0.2	\$4.0	\$16.5	\$ 2.7	\$0.4

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



once every 20 trading days.

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As the VaR calculation captures recent price movements, management also performs regular stress testing of the trading portfolio to understand AEP's exposure to extreme price movements. A historical-based method is employed whereby the current trading portfolio is subjected to actual, observed price movements from the last several years in order to ascertain which historical price movements translated into the largest potential MTM loss. Management then researches the underlying positions, price movements and market events that created the most significant exposure and reports the findings to the Risk Executive Committee, Regulated Risk Committee or Competitive Risk Committee as appropriate.

***Interest Rate Risk***

AEP is exposed to interest rate market fluctuations in the normal course of business operations. AEP has outstanding short and long-term debt which is subject to a variable rate. AEP manages interest rate risk by limiting variable rate exposures to a percentage of total debt, by entering into interest rate derivative instruments and by monitoring the effects of market changes in interest rates. A 100 basis point change in the benchmark rate on AEP's variable rate debt would impact pretax interest expense annually by \$25 million for the three months ended March 31, 2019 and 2018, respectively.

**AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**For the Three Months Ended March 31, 2019 and 2018**  
**(in millions, except per-share and share amounts)**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>REVENUES</b>		
Vertically Integrated Utilities	\$2,372.3	\$ 2,381.5
Transmission and Distribution Utilities	1,179.8	1,141.2
Generation & Marketing	439.7	477.5
Other Revenues	65.0	48.1
<b>TOTAL REVENUES</b>	<b>4,056.8</b>	<b>4,048.3</b>
<b>EXPENSES</b>		
Fuel and Other Consumables Used for Electric Generation	550.4	501.8
Purchased Electricity for Resale	861.8	990.3
Other Operation	666.0	726.4
Maintenance	274.5	298.5
Depreciation and Amortization	605.8	539.7
Taxes Other Than Income Taxes	309.9	285.6
<b>TOTAL EXPENSES</b>	<b>3,268.4</b>	<b>3,342.3</b>
<b>OPERATING INCOME</b>	<b>788.4</b>	<b>706.0</b>
<b>Other Income (Expense):</b>		
Other Income	8.6	5.5
Allowance for Equity Funds Used During Construction	28.9	30.7
Non-Service Cost Components of Net Periodic Benefit Cost	30.0	32.0
Interest Expense	(255.8 )	(234.0 )
<b>INCOME BEFORE INCOME TAX EXPENSE AND EQUITY EARNINGS</b>	<b>600.1</b>	<b>540.2</b>
Income Tax Expense	44.5	102.0
Equity Earnings of Unconsolidated Subsidiaries	18.5	18.5
<b>NET INCOME</b>	<b>574.1</b>	<b>456.7</b>
Net Income Attributable to Noncontrolling Interests	1.3	2.3
<b>EARNINGS ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS</b>	<b>\$ 572.8</b>	<b>\$ 454.4</b>
<b>WEIGHTED AVERAGE NUMBER OF BASIC AEP COMMON SHARES OUTSTANDING</b>	<b>493,309,076</b>	<b>492,267,402</b>
<b>TOTAL BASIC EARNINGS PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS</b>	<b>\$ 1.16</b>	<b>\$ 0.92</b>
<b>WEIGHTED AVERAGE NUMBER OF DILUTED AEP COMMON SHARES OUTSTANDING</b>	<b>494,484,144</b>	<b>493,127,300</b>

**TOTAL DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS**    \$1.16    \$ 0.92

*See*

*Condensed*

*Notes to*

*Condensed*

*Financial*

*Statements*

*of*

*Registrants*

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**AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**For the Three Months Ended March 31, 2019 and 2018**

**(in millions)**

**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
Net Income	\$574.1	\$456.7
<b>OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAXES</b>		
Cash Flow Hedges, Net of Tax of \$(7.7) and \$0.7 in 2019 and 2018, Respectively	(28.9 )	2.7
Amortization of Pension and OPEB Deferred Costs, Net of Tax of \$(0.4) and \$(0.4) in 2019 and 2018, Respectively	(1.4 )	(1.4 )
<b>TOTAL OTHER COMPREHENSIVE INCOME (LOSS)</b>	<b>(30.3 )</b>	<b>1.3</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>543.8</b>	<b>458.0</b>
Total Comprehensive Income Attributable to Noncontrolling Interests	1.3	2.3
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS</b>	<b>\$542.5</b>	<b>\$455.7</b>
<i>See</i>		
<i>Condensed</i>		
<i>Notes to</i>		
<i>Condensed</i>		
<i>Financial</i>		
<i>Statements</i>		
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**AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**For the Three Months Ended March 31, 2019 and 2018**  
**(in millions)**  
**(Unaudited)**

	AEP Common Shareholders			Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
	Common Stock	Paid-in Capital	Shares				
<b>TOTAL EQUITY – DECEMBER 31, 2017</b>	512.2	\$ 3,329.4	\$ 6,398.7	\$ 8,626.7	\$ (67.8 )	\$ 26.6	\$ 18,313.6
Issuance of Common Stock	0.5	3.3	28.9				32.2
Common Stock Dividends (\$0.62 per share)				(305.5 )		(0.6 )	(306.1 )
Other Changes in Equity			16.9				16.9
ASU 2018-02 Adoption				14.0	(17.0 )		(3.0 )
ASU 2016-01 Adoption				11.9	(11.9 )		—
Net Income				454.4		2.3	456.7
Other Comprehensive Income					1.3		1.3
<b>TOTAL EQUITY – MARCH 31, 2018</b>	512.7	\$ 3,332.7	\$ 6,444.5	\$ 8,801.5	\$ (95.4 )	\$ 28.3	\$ 18,511.6
<b>TOTAL EQUITY – DECEMBER 31, 2018</b>	513.5	\$ 3,337.4	\$ 6,486.1	\$ 9,325.3	\$ (120.4 )	\$ 31.0	\$ 19,059.4
Issuance of Common Stock	0.1	1.2	13.3				14.5
Common Stock Dividends (\$0.67 per share)				(332.5 )		(1.1 )	(333.6 )
Other Changes in Equity			(56.6 )	(a)		1.0	(55.6 )
Net Income				572.8		1.3	574.1
Other Comprehensive Loss					(30.3 )		(30.3 )
<b>TOTAL EQUITY – MARCH 31, 2019</b>	513.6	\$ 3,338.6	\$ 6,442.8	\$ 9,565.6	\$ (150.7 )	\$ 32.2	\$ 19,228.5

(a) Includes \$(62) million related to a forward equity purchase contract associated with the issuance of Equity Units. See “Equity Units” section of Footnote 13 - Financing Activities.

See  
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Notes to  
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Statements  
of  
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on page  
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**AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

**ASSETS**

**March 31, 2019 and December 31, 2018**

**(in millions)**

**(Unaudited)**

	<b>March 31, 2019</b>	<b>December 31, 2018</b>
<b>CURRENT ASSETS</b>		
Cash and Cash Equivalents	\$ 227.7	\$ 234.1
Restricted Cash		
(March 31, 2019 and December 31, 2018 Amounts Include \$135.4 and \$210, Respectively, Related to Transition Funding, Ohio Phase-in-Recovery Funding and Appalachian Consumer Rate Relief Funding)	135.4	210.0
Other Temporary Investments		
(March 31, 2019 and December 31, 2018 Amounts Include \$159.1 and \$152.7, Respectively, Related to EIS and Transource Energy)	168.9	159.1
Accounts Receivable:		
Customers	696.6	699.0
Accrued Unbilled Revenues	207.8	209.3
Pledged Accounts Receivable – AEP Credit	970.5	999.8
Miscellaneous	48.3	55.2
Allowance for Uncollectible Accounts	(40.9)	(36.8)
Total Accounts Receivable	1,882.3	1,926.5
Fuel	360.3	341.5
Materials and Supplies	586.3	579.6
Risk Management Assets	93.9	162.8
Regulatory Asset for Under-Recovered Fuel Costs	123.3	150.1
Margin Deposits	136.3	141.4
Prepayments and Other Current Assets	200.4	208.8
<b>TOTAL CURRENT ASSETS</b>	<b>3,914.8</b>	<b>4,113.9</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
Electric:		
Generation	21,780.6	21,699.9
Transmission	21,773.5	21,531.0
Distribution	21,483.5	21,195.4
Other Property, Plant and Equipment (Including Coal Mining and Nuclear Fuel)	4,202.7	4,265.0
Construction Work in Progress	4,910.9	4,393.9
<b>Total Property, Plant and Equipment</b>	<b>74,151.2</b>	<b>73,085.2</b>
Accumulated Depreciation and Amortization	18,182.6	17,986.1
<b>TOTAL PROPERTY, PLANT AND EQUIPMENT – NET</b>	<b>55,968.6</b>	<b>55,099.1</b>
<b>OTHER NONCURRENT ASSETS</b>		
Regulatory Assets	3,297.9	3,310.4
Securitized Assets	853.0	920.6
Spent Nuclear Fuel and Decommissioning Trusts	2,684.0	2,474.9
Goodwill	52.5	52.5
Long-term Risk Management Assets	250.4	254.0
Operating Lease Assets	1,045.4	—
Deferred Charges and Other Noncurrent Assets	2,655.4	2,577.4
<b>TOTAL OTHER NONCURRENT ASSETS</b>	<b>10,838.6</b>	<b>9,589.8</b>

**TOTAL ASSETS**

\$70,722.0 \$ 68,802.8

*See  
Condensed  
Notes to  
Condensed  
Financial  
Statements  
of  
Registrants  
beginning  
on page  
103.*

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**AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**LIABILITIES AND EQUITY**

**March 31, 2019 and December 31, 2018**

**(dollars in millions)**

**(Unaudited)**

	<b>March 31, 2019</b>	<b>December 31, 2018</b>
<b>CURRENT LIABILITIES</b>		
Accounts Payable	\$ 1,497.2	\$ 1,874.3
Short-term Debt:		
Securitized Debt for Receivables – AEP Credit	750.0	750.0
Other Short-term Debt	1,108.0	1,160.0
Total Short-term Debt	1,858.0	1,910.0
Long-term Debt Due Within One Year (March 31, 2019 and December 31, 2018 Amounts Include \$375.9 and \$406.5, Respectively, Related to Transition Funding, DCC Fuel, Ohio Phase-in-Recovery Funding, Appalachian Consumer Rate Relief Funding and Sabine)	1,528.5	1,698.5
Risk Management Liabilities	63.4	55.0
Customer Deposits	400.4	412.2
Accrued Taxes	1,156.5	1,218.0
Accrued Interest	306.0	231.7
Obligations Under Operating Leases	228.2	—
Regulatory Liability for Over-Recovered Fuel Costs	64.3	58.6
Other Current Liabilities	888.1	1,190.5
<b>TOTAL CURRENT LIABILITIES</b>	<b>7,990.6</b>	<b>8,648.8</b>
<b>NONCURRENT LIABILITIES</b>		
Long-term Debt (March 31, 2019 and December 31, 2018 Amounts Include \$980 and \$1,109.2, Respectively, Related to Transition Funding, DCC Fuel, Ohio Phase-in-Recovery Funding, Appalachian Consumer Rate Relief Funding, Transource Energy and Sabine)	22,898.2	21,648.2
Long-term Risk Management Liabilities	267.9	263.4
Deferred Income Taxes	7,193.0	7,086.5
Regulatory Liabilities and Deferred Investment Tax Credits	8,669.8	8,540.3
Asset Retirement Obligations	2,317.3	2,287.7
Employee Benefits and Pension Obligations	383.9	377.1
Obligations Under Operating Leases	860.2	—
Deferred Credits and Other Noncurrent Liabilities	797.9	782.6
<b>TOTAL NONCURRENT LIABILITIES</b>	<b>43,388.2</b>	<b>40,985.8</b>
<b>TOTAL LIABILITIES</b>	<b>51,378.8</b>	<b>49,634.6</b>
Rate Matters (Note 4)		
Commitments and Contingencies (Note 5)		
<b>MEZZANINE EQUITY</b>		
Redeemable Noncontrolling Interest	68.5	69.4
Contingently Redeemable Performance Share Awards	46.2	39.4
<b>TOTAL MEZZANINE EQUITY</b>	<b>114.7</b>	<b>108.8</b>

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**EQUITY**

Common Stock – Par Value – \$6.50 Per Share:

	<b>2019</b>	<b>2018</b>		
Shares Authorized	600,000,000	600,000,000		
Shares Issued	513,632,124	513,450,036		
(20,204,160 Shares were Held in Treasury as of March 31, 2019 and December 31, 2018)			3,338.6	3,337.4
Paid-in Capital			6,442.8	6,486.1
Retained Earnings			9,565.6	9,325.3
Accumulated Other Comprehensive Income (Loss)			(150.7 )	(120.4 )
<b>TOTAL AEP COMMON SHAREHOLDERS' EQUITY</b>			<b>19,196.3</b>	<b>19,028.4</b>
Noncontrolling Interests			32.2	31.0
<b>TOTAL EQUITY</b>			<b>19,228.5</b>	<b>19,059.4</b>

**TOTAL LIABILITIES, M**