

421 West Main Street  
Post Office Box 634  
Frankfort, KY 40602-0634  
[502] 223-3477  
[502] 223-4124 Fax  
www.stites.com

May 13, 2011

**HAND DELIVERY**

Jeff Derouen  
Executive Director  
Public Service Commission of Kentucky  
211 Sower Boulevard  
P.O. Box 615  
Frankfort, KY 40602-0615

Mark R. Overstreet  
(502) 209-1219  
(502) 223-4387 FAX  
moverstreet@stites.com

RECEIVED  
MAY 13 2011  
PUBLIC SERVICE  
COMMISSION

**RE: P.S.C. Case No. 99-149**

Dear Ms. Derouen:

Please accept for filing the original and four copies of the Supplemental Responses of Kentucky Power Company to the Commission's June 14, 1999 Order in the above matter. The Responses are for the year ended December 31, 2009.

Also enclosed is a motion requesting the Commission to modify the filing requirements of the June 14, 1999 Order.

By copy of this letter I am providing the parties to the case with a copy of the Supplemental Response and the motion. If you have any questions, please do not hesitate to contact me.

Sincerely yours,

STITES & HARBISON PLLC

  
Mark R. Overstreet

cc: William H. Jones, Jr.  
David F. Boehm  
Dennis G. Howard, II  
James W. Brew  
Richard S. Taylor

COMMONWEALTH OF KENTUCKY  
BEFORE THE  
PUBLIC SERVICE COMMISSION OF KENTUCKY

RECEIVED

MAY 13 2011

PUBLIC SERVICE  
COMMISSION

IN THE MATTER OF :

JOINT APPLICATION OF KENTUCKY POWER COMPANY,) )  
AMERICAN ELECTRIC POWER COMPANY, INC. ) )  
AND CENTRAL AND SOUTH WEST CORPORATION ) ) CASE NO. 99-149  
REGARDING A PROPOSED MERGER ) )

**MOTION OF KENTUCKY POWER COMPANY AND AMERICAN ELECTRIC  
POWER COMPANY, INC. TO MODIFY THE COMMISSION'S JUNE 14, 1999 ORDER  
TO RELIEVE THE MOVANTS OF THE OBLIGATION TO MAKE CERTAIN  
FILINGS REQUIRED BY THE ORDER**

Kentucky Power Company ("Kentucky Power") and American Electric Power Company, Inc. ("AEP") (collectively the "Movants") respectfully move the Public Service Commission of Kentucky to amend its June 14, 1999 Order (the "Order") in this proceeding to relieve them to the extent described below of the obligation to make certain filings required by the Order. In support thereof, Kentucky Power and AEP state:

1. As part of the May 24, 1999 Stipulation and Settlement Agreement in this proceeding, the Movants agreed to make certain periodic filings with the Commission. In addition, the June 14, 1999 Commission Order approving the merger of AEP and Central and South West Corporation imposed additional periodic filing requirements. *See, e.g., Order, In the Matter of: The Joint Application of Kentucky Power Company, American Electric Power Company, Inc. And Central And South West Corporation Regarding A Proposed Merger, Case No. 99-149 at 10-13 (Ky. P.S.C. June 14, 1999) ("Order.")*

2. The Order further provided that “AEP may request the Commission to review these reporting requirements after the merger is completed to determine if the documentation being provided is either excessive or redundant.” Order at 12.

3. The merger of AEP and Central and South West Corporation was completed on June 15, 2000. In the nearly eleven years that have intervened, the rate moratorium and the net merger savings credit have expired, Kentucky Power has filed two rate cases, and the integration of the pre-merger American Electric Power Company, Inc. and Central and South West Corporation was completed. In addition, subsequent regulatory developments, including the October 26, 2007 Order in *In the Matter of: An Investigation Into the Reliability Measures Of Kentucky Jurisdictional Electrical Distribution Utilities And Certain Reliability Management Practices*, Case No. 2006-00494, and June 28, 2010 Order approving the May 19, 2010 Unanimous Settlement Agreement in Case No. 2009-459, *In the Matter of: General Adjustments In Electric Rates Of Kentucky Power Company*, have rendered certain of the filing requirements redundant. Most fundamentally, the lapse of time, and integration of the two former pre-merger corporations, means that the events being measured, such as employee transfers, for example, no longer can fairly be attributed to the merger.

4. The chart below details the filing requirements imposed in this proceeding, whether and where the information is otherwise available, and the Movants’ proposal with respect to future filings:

Item No.	Nature of Information	Filings In Other Dockets	Proposed Action
1.	Certain financial information	The Form 10-K for AEP currently is provided to the Commission for filing in the Kentucky	The Company would be willing to supply the FERC Form 60 and the Kentucky Power Company

Item No.	Nature of Information	Filings In Other Dockets	Proposed Action
		Power Company Holding Company file.	Annual Report to the Commission in the Kentucky Power Company Holding Company file
2.	Information regarding transactions involving affiliated companies and cost-allocation materials.	The current Cost Allocation Manual was filed in Case 2009-00459.	The Movants would supplement the filed information as required by KRS 278.2205. The Movants propose to discontinue filing information regarding major affiliated company transactions in this proceeding
3	Intercompany transfers of professional personnel	Not otherwise filed.	Inter-company employee transfers are a normal part of operations and can no longer be attributed to the merger. The Movants propose to discontinue filing the information
4	Information regarding Kentucky Power's proportionate share of AEP's total operating revenues, expenses and employees	Much of the information can be obtained from other filings, including the AEP Form 10-K and the Kentucky Power Annual Report	The Movants propose to discontinue filing the information separately in this proceeding.
5	Intercompany Asset Transfers	This information is set out in the footnotes to Kentucky Power Company's FERC Form No. 1 at Page 120. The FERC Form No. 1 is filed annually	The Movants propose to discontinue filing the information separately in this proceeding.

Item No.	Nature of Information	Filings In Other Dockets	Proposed Action
		in connection with the filings made in Administrative Case No. 387, <i>In the Matter of: An Assessment of Kentucky's Generation, Transmission and Distribution Needs</i>	
6-7	Certain information regarding transferred employees.	Not otherwise filed.	Inter-company employee transfers are a normal part of operations and no longer can fairly be attributed to the merger. The Movants propose to discontinue filing the information
8-10	Information regarding affiliated transactions	The current Cost Allocation Manual was filed in Case 2009-00459.	The Movants will supplement the filed information as required by KRS 278.2205. The Movants propose to discontinue filing any additional information
11-12	Articles of incorporation and bylaws of affiliated companies	Not otherwise filed	The Movants propose to discontinue filing the information. Any changes to corporate documents can no longer be fairly attributed to the merger.
13	Information regarding changes to merger conditions in other jurisdictions	Not otherwise filed.	Given the lapse of time since the merger was completed, further changes to the merger terms seem

Item No.	Nature of Information	Filings In Other Dockets	Proposed Action
			extremely unlikely. The Movants propose to discontinue filing the information
14.	Filing of final approvals from other regulatory bodies.	Complete. These approvals were filed on December 8, 2000.	The Movants propose to discontinue responding to the requirement
15	Reliability indices	Also filed in Case No. 2006-494	The Movants propose to discontinue filing the information separately in this proceeding
16	Call center performance measures.	Not otherwise filed.	Given the lapse of time since the merger was completed, current call center performance is unrelated to the merger. The Movants propose to discontinue filing the information
17	Inspection and maintenance of facilities	Certain information regarding Kentucky Power's distribution inspection and maintenance activities is filed with the filings in Case No. 2006-00494 and 2009-459.	Kentucky Power will continue to inspect and maintain its facilities in conformity with the applicable requirements. The Movants propose to discontinue filing the information separately in this proceeding
18	Report on efforts to improve reliability	Certain information regarding Kentucky Power's distribution inspection and maintenance activities	In connection with the settlement in Case No. 2009-459, Kentucky Power agreed to increase its annual

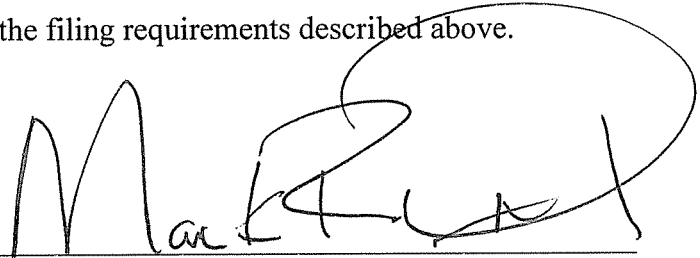
Item No.	Nature of Information	Filings In Other Dockets	Proposed Action
		is filed with the filings in Case No. 2006-00494 and 2009-459.	distribution vegetation management spending by \$10,000,000 and to migrate to a cycle-based program. The Movants propose to discontinue filing the information separately in this proceeding
19	Efforts to maintain workforce	Not otherwise filed	Kentucky Power will continue to work to maintain a high quality workforce. The Movants propose to discontinue reporting on this requirement
20- 22	Update information regarding contact personnel	Not otherwise filed	In compliance with 807 KAR 5:003, Section 1, the Company will notify the Commission when any designated contact changes. The Movants propose to discontinue filing the information separately in this proceeding
23	Maintain adequate management	Not otherwise filed	Kentucky Power will continue to work to maintain adequate management. The Movants propose to discontinue reporting on this requirement
24	Report for ten years on audits of affiliated transactions	Following the General Assembly's enactment in 2000 of the affiliated	The ten year period ended June 15, 2010. The Movants propose to discontinue

Item No.	Nature of Information	Filings In Other Dockets	Proposed Action
		transactions requirements, Kentucky Power discontinued the audits and so informed the Commission	reporting on this requirement. Kentucky Power will continue to comply with the affiliated transactions standards

5. To the extent identified above, the Movants believe that the filing requirements agreed to or imposed in connection with the settlement of these proceedings are now redundant, inapposite, or excessive.

Wherefore, Kentucky Power Company and American Electric Power Company, Inc. respectfully request that the Commission amend its June 14, 1999 Order in this proceeding in the fashion described above to relieve Movants of the filing requirements described above.

Dated: May 13, 2011



Mark R. Overstreet  
R. Benjamin Crittenden  
STITES & HARBISON PLLC  
421 West Main Street  
P.O. Box 634  
Frankfort, Kentucky 40602-0634  
Telephone: (502) 223-3477

COUNSEL FOR JOINT APPLICANTS,  
AMERICAN ELECTRIC POWER COMPANY,  
INC AND KENTUCKY POWER COMPANY



CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served by first class mail on this 13th day of May, 2011 upon:

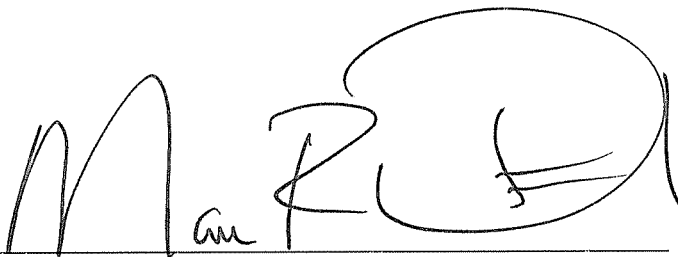
Dennis G. Howard  
Lawrence Cook  
Assistant Attorney General  
Office of Rate Intervention  
1024 Capital Center Drive  
Frankfort, Kentucky 40601

David F. Boehm  
Boehm, Kurtz & Lowry  
1510 CBLD Center  
36 East Seventh Street  
Cincinnati, Ohio 45202

James W. Brew  
Brickfield Burchette Ritts, P.C.  
1025 Thomas Jefferson Street, N.W.  
Eighth Floor, West Tower  
Washington, D.C. 20007-5201

William H. Jones, Jr.  
Van Antwerp, Monge, Jones & Edwards,  
LLP  
1544 Winchester Avenue  
Fifth Floor  
P.O. Box 1111  
Ashland, Kentucky 41105-1111

Richard S. Taylor  
Capital Link Consultants  
315 High Street  
Frankfort, Kentucky 40601

A handwritten signature in black ink, appearing to read 'Mark R. Overstreet', written over a horizontal line.

Mark R. Overstreet