

KENTUCKY POWER COMPANY
Board of Directors
December 18, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 18th day of December, 2014 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions and Capital Blankets, Lease Blankets and Annual Programs for 2015 were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously.

RESOLVED, that requisitions in the net amount of \$19,425,000 and Capital Blankets, Lease Blankets and Annual Programs for 2015 are approved

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: December 18, 2014

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra Bennett*
Jeffrey D. Cross*
Lonni L. Dieck*
Matthew P. Gauss
Joel P. Gebbie*
Ginger Hartman*
Dale E. Heydlauff
Jeffry S. Parlet
Barbara D. Radous
Craig T. Rhoades
Alberto Ruocco
Julia A. Sloat
Charles E. Zebula (joining the 2nd part of the meeting only, for the non-regulated companies)

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company
 December, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
HAVDATCTR	12/17/2014		APP_SYS_SW - 1 Riverside Plaza, Columbus, Ohio - High Availability Data Center	\$0	\$1,827	\$1,827
TP2011063	12/08/2014	Scott N Smith, Gregory G Pauley	DISTR - Hazard Station: Hazard, Kentucky - Hazard, Vicco, Beaver Creek - Station Improvements	\$0	\$2,405	\$2,405
TP2011063	12/08/2014	Scott N Smith, Gregory G Pauley	TRANS - Hazard Station: Hazard, Kentucky - Hazard, Vicco, Beaver Creek - Station Improvements	\$0	\$2,090	\$2,090
MLCNTRLUP	11/24/2014	Daniel V Lee, Gregory G Pauley, Charles E Zebula, Brian X Tierney	GEN - Moundsville, WV - Mitchell Control System Upgrade	\$0	\$3,313	\$3,313
PPBKYPKO	12/09/2014	Daniel V Lee, Gregory G Pauley, Mark C McCullough, Robert P Powers	GEN - Kentucky Power Generating Facilities - 2014 Generation Kentucky Power Production Plant Blanket	\$0	\$9,789	\$9,789
Total for Kentucky Power Company				\$0	\$19,425	\$19,425

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
November 17, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 17th day of November, 2014 at 10:00 a.m.

Directors Present: N. K. Akins
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: L. M. Barton & D. M. Feinberg
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

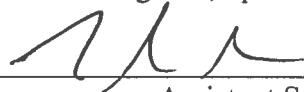
Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$14.866 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of retained earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day, and further

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: November 17, 2014

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra Bennett*
Jeffrey D. Cross
Selwyn Dias*
Matthew P. Gauss
Ginger Hartman*
Dale E. Heydlauff
David A. Lucas*
Franz Messner
Barbara D. Radous
Craig T. Rhoades
Alberto Ruocco
Ram Sastry
John J. Scalzo*
Julia A. Sloat

Thomas G. Berkemeyer

*Participated by phone

KENTUCKY POWER COMPANY
Board of Directors
October 27, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 27th day of October, 2014 at 3:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$4,816,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: October 27, 2014

Time: 3:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Company Presidents

Pablo A. Vegas

Other Management

Traci Bellis*
Sandra Bennett*
John C. Crespo
Jeffrey D. Cross*
Lonni L. Dieck
Steven L. Fate*
Steven H. Ferguson*
Matthew P. Gauss
Dale E. Heydlauff
Ajay Kumar
Richard E. Munczinski
Barbara D. Radous
Alberto Ruocco
Toby L. Thomas (joining the 2nd part of the meeting only, for the non-regulated companies)
Ranie K Wohnhas*
Charles E. Zebula (joining the 2nd part of the meeting only, for the non-regulated companies)

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company
 October, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
TP2012001	10/17/2014	Scott N Smith, Gregory G Pauley	TRANS - Pikeville, KY - Cedar Creek Station Improvements	\$0	\$1,520	\$1,520
FLTRALBKT	10/09/2014	Operating Company Presidents , Brian X Tierney, Lisa M Barton, Mark C McCullough, Robert P Powers	FLEET - Various Locations - 2015 Fleet Replacement Lease Blanket	\$0	\$3,296	\$3,296
Total for Kentucky Power Company				\$0	\$4,816	\$4,816

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
September 25, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of September, 2014 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

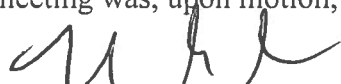
Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$1,379,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: September 25, 2014

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough*
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Presidents & COOs

Charles R. Patton*
Gregory G. Pauley*

Other Management

Sandra Bennett*
John C. Crespo
Lonni L. Dieck
Steven H. Ferguson*
Ronald K. Ford*
Matthew P. Gauss
Joel P. Gebbie*
John D. Harper*
Dale E. Heydlauff
Todd P. Ireland
David A. Lucas*
Barbara D. Radous
Alberto Ruocco
Ranie K. Wohnhas*
Charles E. Zebula (joining the 2nd part of the meeting only, for the non-regulated companies)

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company
 September, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
INTDISTOP	08/28/2014	Operating Company Presidents, Alberto G Ruocco, Lana L. Hillebrand, Nicholas K Akins	* APP_SYS_SW - 1 Riverside Plaza, Columbus, Ohio - Integrated Distribution Operations Program	\$507	\$618	\$1,125
FLTROLBKT	09/15/2014	Operating Company Presidents, Brian X Tierney, Lisa M Barton, Mark C McCullough, Robert P Powers	* FLEET - Various Locations - 2015 Fleet Refinance Lease Blanket	\$0	\$265	\$265
TA2010119	08/25/2014	Operating Company Presidents, Scott N Smith, Lisa M Barton, Nicholas K Akins	* TRANS - Various Locations - Transco EHV Equipment Replacement Program	\$0	\$495	\$495
Total for Kentucky Power Company				\$507	\$1,379	\$1,885

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
August 28, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 28th day of August, 2014 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: L. L. Hillebrand
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$69.376 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of retained earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day, and further

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the negative net amount of (\$61,000) are approved.

Kentucky Power Company
August 28, 2014
Page 2

The Chairman stated that it would be desirable for the Company's Board to consider the following officer changes.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, to elect Eric J. James as Vice President effective September 1, 2014; and further

RESOLVED, to elect Julie A. Sherwood as Vice President effective September 1, 2014.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: August 28, 2014

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Gregory G. Pauley*
Wade Smith
Pablo A. Vegas

Other Management

Steven D. Baker*
John C. Crespo
Lonni L. Dieck
Matthew P. Gauss
Joel P. Gebbie*
Ginger Hartman*
Roger L. Heslep*
Jessica Mazzone
Brenda Meyers*
Richard E. Munczinski
Barbara D. Radous
Alberto Ruocco
David P. Sartin*
Julia A. Sloat
Judith Talavera

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improved Requisitions
 Approved for
Kentucky Power Company
 August, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
IDOPLEASE	08/11/2014	Operating Company Presidents , Alberto G Ruocco, Lana L. Hillebrand	APP_SYS_SW - Various - Integrated Distr Operations Program (IDOP) Hardware Lease-EXPEDITED	\$0	\$67	\$67
TA2010100	08/05/2014	Operating Company Presidents , Scott N Smith, Lisa M Barton, Nicholas K Akins	DISTR - Various Locations - Transmission Line Refurbishment/Replacement Program	\$0	\$0	\$0
TA2010100	08/05/2014	Operating Company Presidents , Scott N Smith, Lisa M Barton, Nicholas K Akins	TRANS - Various Locations - Transmission Line Refurbishment/Replacement Program	\$1,488	-\$128	\$1,361
Total for Kentucky Power Company				\$1,488	-\$61	\$1,427

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
July 22, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 22nd day of July, 2014 at 2:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: L. L. Hillebrand
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Jeffrey D. Cross, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$6,631,000 are approved.

The Chairman outlined one or more proposed master leasing agreements, including the amendment and restatement of the Company's existing master leasing agreements (collectively, "Agreement"), between Bank of America or an affiliate thereof or one or more trust companies, banks, insurance companies or other financial institutions, as Lessor, and this Company, as Lessee. He stated that such Agreement would establish a lease line to cover automotive equipment, mobile material handling equipment, communications equipment, office furniture, computers and computer software, office machines, reproduction machines, other office equipment and any other property agreed to by Lessor and Lessee, provided that the aggregate unamortized value of equipment (i) leased by Lessor to Lessee and (ii) leased by Lessee under any other current or future Agreement shall not exceed \$30,000,000.

Kentucky Power Company
July 22, 2014
Page 2

Thereupon, after discussion, on motion duly made and seconded, it was
unanimously

RESOLVED, that the terms and provisions of the proposed Agreement between this Company, as Lessee, and one or more trust companies, banks, insurance companies or other financial institutions, as Lessor, providing for the terms under which new and used equipment consisting of automotive equipment, communications equipment, office furniture, computers and computer software, office machines, reproduction machines, other office equipment and any other property agreed to by Lessor and Lessee may be leased by this Company from said Lessor, be and the same hereby are in all respects approved, that (i) the President, the Chief Financial Officer, the Treasurer or any Assistant Treasurer of the Company or (ii) any Executive Vice President of American Electric Power Service Corporation ("Authorized Persons"), be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of this Company one or more Agreements in such form as shall be approved by the officer executing the same, such execution to be conclusive evidence of such approval; and further

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized to lease such equipment as they in their discretion may determine, under the terms of such Agreements; and further

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of this Company such amendments to said Agreements as they, or any one of them, shall deem desirable; and further

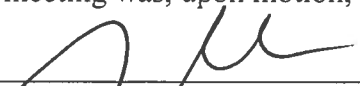
RESOLVED, to the extent that any equipment to be placed under said Agreements represents used equipment owned by this Company, that the Authorized Persons be, and each of them hereby is, authorized to sell such equipment to Lessor for such price as they in their discretion may determine; and further

RESOLVED, that the Authorized Persons, and any other persons who are so authorized by the Authorized Persons be, and each of them hereby is, authorized to execute and deliver such individual leases, documents and other instruments as they or any of them shall deem necessary and desirable in connection with the leasing of equipment under said Agreements and to do all such other acts and things that in their judgment may be necessary or desirable for the purpose of carrying out the foregoing resolutions; and further

RESOLVED, that the officers of this Company be, and they hereby are, authorized to seek, on behalf of this Company, any regulatory approvals or consents or take any other action pertaining to regulatory matters that in their judgment and on the advice of counsel may be necessary or desirable in connection with the aforesaid Agreements.

Kentucky Power Company
July 22, 2014
Page 3

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: July 22, 2014

Time: 2:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak
Venita McCellon-Allen*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Matthew P. Gauss
Joel P. Gebbie*
Ronda L. Johns*
Richard E. Munczinski
Barbara D. Radous
Craig T. Rhoades
Alberto Ruocco
John J. Scalzo*
Julia A. Sloat
Charles E. Zebula (joining the 2nd part of the meeting only, for the non-regulated companies)

Jeffrey D. Cross

*Participated by phone

Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company

July, 2014
(000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
TP1410501	07/14/2014	Scott N Smith, Gregory G Pauley	Transmission - McRoberts County, KY - T/KP/Dorton Area Sag Studies	\$0	\$1,911	\$1,911
REGRTU	07/16/2014	Operating Company Presidents , Timothy K Light, Daniel V Lee, Alberto G Ruocco, Alberto G Ruocco	APP_SYS_SW - 1 Riverside Plaza, Columbus Ohio - Regulated RTU Modernization Program *	\$0	\$298	\$298
MLU0CTBD	07/15/2014	Daniel V Lee, Gregory G Pauley, Charles E Zebula	GEN - Moundsville, West Virginia - Mitchell Unit 0 - Cooling Tower Blow Down (CTBD) *	\$0	\$4,422	\$4,422
Total for Kentucky Power Company				\$0	\$6,631	\$6,631

* See One Page Summary
Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
June 20, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 20th day of June, 2014 at 1:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.


Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$1,921,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: June 20, 2014

Time: 1:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand*
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Presidents & COOs

J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Steven H. Ferguson*
Ronald K. Ford*
Matthew P. Gauss
David A. Lucas*
Richard E. Munczinski
Michael A. Rozsa
Ram Sastry
Gary O. Spitznogle
Ranie K. Wohnhas*

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company
 June, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
DR14K01A0	06/12/2014	Gregory G Pauley	Distribution - Knott county, KY - Softshell Beckham tie line	\$0	\$891	\$891
DR14K0005	06/12/2014	Gregory G Pauley	DISTR - Louisa KY - Louisa Station retirement	\$0	\$1,030	\$1,030
Total for Kentucky Power Company				\$0	\$1,921	\$1,921

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
May 20, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 20th day of May, 2014 at 10:00 a.m.

Directors Present: N. K. Akins
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: L. M. Barton
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$14.866 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the capital surplus of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day, and further

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$4,100,000 are approved.

Kentucky Power Company
May 20, 2014
Page 2

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: May 20, 2014

Time: 10:00 a.m.

Directors

Nicholas K. Akins
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Ronald K. Ford*
Matthew P. Gauss
Joel P. Gebbie*
Dale E. Heydlauff
David A. Lucas*
Richard E. Munczinski
Barbara D. Radous
Craig T. Rhoades
Albert Ruocco
John J. Scalzo*
Julia A. Sloat
Ranie K. Wohnhas*
Charles E. Zebula (joining the 2nd part of the meeting only, for the non-regulated companies)

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company
 May, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
MLCNNRRUN	05/13/2014	Daniel V Lee, Gregory G Pauley, Charles E Zebula	GEN - Moundsville, WV - Mitchell Plant - Conner Run Impoundment Management	\$0	\$3,272	\$3,272
TA2012109	05/12/2014	Scott N Smith, Gregory G Pauley	DISTR - Various Locations, KY - Kentucky Transmission Line Replacement & Refurbishment Program	\$0	\$0	\$0
TA2012109	05/12/2014	Scott N Smith, Gregory G Pauley	TRANS - Various Locations, KY - Kentucky Transmission Line Replacement & Refurbishment Program	\$2,536	\$828	\$3,364
Total for Kentucky Power Company				\$2,536	\$4,100	\$6,635

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
April 25, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of April, 2014 at 10:15 a.m.

Directors Present: N. K. Akins
L. M. Barton
L. L. Hillebrand
M. C. McCullough
B. X. Tierney
D. E. Welch

Absent: D. M. Feinberg & R. P. Powers
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$24,262,000 are approved.

The Chairman stated that as the directors of the Company had been elected to serve for the ensuing year pursuant to an Action by Written Consent in Lieu of Annual Meeting of the Shareholders dated April 1, 2014, it was in order to proceed with the election of officers. The names of the following persons were then placed in nomination for the offices set opposite their respective names.

Nicholas K. Akins	Chairman of the Board & Chief Executive Officer
Gregory G. Pauley	President & Chief Operating Officer
Lisa M. Barton	Vice President
Lana L. Hillebrand	Vice President

Kentucky Power Company
April 25, 2014
Page 2

Michael S. Isenberg	Vice President
Jeffrey D. LaFleur	Vice President-Generation Assets
Timothy K. Light	Vice President
Mark C. McCullough	Vice President
Marguerite C. Mills	Vice President
Robert P. Powers	Vice President
Mark A. Pyle	Vice President-Tax
Andrew B. Reis	Vice President
Julia A. Sloat	Vice President & Treasurer
Scott N. Smith	Vice President
Brian X. Tierney	Vice President & Chief Financial Officer
Dennis E. Welch	Vice President
Joseph M. Buonaiuto	Chief Accounting Officer & Controller
David M. Feinberg	Secretary
F. Scott Travis	Assistant Controller
Julie Williams	Assistant Controller
Thomas G. Berkemeyer	Assistant Secretary
Jeffrey D. Cross	Assistant Secretary
Renee V. Hawkins	Assistant Treasurer

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the persons nominated as officers of the Company, whose names are listed immediately above in these minutes, be, and they hereby are, duly elected to the offices in the Company set opposite their respective names, to serve for the ensuing year or until their respective successors are duly elected and qualified.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: April 25, 2014

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
Lana L. Hillebrand
Mark C. McCullough
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Venita McCellon-Allen*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Lonni L. Dieck
James H. Garrett
Matthew P. Gauss
Dale E. Heydlauff
Matthew D. Kyle*
Daniel V. Lee
Richard E. Munczinski
Craig T. Rhoades
Albert Ruocco*
John J. Scalzo*
Carla E. Simpson*
Julia A. Sloat
Joel B. Trad*

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company
 April, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
000021297	03/27/2014	Daniel V Lee, Gregory G Pauley, Mark C McCullough, Robert P Powers, Nicholas K Akins	Generation - Louisa, Kentucky - Big Sandy Unit 1 - Natural Gas Conversion Phases 1&2	\$0	\$24,262	\$24,262
Total for Kentucky Power Company				\$0	\$24,262	\$24,262

* See One Page Summary
 Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
March 24, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 24th day of March, 2014 at 9:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: D. M. Feinberg, L. L. Hillebrand and M. C. McCullough
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$25,000,000 out of Paid-in-Capital be, and the same hereby is, declared out of the capital surplus of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was
unanimously

RESOLVED, that requisitions in the net amount of \$9,882,000 are
approved.

Kentucky Power Company
March 24, 2014
Page 2

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: March 24, 2014

Time: 9:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Christian T. Beam
Sandra S. Bennett*
Pamela S. Flemming
Ron K. Ford*
Dale E. Heydlauff
Daniel V. Lee
Michael J. Mercier - APCo
Richard E. Munczinski
Michael A. Rozsa
Julia A. Sloat
Kevin H. Stogran
Ranie K. Wohnhas*
Charles E. Zebula (joining the 2nd part of the meeting only, for the non-regulated companies)

Thomas G. Berkemeyer

*Participated by phone

Monthly Report of Improvement Requisitions
 Approved for
Kentucky Power Company

March, 2014
 (000's)

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
MLU2ESP15	03/18/2014	Daniel V Lee, Gregory G Pauley, Charles E Zebula	GEN - Moundsville, WV - Mitchell Unit 2 ESP Upgrade	\$0	\$1,933	\$1,933
MLPU2HPRH	03/18/2014	Daniel V Lee, Gregory G Pauley, Charles E Zebula	GEN - Moundsville, W.V. - Mitchell Unit 2 HP/1st RH and 2nd RH Turbine Inspection	\$0	\$1,535	\$1,535
MLU2LPBLD	03/18/2014	Daniel V Lee, Gregory G Pauley	GEN - Moundsville, W.V. - Purchase and install replacement blades for spare LP rotors	\$0	\$1,956	\$1,956
MLCPNGPWR	03/18/2014	Daniel V Lee, Gregory G Pauley, Charles E Zebula, Brian X Tierney	GEN - Moundsville, WV - Coping Power Installation	\$0	\$4,459	\$4,459
Total for Kentucky Power Company				\$0	\$9,882	\$9,882

* See One Page Summary
 *Note: Requested amounts are in the Forecast.

KENTUCKY POWER COMPANY
Board of Directors
February 26, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 26th day of February, 2014 at 3:00 p.m.

Directors Present: N. K. Akins
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: L. M. Barton and D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$14.866 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the capital surplus of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day, and further

RESOLVED, that a dividend of \$75,000,000 out of Paid-in-Capital be, and the same hereby is, declared out of the capital surplus of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

Kentucky Power Company
February 26, 2014
Page 2

After thorough discussion, upon motion duly made and seconded, it was
unanimously

RESOLVED, that requisitions in the net amount of \$676,000 are
approved.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: February 26, 2014

Time: 3:00 p.m.

Directors

Nicholas K. Akins
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Charles R. Patton*
Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Pamela S. Flemming
Q. Shane Lies
Richard E. Munczinski
Barbara D. Radous
Craig T. Rhoades
Albert Ruocco
Carla E. Simpson*
Julia A. Sloat
Ranie K. Wohnhas*

Charles E. Zebula (joined the 2nd part of the meeting only, for the non-regulated companies)

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
February 2014
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
TP1010502	02/12/14	Smith/Pauley	Transmission: Louisa, KY - Busseyville Station Upgrades	\$0	\$628	\$628
TO2015EST	02/05/14	Smith/Pauley	Transmission: New Albany, OH - Transmission Operations (TOPs) East Improvements Program	\$0	\$48	\$48
Total for Kentucky Power Company				\$0	\$676	\$676

* See One Page Summary
Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
January 22, 2014

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 22nd day of January, 2014 at 10:30 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: M. C. McCullough
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$16,113,000 are approved.

The Chairman stated that it would be desirable for the Company's Board to consider the following officer change.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, to elect Frederick S. Travis as Assistant Controller effective January 22, 2014.

Kentucky Power Company
January 22, 2014
Page 2

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: January 22, 2014

Time: 10:30 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Michael H. Carlson*
Jeffrey D. Cross*
Lonni L. Dieck
Steven H. Ferguson*
Ginger R. Hartman
Dale E. Heydlauff
Ryan L. Houk
Richard A. Kuntz
Daniel V. Lee
Richard E. Munczinski
Barbara D. Radous
Carla E. Simpson*
Julia A. Sloat

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
January 2014
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
TP2011028	01/08/14	Smith/Pauley/Barton	Distribution: Elkhorn City, KY; Haysi, VA; Grundy, VA; Clintwood, VA - Bluefield-Pikeville System Improvements	\$0	\$1,630	\$1,630
000020312	01/09/14	Lee/Pauley	Generation: Mitchell Plant - Cooling Tower Blow Down (CTBD) - Phase 1	\$0	\$923	\$923
KMLFALFCI	12/26/13	Lee/Patton/Pauley/McCullough/ Power/Akins	Generation: Mitchell Plant - Mitchell New Long Term CCR Landfill - Phase 3	\$19,987	\$10,409	\$30,397
TP2009138	12/17/13	Smith/Patton/Barton/Akins	Generation: Moundsville WV - Kammer Area 345kV & 138 kV Improvements - Phase 3	\$1,614	\$0	\$1,614
TP2012026	01/07/14	Smith/Pauley	Transmission: Dorton, KY - Install 138kV Circuit Breakers at Dorton Station	\$0	\$1,641	\$1,641
TP2011028	01/08/14	Smith/Pauley/Barton	Transmission: Elkhorn City, KY; Haysi, VA; Grundy, VA; Clintwood, VA - Bluefield-Pikeville System Improvements	\$0	\$1,510	\$1,510
Total for Kentucky Power Company				\$21,601	\$16,113	\$37,714

* See One Page Summary

Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
December 18, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 18th day of December, 2013 at 10:00 a.m.

Directors Present: L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: N. K. Akins and D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Robert P. Powers, Vice President of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$40,383,000 are approved.

The Chairman stated that it would be desirable for the Company to elect new officers.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, to elect Michael S. Isenberg, as Vice President, effective January 1, 2014; and further

RESOLVED, to elect Marguerite C. Mills, as Vice President, effective January 1, 2014; and further

Kentucky Power Company
December 18, 2013
Page 2

RESOLVED, to elect Andrew B. Reis, as Vice President, effective January 1, 2014.

The Chairman stated that, pursuant to orders issued by the Public Utilities Commission of Ohio and the Federal Energy Regulatory Commission ("FERC") approving the corporate separation of the Company's affiliate Ohio Power Company ("OPCo"), OPCo will transfer its generation assets and related liabilities to AEP Generation Resources Inc., a competitive generation affiliate. Corporate separation is expected to be completed on December 31, 2013.

The Chairman further stated that the Company has for many years been a party to a generation pooling agreement (the "Pool Agreement") with several other subsidiaries of American Electric Power Company, Inc. ("AEP"). The parties to the Pool Agreement gave notice to each other of termination of the Pool Agreement on December 17, 2010, and an application has been filed with FERC for approval to terminate the Pool Agreement, effective December 31, 2013. In order to enable the Company to meet its energy and capacity needs after termination of the Pool Agreement, AEP Generation Resources Inc. will, immediately after the completion of corporate separation, transfer to the Company a 50 percent undivided interest in the Mitchell Plant, a two-unit coal-fired power plant located in Moundsville, West Virginia and having a nominal capacity of 1,600 MW (the "Mitchell Interest"). The Company sought and obtained approval of the Kentucky Public Service Commission for the transfer of the Mitchell Interest.

The Chairman stated that the proposed transfer of the Mitchell Interest is structured to qualify as a tax-free internal spin under section 355 of the Internal Revenue Code. To execute the transfer, AEP Generation Resources Inc. will enter into an Asset Contribution Agreement (the "Contribution Agreement") and related agreements with its new subsidiary, Newco Kentucky Inc., a Kentucky corporation. Pursuant to the Contribution Agreement and related agreements, AEP Generation Resources Inc. will transfer to Newco Kentucky Inc. the Mitchell Interest and all liabilities, including indebtedness, associated therewith. The Contribution Agreement also provides that Newco Kentucky Inc. shall have the right to direct AEP Generation Resources Inc. to assign leases and contracts directly to an affiliate. Immediately after executing the Contribution Agreement and the related agreements, AEP Generation Resources Inc. will distribute all of the common stock of Newco Kentucky Inc. to its sole shareholder, AEP Energy Supply LLC, which will immediately distribute such stock to AEP. At that time Newco Kentucky Inc. shall merge with and into the Company through the Agreement and Plan of Merger substantially in the form attached hereto as Exhibit A.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that the Agreement and Plan of Merger by and between the Company and Newco Kentucky Inc., whereby Newco Kentucky Inc. shall merge with and into the Company, is hereby approved and adopted in substantially the form attached hereto as Exhibit A, subject to such changes therein as may be

Kentucky Power Company
December 18, 2013
Page 3

approved by the officers executing the Agreement and Plan of Merger, which approval shall be conclusively evidenced by the execution and delivery of the same by such officers; and further

RESOLVED, that the adoption and approval of the Agreement and Plan of Merger and the transactions contemplated therein are deemed advisable and in the best interest of the Company; and further

RESOLVED, that the President, any Vice President, Secretary and Assistant Secretary or other appropriate officers are hereby authorized and directed to execute and deliver the Agreement and Plan of Merger in the name and on behalf of the Company and following such execution and delivery to submit the same to the sole shareholder for its approval; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized to do any and all acts or things, and execute, acknowledge, file or deliver as may be appropriate, any and all certificates, including the filing of a certificate or articles of merger with the Kentucky Secretary of State, instruments, documents, or other papers necessary or appropriate to carry out the Agreement and Plan of Merger, and the transactions described therein.

The Chairman outlined a proposed financing program through December 31, 2015 of the Company involving the issuance and sale, either at competitive bidding, through a negotiated public offering with one or more agents or underwriters or through private placement, of up to (i) \$400,000,000 (or its equivalent in another currency or composite currency) aggregate principal amount of debt securities comprised of unsecured promissory notes in one or more new series, each series to have a maturity of not more than sixty years ("Debt Securities"). The Debt Securities may be issued in the form of Senior or Subordinated Notes or other promissory notes. The Chairman stated that, as an alternative to issuing Debt Securities, the Company may issue one or more unsecured promissory notes ("AEP Notes") to American Electric Power Company, Inc. ("AEP") in an aggregate principal amount of up to \$400,000,000. AEP Notes would be issued in compliance with the order(s) of the Kentucky Public Service Commission.

The Chairman stated that, as an alternative to issuing Debt Securities or AEP Notes, the Company might enter into one or more term loan agreements or note purchase agreements with one or more commercial banks, financial institutions or other institutional investors, providing for the issuance of unsecured notes with a maturity in excess of nine months in an aggregate principal amount of up to \$400,000,000 ("Term Notes").

The Chairman stated that the aggregate amount of Debt Securities, AEP Notes or Term Notes issued will not exceed \$400,000,000.

The Chairman explained that it was proposed that the proceeds to be received in connection with the proposed sale of Debt Securities, AEP Notes and Term Notes would be

Kentucky Power Company
December 18, 2013
Page 4

added to the general funds of the Company and used to pay at maturity, or prepay as may be appropriate and as may then be desirable, or purchase directly or indirectly currently outstanding debt or to reimburse the Company's treasury for expenditures incurred in connection with its construction program or for other corporate purposes.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that the proposed financing program of this Company, as outlined at this meeting, be, and the same hereby is, in all respects ratified, confirmed and approved; and further

RESOLVED, that the proper persons be, and they hereby are, authorized to take all steps necessary, or in their opinion desirable, to carry out the financing program outlined at this meeting.

The Chairman informed the meeting that the Company has filed an application to the Kentucky Public Service Commission seeking authorization for the issuance of \$200,000,000 of Debt Securities, Term Notes and AEP Notes through December 31, 2015. The Chairman stated that the Company also intended to file an additional application to the Kentucky Public Service Commission seeking authorization for the issuance of an additional \$200,000,000 of Debt Securities, Term Notes and AEP Notes through December 31, 2015. The Chairman also stated that it may be necessary to register or qualify the securities to be sold pursuant to such financing program under the "blue sky" laws of various jurisdictions.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, in connection with the proposed financing program approved at this meeting, the actions of the proper officers of this Company in executing and filing a petition with the Kentucky Public Service Commission seeking authorization for the issuance of \$200,000,000 of Debt Securities, Term Notes and AEP Notes through December 31, 2015 are hereby ratified, authorized and approved; and further

RESOLVED, that the Authorized Persons and Secretary or an Assistant Secretary of the Company be, and they hereby are, authorized and directed to execute and file in connection with the proposed financing program approved at this meeting, an additional petition with the Kentucky Public Service Commission seeking authorization for the issuance of an additional \$200,000,000 of Debt Securities, Term Notes and AEP Notes through December 31, 2015; and further

RESOLVED, that it is desirable and in the best interest of the Company that the Debt Securities be qualified or registered for sale in various jurisdictions; that (i) the President, the Chief Financial Officer, the

Kentucky Power Company
December 18, 2013
Page 5

Treasurer or any Assistant Treasurer of the Company or (ii) any Executive Vice President of American Electric Power Service Corporation ("Authorized Persons") be, and they hereby are, authorized to determine the jurisdictions in which appropriate action shall be taken to qualify or register for sale all or such part of the Debt Securities of the Company as said Authorized Persons may deem advisable; that said Authorized Persons are hereby authorized to perform on behalf of the Company any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such jurisdictions, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such Authorized Persons of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents so executed and the action so taken; and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to take any and all further action in connection therewith, including the execution and filing of such amendment or amendments, supplement or supplements and exhibit or exhibits thereto as they may deem necessary or desirable.

The Chairman stated that it may be desirable to enter into one or more hedge agreements, such as a forward starting swap, treasury lock agreement, treasury put option or interest rate collar agreement ("Hedge Agreement") to protect against future interest rate movements in connection with the issuance of the Debt Securities. He recommended that the Board authorize the appropriate persons to enter into one or more Hedge Agreements, provided that the amount covered by any Hedge Agreement is consistent with the approved AEP Interest Rate Risk Policy and any applicable regulatory orders.

Thereupon, it was, on motion duly made and seconded, unanimously

RESOLVED, that the Authorized Persons (as previously defined) be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of this Company, one or more Hedge Agreements in such form as shall be approved by the Authorized Person executing the same, such execution to be conclusive evidence of such approval, provided that the amount covered by any such Hedge Agreement is consistent with the AEP Interest Rate Risk Policy and any applicable regulatory orders; and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized to execute and deliver such other documents and instruments, and to do such other acts and things, that in their judgment may be necessary or

Kentucky Power Company
December 18, 2013
Page 6

desirable in connection with the transactions authorized in the foregoing resolutions.

The Chairman stated that it may be desirable to enter into one or more interest rate management agreements, such as interest rate swaps, caps, collars, floors, options or hedging products such as forwards or futures, or similar products ("Interest Rate Management Agreements"), in each case to manage and minimize interest costs. The transactions will be for a fixed period and a stated principal amount and may be for underlying fixed or variable obligations of the Company. He recommended that the Board authorize the appropriate persons to enter into one or more Interest Rate Management Agreements, provided that any such Interest Rate Management Agreement shall conform to the approved AEP Interest Rate Risk Policy and any conditions that may be imposed by any regulatory body.

Thereupon, it was, on motion duly made and seconded, unanimously

RESOLVED, that the Authorized Persons (as previously defined) be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of this Company, one or more Interest Rate Management Agreements in such form as shall be approved by the Authorized Person executing the same, such execution to be conclusive evidence of such approval provided that any such Interest Rate Management Agreement shall conform to the approved AEP Interest Rate Risk Policy and any conditions that may be imposed by any regulatory body; and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized to execute and deliver such other documents and instruments, and to do such other acts and things, that in their judgment may be necessary or desirable in connection with the transactions authorized in the foregoing resolutions.

The Chairman noted that the Company may issue and sell unsecured notes ("Notes"), which may include a put option or call option or both, pursuant to an Underwriting Agreement or other agreement. The Chairman then stated to the meeting that, in order to enable the Company to perform its obligations under the Underwriting Agreement or other agreement approved at this meeting providing for the sale of up to \$400,000,000 aggregate principal amount of the Notes, it was necessary that the Board authorize the execution and delivery of one or more Company Orders or Supplemental Indentures to the Indenture dated September 1, 1997 between the Company and Deutsche Bank Trust Company Americas, successor to Bankers Trust Company, in such form as shall be approved by the person executing the same, such execution to be conclusive evidence of such approval. Alternatively, the Notes may be issued under a new indenture as may be supplemented and amended by one or more Company Orders or Supplemental Indentures or equivalent documentation. The terms of each series of Notes will be established under a Company Order or a Supplemental Indenture. The interest rate, maturity and certain other terms have not yet been determined. The Chairman recommended that the Board authorize the appropriate persons to determine the financial terms and conditions of the Notes,

Kentucky Power Company
December 18, 2013
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including without limitation, (i) the principal amount of the Notes to be sold in each offering, (ii) the interest or method of determining the interest on the Notes, (iii) the maturity (which shall not exceed 60 years from the date of issuance) and redemption provisions of the Notes and (iv) such other terms and conditions as are contemplated or permitted by the Indenture, a new indenture, a Company Order or a Supplemental Indenture. Any fixed interest rate applicable to the Notes would not exceed by more than 500 basis points the yield to maturity at the date of pricing on United States Treasury obligations of comparable maturity. Any initial fluctuating interest rate applicable to the Notes would not exceed 8%.

Thereupon, it was, on motion duly made and seconded, unanimously

RESOLVED, that the Authorized Persons (as previously defined) and the Secretary or an Assistant Secretary of the Company be, and they hereby are, authorized to create up to \$400,000,000 aggregate principal amount of Notes to be issued under the Indenture or a new indenture and one or more Supplemental Indentures or Company Orders or equivalent documentation, in such form as shall be approved by the Authorized Persons and the Secretary or an Assistant Secretary of the Company executing the same, such execution to be conclusive evidence of such approval and with such financial terms and conditions as determined by the Authorized Persons and the Secretary or an Assistant Secretary of the Company, pursuant to the Indenture or a new indenture and one or more Supplemental Indentures or Company Orders or equivalent documentation, and with either a fixed rate of interest which shall not exceed by more than 500 basis points the yield to maturity at the date of pricing on United States Treasury obligations of comparable maturity or at an initial fluctuating rate of interest which at the time of pricing would not exceed 8%, or at a combination of such described fixed or fluctuating rates, and to specify the maturity, redemption or tender provisions and other terms, at the time of issuance thereof with the maturity not to exceed 60 years; and further

RESOLVED, that the Authorized Persons and the Secretary or an Assistant Secretary of the Company be, and they hereby are, authorized and directed to execute and deliver, on behalf of this Company, one or more Supplemental Indentures or Company Orders, specifying the designation, terms, redemption provisions and other provisions of the Notes and providing for the creation of each series of Notes, each such instrument to be substantially in the form as shall be approved by the Authorized Person and the Secretary or an Assistant Secretary of the Company executing the same, such execution to be conclusive evidence of such approval, that the trustee under the Indenture or a new indenture is hereby requested to join in the execution of any Supplemental Indenture or Company Order, as trustee; and further

Kentucky Power Company
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Page 8

RESOLVED, that the Authorized Persons and the Secretary or an Assistant Secretary of the Company be, and they hereby are, authorized and directed to execute and deliver, on behalf of this Company, to the extent not determined in a Supplemental Indenture or Company Order, a certificate requesting the authentication and delivery of any such Notes and establishing the terms of any tranche of such series or specifying procedures for doing so in accordance with the procedures established in the Indenture or any new indenture; and further

RESOLVED, that the Authorized Persons and the Secretary or an Assistant Secretary of this Company be, and they hereby are, authorized and directed to execute in accordance with the provisions of the Indenture or any new indenture (the signatures of such Authorized Persons to be effected either manually or by facsimile, in which case such facsimile is hereby adopted as the signature of such Authorized Persons and the Secretary or an Assistant Secretary of the Company thereon), and to deliver to the trustee under the Indenture, or any assignee or successor thereto, or another trustee under a new indenture, the Notes in the aggregate principal amount of up to \$400,000,000 as definitive fully registered bonds without coupons in such denominations as may be permitted under the Indenture; and further

RESOLVED, that if any Authorized Person or the Secretary or an Assistant Secretary of this Company who signs, or whose facsimile signature appears upon, any of the Notes ceases to be such an Authorized Person or Secretary or an Assistant Secretary of the Company prior to their issuance, the Notes so signed or bearing such facsimile signature shall nevertheless be valid; and further

RESOLVED, that, subject as aforesaid, Deutsche Bank Trust Company Americas, as such Trustee, or any assignee or successor thereto or another trustee under a new indenture, be, and it hereby is, requested to authenticate, by the manual signature of an authorized officer of such trustee, the Notes and to deliver the same from time to time in accordance with the written order of this Company by the Authorized Persons and the Secretary or an Assistant Secretary of the Company; and further

RESOLVED, that Thomas G. Berkemeyer of Hilliard, Ohio, David C. House of Lewis Center, Ohio, and William E. Johnson of Gahanna, Ohio, attorneys and employees of American Electric Power Service Corporation, an affiliate of this Company, be, and each of them hereby is, appointed Counsel to render any Opinion of Counsel required by the Indenture or any new indenture in connection with the authentication and

Kentucky Power Company
December 18, 2013
Page 9

delivery of the Notes; and further

RESOLVED, that the office of Deutsche Bank Trust Company Americas, in the Borough of Manhattan, The City of New York, or such other office of any assignee or successor thereto or another trustee under a new indenture as may be designated by the Company be, and it hereby is, designated as the office or agency of this Company, in accordance with the Indenture or any new indenture, for the payment of the principal of and the interest on the Notes, for the registration, transfer and exchange of Notes and for notices or demands to be served on the Company with respect to the Notes; and further

RESOLVED, that said Deutsche Bank Trust Company Americas be, and it hereby is, appointed the withholding agent and attorney of this Company for the purpose of withholding any and all taxes required to be withheld by the Company under the Federal revenue acts from time to time in force and the Treasury Department regulations pertaining thereto, from interest paid from time to time on the Notes, and is hereby authorized and directed to make any and all payments and reports and to file any and all returns and accompanying certificates with the Federal Government which it may be permitted or required to make or file as such agent under any such revenue act and/or Treasury Department regulation pertaining thereto; and further

RESOLVED, that the Authorized Persons (as defined above) and the Secretary or an Assistant Secretary of this Company be, and they hereby are, authorized and directed to effect transfers and exchanges of the Notes, pursuant to the Indenture without charging a sum for any Note issued upon any such transfer or exchange other than a charge in connection with each such transfer or exchange sufficient to cover any tax or other governmental charge in relation thereto; and further

RESOLVED, that Deutsche Bank Trust Company Americas, or any assignee or successor thereto or another trustee under a new indenture as may be designated by the Company, be, and it hereby is, appointed as Note Registrar in accordance with the Indenture; and further

RESOLVED, that the Authorized Persons and Secretary or an Assistant Secretary of the Company be, and they hereby are, authorized and directed to execute such instruments and papers and to do any and all acts as to them may seem necessary or desirable to carry out the purposes of the foregoing resolutions.

The Chairman further stated that it would be desirable to authorize the proper

Kentucky Power Company
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persons on behalf of the Company, to enter into one or more term loan or note purchase agreements in such form as shall be approved by the person executing the same, such execution to be conclusive evidence of such approval ("Term Loan Agreement") with one or more as yet unspecified commercial banks, financial institutions or other institutional investors, which would provide for the Company to borrow up to \$400,000,000. Such borrowings would be evidenced by an unsecured promissory note or notes (the "Term Note") of the Company maturing not less than nine months nor more than sixty years after the date thereof, bearing interest to maturity at either a fixed rate, floating rate, or combination thereof. Any fixed interest rate of the Note will not be greater than 500 basis points above the yield to maturity of United States Treasury obligations that mature on or about the date of maturity of the note. Any fluctuating rate will not exceed 8% at the time of issuance.

Thereupon, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Authorized Persons (as previously defined) be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of this Company, one or more Term Loan Agreements in such form as shall be approved by the officer executing the same, such execution to be conclusive evidence of such approval in substantially the form of such agreement submitted to this meeting, at either a fixed rate of interest which shall not be greater than 500 basis points above the yield to maturity of United States Treasury obligations that mature on or about the maturity date of the Note issued thereunder, or a fluctuating rate of interest which shall not exceed 8%, or at a combination of such described fixed or fluctuating rates; and further

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, in the name and on behalf of this Company, to borrow from one or more commercial banks, financial institutions or other institutional investors, up to \$400,000,000, upon the terms and subject to the conditions of the Term Loan Agreement as executed and delivered; and in connection therewith, to execute and deliver a promissory note, with such insertions therein and changes thereto consistent with such Term Loan Agreement as shall be approved by the officer executing the same, such execution to be conclusive evidence of such approval; and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized to execute and deliver such other documents and instruments, and to do such other acts and things, that in their judgment may be necessary or desirable in connection with the transactions authorized in the foregoing resolutions.

The Chairman further stated that it would be desirable to authorize the appropriate persons, on behalf of the Company, to issue one or more unsecured promissory notes to AEP in

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an aggregate principal amount of up to \$400,000,000 on such terms as are consistent with (i) the financing authority granted by the Kentucky Public Service Commission and (ii) any applicable rules of the Federal Energy Regulatory Commission ("FERC") and regulations thereunder.

Thereupon, upon motion duly made and seconded, it was unanimously

RESOLVED, that the Authorized Persons (as previously defined) be, and each of them hereby is, authorized, in the name and on behalf of his Company, to borrow from AEP up to \$400,000,000, upon such terms as are consistent with (i) the financing authority granted by the Kentucky Public Service Commission and (ii) any applicable rules of the FERC.

The Chairman further outlined the proposed issuance and sale by the West Virginia Economic Development Authority (the "Issuer"), to one or more underwriters (the "Underwriter") or banks (the "Bank") of a series of the Issuer's Solid Waste Disposal Revenue Refunding Bonds (Kentucky Power Company - Mitchell Project) (the "Bonds"), in the aggregate principal amount of \$65,000,000 pursuant to one or more Loan Agreements, between the Company and the Issuer (the "Agreement") and one or more Indentures of Trust (the "WVEDA Indenture"), between the Issuer and a trustee to be selected by the Company (the "WVEDA Trustee"). The Issuer's \$65,000,000 aggregate principal amount of Solid Waste Disposal Revenue Bonds (Ohio Power Company - Mitchell Project), Series 2008A (the "Series 2008A Bonds") would be redeemed at the price of 100% of their principal amount plus accrued interest. The proceeds of the sale of the Bonds will be deposited, together with other funds supplied by the Company, with the Trustee and used to provide funds for the redemption of the Series 2008A Bonds, the proceeds of which were used to finance a portion of the costs of acquiring, constructing and improving solid waste disposal facilities designed for the disposal of solid waste at the Mitchell Generating Station located near Moundsville, West Virginia.

The Issuer proposes to issue the Bonds in the aggregate principal amount of \$65,000,000 having terms acceptable to a proper officer of the Company and reflected in the WVEDA Indenture, together with an inducement letter (the "Letter") to be executed by an officer of the Company and delivered to and accepted by the Issuer and the Underwriter or the Bank, as the case may be, in connection with the issuance and sale of the Bonds. The Chairman recommended that the Board authorize the appropriate officers of the Company to request the Issuer to issue its Bonds and to execute and deliver the WVEDA Indenture and the Letter.

Thereupon, after discussion, on motion duly made and seconded, it was unanimously

RESOLVED, that the Authorized Persons of this Company be, and they hereby are, authorized (i) to request the Authority to issue the Bonds having terms substantially as set forth in the form of proposed WVEDA Indenture, with (a) the stated maturity of any such Bonds to be no more than forty (40) years; (b) the initial rate of interest not to exceed 8% per annum (if a fixed rate of interest) or 8% per

Kentucky Power Company
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annum (if a variable rate of interest); and (c) the discount from the initial public offering price of any such Bond shall not exceed 5% of the principal amount thereof; and with such changes as may be required upon the establishment of the further terms thereof; (ii) to execute and deliver the Letters with such insertions therein and changes thereto as shall be approved by the officer executing the same, such execution to be conclusive evidence of such approval; and (iii) to execute and deliver the Loan Agreements and the promissory notes contemplated therein in such form as shall be approved by the officer executing the same, such execution to be conclusive evidence of such approval; and further

RESOLVED, that the Authorized Persons of this Company be, and each hereby is, authorized to take such further action to execute and deliver all such further instruments and documents and do all other things as they or any one of them shall deem necessary or expedient in connection with the Loan Agreements or the Letters; and further

RESOLVED, that the Authorized Persons of this Company be, and each hereby is, authorized to execute and deliver, on behalf of this Company, to the Authority and the WVEDA Trustee a Certificate, Approval, Consent and Instruction by the Company approving the issuance of the Bonds and approving the terms of the Indentures, with such changes in said Indentures as such officers of and counsel to this Company may deem necessary or desirable; and further

RESOLVED, that the Authorized Persons of this Company be, and each hereby is, authorized to take such further action as may be required under the Loan Agreements, the Indentures, or otherwise, to execute and deliver all such further instruments and documents and to do all other things as they or any one of them shall deem necessary or expedient in connection with the redemption of the Series 2008A Bonds, the issuance and sale of the Bonds by the Authority, and the authentication and delivery of the Bonds by the WVEDA Trustee.

The Chairman stated that it may be desirable to enter into one or more bond hedge agreements, such as a forward starting swap, treasury lock agreement, treasury put option or interest rate collar agreement ("Bond Hedge Agreement") to protect against future interest rate movements in connection with the issuance of the Bonds. He recommended that the Board authorize the appropriate persons to enter into one or more Bond Hedge Agreements, provided that the amount covered by any Bond Hedge Agreement is consistent with the approved AEP Interest Rate Risk Policy and any applicable regulatory orders.

Thereupon, it was, on motion duly made and seconded, unanimously

RESOLVED, that the Authorized Persons (as previously defined) be, and each hereby is, authorized to execute and deliver in the name and on behalf of this Company, one or more Bond Hedge Agreements in such form as shall be approved


Kentucky Power Company
December 18, 2013
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by the Authorized Person executing the same, such execution to be conclusive evidence of such approval, provided that the amount covered by any such Bond Hedge Agreement is consistent with the approved AEP Interest Rate Risk Policy and any applicable regulatory orders; and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized to take such further action and do all other things as they or any one of them shall deem necessary or expedient in connection with the Bond Hedge Agreements; and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized to take such further action, to execute and deliver all such further documents, certificates and instruments and to do all other things as they or any one of them shall deem necessary or expedient in connection with the transactions authorized in the foregoing resolutions.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: December 18, 2013

Time: 10:00 a.m.

Directors

Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Presidents & COOs

Paul Chodak*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Jeffrey D. Cross*
Lonni L. Dieck
Steven H. Ferguson*
Ginger R. Hartman*
Dale E. Heydlauff
Timothy A. King
Q. Shane Lies*
Timothy K. Light
Richard E. Munczinski
Jeffrey S. Parlet
Barbara D. Radous
Craig T. Rhoades
Alberto G. Ruocco
Julia A. Sloat
Gary O. Spitznogle
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
December 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
DISTBLKKY	12/16/13	Powers	Distribution: 2014 Distribution Blankets	\$0	\$27,471	\$27,471
DISTPGMIM	12/16/13	Powers	Distribution: 2014 Distribution Reliability Programs	\$0	\$1,657	\$1,657
TREESKY	12/16/13	Powers	Distribution: 2014 T&D Forestry Widening Program	\$0	\$1,229	\$1,229
GENPLTCAP	12/09/13	Weich	Environment, Safety, Health and Facilities: 2013 General Plant Capital Blanket - Revision	\$14	\$38	\$52
GENPLTCAP	12/09/13	Weich	Environment, Safety, Health and Facilities: 2014 General Plant Capital Blanket	\$0	\$46	\$46
GPLTEQLSE	12/09/13	Weich	Environment, Safety, Health and Facilities: 2014 General Plant Equipment and Lease Renewal Lease Blanket	\$0	\$715	\$715
X00000002	12/09/13	Lee/Pauley/Patton/McCullough	Generation: 2013 Kentucky Power Production Plant Blanket - Revision	\$3,067	\$1,513	\$4,580
X00000002	12/16/13	McCullough/Powers	Generation: 2014 Production Plant Blanket	\$0	\$4,605	\$4,605
CMPUTRLSE	12/10/13	Ruocco/Hillebrand	Shared Services: 2014 Computer Lease Blanket	\$0	\$7	\$7
TELCOMCAP	12/10/13	Ruocco/Hillebrand	Shared Services: 2014 Telecommunications Capital Blanket	\$0	\$394	\$394
TELCOMLSE	12/10/13	Ruocco/Hillebrand	Shared Services: 2014 Telecommunications Lease Blanket	\$0	\$137	\$137
TREESKY	12/09/13	Barton	Transmission: 2014 T&D Forestry Widening Program	\$0	\$707	\$707
TRANBLKKY	12/09/13	Barton	Transmission: 2014 Transmission Blankets	\$0	\$1,864	\$1,864
Total for Kentucky Power Company				\$3,081	\$40,383	\$43,464

* See One Page Summary
Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
November 18, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 18th day of November, 2013 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$6.194 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the capital surplus of the company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
November 18, 2013
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RESOLVED, that requisitions in the net amount of \$1,566,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: November 18, 2013

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Kenneth J. DeLuca*
Selwyn Dias
Lonni L. Dieck
Anthony P. Kavanagh
Timothy K. Light
Barbara D. Radous
Craig T. Rhoades
Alberto G. Ruocco
Sandra L. Schlemmer*
Julia A. Sloat*
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
November 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
STARP0910	10/28/13	OPCo Presidents/Barton/Akins	Distribution: Various Locations - AEP Station Equipment Failure Replacement & Refurbishment Program - Revision	\$379	\$1,902	\$2,281
TA1302101	11/08/13	Smith/Pauley	Transmission: Floyd County, KY - Hays Branch - Morgan Fork 138KV: Coal Sterilization - Blackhawk Mining & Alma Land	\$0	\$1,450	\$1,450
STARP0910	10/28/13	OPCo Presidents/Barton/Akins	Transmission: Various Locations - AEP Station Equipment Failure Replacement & Refurbishment Program - Revision	\$4,174	\$(1,786)	\$2,387
Total for Kentucky Power Company				\$4,553	\$1,566	\$6,119

* See One Page Summary
Note: Requested amounts are in the forecast. Amounts may not total due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
October 23, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 23rd day of October, 2013 at 10:30 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: M. C. McCullough
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$4,353,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: October 23, 2013

Time: 10:30 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Jeffrey D. Cross*
Lonni L. Dieck
Joel P. Gebbie*
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Barbara D. Radous
Craig T. Rhoades
Alberto G. Ruocco
Julia A. Sloat
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improved Requisitions
Approved for
Kentucky Power Company
October 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
DX11K02A0	09/16/13	Pauley	Distribution: Harmon's Branch, KY - John's Creek Station - Harmon's Branch Tie Line to Betsy Layne Station - Revision	\$1,219	\$255	\$1,474
SS_LBLNKT_AUTO	10/02/13	Rhoades/OPCo Presidents/Tierney/Powers	Fleet: Various Locations - 2014 Fleet Replacement Lease Blanket	\$0	\$4,098	\$4,098
Total for Kentucky Power Company				\$1,219	\$4,353	\$5,572

* See One Page Summary

Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
September 24, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 24th day of September, 2013 at 3:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$217,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: September 24, 2013

Time: 3:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Charles R. Patton*
Wade Smith*
J. Stuart Solomon*

Other Management

Pamela S. Flemming
Joel P. Gebbie*
Ginger Hartman*
Dale E. Heydlauff
Matthew D. Kyle
Timothy K. Light
Richard E. Munczinski
Barbara D. Radous
Craig T. Rhoades
Roger T. Rickman
Alberto G. Ruocco
Paul G. Schoepf*
Julia A. Sloat
Ranie K. Wohnhas*

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
September 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
000022965	09/13/13	Pauley/Welch	Environment, Safety, Health and Facilities: Ashland KY - Robert E. Matthews (Ashland) SC Chiller Replacement - Revision	\$128	\$77	\$205
SS_LBLNKT_AUTO_RO	09/17/13	Rhoades/Pauley/Tierney/Powers	Fleet: Various Locations - 2014 Fleet Refinance Lease Blanket *	\$0	\$140	\$140
Total for Kentucky Power Company				\$128	\$217	\$345

* See One Page Summary
Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
August 28, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 28th day of August, 2013 at 10:00 a.m.

Directors Present: D. M. Feinberg
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: N. K. Akins, L. M. Barton and L. L. Hillebrand
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Robert P. Powers, Vice President of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$6.194 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the capital surplus of the company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$1,973,000 are approved.

Kentucky Power Company
August 28, 2013
Page 2

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: August 28, 2013

Time: 10:00 a.m.

Directors

David M. Feinberg
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Wade Smith*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Steven L. Fate*
Steven H. Ferguson*
Timothy K. Light
Richard E. Munczinski
Michael A. Rozsa
John J. Scalzo*
Carla Simpson*
Julia A. Sloat

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 August 2013
 (000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
000022965	08/12/13	Pauley/Weich	Environment, Safety, Health and Facilities: Ashland, KY - Robert E Mathews (Ashland) SC Chiller Replacement	\$0	\$128	\$128
TP2010152	08/20/13	Smith/Pauley/Barton/Akins	Transmission: Louisa, Lawrence County, KY - Baker 765/345 kV Transformer Addition	\$0	\$457	\$457
TP1219001	08/14/13	Smith/Pauley	Transmission: Salt Lick, KY - Salt Lick Station Improvements	\$0	\$1,388	\$1,388
Total for Kentucky Power Company				\$0	\$1,973	\$1,973

* See One Page Summary
 Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
July 25, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of July, 2013 at 2:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: M. C. McCullough
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

There was a general discussion of the affairs of the company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: July 25, 2013

Time: 2:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana Hillebrand
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen
Charles R. Patton*
Wade Smith*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Dale E. Heydlauff
Daniel V. Lee
Randy R. Lowe
Richard E. Munczinski
Barbara D. Radous
Alberto Ruocco
David P. Sartin*
Julie Sloat
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

KENTUCKY POWER COMPANY
Board of Directors
June 24, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 24th day of June, 2013 at 2:00 p.m.

Directors Present: N. K. Akins
D. M. Feinberg
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: L. M. Barton, L. L. Hillebrand and M. C. McCullough
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$616,000 are approved.

The Chairman stated that Ohio Power Company ("Ohio Power") intends to enter into or more credit agreements (the "Credit Agreements") with one or more financial institutions to allow Ohio Power to borrow up to \$1,000,000,000 to meet its financing needs during the corporate separation process. Upon Ohio Power's corporate separation and transfer of its generation assets to AEP Generation Resources Inc. ("AEP Gen Resources"), Ohio Power will initially assign its borrowings under the Credit Agreements to AEP Gen Resources. Subject to regulatory approval from the Kentucky Public Service Commission, AEP Gen Resources will transfer half of its interest in the Mitchell Plant to the Company. Upon the transfer of the generation assets to the Company, AEP Gen Resources will assign a portion of its assumed borrowings up to \$250,000,000 under the Credit Agreements to the Company. The Chairman stated that it was desirable to authorize the Company to assume such borrowings under the Credit Agreements.

Kentucky Power Company
June 24, 2013
Page 2

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that (a) the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, the President, the Treasurer or any Assistant Treasurer of the Company, or (b) any Executive Vice President of American Electric Power Service Corporation ("Authorized Persons") or any employees or agents designated by the Chief Financial Officer or the Treasurer of the Company be, and each of them hereby is, individually authorized to assume the duties, obligations and liabilities of Ohio Power and AEP Generation Resources Inc. up to \$250,000,000 arising under the Credit Agreements and authorized to execute and deliver in the name and on behalf of this Company one or more assignment and assumption agreements or other agreements or instruments with the financial institutions under the Credit Agreements in such form and with such terms as shall be approved by the Authorized Person executing the same, such execution to be conclusive evidence of such approval; and further

RESOLVED, that each Authorized Person of the Company, acting in his or her individual capacity, be and hereby is authorized and empowered to do and perform all acts, execute and deliver all such agreements, documents and certificates, and take all such other steps as may be necessary or advisable or convenient and proper to carry out the intent of the foregoing resolutions, and his or her execution of such documents to be conclusive evidence as to his or her approval thereof; and further

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: June 24, 2013

Time: 2:00 p.m.

Directors

Nicholas K. Akins
David M. Feinberg
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak
Venita McCellon-Allen*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Dale E. Heydlauff
Matthew D. Kyle
Timothy K. Light
Randy R. Lowe
Barbara D. Radous
Roger T. Rickman
Timothy V. Riordan
Alberto Ruocco
John J. Scalzo*
Carla E. Simpson*
Julie Sloat
Charles E. Zebula
Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
June 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
MDCLIPGM	06/18/13	Ruocco/Powers	Shared Services: Various Locations - Mobile Data Computer (MDC) Hardware Replacement Lease *	\$0	\$593	\$593
MDCCIPGM	06/13/13	Ruocco/Kirkpatrick	Shared Services: Various Locations - Mobile Data Computer (MDC) Replacement	\$0	\$23	\$23
Total for Kentucky Power Company				\$0	\$616	\$616

* See One Page Summary
Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
May 20, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 20th day of May, 2013 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
B. X. Tierney
D. E. Welch

Absent: R. P. Powers
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$6.194 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the capital surplus of the company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
May 20, 2013
Page 2

RESOLVED, that requisitions in the net amount of \$2,062,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: May 20, 2013

Time: 10:00 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Gregory G. Pauley*

Other Management

Sandra S. Bennett*
Charles Brower*
Tracy A. Elich
Steven L. Fate*
Dale E. Heydlauff
Timothy K. Light
Franz Messner
Barbara D. Radous
Alberto Ruocco
William L. Sigmon
Carla E. Simpson*
Gary Spitznogle
Charles E. Zebula
Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improved Requisitions
Approved for
Kentucky Power Company
May 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
TA2012137	04/29/13	Patton	Distribution: Various locations, IN, KY, OH, VA, WV - Storm Recovery Derecho - June 29, 2012	\$0	\$319	\$319
FLTRPLLSE	05/08/13	Pauley/Tierney/Barton/ Powers	Finance: 2013 Fleet Replacement Lease Blanket	\$0	\$1,097	\$1,097
TA2012137	04/29/13	Smith/Pauley/Barton	Transmission: Various locations, IN, KY, OH, VA, WV - Storm Recovery Derecho - June 29, 2012	\$0	\$646	\$646
Total for Kentucky Power Company				\$0	\$2,062	\$2,062

* See One Page Summary

Note: Requested amounts are in the forecast. Amounts may not foot due to rounding.

KENTUCKY POWER COMPANY
Board of Directors
April 24, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 24th day of April, 2013 at 9:45 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$4,192,000 are approved.

The Chairman stated that as the directors of the Company had been elected to serve for the ensuing year pursuant to an Action by Written Consent in Lieu of Annual Meeting of the Shareholders dated April 1, 2013, it was in order to proceed with the election of officers. The names of the following persons were then placed in nomination for the offices set opposite their respective names.

Nicholas K. Akins
Gregory G. Pauley
Lisa M. Barton

Chairman of the Board & Chief Executive Officer
President & Chief Operating Officer
Vice President

Kentucky Power Company
April 24, 2013
Page 2

Lana L. Hillebrand	Vice President
Jeffrey D. LaFleur	Vice President
Timothy K. Light	Vice President
Mark C. McCullough	Vice President
Robert P. Powers	Vice President
Mark A. Pyle	Vice President-Tax
Scott N. Smith	Vice President
Brian X. Tierney	Vice President & Chief Financial Officer
Dennis E. Welch	Vice President
Joseph M. Buonaiuto	Chief Accounting Officer & Controller
David M. Feinberg	Secretary
Julia A. Sloat	Treasurer
Andrew B. Reis	Assistant Controller
Julie Williams	Assistant Controller
Thomas G. Berkemeyer	Assistant Secretary
Jeffrey D. Cross	Assistant Secretary
Renee V. Hawkins	Assistant Treasurer

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the persons nominated as officers of the Company, whose names are listed immediately above in these minutes, be, and they hereby are, duly elected to the offices in the Company set opposite their respective names, to serve for the ensuing year or until their respective successors are duly elected and qualified.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: April 24, 2013

Time: 9:45 a.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Scott N. Smith
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Selwyn J. Dias
Lonni L. Dieck
Michael Heyeck
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Barbara D. Radous
Alberto Ruocco
John Scalzo*
William L. Sigmon
Carla E. Simpson*
Julie Sloat
Charles E. Zebula
Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
April 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
TA2013212	04/05/13	Pauley/Powers/Akins	Distribution: Various locations, KY - Telecom Upgrades - KyPCo	\$0	\$3,095	\$3,095
TA2013212	04/05/13	Smith/Pauley/Barton/Akins	Transmission: Various locations, KY - Telecom Upgrades - KyPCo	\$0	\$1,096	\$1,096
Total for Kentucky Power Company				\$0	\$4,192	\$4,192

* See One Page Summary

Note: Requested current year amounts are in the forecast. Future year funding will be provided within the Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
February 26, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 26th day of February, 2013 at 3:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
M. C. McCullough
R. P. Powers
B. X. Tierney

Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$6.194 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

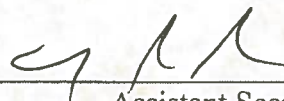
Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
February 26, 2013
Page 2

RESOLVED, that requisitions in the net amount of \$772,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: February 26, 2013

Time: 3:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana L. Hillebrand
Mark C. McCullough
Robert P. Powers
Brian X. Tierney

Presidents & COOs

Venita McCellon-Allen*
Gregory G. Pauley*
Wade Smith*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Jeffrey D. Cross
Lonni L. Dieck
Roger Heslep*
Michael Heyeck
Timothy K. Light
Richard E. Munczinski
Barbara D. Radous
Roger Rickman*
Alberto Ruocco
William L. Sigmon
Carla E. Simpson*
Julie Sloat
Scott N. Smith
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
February 2013
(000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
DP10K0002	12/14/12	Pauley	Distribution: Highland, KY - Highland Station Transformer Upgrade - Revision	\$2,861	\$603	\$3,464
FLTREFLSE	02/08/13	Rhoades/Tierney/ Pauley/Powers	Finance: 2013 Fleet Refinance Lease Blanket	\$0	\$170	\$170
Total for Kentucky Power Company				\$2,861	\$772	\$3,634

* See One Page Summary

Note: Requested current year amounts are in the forecast. Future year funding will be provided within the Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
January 23, 2013

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 23rd day of January, 2013 at 3:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
L. L. Hillebrand
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: M. C. McCullough

Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$39,160,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: January 23, 2013

Time: 3:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Lana Hillebrand
Robert P. Powers
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Jeffrey D. Cross
Lonni L. Dieck
Michael Heyeck
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Barbara D. Radous
Alberto Ruocco
John Scalzo*
William L. Sigmon
Carla E. Simpson*
Julia A. Sloat
Scott N. Smith
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 January 2013
 (000's)**

Number	Date Approved	Approved By	Description	Previously Approved	Amount to be Authorized	Total
BLKADDCST	01/17/13	Powers	All: 2013 Blankets/Annual Programs Removal, AFUDC and Other	\$0	\$5,600	\$5,600
DISTBLKKY	01/17/13	Powers	Distribution: 2013 Distribution Blankets	\$0	\$23,800	\$23,800
DISTPGMIM	01/17/13	Powers	Distribution: 2013 Distribution Reliability Programs	\$0	\$2,000	\$2,000
TREESKY	01/17/13	Powers	Distribution: 2013 T&D Forestry Widening Program	\$0	\$2,800	\$2,800
GENPLTCAP	01/14/13	Welch	Environment, Safety, Health and Facilities: 2013 General Plant Capital Blanket	\$0	\$22	\$22
GPLTEQLSE	01/14/13	Welch	Environment, Safety, Health and Facilities: 2013 General Plant Equipment Lease Blanket	\$0	\$1	\$1
GPLTFRLSE	01/14/13	Welch	Environment, Safety, Health and Facilities: 2013 General Plant Facility Renewals Lease Blanket	\$0	\$154	\$154
X00000002	01/17/13	McCullough/Powers	Generation: 2013 Production Plant Blanket	\$0	\$2,500	\$2,500
CMPUTRLSE	12/03/12	Ruocco	Shared Services: 2013 Computer Lease Blanket	\$0	\$35	\$35
TELCOMCAP	12/03/12	Ruocco	Shared Services: 2013 Telecommunications Capital Blanket	\$0	\$397	\$397
TELCOMLSE	12/03/12	Ruocco	Shared Services: 2013 Telecommunications Lease Blanket	\$0	\$152	\$152
TREESKY	01/14/13	Barton	Transmission: 2013 T&D Forestry Widening Program	\$0	\$700	\$700
TRANBLKKY	01/14/13	Barton	Transmission: 2013 Transmission Blankets	\$0	\$1,000	\$1,000
Total for Kentucky Power Company				\$0	\$39,160	\$39,160

* See One Page Summary
 Note: Requested current year amounts are in the forecast. Future year funding will be provided within the Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
December 13, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 13th day of December, 2012 at 2:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$12,872,000 are approved.

The Chairman stated that it would be desirable for the Company's Board to consider the following officer changes.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, to accept the resignation of Charles E. Zebula, effective December 31, 2012 and to elect Julia A. Sloat as Treasurer, effective January 1, 2013; and further

Kentucky Power Company
December 13, 2012
Page 2

RESOLVED, to accept the resignation of Barbara D. Radous, effective December 31, 2012 and to elect Lana L. Hillebrand as Director and Vice President, effective January 1, 2013.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: December 13, 2012

Time: 2:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul Chodak*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Jeffrey D. Cross
Lonni L. Dieck
Ron K. Ford*
Allen R. Glassburn*
Michael Heyeck
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Alberto Ruocco
John J. Scalzo*
William L. Sigmon
David P. Sartin*
Ranie K. Wohnhas*
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
December 2012
(000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
DMS12KK02	11/29/12	Pauley	Distribution: Ashland/Pikeville, KY - KyPCo March 2, 2012 - * Tornado Storm Restoration	No	REDEPLOY1	\$0	\$6,023	\$6,023	
DP11K0003	12/06/12	Pauley	Distribution: Hazard, KY - Jeff Station: Install 69-34kV, 30 MVA Bank	No	KyPCo-D	\$0	\$6,533	\$6,533	
DP11K0003	12/06/12	Pauley	Transmission: Hazard, KY - Jeff Station: Install 69-34kV, 30 MVA Bank	No	KyPCo-D	\$0	\$316	\$316	
Total for Kentucky Power Company							\$0	\$12,872	\$12,872

* See One Page Summary
 Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
November 19, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 19th day of November, 2012 at 2:00 p.m.

Directors Present: N. K. Akins
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Absent: L. M. Barton
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$7.929 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
November 19, 2012
Page 2

RESOLVED, that requisitions in the net amount of \$2,324,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
November 2012
(000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total
TA2012103	11/07/12	Smith/Pauley	Distribution: Various locations, KY - KyPco Station Equipment Failure Replacement and Refurbishment - Revision	Partial	KyPco-T	\$0	\$2,968	\$2,968
000022468	11/13/12	Weich/Pauley	Environment, Safety, Health and Facilities: Hazard, KY - Hazard Service Center Roof Replacement	No	KyPco-D	\$0	\$215	\$215
000022467	11/05/12	Weich/Pauley	Environment, Safety, Health and Facilities: Pikeville, KY - Service Center Roof Restoration (APPROVED PRIOR TO BOARD MEETING AS AN EXPEDITED REQUEST)	No	KyPco-D	\$0	\$318	\$318
TA2012103	11/07/12	Smith/Pauley	Transmission: Various locations, KY - KyPco Station Equipment Failure Replacement and Refurbishment - Revision	Partial	KyPco-T	\$4,072	\$(1,178)	\$2,895
Total for Kentucky Power Company								\$6,396

* See One Page Summary
Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: November 19, 2012

Time: 2:00 p.m.

Directors

Nicholas K. Akins
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
Brian X. Tierne
Dennis E. Welch

Presidents & COOs

Venita McCellon-Allen*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
Pablo A. Vegas

Other Management

Jeffrey D. Cross*
Lonni L. Dieck
Allen R. Glassburn
Michael Heyeck
Dale E. Heydlauff
Anthony Kavanagh
Timothy K. Light
David P. Sartin*
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

KENTUCKY POWER COMPANY
Board of Directors
October 23, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 23rd day of October, 2012 at 2:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously.

RESOLVED, that requisitions in the net amount of \$7,129,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: October 23, 2012

Time: 2:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
William L. Sigmon
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Venita McCellon-Allen*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Lonni L. Dieck
Ronald K. Ford*
Allen R. Glassburn
Michael Heyeck
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Alberto G. Ruocco
Ranie Wohnhas*
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
October 2012
(000's)**

Number	Date	Approved B	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total
Total for Kentucky Power Company								
						\$0	\$7,129	\$7,129

* See One Page Summary
 Note: Requested current year amounts are in the approved budget or offsets have been made from other accounts. Future amounts will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
September 25, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of September, 2012 at 2:00 p.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. X. Tierney
D. E. Welch

Absent: B. D. Radous
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

There was a general discussion of the affairs of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: September 25, 2012

Time: 2:00 p.m.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Venita McCellon-Allen*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett
Jeffrey D. Cross
Pamela S. Flemming
Allen R. Glassburn
Michael Heyeck
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Alberto G. Ruocco
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

KENTUCKY POWER COMPANY
Board of Directors
August 27, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 27th day of August, 2012 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
Absent: D. E. Welch
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$7.929 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
August 27, 2012
Page 2

RESOLVED, that requisitions in the net amount of \$654,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: August 27, 2012

Time: 10:00 A.M.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
Brian X. Tierney
William Sigmon

Presidents & COOs

Charles R. Patton*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Jeffrey D. Cross
Lonni L. Dieck
Allen R. Glassburn*
Dale E. Heydlauff
Timothy K. Light
Richard E. Munczinski
Scott N. Smith
Ranie K. Wohnhas*
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
August 2012
(000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
TP1115701	08/09/12	Smith/Pauley	Transmission: Harold, KY - Morgan Fork Station: Replace MOAB with Circuit Breaker for MarkWest Energy	No	KyPCo-T	\$0	\$654	\$654	
Total for Kentucky Power Company							\$0	\$654	\$654

* See One Page Summary
Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
July 26, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 26th day of July, 2012 at 10:00 a.m.

Directors Present: L. M. Barton
D. M. Feinberg
M. C. McCullough
B. D. Radous
B. X. Tierney

Absent: N. K. Akins
R. P. Powers
D. E. Welch

Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Brian X. Tierney, Vice President and Chief Financial Officer of the Company, acted as Chairman of the meeting, and Mr. Jeffrey D. Cross, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed capital requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$14,536,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: JULY 26, 2012

Time: 10:00 A.M.

Directors

Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Barbara D. Radous
William Sigmon
Brian X. Tierney

Presidents & COOs

Paul Chodak*
Venita McCellon-Allen*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith
Dave Sartin*
Pablo Vegas

Other Management

Lonni L. Dieck
Dale E. Heydlauff
Michael Heyeck
Timothy K. Light
Rich Munczinski
Charles E. Zebula
Allen Glassburn*

Jeffrey D. Cross

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
July 2012
(000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
KYVVO2012	07/17/12	Pauley/Powers	Distribution: Various locations, KY - Kentucky Volt/VAR Optimization	No	KyPCo-D	\$0	\$13,782	\$13,782	
KYVVO2012	07/17/12	Pauley/Powers	Transmission: Various locations, KY - Kentucky Volt/VAR Optimization	No	KyPCo-D	\$0	\$754	\$754	
Total for Kentucky Power Company							\$0	\$14,536	\$14,536

* See One Page Summary
Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
June 25, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of June, 2012 at 10:00 a.m.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
B. D. Radous
B. X. Tierney
D. E. Welch

Absent: R. P. Powers
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Proposed capital requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$8,156,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
June 2012
(000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
DR12K07A0	06/13/12	Pauley	Distribution: Leslie County, KY - Stinnett Station - Redbird Circuit, Army Trail Tie line	No	KyPCo-D	\$0	\$630	\$630	
WS_LBLNKT_MAT_HANDL-117-2009	05/02/12	Burge/Pauley/ McCullough	Generation: 2009 Mobile Material Handling Blanket - Revision	* N/A (Prior Year)	N/A	\$725	\$(221)	\$504	
TA2012128	05/29/12	Smith/Pauley/Barton	Transmission: Various locations, IN, KY, OH - Storm Recovery - March 2012 Tornadoes	* N/A (Major Storm)	N/A	\$0	\$7,748	\$7,748	
Total for Kentucky Power Company							\$725	\$8,156	\$8,881

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: JUNE 25, 2012

Time: 10:00 A.M.

Directors

Nicholas K. Akins
Lisa Barton
David M. Feinberg
Mark C. McCullough
Barbara D. Radous
Brian X. Tierney
Dennis E. Welch
William Sigmon

Presidents & COOs

Venita McCellon-Allen*
Gregory G. Pauley*
Charles R. Patton
J. Stuart Solomon*

Other Management

Alberto G. Ruocco
Ram Sastry
Lonni L. Dieck
Tracy A. Elich
Dale E. Heydlauff
Michael Heyeck
Timothy K. Light
Charles E. Zebula
Allen Glassburn
Ronald K. Ford*

Thomas G. Berkemeyer
Jeffrey D. Cross*

*Participated by phone

KENTUCKY POWER COMPANY
Board of Directors
May 22, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 22nd day of May, 2012 at two o'clock in the afternoon.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
D. E. Welch
Absent: B. X. Tierney
Constituting a quorum of the Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$7.929 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed capital requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
May 22, 2012
Page 2

RESOLVED, that requisitions in the net amount of \$7,794,000 are approved.

The Chairman stated that as the directors of the Company had been elected to serve for the ensuing year pursuant to an Action by Written Consent in Lieu of Annual Meeting of the Shareholders dated May 2, 2012, it was in order to proceed with the election of officers. The names of the following persons were then placed in nomination for the offices set opposite their respective names.

Nicholas K. Akins	Chairman of the Board & Chief Executive Officer
Gregory G. Pauley	President & Chief Operating Officer
Lisa M. Barton	Vice President
Michael Heyeck	Vice President
Jeffrey D. LaFleur	Vice President
Timothy K. Light	Vice President
Mark C. McCullough	Vice President
Robert P. Powers	Vice President
Mark A. Pyle	Vice President-Tax
Barbara D. Radous	Vice President
Scott N. Smith	Vice President
Brian X. Tierney	Vice President & Chief Financial Officer
Dennis E. Welch	Vice President
Joseph M. Buonaiuto	Chief Accounting Officer & Controller
David M. Feinberg	Secretary
Charles E. Zebula	Treasurer
Andrew B. Reis	Assistant Controller
Julie Williams	Assistant Controller
Thomas G. Berkemeyer	Assistant Secretary
Jeffrey D. Cross	Assistant Secretary
Renee V. Hawkins	Assistant Treasurer

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: May 22, 2012

Time: 2:00 P.M.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
Brian X. Tierney
Dennis E. Welch
William Sigmon

Presidents & COOs

Charles R. Patton
Paul D. Chodak - Tentative
Pablo A. Vegas
Gregory G. Pauley
J. Stuart Solomon
Wade Smith

Other Management

Albert G. Ruocco
Sandra S. Bennett
Lonni L. Dieck
Tracy A. Elich
Dale E. Heydlauff
Michael Heyeck
Timothy K. Light
Richard E. Munczinski
Charles E. Zebula

Thomas G. Berkemeyer
Jeffrey D. Cross

*Participated by phone

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
May 2012
(000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
X00000062	03/23/12	Pauley	Distribution: 2011 Customer Meter Blanket - Revision	N/A (Prior Year)	N/A	\$1,127	\$(171)	\$956	
X00000073	03/23/12	Pauley	Distribution: 2011 Customer Service Blanket - Revision	N/A (Prior Year)	N/A	\$10,934	\$(541)	\$10,393	
X00000636	03/23/12	Pauley	Distribution: 2011 Distribution Driven Transmission Projects Blanket - Revision	N/A (Prior Year)	N/A	\$0	\$787	\$787	
X00000084	03/23/12	Pauley	Distribution: 2011 Line Transformer Blanket - Revision	N/A (Prior Year)	N/A	\$3,141	\$460	\$3,601	
X00000095	03/23/12	Pauley	Distribution: 2011 Public Projects Relocation Blanket - Revision	N/A (Prior Year)	N/A	\$275	\$(2)	\$273	
X00000051	03/23/12	Pauley	Distribution: 2011 Reliability Improvement Blanket - Revision	N/A (Prior Year)	N/A	\$3,630	\$2,273	\$5,902	
X00000692	03/23/12	Pauley	Distribution: 2011 Service Restoration Blanket - Revision	N/A (Prior Year)	N/A	\$3,389	\$1,645	\$5,034	
X00000704	03/23/12	Pauley	Distribution: 2011 Small Capacity Additions Blanket - Revision	N/A (Prior Year)	N/A	\$0	\$(14)	\$(14)	
X00000716	03/23/12	Pauley	Distribution: 2011 Third Party Work Requests Blanket - Revision	N/A (Prior Year)	N/A	\$2,143	\$151	\$2,294	
DX12K02A0	04/25/12	Pauley	Distribution: Various Locations, KY - Replace Power Line Carrier Meter with Radio Frequency Meters	No	KyPCo-D	\$0	\$1,260	\$1,260	
X00000140	04/02/12	Welch/Pauley	Environment, Safety, Health and Facilities: 2011 Distribution General Plant Blanket - Revision	N/A (Prior Year)	N/A	\$26	\$12	\$37	
X00000002	03/13/12	Burge/Pauley	Generation: 2011 Production Plant Blanket - Revision	N/A (Prior Year)	N/A	\$4,980	\$1,159	\$6,139	
eSOMSPGM	04/30/12	Rozsa/Burge/Pauley	Shared Services: Various locations - Ventyx Shift Operations Management System (eSOMS) Suite Upgrade	Yes	N/A	\$0	\$41	\$41	
TA2012109	04/18/12	Heyeck/Pauley	Transmission: Various Location KY - Kentucky Transmission Line Replacement & Refurbishment Program - Revision	Partial	KyPCo-T	\$1,802	\$734	\$2,536	
Total for Kentucky Power Company							\$31,447	\$7,794	\$39,241

* See Additional Information
Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY

**Actions by Written Consent in Lieu of the Annual Meeting
of the Sole Shareholder**

Pursuant to Section 271B.7-040(1) of the Kentucky Business Corporation Act, and in lieu of the annual meeting of the shareholders of **Kentucky Power Company** (the "Company") for such purposes, the undersigned, being the sole shareholder of the Company does hereby waive all requirements as to notice of such meeting and hereby takes and authorizes by Written Consent each and all of the following actions:

ELECTION OF DIRECTORS:

WHEREAS, pursuant to the Bylaws of the Company, the number of Directors of the Company is fixed at eight (8), with all to be annually elected; and

WHEREAS, there are no further nominations of candidates for election as Directors of the Company other than those individuals named below; be it

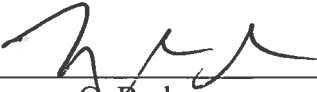
RESOLVED, that the following named persons are hereby elected as Directors of the Company:

Nicholas K. Akins
Lisa M. Baron
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
Brian X. Tierney
Dennis E. Welch

The sole shareholder has signed this Action to be effective as of the date indicated below, and this Action by Written Consent shall be filed in the minute book of this Company.

Date: May 14, 2012

American Electric Power Company, Inc.



Thomas G. Berkemeyer
Assistant Secretary

KENTUCKY POWER COMPANY
Board of Directors
April 25, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of April, 2012 at 10 o'clock in the forenoon.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

There was a general discussion of the affairs of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: April 25, 2012

Time: 10:00 A.M.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Venita McCellon-Allen*
Charles R. Patton*
J. Stuart Solomon*
Pablo A. Vegas

Other Management

Sandra S. Bennett*
Jeffrey D. Cross
Lonni L. Dieck
Ronad K. Ford*
Allen R. Glassburn*
Dale E. Heydlauff
Matthew D. Kyle*
Timothy K. Light
Eric B. Morris
Craig T. Rhoades
Michael A. Rozsa
Jana Soward
Ranie K. Wohnhas*
Charles E. Zebula

Thomas G. Berkemeyer

*Participate by phone

KENTUCKY POWER COMPANY
Board of Directors
March 26, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 26th day of March, 2012 at 10 o'clock in the forenoon.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers*
B. D. Radous
B. X. Tierney
D. E. Welch

*Participated by phone
Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Management recommends that the Company recognize the necessity of acquiring easements, rights of way and/or fee title in connection with the construction of a 138 kV line extending approximately 21 miles from the Bonnyman Station in Perry County, Kentucky to the Softshell Station in Knott County, Kentucky (the "Transmission Line") and further grant authorization to acquire easements and rights of way or fee title by purchase or eminent domain.

NOW, THEREFORE, BE IT

RESOLVED, that there is a public necessity for the construction of the Transmission Line upon and across the parcels shown in the attached Exhibit A or along such other portions of the parcels as are deemed necessary for the purpose of transmitting and supplying the public with electric energy and power; and

RESOLVED, that the Transmission Line is for public use and in the public interest and there is a public necessity for acquiring,

Kentucky Power Company
March 26, 2012
Page 2

owning and holding easements, rights of way, and/or fee title (the "Property Interests") necessary for the construction of the Transmission Line; and

RESOLVED, that the officers, engineers, and agents of the Company are authorized to acquire, either by negotiated purchase or by condemnation proceedings under Kentucky law, the Property Interests for the purpose of transmitting and delivering electric energy and power, including but not limited to the right to construct, reconstruct, relocate, rebuild, maintain, operate, upgrade, replace (with similar or different facilities) and remove the Transmission Line and related appurtenances along the route generally shown in the attached Exhibit A and over, under, upon and across other portions of the parcels affected by the Transmission Line or at such sites necessary or convenient to the purposes stated herein; and

RESOLVED, that the officers, engineers, and agents of the Company are authorized and directed to take such action as in their judgment is necessary in connection with the filing and handling of any condemnation case for the acquisition of the Property Interests; and

RESOLVED, that all prior acts and determinations of the officers, engineers, and agents of the Company with respect to the acquisition, to the extent necessary, of rights associated with the Property Interests are hereby approved, ratified and confirmed.

Proposed capital requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimsously

RESOLVED, that requisitions in the net amount of \$9,201,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

Kentucky Power Company
March 26, 2012
Page 2

owning and holding easements, rights of way, and/or fee title (the "Property Interests") necessary for the construction of the Transmission Line; and

RESOLVED, that the officers, engineers, and agents of the Company are authorized to acquire, either by negotiated purchase or by condemnation proceedings under Kentucky law, the Property Interests for the purpose of transmitting and delivering electric energy and power, including but not limited to the right to construct, reconstruct, relocate, rebuild, maintain, operate, upgrade, replace (with similar or different facilities) and remove the Transmission Line and related appurtenances along the route generally shown in the attached Exhibit A and over, under, upon and across other portions of the parcels affected by the Transmission Line or at such sites necessary or convenient to the purposes stated herein; and

RESOLVED, that the officers, engineers, and agents of the Company are authorized and directed to take such action as in their judgment is necessary in connection with the filing and handling of any condemnation case for the acquisition of the Property Interests; and

RESOLVED, that all prior acts and determinations of the officers, engineers, and agents of the Company with respect to the acquisition, to the extent necessary, of rights associated with the Property Interests are hereby approved, ratified and confirmed.

Proposed capital requisitions were submitted to the meeting for consideration.

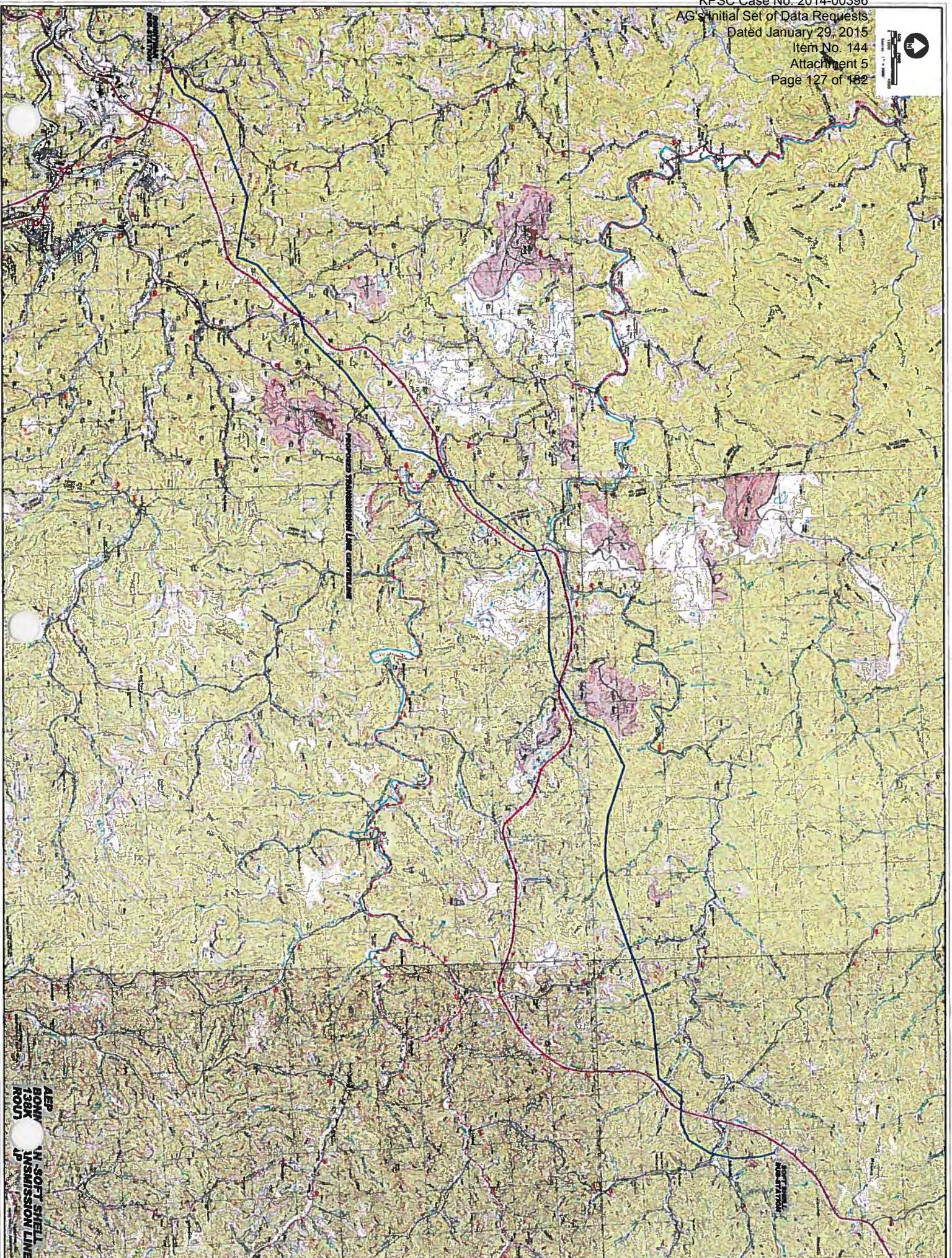
After thorough discussion, upon motion duly made and seconded, it was
unanimously

RESOLVED, that requisitions in the net amount of \$9,201,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary



THE TRANSMISSION LINE CORRIDOR

AEP
BANK
738K
ROUN
IN SOFT SHELL
IP
TRANSMISSION LINE

ADP STATION

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 March 2012
 (000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
									No
DX11K02A0	03/02/12	Pauley	Distribution: Harmon's Branch, KY - John's Creek Station - Harmon's Branch Tie Line to Betsy Layne Station	No	KyPCo-D	\$0	\$1,219	\$1,219	
TP2010164	03/16/12	Heyeck/Pauley/Barton	Transmission: Beaver Creek, KY - Reactive Power Correction Project *	Partial	KyPCo-T	\$0	\$4,965	\$4,965	
TA2012103	02/10/12	Heyeck/Pauley	Transmission: Various locations: KY - KyPCo Station Equipment Failure Replacement and Refurbishment - Revision *	Partial	KyPCo-T	\$1,055	\$3,017	\$4,072	
Total for Kentucky Power Company							\$1,055	\$9,201	\$10,256

* See Additional Information

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: March 26, 2012

Time: 10:00 A.M.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers*
Barbara D. Radous
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul D. Chodak*
Joseph Hamrock*
Gregory G. Pauley*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Michael H. Carlson*
Lonni L. Dieck
Tracy A. Elich
Ron K. Ford*
Allen R. Glassburn*
Dale E. Heydlauff
Michael Heyeck
Timothy K. Light
Richard E. Munczinski
Roger T. Rickman*
Julie Sloat
Pablo A. Vegas
Ranie K. Wohnhas*
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

March 13, 2012

Secretary
American Electric Power Company, Inc. and Subsidiaries
1 Riverside Plaza
Columbus, Ohio 43215

Dear Sirs:

I, Anne M. Vogel, do hereby resign effective March 13, 2012, as an Assistant Secretary or Secretary of the companies listed on the attached Exhibit A.

Sincerely,

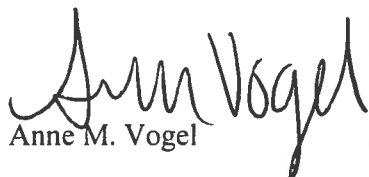

Anne M. Vogel

EXHIBIT A

Position Type	Name	Title
Officer	AEP Appalachian Transmission Company, Inc.	Assistant Secretary
Officer	AEP C & I Company, LLC	Assistant Secretary
Officer	AEP Coal, Inc.	Assistant Secretary
Officer	AEP Credit, Inc.	Assistant Secretary
Officer	AEP Desert Sky GP, LLC	Assistant Secretary
Officer	AEP Desert Sky LP II, LLC	Assistant Secretary
Officer	AEP Elmwood LLC	Assistant Secretary
Officer	AEP Energy Partners, Inc.	Assistant Secretary
Officer	AEP Energy Services Gas Holding Company	Assistant Secretary
Officer	AEP Energy Services, Inc.	Assistant Secretary
Officer	AEP Fiber Venture, LLC	Assistant Secretary
Officer	AEP Generating Company	Assistant Secretary
Officer	AEP Indiana Michigan Transmission Company, Inc.	Assistant Secretary
Officer	AEP Investments, Inc.	Assistant Secretary
Officer	AEP Kentucky Coal, LLC	Assistant Secretary
Officer	AEP Kentucky Transmission Company, Inc.	Assistant Secretary
Officer	AEP Nonutility Funding LLC	Assistant Secretary
Officer	AEP Ohio Transmission Company, Inc.	Assistant Secretary
Officer	AEP Oklahoma Transmission Company, Inc.	Assistant Secretary
Officer	AEP Pro Serv, Inc.	Assistant Secretary
Officer	AEP Resources, Inc.	Assistant Secretary
Officer	AEP Retail Energy Partners LLC	Assistant Secretary
Officer	AEP River Operations LLC	Assistant Secretary
Officer	AEP Southwestern Transmission Company, Inc.	Assistant Secretary
Officer	AEP T&D Services, LLC	Assistant Secretary
Officer	AEP Texas Central Company	Assistant Secretary
Officer	AEP Texas Central Transition Funding II LLC	Assistant Secretary
Officer	AEP Texas Central Transition Funding LLC	Assistant Secretary
Officer	AEP Texas Commercial & Industrial Retail GP, LLC	Assistant Secretary
Officer	AEP Texas Commercial & Industrial Retail Limited	Assistant Secretary
Officer	AEP Texas North Company	Assistant Secretary
Officer	AEP Texas North Generation Company, LLC	Assistant Secretary
Officer	AEP Transmission Company, LLC	Assistant Secretary
Officer	AEP Transmission Holding Company, LLC	Assistant Secretary
Officer	AEP Transmission Partner LLC	Assistant Secretary
Officer	AEP Utilities, Inc.	Assistant Secretary
Officer	AEP Utility Funding, LLC	Assistant Secretary
Officer	AEP West Virginia Transmission Company, Inc.	Assistant Secretary
Officer	AEP Wind GP, LLC	Assistant Secretary
Officer	AEP Wind Holding, LLC	Assistant Secretary
Officer	AEP Wind LP II, LLC	Assistant Secretary
Officer	American Electric Power Service Corporation	Assistant Secretary
Officer	Appalachian Power Company	Assistant Secretary
Officer	Blackhawk Coal Company	Assistant Secretary
Officer	CSW Energy Services, Inc.	Assistant Secretary
Officer	CSW Energy, Inc.	Assistant Secretary
Officer	Cardinal Operating Company	Assistant Secretary
Officer	Cedar Coal Co.	Assistant Secretary
Officer	Central Appalachian Coal Company	Assistant Secretary
Officer	Central Coal Company	Assistant Secretary
Officer	Conesville Coal Preparation Company	Assistant Secretary
Officer	Conlease, Inc.	Assistant Secretary
Officer	Dolet Hills Lignite Company, LLC	Assistant Secretary
Officer	Franklin Real Estate Company	Assistant Secretary
Officer	Indiana Franklin Realty, Inc.	Assistant Secretary
Officer	Indiana Michigan Power Company	Assistant Secretary
Officer	Kentucky Power Company	Assistant Secretary

Position Type	Name	Title
Officer	Kingsport Power Company	Assistant Secretary
Officer	OP Gavin, LLC	Secretary
Officer	Ohio Power Company	Assistant Secretary
Officer	Oxbow Lignite Company, LLC	Assistant Secretary
Officer	Price River Coal Company, Inc.	Assistant Secretary
Officer	Public Service Company Of Oklahoma	Assistant Secretary
Officer	REP General Partner, L.L.C.	Assistant Secretary
Officer	REP Holdco, LLC	Assistant Secretary
Officer	Snowcap Coal Company, Inc.	Secretary
Officer	Southern Appalachian Coal Company	Assistant Secretary
Officer	Southwestern Electric Power Company	Assistant Secretary
Officer	United Sciences Testing, Inc.	Assistant Secretary
Officer	Wheeling Power Company	Assistant Secretary

KENTUCKY POWER COMPANY
Board of Directors
February 28, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 28th day of February, 2012 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$7.929 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Proposed capital requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
February 28, 2012
Page 2

RESOLVED, that requisitions in the net amount of \$3,488,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: February 28, 2012

Time: 2:00 P.M.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
William L. Sigmon
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul D. Chodak*
Joseph Hamrock
Venita McCellon-Allen*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett*
Jeffrey D. Cross
Lonni L. Dieck
Allen R. Glassburn*
Dale E. Heydlauff
Michael Heyeck
Timothy K. Light
Richard E. Munczinski
Roger T. Rickman*
Pablo A. Vegas
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 February 2012
 ('000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
000009633	01/19/12	Burge/Pauley/ McCullough/Akins	Generation: Big Sandy Unit 2 - Flue Gas Desulfurization (FGD) and Associated Work Retrofit Project - Phase 1 Revision	• Yes	N/A	\$29,623	\$(1,217)	\$28,406	
000008348	01/03/12	Burge/Pauley	Generation: Big Sandy Unit 2 - Flue Gas Desulfurization (FGD) Landfill - Phase 1 Revision	• Yes	N/A	\$4,205	\$4,705	\$8,911	
Total for Kentucky Power Company							\$33,828	\$3,488	\$37,317

* See Additional Information

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
January 26, 2012

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 26th day of January, 2012 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
L. M. Barton
D. M. Feinberg
M. C. McCullough
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Constituting the full Board.

See attached list of other members of management who were present at the meeting.

Mr. Nicholas K. Akins, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Mr. Thomas G. Berkemeyer, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman stated that it would be desirable for the Company's Board to consider the following officer change.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, to elect Scott N. Smith as Vice President, effective January 26, 2012.

Proposed capital and lease requisitions were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that requisitions in the net amount of \$33,992,000 are approved.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**MEETING OF BOARDS OF DIRECTORS OF THE
AEP SUBSIDIARY COMPANIES**

ATTENDANCE LIST OF DIRECTORS, PRESIDENTS AND OTHERS

Date: January 26, 2012

Time: 2:00 P.M.

Directors

Nicholas K. Akins
Lisa M. Barton
David M. Feinberg
Mark C. McCullough
Robert P. Powers
Barbara D. Radous
William L. Sigmon
Brian X. Tierney
Dennis E. Welch

Presidents & COOs

Paul D. Chodak*
Allen R. Glassburn*
Joseph Hamrock (delegated to Matthew D. Kyle)*
Charles R. Patton*
Gregory G. Pauley*
Wade Smith*
J. Stuart Solomon*

Other Management

Sandra S. Bennett (delegated to Brenda F. Meyers)*
Lonni L. Dieck
Dale E. Heydlauff
Michael Heyeck
Timothy K. Light
Julie Sloat
Pablo A. Vegas
Charles E. Zebula

Thomas G. Berkemeyer

*Participated by phone

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 January 2012
 (000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total
X00000062-2012	01/26/12	Powers	Distribution: 2012 Customer Meter Blanket	* Yes	N/A	\$0	\$790	\$790
X00000073-2012	01/26/12	Powers	Distribution: 2012 Customer Service Blanket	* Yes	N/A	\$0	\$10,496	\$10,496
DISTPGMKY	01/26/12	Powers	Distribution: 2012 Distribution Reliability Programs-KyPCo	* Yes	N/A	\$0	\$2,044	\$2,044
X00000084-2012	01/26/12	Powers	Distribution: 2012 Line Transformer Blanket	* Yes	N/A	\$0	\$3,637	\$3,637
X00000095-2012	01/26/12	Powers	Distribution: 2012 Public Projects Relocation Blanket	* Yes	N/A	\$0	\$292	\$292
X00000051-2012	01/26/12	Powers	Distribution: 2012 Reliability Improvement Blanket	* Yes	N/A	\$0	\$4,279	\$4,279
X00000692-2012	01/26/12	Powers	Distribution: 2012 Service Restoration Blanket	* Yes	N/A	\$0	\$4,065	\$4,065
X00000704-2012	01/26/12	Powers	Distribution: 2012 Small Capacity Additions Blanket	* Yes	N/A	\$0	\$666	\$666
TREESKY	01/26/12	Heyeck/Pauley/ Barton/Powers	Distribution: 2012 T&D Forestry Widening Program - KyPCo	* Yes	N/A	\$0	\$2,748	\$2,748
X00000716-2012	01/26/12	Powers	Distribution: 2012 Third Party Work Requests Blanket	* Yes	N/A	\$0	\$2,341	\$2,341
X00000140-2012	11/28/11	Weich/Pauley	Environment, Safety, Health and Facilities: 2012 Distribution General Plant Blanket	* Yes	N/A	\$0	\$18	\$18
SS_LBLNKT_GEN_PLT-110-2012	12/19/11	Weich/Pauley	Environment, Safety, Health and Facilities: 2012 Distribution General Plant Lease Blanket	N/A (Lease)	N/A	\$0	\$1	\$1
SS_LBLNKT_GEN_PLT-180-2012	12/19/11	Weich/Pauley	Environment, Safety, Health and Facilities: 2012 Transmission General Plant Lease Blanket	N/A (Lease)	N/A	\$0	\$1	\$1
X00000002-2012	01/26/12	Powers	Generation: 2012 Production Plant Blanket	* Yes	N/A	\$0	\$5,974	\$5,974
AEPNSCR00	01/12/12	Burge/Pauley/ McCullough/Akins	Generation: Big Sandy Unit 1 - Selective Non-Catalytic Reduction (SNCR) East Installation and Feasibility Study - Revision	N/A (Prior Year)	N/A	\$5,544	\$(5,544)	\$0
SS_LBLNKT_CMPUTR-110-2012	01/26/12	Vegas/Radous/Weich	Shared Services: 2012 Distribution Computer Lease Blanket	* N/A (Lease)	N/A	\$0	\$43	\$43
X00000106-2012	01/26/12	Vegas/Radous/Weich	Shared Services: 2012 Distribution Telecommunications Blanket	* Yes	N/A	\$0	\$255	\$255
X00000227-2012	01/26/12	Vegas/Radous/Weich	Shared Services: 2012 Distribution Telecommunications Lease Blanket	* N/A (Lease)	N/A	\$0	\$173	\$173
SS_LBLNKT_CMPUTR-117-2012	01/26/12	Vegas/Radous/Weich	Shared Services: 2012 Generation Computer Lease Blanket	* N/A (Lease)	N/A	\$0	\$1	\$1

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 January 2012
 (000's)**

Number	Date Approved	Approved By	Description	2012 Control Budget	Offset Source	Previously Approved	Amount to be Authorized	Total	
X00000431-2012	01/26/12	Vegas/Radous/Welch	Shared Services: 2012 Generation Telecommunications Blanket	Yes	N/A	\$0	\$1	\$1	
X00000536-2012	01/26/12	Vegas/Radous/Welch	Shared Services: 2012 Generation Telecommunications Lease Blanket	N/A (Lease)	N/A	\$0	\$1	\$1	
SS_LBLNKT_CMPUTR-180-2012	01/26/12	Vegas/Radous/Welch	Shared Services: 2012 Transmission Computer Lease Blanket	N/A (Lease)	N/A	\$0	\$8	\$8	
X00000441-2012	01/26/12	Vegas/Radous/Welch	Shared Services: 2012 Transmission Telecommunications Blanket	Yes	N/A	\$0	\$1	\$1	
X00000526-2012	01/26/12	Vegas/Radous/Welch	Shared Services: 2012 Transmission Telecommunications Lease Blanket	N/A (Lease)	N/A	\$0	\$1	\$1	
ITACEI110	12/14/11	Vegas/Radous/Welch/Akins	Shared Services: Distribution - AEP Computing Environment (ACE) Workstation and Virtual Desktop Acquisition	N/A (Lease)	N/A	\$0	\$219	\$219	
ITACEI117	12/14/11	Vegas/Radous/Welch/Akins	Shared Services: Generation - AEP Computing Environment (ACE) Workstation and Virtual Desktop Acquisition	N/A (Lease)	N/A	\$0	\$112	\$112	
ITACEI180	12/14/11	Vegas/Radous/Welch/Akins	Shared Services: Transmission - AEP Computing Environment (ACE) Workstation and Virtual Desktop Acquisition	N/A (Lease)	N/A	\$0	\$42	\$42	
X00000040-2012	01/13/12	Barton	Transmission: 2012 Asset Improvement Blanket	Yes	N/A	\$0	\$965	\$965	
X00000018-2012	01/13/12	Barton	Transmission: 2012 Customer Service Blanket	Yes	N/A	\$0	\$225	\$225	
TREESKY	01/26/12	Heyeck/Pauley/Barton/Powers	Transmission: 2012 T&D Forestry Widening Program - KyPCo	Yes	N/A	\$0	\$124	\$124	
X00000646-2012	01/13/12	Barton	Transmission: 2012 Transmission-driven Distribution Projects Blanket	Yes	N/A	\$0	\$12	\$12	
Total for Kentucky Power Company								\$5,544	\$33,992
								\$39,536	

* See Additional Information

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast.

KENTUCKY POWER COMPANY
Board of Directors
December 13, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 13th day of December, 2011 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
L. M. Barton
C. L. English
D. M. Miller
R. P. Powers
B. D. Radous
B. X. Tierney
D. E. Welch

Absent: M. G. Morris

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	A. R. Glassburn*	T. G. Berkemeyer
	J. Hamrock	J. D. Cross
	V. McCellon-Allen*	L. L. Dieck
	C. R. Patton	D. M. Feinberg
	G. G. Pauley*	D. E. Heydlauff
	W. Smith*	M. Heyeck
	J. S. Solomon*	T. K. Light
		M. C. McCullough
		R. E. Munczinski
		D. R. Standley
		C. E. Zebula

*Participated by phone

In the absence of Mr. Michael G. Morris, Chairman of the Board of the Company, Mr. Nicholas K. Akins, Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman stated that it would be desirable for the Company's Board to consider the following officer changes.

Thereupon, on motion duly made and seconded, it was unanimously

Kentucky Power Company
December 13, 2011
Page 2

RESOLVED, to accept the resignation of Michael G. Morris as Chairman of the Board and Director, effective December 31, 2011, and

RESOLVED, to elect Nicholas K. Akins as Chairman of the Board, effective January 1, 2012, and

RESOLVED, to accept the resignation of Carl L. English as Vice President and Director, effective December 31, 2011, and

RESOLVED, to accept the resignation of D. Michael Miller as Secretary and Director, effective December 31, 2011, and

RESOLVED, to elect David M. Feinberg as Secretary and Director, effective January 1, 2012, and

RESOLVED, to elect Mark C. McCullough as Director, effective January 1, 2012.

Lease requisitions in the net amount of \$2,560,000, approved in November and December of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said lease requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 December 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
LI SS_LBLNKT_AUTO_RO-110-2012	12/06/11	Radous/Pauley/Powers	Shared Services: 2012 Distribution Fleet Refinance Lease * Blanket	\$0	\$139,000	\$139,000
LI SS_LBLNKT_AUTO_RO-117-2012	12/06/11	Radous/Pauley/Powers	Shared Services: 2012 Generation Fleet Refinance Lease * Blanket	\$0	\$2,000	\$2,000
LI SS_LBLNKT_AUTO_RO-180-2012	12/06/11	Radous/Pauley/Powers	Shared Services: 2012 Transmission Fleet Refinance Lease Blanket	\$0	\$33,000	\$33,000
LI SS_LBLNKT_AUTO-110-2012	12/06/11	Radous/Pauley/Powers	Shared Services: 2012 Distribution Fleet Vehicle Lease Blanket	\$0	\$1,727,000	\$1,727,000
LI SS_LBLNKT_AUTO-180-2012	12/06/11	Radous/Pauley/Powers	Shared Services: 2012 Transmission Fleet Vehicle Lease Blanket	\$0	\$659,000	\$659,000
Total Kentucky Power Company				\$0	\$2,560,000	\$2,560,000

* See Additional Information

KENTUCKY POWER COMPANY
Board of Directors
November 21, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 21st day of November, 2011 at 10 o'clock in the forenoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
R. P. Powers
B. D. Radous
B. X. Tierney
Absent: L. M. Barton
M. G. Morris
D. E. Welch

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	J. D. Cross
	P. Chodak*	L. L. Dieck
	V. McCellon-Allen*	D. M. Feinberg
	C. R. Patton*	D. E. Heydlauff
	G. G. Pauley*	M. Heyeck
	M. A. Peifer	T. K. Light
	D. P. Sartin*	M. C. McCullough
	W. Smith*	R. E. Munczinski
		P. A. Vegas
		C. E. Zebula

*Participated by phone

In the absence of Mr. Michael G. Morris, Chairman of the Board of the Company, Mr. Nicholas K. Akins, Chief Executive Officer and Vice President of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

Kentucky Power Company
November 21, 2011
Page 2

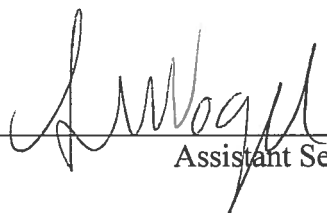
RESOLVED, that a dividend of \$9.911 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Improvement requisitions in the net amount of \$56,870,000, approved in October and November of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
November 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
PGM TP2009210	11/03/11	Heyeck/Pauley/Barton/Morris	Distribution: Hazard, KY - Hazard Area Improvements - Phase 2 *	\$0	\$5,320,000	\$5,320,000
CI BS0000036	10/20/11	Burge/Pauley	Generation: Big Sandy Unit 2 - Spare Boiler Feed Pump Motor Rebuild	\$0	\$547,000	\$547,000
PGM INTDISTOP	11/21/11	Vegas/Rhoades/Powers	Shared Services: 1 Riverside Plaza - Integrated Distribution Operation Program *	\$0	\$507,000	\$507,000
PGM TP2009210	11/03/11	Heyeck/Pauley/Barton/Morris	Transmission: Hazard, KY - Hazard Area Improvements - Phase 2 *	\$272,000	\$50,496,000	\$50,768,000
* See Additional Information				\$272,000	\$56,870,000	\$57,142,000

KENTUCKY POWER COMPANY
Board of Directors
October 25, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of October, 2011 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
M. G. Morris
R. P. Powers
B. D. Radous
B. X. Tierney

Absent: L. M. Barton
D. E. Welch

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	R. K. Ford*	J. D. Cross
	A. R. Glassburn	L. L. Dieck
	J. Hamrock	D. M. Feinberg
	V. McCellon-Allen	D. E. Heydlauff
	C. Potter*	M. Heyeck
	D. P. Sartin*	T. K. Light
	R. K. Wohnhas*	R. E. Munczinski
		P. A. Vegas
		C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman stated that it would be desirable for the Company's Board to consider the following officer changes.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, to accept the resignation of Michael G. Morris as Chief Executive Officer, effective November 11, 2011, and

Kentucky Power Company
October 25, 2011
Page 2

RESOLVED, to elect Nicholas K. Akins as Chief Executive Officer, effective November 12, 2011.

Improvement requisitions in the net amount of \$1,228,000, approved in September and October of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 October 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI 000020250	09/20/11	Welch/Pauley	Environment, Safety, Health and Facilities: Ashland, KY - Robert E. Mathews Service Center Roof Replacement (APPROVED PRIOR TO BOARD MEETING AS AN EXPEDITED CI)	\$0	\$1,228,000	\$1,228,000
Total Kentucky Power Company				\$0	\$1,228,000	\$1,228,000

* See Additional Information

KENTUCKY POWER COMPANY
Board of Directors
September 27, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 27th day of September, 2011 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
L. M. Barton
C. L. English
D. M. Miller
M. G. Morris
R. P. Powers
B. D. Radous
B. X. Tierney

Absent: D. E. Welch

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	M. H. Carlson	J. D. Cross
	P. Chodak	L. L. Dieck
	A. R. Glassburn	D. M. Feinberg
	T. L. Kirkpatrick*	D. E. Heydlauff
	M. D. Kyle*	T. K. Light
	C. R. Patton*	M. C. McCullough
	G. G. Pauley*	J. Sloat
	J. C. Reyes*	P. A. Vegas
	J. S. Solomon*	C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman stated that it would be desirable for the Company to issue up to \$250,000,000 in short-term debt securities having maturities of not more than one year ("Short-Term Debt"), either directly through the issuance of commercial paper, or other evidence of indebtedness, to its parent American Electric Power Company, Inc. ("AEP") or to third parties, or indirectly through participation in the AEP System Utility Money Pool. The Company proposes to issue commercial paper under a program exempt from registration under Sections 3(a)(3) or 4(2) of the Securities Act of 1933 ("Securities Act") under which

Kentucky Power Company
September 27, 2011
Page 2

notes will have a maturity not exceeding 365 days from the date of issuance (exclusive of days of grace). The Chairman informed the Board that the authority granted by these resolutions does not have an expiration date.

The Chairman stated that the Company has filed an application seeking authorization from the Federal Energy Regulatory Commission ("FERC") to issue \$250,000,000 of Short-Term Debt.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that the Chairman of the Board, the President, the Chief Financial Officer, the Treasurer or any Assistant Treasurer, or any employees or agents designated by the Chief Financial Officer or the Treasurer of the Company (each an "Authorized Person") be, and each of them hereby is, individually authorized to:

- (i) arrange for borrowings by the Company from time to time up to an aggregate of the total amount of borrowings authorized from time to time by the FERC to be at any one time outstanding; such borrowings to be made through the issuance of (A) commercial paper notes, or (B) other short term instruments approved from time to time;
- (ii) execute such commercial paper notes in the name of and on behalf of the Company and issue such notes in accordance with the Issuing and Paying Agency Agreement referred to below;
- (iii) execute and deliver, (A) Commercial Paper Dealer Agreements providing, among other things, for the sale of commercial paper notes on behalf of the Company and the indemnification of the dealers in connection therewith, (B) an Issuing and Paying Agency Agreement, and (C) a Letter of Representations addressed to The Depository Trust Company, which documents shall be substantially in the form approved by the officers executing the same;
- (iv) execute and issue such other short term instruments in the name of and on behalf of the Company and execute such other documents and agreements as may be required in connection therewith and as may be approved from time to time by any of the Authorized Persons;
- (v) execute and deliver for and on behalf of the Company one or more credit agreements (the "Credit Agreements") among the Company and one or more financial institutions providing for loans to be made by such financial institutions to the Company in an aggregate principal amount not exceeding the aggregate of the total amount authorized from time to time by the FERC, with

the proceeds of all such loans to be used for general corporate purposes (including, without limitation, liquidity support for the Company's commercial paper program) and for other corporate purposes approved by an Authorized Person, and the execution of a certificate by such Authorized Person shall be conclusive evidence of such approval, and each such agreement shall have such terms and conditions as the Authorized Person or Authorized Persons executing such agreements shall determine to be necessary or appropriate, and the execution and delivery by such Authorized Person or Authorized Persons of such agreements shall be deemed conclusive evidence of such determination; and

(vi) arrange for borrowings by the Company from time to time under the Credit Agreements for the use and benefit of the Company in such amounts as shall be determined by an Authorized Person to be in the best interests of the Company, each such borrowing to be conclusive evidence of such determination;

(vii) execute and deliver letters of credit, bid bonds and other similar instruments ("Support Instruments") for the use and benefit of the Company from time to time up to an aggregate principal amount not exceeding the aggregate of the total amount of such Support Instruments authorized from time to time by the FERC, and all such Support Instruments are to be used for general corporate purposes and for other corporate purposes approved by an Authorized Person of the Company, and the execution of a certificate by such Authorized Person shall be conclusive evidence of such approval; and each such Support Instrument shall have such terms and conditions as the Authorized Person(s) executing such Support Instruments shall determine to be necessary or appropriate, and the execution and delivery by such Authorized Person(s) of such instruments shall be deemed conclusive evidence of such determination;

(viii) pay such fees and perform such acts and execute such other instruments and documents as may be necessary and proper to effect the transactions contemplated hereby including (A) amending or superseding or replacing documents referred to herein in such manner as may be approved by any of them, their execution of any such new documents, amendments or superseding documents to be conclusive evidence as to their approval thereof and (B) removing or replacing dealers or financial institutions under the Credit Agreement or Commercial Paper Dealer Agreements or appointing additional dealers or financial institutions under these agreements and successors to any of the parties named; and further

Kentucky Power Company
September 27, 2011
Page 4

RESOLVED, that the Company is hereby authorized to borrow Short-Term Debt from the Utility Money Pool from time to time through the issuance of commercial paper notes or other short-term instruments, or from borrowings under Credit Agreements, or from other sources authorized pursuant to the foregoing resolutions, all in accordance with and subject to the terms and conditions of the Company's system of intercompany borrowings authorized from time to time by the FERC; and further

RESOLVED, that the Company is hereby authorized to make loans to the Utility Money Pool from time to time (i) from treasury funds of the Company, and (ii) from the proceeds of the issuance of commercial paper notes or other short-term instruments, or from borrowings under Credit Agreements, or from other sources authorized pursuant to the foregoing resolutions, all in accordance with and subject to the terms and conditions of the Company's system of intercompany borrowings and further

RESOLVED, that each Authorized Person is authorized from time to time to appoint any other officers or employees of the Company as his or her authorized representatives (the "Authorized Representatives") to (i) give instructions to the dealers pursuant to any Commercial Paper Dealer Agreements entered into in accordance with these resolutions and to take certain actions as provided in the Issuing and Paying Agency Agreement entered into in accordance with these resolutions, and (ii) take such other actions pursuant to or as provided in any other agreements entered into in accordance with these resolutions, and further

RESOLVED, that each Authorized Person of the Corporation, acting in his or her individual capacity, be and hereby is authorized and empowered to do and perform all acts, execute and deliver all such agreements, documents and certificates, and take all such other steps as may be necessary or advisable or convenient and proper to carry out the intent of the foregoing resolutions, and his or her execution of such documents to be conclusive evidence as to his or her approval thereof, and further

RESOLVED, that with respect to the proposed financing program approved at this meeting, the actions of the persons who executed and filed on behalf of the Company the necessary application with the FERC pursuant to Section 204 of the Federal Power Act are hereby ratified, confirmed and approved and further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to take any and all further action in connection therewith, including the execution and filing of any amendment or

Kentucky Power Company
September 27, 2011
Page 5

amendments, supplement or supplements and exhibit or exhibits thereto as they may deem necessary or desirable.

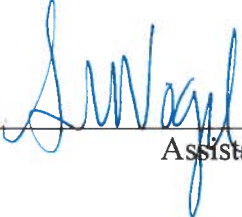
RESOLVED, that all the acts and deeds heretofore done by any officer of the Company to effect the transactions contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Improvement requisitions in the net amount of \$389,000, approved in August and September of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
September 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI DISTMASSCL	09/07/11	Powers	Distribution: Mass Closing of State Capital Projects	\$4,275,000	(\$1,757,000)	\$2,518,000
CPP DP08KY011	09/06/11	Pauley	Distribution: Ransom, KY - Coleman Station - 34kV Service to Equitable Resources - Revision	\$666,000	\$268,000	\$1,134,000
CI TA2010121	08/31/11	Heyeck/Pauley	Transmission: Pike County, KY - Barrenshe to Coleman 69kV Line Relocation for Revelation Energy, LLC - Revision	\$912,000	\$497,000	\$1,409,000
CI X00000018-2010	08/14/11	Pauley/Barton	Transmission: 2010 Customer Service Blanket - Revision *	\$278,000	(\$202,000)	\$76,000
CI X00000029-2010	08/14/11	Pauley/Barton	Transmission: 2010 Public Projects Relocation Blanket - Revision	\$32,000	(\$30,000)	\$2,000
CI X00000040-2010	08/14/11	Pauley/Barton	Transmission: 2010 System Improvements Blanket - Revision	\$1,505,000	(\$584,000)	\$921,000
CI X00000046-2010	08/14/11	Pauley/Barton	Transmission: 2010 Transmission-driven Distribution Projects Blanket - Revision	\$6,000	\$1,096,000	\$1,102,000
PGM TA2012102	09/17/11	Heyeck/Pauley/Barton/Morris	Transmission: Various locations - Purchase/Rebuild Major Spare Transmission Equipment	\$0	\$1,101,000	\$1,101,000
* See Additional Information				\$7,874,000	\$389,000	\$8,263,000

KENTUCKY POWER COMPANY
Board of Directors
August 23, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 23rd day of August, 2011 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
L. M. Barton
C. L. English
D. M. Miller
M. G. Morris
R. P. Powers
B. D. Radous
B. X. Tierney

Absent: D. E. Welch

Constituting a quorum of the Board.

Management Present:	A. R. Glassburn*	S. S. Bennett*
	T. K. Kirkpatrick*	S. W. Burge
	V. McCellon-Allen*	J. D. Cross
	C. R. Patton*	L. L. Dieck
	G. G. Pauley*	D. M. Feinberg
	W. Smith*	D. E. Heydlauff
	J. S. Solomon*	M. Heyeck
		J. Sloat
		C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$7.929 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is,

Kentucky Power Company
August 23, 2011
Page 2

declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

KENTUCKY POWER COMPANY
Board of Directors
July 25, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 25th day of July, 2011 at 9 o'clock in the forenoon.

Directors Present: N. K. Akins
C. L. English*
D. M. Miller
M. G. Morris*
R. P. Powers
B. D. Radous
B. X. Tierney
S. Tomasky
D. E. Welch

Constituting the full Board.

Management Present:	A. R. Glassburn*	L. M. Barton
	J. Hamrock*	S. S. Bennett*
	D. V. Lee*	J. D. Cross
	C. R. Patton*	L. L. Dieck
	G. G. Pauley*	D. M. Feinberg
	W. Smith*	D. E. Heydlauff
	J. J. Solomon*	T. K. Light
		M. C. McCullough
		S. P. Moore
		R. E. Munczinski
		P. A. Vegas*
		C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman stated that it would be desirable for the Company's Board to consider the following officer changes.

Thereupon, on motion duly made and seconded, it was unanimously

Kentucky Power Company
July 25, 2011
Page 2

RESOLVED, to accept the resignation of Susan Tomasky as Vice President and Director, effective July 31, 2011, and

RESOLVED, to elect Lisa M. Barton as Vice President and Director, effective August 1, 2011.

Improvement requisitions in the net amount of \$2,686,000, and lease requisitions in the net amount of \$195,000, approved in June and July of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement and lease requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 July 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
LP MFPR	06/28/11	Weich	Environment, Safety, Health and Facilities: Various locations - Multifunctional Product Replacement Program	\$0	\$195,000	\$195,000
PGM FHMANLIFT	07/20/11	Burge/Pauley/McCullough/Morris	Generation: Big Sandy Plant - Fossil and Hydro Manlift Replacement - Revision	* \$2,118,000	\$97,000	\$2,215,000
PGM CUSTSYSEN	06/27/11	Vegas/Rhoades	Shared Services: 1 Riverside Plaza - Common Customer System Enhancements	\$0	\$53,000	\$53,000
PGM GSEMOPRJ	06/27/11	Vegas/Rhoades	Shared Services: 1 Riverside Plaza - Common Consumer Program & Outage System Enhancements	\$0	\$87,000	\$87,000
PGM IAMPRGM	07/18/11	Radous/English	Shared Services: 1 Riverside Plaza - Identity and Access Management (IAM) Suite Implementation - Revision	* \$435,000	(\$435,000)	\$0
PGM UTILSYSIN	06/27/11	Vegas/Rhoades	Shared Services: 1 Riverside Plaza - Utilities Systems Integration	\$0	\$27,000	\$27,000
CPP TA2012103	06/02/11	Barton/Pauley	Transmission: Various locations - KypCo Station Equipment Failure Replacement & Refurbishment	\$0	\$1,055,000	\$1,055,000
CPP TA2012109	06/02/11	Barton/Pauley	Transmission: Various locations - Kentucky Transmission Line Replacement & Refurbishment	\$0	\$1,802,000	\$1,802,000
* See Additional Information				\$2,553,000	\$2,881,000	\$5,434,000

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding will be provided within the Operating Company forecast. Page 18

KENTUCKY POWER COMPANY
Board of Directors
June 22, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 22nd day of June, 2011 at 10 o'clock in the forenoon.

Directors Present: C. L. English
D. M. Miller
M. G. Morris*
R. P. Powers
B. D. Radous
B. X. Tierney*
S. Tomasky
D. E. Welch

Absent: N. K. Akins

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett
	A. R. Glassburn*	J. D. Cross
	J. Hamrock*	L. L. Dieck
	M. E. Lewis*	D. M. Feinberg
	C. R. Patton*	M. Heyeck
	G. G. Pauley*	T. K. Light
	R. T. Rickman*	M. C. McCullough
	W. Smith*	R. E. Munczinski
	J. S. Solomon*	

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Improvement requisitions in the net negative amount of (\$4,448,000), and lease requisitions in the net negative amount of (\$694,000), approved in May and June of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement and lease requisitions be marked for identification, approved, and filed with the records of the Company.

Kentucky Power Company
June 22, 2011
Page 2

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
June 2011**

	Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI	GENMASSCL	05/26/11	McCullough	Generation: Mass Closing of State Capital Projects	\$8,407,000	(\$4,448,000)	\$3,959,000
LI	SS_LBLNKT_AUTO-110-2010	05/09/11	Radous/Powers	Shared Services: 2010 Distribution Fleet Vehicle Lease Blanket - Revision *	\$778,000	(\$454,000)	\$324,000
LI	SS_LBLNKT_AUTO-180-2010	05/09/11	Radous/Tomasky	Shared Services: 2010 Transmission Fleet Vehicle Lease Blanket - Revision *	\$289,000	(\$240,000)	\$49,000
				Total Kentucky Power Company	<u>\$9,474,000</u>	<u>(\$5,142,000)</u>	<u>\$4,332,000</u>

* See Additional Information

KENTUCKY POWER COMPANY
Board of Directors
May 24, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 24th day of May, 2011 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
R. P. Powers
B. D. Radous
B. X. Tierney
S. Tomasky
Absent: M. G. Morris
D. E. Welch

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	A. R. Glassburn*	J. D. Cross
	J. D. Harper*	L. L. Dieck
	M. D. Kyle	D. M. Feinberg
	D. V. Lee*	D. E. Heydlauff
	V. McCellon-Allen*	M. Heyeck
	G. G. Pauley*	T. K. Light
	R. T. Rickman*	M. C. McCullough
	W. Smith*	J. Sloat
		P. A. Vegas
		C. E. Zebula

*Participated by phone

In the absence of Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, Mr. Nicholas K. Akins, Vice President of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

The Chairman stated that as the directors of the Company had been elected to serve for the ensuing year pursuant to an Action by Written Consent in Lieu of Annual Meeting of the Shareholders dated May 9, 2011, it was in order to proceed with the election of officers. The names of the following persons were then placed in nomination for the offices set opposite their respective names. All of the officers are the same as last year except those denoted with an asterisk who were elected into their positions since the last annual election of officers.

Kentucky Power Company
May 24, 2011
Page 2

Michael G. Morris	Chairman of the Board & Chief Executive Officer
Gregory G. Pauley*	President & Chief Operating Officer
Nicholas K. Akins	Vice President
Carl L. English	Vice President
Michael Heyeck	Vice President
Jeffery D. LaFleur	Vice President
Timothy K. Light	Vice President
Robert P. Powers	Vice President
Mark A. Pyle	Vice President-Tax
Barbara D. Radous	Vice President
Brian X. Tierney	Vice President & Chief Financial Officer
Susan Tomasky	Vice President
Dennis E. Welch	Vice President
Joseph M. Buonaiuto	Controller & Chief Accounting Officer
D. Michael Miller*	Secretary
Charles E. Zebula	Treasurer
Andrew B. Reis*	Assistant Controller
Julie Williams	Assistant Controller
Thomas G. Berkemeyer	Assistant Secretary
Jeffrey D. Cross	Assistant Secretary
Anne M. Vogel	Assistant Secretary
Renee V. Hawkins	Assistant Treasurer

After discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the persons nominated as officers of the Company, whose names are listed immediately above in these minutes, be, and they hereby are, duly elected to the offices in the Company set opposite their respective names, to serve for the ensuing year or until their respective successors are duly elected and qualified.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that a dividend of \$4.955 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Kentucky Power Company
May 24, 2011
Page 3

Improvement requisitions in the net amount of \$887,000, approved in April and May of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
Approved for
Kentucky Power Company
May 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI DX11K01A0	04/01/11	Pauley	Distribution: Louisa, KY - Busseyville/Louisa PPR Relocation along Rt 32	\$0	\$887,000	\$887,000
			Total Kentucky Power Company	\$0	\$887,000	\$887,000

* See Additional Information

KENTUCKY POWER COMPANY

Actions by Written Consent in Lieu of Annual Meeting of the Sole Shareholder

Pursuant to Section 271B.7-040(1) of the Kentucky Business Corporation Act, and in lieu of an annual meeting of the Shareholders of Kentucky Power Company (the "Company") for such purposes, the undersigned, being the sole shareholder of the Company does hereby waive all requirements as to notice of such meeting and hereby takes and authorizes by Written Consent each and all of the following actions:

ELECTION OF DIRECTORS:

WHEREAS, pursuant to the Bylaws of the Company, the number of Directors of the Company is fixed at nine (9), with all to be annually elected; and

WHEREAS, there are no further nominations of candidates for election as Directors of the Company other than those individuals named below; be it

RESOLVED, that the following named persons are hereby elected as Directors of the Company:

Nicholas K. Akins
Carl L. English
D. Michael Miller
Michael G. Morris
Robert P. Powers
Barbara D. Radous
Brian X. Tierney
Susan Tomasky
Dennis E. Welch

The sole shareholder has signed this Action to be effective as of the date indicated below, and this Action by Written Consent shall be filed with or otherwise entered on the minutes and other appropriate records of this Company.

Date: May 9, 2011

American Electric Power Company, Inc.

By: _____


Thomas G. Berkemeyer
Assistant Secretary

KENTUCKY POWER COMPANY
Board of Directors
April 26, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 26th day of April, 2011 at 3 o'clock in the afternoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
R. P. Powers
B. D. Radous
B. X. Tierney
S. Tomasky
D. E. Welch

Absent: M. G. Morris
Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	S. L. Fate*	J. D. Cross
	A. R. Glassburn*	L. L. Dieck
	T. L. Kirkpatrick*	D. E. Heydlauff
	V. McCellon-Allen	M. Heyeck
	C. R. Patton*	T. K. Light
	G. G. Pauley*	M. C. McCullough
	W. Smith*	R. E. Munczinski
		C. E. Zebula

*Participated by phone

In the absence of Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, Mr. Nicholas K. Akins, Vice President of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Improvement requisitions in the net amount of \$201,000, and lease requisitions in the net negative amount of (\$118,000), approved in March and April of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
April 26, 2011
Page 2

RESOLVED, that the itemized list of said improvement and lease requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.


Assistant Secretary

**Monthly Report of Improved Requisitions
Approved for
Kentucky Power Company
April 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI DP11K10A0	03/29/11	Pauley	Distribution: Orchard Branch, KY - Vicco/Jeff - Service to Blue Diamond Mining	\$0	\$556,000	\$556,000
PGM CUTARRPRG	03/28/11	Pauley/Powers	Distribution: 2010 Cutout and Arrester Program - Revision *	\$545,000	(\$545,000)	\$0
CI X00000140-2010	04/05/11	Pauley/Welch	Environment, Safety, Health and Facilities: 2010 Distribution General Plant Blanket - Revision	\$107,000	(\$30,000)	\$77,000
LI SS_LBLNKT_GEN_PLT-110-2010	03/29/11	Pauley/Welch	Environment, Safety, Health and Facilities: 2010 Distribution General Plant Lease Blanket - Revision	\$1,000	(\$1,000)	\$0
LI SS_LBLNKT_GEN_PLT-180-2010	03/29/11	Pauley/Welch	Environment, Safety, Health and Facilities: 2010 Transmission General Plant Lease Blanket - Revision	\$1,000	(\$1,000)	\$0
CI X00000002-2010	03/02/11	McCullough	Generation: 2010 Production Plant Blanket - Revision *	\$3,191,000	\$202,000	\$3,393,000
CI X00000106-2010	04/11/11	Radous/English	Shared Services: 2010 Distribution Telecommunications Blanket - Revision	\$264,000	\$13,000	\$277,000
CI X00000431-2010	04/11/11	Radous/English	Shared Services: 2010 Generation Telecommunications Blanket - Revision	\$1,000	\$6,000	\$7,000
CI X00000441-2010	04/11/11	Radous/English	Shared Services: 2010 Transmission Telecommunications Blanket - Revision	\$1,000	(\$1,000)	\$0
LI SS_LBLNKT_COMPUTR-110-2010	04/14/11	Radous/English	Shared Services: 2010 Distribution Computer Lease Blanket - Revision	\$102,000	(\$45,000)	\$57,000
LI SS_LBLNKT_COMPUTR-117-2010	04/14/11	Radous/English	Shared Services: 2010 Generation Computer Lease Blanket - Revision	\$6,000	(\$5,000)	\$1,000
LI SS_LBLNKT_COMPUTR-180-2010	04/14/11	Radous/English	Shared Services: 2010 Transmission Computer Lease Blanket - Revision	\$6,000	\$5,000	\$1,000
LI X000000227-2010	04/14/11	Radous/English	Shared Services: 2010 Distribution Telecommunications Lease Blanket - Revision	\$103,000	(\$69,000)	\$34,000

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 April 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
LI X00000526-2010	04/14/11	Radous/English	Shared Services: 2010 Transmission Telecommunications * Lease Blanket - Revision	\$1,000	(\$1,000)	\$0
LI X00000536-2010	04/14/11	Radous/English	Shared Services: 2010 Generation Telecommunications * Lease Blanket - Revision	\$1,000	(\$1,000)	\$0
Total Kentucky Power Company				\$4,330,000	\$83,000	\$4,413,000

* See Additional Information

KENTUCKY POWER COMPANY
Board of Directors
March 22, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 22nd day of March, 2011 at 10 o'clock in the forenoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
M. G. Morris
R. P. Powers
B. D. Radous
D. E. Welch
Absent: B. X. Tierney
S. Tomasky

Constituting a quorum of the Board.

Management Present: P. Chodak* S. W. Burge
R. K. Ford* P. S. Flemming
J. Hamrock* D. E. Heydlauff
V. McCellon-Allen* M. Heyeck
C. R. Patton* T. K. Light
G. G. Pauley* R. E. Munczinski
J. S. Solomon* M. A. Peifer
C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

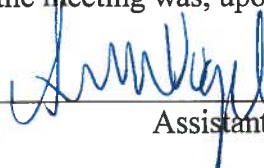
Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Improvement requisitions in the net amount of \$491,000, approved in February and March of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 March 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
PGM DP10K0002	03/02/11	Pauley/Hamrock	Distribution: Highland, KY - Highland Station -- Transformer Upgrade - Revision *	\$2,370,000	\$491,000	\$2,861,000
Total Kentucky Power Company				\$2,370,000	\$491,000	\$2,861,000

* See Additional Information

KENTUCKY POWER COMPANY
Board of Directors
February 22, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 22nd day of February, 2011 at 2 o'clock in the afternoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
M. G. Morris
R. P. Powers
B. D. Radous
B. X. Tierney
S. Tomasky
D. E. Welch

Constituting the full Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	R. K. Ford*	J. M. Buonaiuto
	A. R. Glassburn*	J. D. Cross
	J. Hamrock*	L. L. Dieck
	V. McCellon-Allen*	D. Heydlauff
	C. R. Patton*	M. Heyeck
	G. G. Pauley*	T. K. Light
	J. S. Solomon*	R. E. Munczinski
		G. A. Tuchow
		C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

The Chairman submitted to the Board a statement of the financial condition of the Company which showed a surplus sufficient to warrant the declaration of a dividend on the Corporation's issued and outstanding Common Stock.

Thereupon, on motion duly made and seconded, it was unanimously

Kentucky Power Company
February 22, 2011
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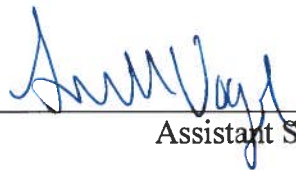
RESOLVED, that a dividend of \$4.955 per share on the issued and outstanding Common Stock of the Company be, and the same hereby is, declared out of the surplus net earnings of the Company, payable to the holders of the said stock of record on the books of the Company at the close of business this day.

Improvement requisitions in the net amount of \$4,808,000, approved in January and February of 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

RESOLVED, that the itemized list of said improvement requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 February 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI DK11KR001	02/04/11	Pauley/Powers	Distribution: Various Locations, KY - 2011 Kentucky Reliability Projects	\$0	\$4,808,000	\$4,808,000
			Total Kentucky Power Company	\$0	\$4,808,000	\$4,808,000

* See Additional Information

KENTUCKY POWER COMPANY
Board of Directors
January 27, 2011

Pursuant to notice, a meeting of the Board of Directors of Kentucky Power Company was held in the AEP Subsidiary Companies Board Room, 30th Floor, 1 Riverside Plaza, Columbus, Ohio, this 27th day of January, 2011 at 10 o'clock in the forenoon.

Directors Present: N. K. Akins
C. L. English
D. M. Miller
M. G. Morris
R. P. Powers
B. D. Radous
B. X. Tierney
S. Tomasky

Absent: D. E. Welch

Constituting a quorum of the Board.

Management Present:	W. L. Sigmon	S. S. Bennett*
	R. K. Ford*	J. D. Cross
	A. R. Glassburn*	L. L. Dieck
	T. L. Kirkpatrick*	D. E. Heydlauff
	M. D. Kyle*	M. Heyeck
	V. McCellon-Allen*	T. K. Light
	C. R. Patton*	M. C. McCullough
	G. G. Pauley*	R. E. Munczinski
	J. S. Solomon*	C. E. Zebula

*Participated by phone

Mr. Michael G. Morris, Chairman of the Board and Chief Executive Officer of the Company, acted as Chairman of the meeting, and Ms. Anne M. Vogel, Assistant Secretary of the Company, acted as Secretary of the meeting.

Upon motion, duly seconded and unanimously carried, the reading of the minutes of the previous meeting was omitted and the minutes were approved.

Improvement requisitions in the net amount of \$39,132,000, and lease requisitions in the net amount of \$167,000, approved in December 2010 and January 2011, together with an itemized list thereof, were submitted to the meeting for consideration.

After thorough discussion, upon motion duly made and seconded, it was unanimously

Kentucky Power Company
January 27, 2011
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RESOLVED, that the itemized list of said improvement and lease requisitions be marked for identification, approved, and filed with the records of the Company.

There being no further business, the meeting was, upon motion, adjourned.



Assistant Secretary

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 January 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
CI X00000051-2011	01/18/11	Pauley/Powers	Distribution: 2011 Reliability Improvement Blanket	\$0	\$3,630,000	\$3,630,000
CI X00000062-2011	01/18/11	Pauley/Powers	Distribution: 2011 Customer Meter Blanket	\$0	\$1,127,000	\$1,127,000
CI X00000073-2011	01/18/11	Pauley/Powers	Distribution: 2011 Customer Service Blanket	\$0	\$10,934,000	\$10,934,000
CI X00000084-2011	01/18/11	Pauley/Powers	Distribution: 2011 Line Transformer Blanket	\$0	\$3,141,000	\$3,141,000
CI X00000095-2011	01/18/11	Pauley/Powers	Distribution: 2011 Public Projects Relocation Blanket	\$0	\$275,000	\$275,000
CI X00000692-2011	01/18/11	Pauley/Powers	Distribution: 2011 Service Restoration Blanket	\$0	\$3,389,000	\$3,389,000
CI X00000716-2011	01/18/11	Pauley/Powers	Distribution: 2011 Third Party Work Requests Blanket	\$0	\$2,143,000	\$2,143,000
PGM DISTPGWKY	01/18/11	Pauley/Powers	Distribution: 2011 Distribution Reliability Programs- KyPCo	\$0	\$1,623,000	\$1,623,000
PGM TREESKY	01/18/11	Pauley/Powers/Tomasky	Distribution: 2011 T&D Forestry Widening Program - KyPCo	\$0	\$2,706,000	\$2,706,000
CI X00000140-2011	12/13/10	Weich	Environment, Safety, Health and Facilities: 2011 Distribution General Plant Blanket	\$0	\$26,000	\$26,000
LI SS_LBLNKT_GEN_PLT-110-2011	12/13/10	Weich	Environment, Safety, Health and Facilities: 2011 Distribution General Plant Lease Blanket	\$0	\$33,000	\$33,000
LI SS_LBLNKT_GEN_PLT-117-2011	12/13/10	Weich	Environment, Safety, Health and Facilities: 2011 Generation General Plant Lease Blanket	\$0	\$19,000	\$19,000

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding is included in the last official Forecast.

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 January 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
LI SS_LBLNKT_GEN_PLT-180-2011	12/13/10	Welch	Environment, Safety, Health and Facilities: 2011 Transmission General Plant Lease Blanket	\$0	\$1,000	\$1,000
CI BS00000031	01/07/11	McCullough/Pauley	Generation: Big Sandy Unit 2 - Feed Pump Turbine Rotor Blade Replacement	\$0	\$736,000	\$736,000
CI X00000002-2011	12/22/10	Pauley/McCullough/Akins	Generation: 2011 Production Plant Blanket	\$0	\$4,980,000	\$4,980,000
PGM AEPSCRYRO	12/21/10	Akins/Pauley	Generation: Various Locations - Selective Catalytic Reduction (SCR) Year Round Operation Program - Revision	\$1,102,000	(\$90,000)	\$1,012,000
CI X00000106-2011	01/19/11	Radous/English	Shared Services: 2011 Distribution Telecommunications Blanket	\$0	\$277,000	\$277,000
CI X00000431-2011	01/19/11	Radous/English	Shared Services: 2011 Generation Telecommunications Blanket	\$0	\$1,000	\$1,000
CI X00000441-2011	01/19/11	Radous/English	Shared Services: 2011 Transmission Telecommunications Blanket	\$0	\$1,000	\$1,000
LI SS_LBLNKT_CMPUTR-110-2011	01/19/11	Radous/English	Shared Services: 2011 Distribution Computer Lease Blanket	\$0	\$68,000	\$68,000
LI SS_LBLNKT_CMPUTR-117-2011	01/19/11	Radous/English	Shared Services: 2011 Generation Computer Lease Blanket	\$0	\$10,000	\$10,000
LI SS_LBLNKT_CMPUTR-180-2011	01/19/11	Radous/English	Shared Services: 2011 Transmission Computer Lease Blanket	\$0	\$12,000	\$12,000
LI X00000227-2011	01/19/11	Radous/English	Shared Services: 2011 Distribution Telecommunications Lease Blanket	\$0	\$22,000	\$22,000

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding is included in the last official Forecast.

**Monthly Report of Improvement Requisitions
 Approved for
 Kentucky Power Company
 January 2011**

Number	Date Approved	Approved By	Description	Previously Approved	Amount To Be Authorized	Total
LI X00000526-2011	01/19/11	Radous/English	Shared Services: 2011 Transmission Telecommunications Lease Blanket	*	\$1,000	\$1,000
LI X00000536-2011	01/19/11	Radous/English	Shared Services: 2011 Generation Telecommunications Lease Blanket	*	\$1,000	\$1,000
CI X00000018-2011	01/18/11	Pauley/Tomasky	Transmission: 2011 Customer Service Blanket	*	\$274,000	\$274,000
CI X00000040-2011	01/18/11	Pauley/Tomasky	Transmission: 2011 System Improvements Blanket	*	\$3,587,000	\$3,587,000
CI X00000046-2011	01/18/11	Pauley/Tomasky	Transmission: 2011 Transmission-driven Distribution Projects Blanket	*	\$26,000	\$26,000
PGM TREESKY	01/18/11	Pauley/Powers/Tomasky	Transmission: 2011 T&D Forestry Widening Program - KyPCo	*	\$346,000	\$346,000
* See Additional Information						
Total Kentucky Power Company				\$1,102,000	\$39,299,000	\$40,401,000

Note: Requested current year amounts are in the approved budget or offsets have been made from other projects. Future year funding is included in the last official Forecast.