

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 21, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO
SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF
1934

For the year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO
SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN
(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.
1 Riverside Plaza, Columbus, Ohio 43215
(Name of issuer of the securities held)

pursuant to the plan and the address
of its principal executive office)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Stephan T. Haynes
Stephan T. Haynes, Secretary

Date: June 21, 2010

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of American Electric Power System Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2009, (2) assets acquired and disposed in 2009, and (3) schedule for nonexempt transaction, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2009 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio
June 21, 2010

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

| ASSETS | 2009 | 2008 |
|--|------------------------|------------------------|
| Investments at Fair Value: | | |
| Participant Directed Investments | \$2,914,481,843 | \$2,379,889,312 |
| Wrapper Contracts | 1,332,221 | 1,712,868 |
| Participant Loans | 66,455,396 | 60,521,812 |
| NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE | 2,982,269,460 | 2,442,123,992 |
| Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Investment Contracts | 49,132,012 | 106,018,835 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$3,031,401,472 | \$2,548,142,827 |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2009 and 2008

| | 2009 | 2008 |
|--|-----------------|------------------|
| INVESTMENT INCOME (LOSS) | | |
| Net Appreciation (Depreciation) in Fair Value of Investments | \$349,619,288 | \$(737,313,772) |
| Interest | 32,432,036 | 43,946,885 |
| Dividends | 17,454,018 | 18,372,332 |
| Total Investment Income (Loss) | 399,505,342 | (674,994,555) |
| CONTRIBUTIONS | | |
| Participants | 165,891,106 | 168,414,794 |
| Employer | 72,023,354 | 68,725,459 |
| Total Contributions | 237,914,460 | 237,140,253 |
| DISTRIBUTIONS TO PARTICIPANTS | (148,134,967) | (193,748,297) |
| ADMINISTRATIVE AND MANAGEMENT FEES | | |
| Professional Fees | (779,070) | (571,150) |
| Investment Advisory and Management Fees | (4,770,852) | (5,342,141) |
| Other Fees | (476,268) | (448,638) |
| Total Administrative and Management Fees | (6,026,190) | (6,361,929) |
| INCREASE (DECREASE) IN NET ASSETS | 483,258,645 | (637,964,528) |
| NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR | 2,548,142,827 | 3,186,107,355 |
| NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR | \$3,031,401,472 | \$2,548,142,827 |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

General

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (AEP or the Company). American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. JP Morgan Chase Bank N.A. is the custodian and trustee and JP Morgan Retirement Plan Services LLC is the record keeper with respect to the Plan.

Contributions

Eligible employees will be automatically enrolled in the Plan with a 3% pretax deferral unless they elect to opt out of the automatic enrollment or revise their elections within a reasonable period of time after they are notified of their right not to have such pretax deferrals made on their behalf (or to have such pretax contributions made at a different percentage) and how their account will be invested in the absence of an investment election. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pre-tax, after-tax or designated Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within IRS limits). Participants who are age 50 and older are able to save additional pre-tax or Roth 401(k) amounts as catch up contributions. The catch-up contribution limit was \$5,500 for 2009 and \$5,000 for 2008. The Company contributes to the Plan, on behalf of each participant, an amount equal to 100% of the participant's contributions up to 1% of the participant's eligible compensation for each payroll period, plus 70% of the participant's contributions from the next 5% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited to the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 of the Internal Revenue Code, restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan, provided that it is AEPSC's intent that the Plan include a "qualified automatic contribution arrangement" (as defined in Section 401(k)(13) of the Internal Revenue Code) effective beginning January 1, 2009, such that the pre-tax, the Roth 401(k) and Company matching contributions to the Plan during the year for such highly compensated participants are no longer subject to such restrictions.

Investments

The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts and self-directed mutual fund brokerage accounts for which JP Morgan affiliates provide custody, trustee, recordkeeping and other services.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and the Plan earnings and charged with benefit payments and allocations of Plan losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods. Excluding their pre-tax and Roth 401(k) contributions and post-2008 Company matching contributions, participants may make an unlimited number of withdrawals of their interest in the Plan, including their pre-2009 Company matching contributions, which are immediately vested. Pre-tax and Roth 401(k) and post-2008 Company matching contributions are not eligible for withdrawal by participants until age 59-1/2, except under hardship (as defined by the Plan) or termination of employment. Pre-tax and Roth 401(k) contributions also are eligible for withdrawal upon hardship (as defined by the Plan).

Vesting and Distribution

Participants are immediately vested in their pre-tax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan ("ESOP"). As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically (at least annually) and are treated as ordinary income for tax purposes. The 10 percent early withdrawal penalty for individuals under age 59-1/2 does not apply to these dividend payouts.

Participant Loans

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate is in effect as of the first business day of the calendar quarter in which the loan is taken. For loans taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.

Retirees/surviving spouses may make monthly loan payments using a coupon book or through automatic withdrawal from their bank account. Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

2.

ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value, except for the benefit responsive investment contracts, which are stated at contract value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market

participants at the measurement date.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the funds that generated such income with the exception of the AEP Stock Fund, which pays or reinvests dividends at the direction of each participant.

Administrative Expenses and Management Fees

Administrative and Management Fees paid to JPMorgan during 2009 and 2008 totaled \$3,066,704 and \$3,008,464, respectively. The Plan directly pays for administrative, recordkeeping and management fees.

Distributions to Participants

Benefits are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2009 and 2008.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from the estimates.

Subsequent Events

The Plan has evaluated subsequent events through the date the financial statements were available to be issued.

Fair Value Measurements of Assets

The accounting guidance for "Fair Value Measurements and Disclosures" establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement). Securities that are fair valued using unobservable inputs into their fair value pricing are considered to be Level 3 measurements.

In the case of securities for which quoted market prices are not available, pricing may be estimated using comparable securities, dealer values, operating data and general market conditions to determine fair value. Valuation models for these securities utilize various inputs such as commodity values, interest rates and, to a lesser degree, volatility and credit ratings. Models may include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, market corroborated inputs (i.e. inputs derived principally from, or correlated to, observable market data) and other observable inputs for the asset or liability. Securities for which market quoted prices are not available but are valued by other observable methods are considered Level 2 in the fair value measurement hierarchy.

We utilize our trustee's external pricing service in our estimate of the fair value of the underlying investments held in the Retirement Savings Plan. Our investment managers review and validate the prices utilized by the trustee to determine fair value. We perform our own valuation testing to verify the fair values of the securities. We receive audit reports of our trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trusts. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Fixed income securities do not trade on an exchange and do not have an official closing price. Pricing vendors calculate bond valuations using financial models and matrices. Fixed income securities are typically classified as Level 2

holdings because their valuation inputs are based on observable market data. Observable inputs used for valuing fixed income securities include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, reference data, and economic events. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments.

Equities and Registered Investment Companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

The individual fixed income securities are valued using models with input data as follows:

| Type of Input | Type of Fixed Income Security | | |
|---------------------------------|-------------------------------|----------------|----------------------------|
| | Government Bonds | Corporate Debt | Mortgage Backed Securities |
| Benchmark Yields | X | X | X |
| Broker Quotes | X | X | X |
| Discount Margins | X | X | |
| Treasury Market Update | X | | |
| Base Spread | X | X | X |
| Corporate Actions | | X | |
| Ratings Agency Updates | | X | X |
| Prepayment Schedule and History | | | X |
| Yield Adjustments | X | | |

Common Collective Trusts and the Managed Income Fund are valued at the net asset value per share (NAV). The basis of the reported NAV is the total fair value of all underlying holdings minus expenses and liabilities. The value of each unit is determined by dividing the net asset value of the Fund by the number of applicable units outstanding on the valuation date. They are categorized as Level 2, if the investment can be redeemed at the NAV price. The JP Morgan Strategic Property Fund at December 31, 2009 did not have sufficient liquidity to meet all investor withdrawal requests. That fund has been categorized as Level 3, since we do not have the ability to redeem our investment in the near term. JP Morgan Emerging Markets Fund securities are classified as Level 3 holdings because their valuation is based on foreign stock exchanges with limited liquidity. Over 80% of the holdings in the JP Morgan Emerging Markets Fund are equity securities, but traded on exchanges in emerging nations.

Wrapper Contracts are valued at replacement cost using current contract re-pricing less actual cost. The replacement cost wrap fees are the current pricing from vendor for a similar instrument or based on other contract re-prices.

Participant Loans are valued at amortized cost, which approximates fair value.

JP Morgan Liquidity Fund and Cash Equivalents

The objective of this fund is to provide liquidity and meet short-term cash needs. Cash equivalent funds are used to provide diversification and preserve principal. The underlying holdings in the cash funds are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The cash funds are valued each business day and provide daily liquidity.

Mellon Capital Small Cap Stock Index Fund

The objective of this fund is to track the performance of the Russell 2000 Index. The underlying equity holdings of this Fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

Mellon Capital Stock Index Fund

The objective of this fund is to track the performance of the S&P 500 index. The underlying equity holdings of this Fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

Mellon Capital International Stock Index Fund

The objective of this fund is to track the performance of the MSCI EAFE International Index. The underlying equity holdings of this Fund are actively traded on the major non-U.S stock exchanges and have readily available market quotes

Alliance Bernstein International Style Blend

The objective of this fund is to exceed the performance of the MSCI EAFE International Index. The underlying equity holdings of this Fund are actively traded on major non-U.S stock exchanges and have readily available market quotes.

JP Morgan US Real Estate Securities Fund

The objective of this fund is to exceed the performance of the MSCI U.S. REIT Index. The underlying REIT equity holdings of this Fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

Managed Income Fund

The JPMorgan Managed Income Fund is invested in the JPMorgan Intermediate Bond Fund and the JPMorgan Liquidity Fund. The objective of the Fund is to exceed the return of the average money market fund and maintain an NAV of \$1. We use four Wrap Contracts to provide a crediting rate to participants and to mitigate risk of contract issuer default. The underlying holdings in the Fund are fixed income securities. The Fund is diversified and has sufficient liquidity to transact at the reported NAV.

Mellon Capital Aggregate Bond Index Fund

The objective of this fund is to track the performance of the Barclays Capital U.S. Aggregate Index. Fixed income securities do not trade on an exchange and do not have an official closing price.

JP Morgan Strategic Property Fund

The objective of this fund is to exceed the performance of the NCREIF Property Index. The underlying holdings in the Fund are diversified real estate assets. This diversified Fund consists of multiple properties and no single asset, tenant, or location has undue influence over the Fund's value or performance. The Fund's diversified holdings help mitigate the risk of default and concentration risk. However, the Fund is currently illiquid.

JP Morgan Emerging Markets Fund

The objective of this fund is to exceed the performance of the MSCI EM Free Index. The majority of the underlying holdings of this Fund are traded on foreign stock exchanges in emerging markets. The securities in these economies are typically less efficient and less liquid than those in developed markets.

3. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions to the Plan at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

4. INVESTMENTS

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds, managed income funds, and investment contracts. The financial statements include investments in commingled funds valued at \$1,197 million (39% of net assets) and \$889 million (35% of net assets) as of December 31, 2009 and 2008, respectively. Of these balances, \$20 million and \$31 million were invested as of December 31, 2009 and 2008, respectively, in the JP Morgan Strategic Property Fund a real estate investment fund. The remaining portion of the commingled funds' underlying investments were funds invested in equity securities and bonds. Additionally, the financial statements include investments in the Managed Income Fund valued at \$887 million (29% of net assets) and \$888 million (35% of net assets) as of December 31, 2009 and 2008, respectively. This fund invests in bond funds and guaranteed investment contracts whose fair values have been estimated by management in the absence of readily determinable fair values. Management's estimates regarding the fair value of these commingled and managed income funds are based on information provided by the fund managers.

5. INVESTMENT CONTRACTS

At December 31, 2009, the Managed Income Fund provides a self managed stable value investment option to participants that includes synthetic guaranteed investment contracts (GIC) which simulates the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the Plan. The Plan entered into four synthetic GIC contracts in July 2006. The synthetic GIC contracts include underlying assets, which are held in a trust owned by the Plan and utilize benefit-responsive wrapper contracts issued by four banking institutions. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The rate cannot be less than 0%. Certain events, such as plan termination or a plan merger initiated by the Plan Sponsor, may limit the ability of the Plan to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The Plan Sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable. During the year ended December 31, 2009, the credited rate and the average yield based on annualized earnings and interest credited to participants were 1.86% and 2.03%, respectively. During the year ended December 31, 2008 the credited rate and average yield based on annualized earnings and interest credited to participants were 4.69% and 4.75%, respectively.

6. INVESTMENTS EXCEEDING 5% OF NET PLAN NET ASSETS

Investments exceeding five percent of the Plan's net assets were as follows:

| | December 31, | |
|--|---------------|---------------|
| | 2009 | 2008 |
| American Electric Power Company, Inc. Common Stock | \$290,349,477 | \$267,992,159 |
| Mellon Capital Aggregate Bond Index Fund | 320,369,946 | 267,155,971 |
| Mellon Capital Stock Index Fund | 384,825,849 | 277,166,824 |
| Mellon Capital International Stock Index Fund | 243,903,092 | 164,647,256 |
| Intermediate Term Bond Fund | 803,613,204 | 728,654,801 |

7. NET APPRECIATION (DEPRECIATION) OF INVESTMENTS

During 2009 and 2008, the Plan's investments (including investments purchased, sold and held during the year) appreciated (depreciated) in value as follows:

| | Years Ended December 31, | |
|--|--------------------------|-----------------|
| | 2009 | 2008 |
| American Electric Power Company, Inc. - Common Stock | \$15,124,119 | \$(99,973,910) |
| Participant Loans | 182,114 | 104,604 |
| Common/Collective Trusts | 198,567,573 | (361,388,798) |
| Corporate Stock | 133,656,423 | (255,804,906) |
| Fixed Income Securities | 2,198,623 | (7,479,660) |
| Registered Investment Companies | (109,564) | (12,771,102) |
| Net Appreciation (Depreciation) in Fair Value of Investments | \$349,619,288 | \$(737,313,772) |

8. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A., has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

At December 31, 2009 and 2008, the Plan held 8,345,774 and 8,052,649 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan Sponsor, with a cost basis of \$285,828,645 and \$290,548,737, respectively. During the years ended December 31, 2009 and 2008, the Plan recorded dividend income of \$14,017,339 and \$12,960,231, respectively, related to this investment.

The Plan entered into a non-exempt prohibited transaction when it issued a \$21,000 loan to a participant, who, as an employee of the Company, was a party-in-interest with respect to the Plan. Exemption under ERISA 408(b)(1) requires that the loan be made in accordance with specific plan provisions, but the \$21,000 loan was issued on April 9, 2008, when the participant's highest outstanding loan balance in the preceding 12 months was approximately \$32,500. In the aggregate, these two loan balances exceeded the \$50,000 limit imposed under the terms of the Plan by \$3,500. The Company undertook steps with the participant and appropriate government agencies to remediate the prohibited transaction, but such steps had not been completed by December 31, 2009. Because the participant is not a "disqualified person" for purposes of Section 4975 of the Internal Revenue Code, Form 5330 is not required in connection with this transaction.

9. FAIR VALUE MEASUREMENTS

The following tables set forth, by level within the fair value hierarchy, our financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2009 and 2008. As required by the accounting guidance for "Fair Value Measurements and Disclosures," financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There have not been any significant changes in AEP's valuation techniques.

Fair Value Measurements at December 31, 2009

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| | Level 1 | Level 2 | Level 3 | Total |
|---|----------------------|------------------------|----------------------|------------------------|
| Equities | | | | |
| Corporate Stock – Domestic | \$471,790,974 | \$- | \$- | \$471,790,974 |
| AEP Stock Fund | 292,902,705 | - | - | 292,902,705 |
| Subtotal Equities | 764,693,679 | - | - | 764,693,679 |
| Fixed Income | | | | |
| Government Bonds | - | 17,891,351 | - | 17,891,351 |
| Corporate Debt Securities | - | 7,778,197 | - | 7,778,197 |
| Mortgage Backed Securities | - | 22,055,886 | - | 22,055,886 |
| Subtotal Fixed Income | - | 47,725,434 | - | 47,725,434 |
| Common/Collective Trusts | | | | |
| JPMCB Liquidity Fund | - | 10,075,323 | - | 10,075,323 |
| Mellon Capital Small Cap Stock Index Fund | - | 120,246,768 | - | 120,246,768 |
| Mellon Capital Stock Index Fund | - | 384,825,849 | - | 384,825,849 |
| Mellon Capital International Stock Index Fund | - | 243,903,092 | - | 243,903,092 |
| Alliance Bernstein International Style Blend | - | 70,450,436 | - | 70,450,436 |
| JP Morgan US Real Estate Securities Fund | - | 13,030,934 | - | 13,030,934 |
| Mellon Capital Aggregate Bond Index Fund | - | 320,369,946 | - | 320,369,946 |
| JP Morgan Strategic Property Fund | - | - | 20,401,736 | 20,401,736 |
| JP Morgan Emerging Markets Fund | - | - | 13,745,305 | 13,745,305 |
| Subtotal Common Collective Trusts | - | 1,162,902,348 | 34,147,041 | 1,197,049,389 |
| Registered Investment Companies | 47,703,075 | - | - | 47,703,075 |
| Cash Equivalents | - | 11,546,014 | - | 11,546,014 |
| Stable Value Fund | - | 836,434,950 | - | 836,434,950 |
| Participant Loans | - | - | 66,455,396 | 66,455,396 |
| Wrapper Contracts | - | - | 1,332,221 | 1,332,221 |
| Accrued Items and Unsettled Trades | 2,923,100 | 6,406,202 | - | 9,329,302 |
| Total Assets | \$815,319,854 | \$2,065,014,948 | \$101,934,658 | \$2,982,269,460 |

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2009

| | Fair Value | Redemption Frequency (If currently eligible) | Redemption Notice Period |
|---|------------------------|---|-----------------------------|
| JP Morgan Liquidity Fund | \$ 10,075,323 | Daily | 1 Day |
| Mellon Capital Small Cap Stock Index Fund | 120,246,768 | Daily | Trade Date + 1 |
| Mellon Capital Stock Index Fund | 384,825,849 | Daily | Trade Date + 1 |
| Mellon Capital International Stock Index Fund | 243,903,092 | Daily | Trade Date + 1 |
| Alliance Bernstein International Style Blend | 70,450,436 | Daily | 1-30 Days |
| JP Morgan US Real Estate Securities Fund | 13,030,934 | Daily | 1 Day |
| Mellon Capital Aggregate Bond Index Fund | 320,369,946 | Daily | Trade Date + 1 |
| JP Morgan Strategic Property Fund | 20,401,735 | Daily | 45 Days |
| JP Morgan Emerging Markets Fund | 13,745,306 | Daily | 1 Day |
| Stable Value Fund | 836,434,950 | Daily | 1 Day |
| Total Assets | \$2,033,484,339 | | |

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Fair Value Measurements at December 31, 2008

| | Level 1 | Level 2 | Level 3 | Total |
|---------------------------------|---------------|-----------------|---------------|-----------------|
| Corporate Stock | \$345,027,766 | \$- | \$- | \$345,027,766 |
| Corporate Debt | - | 28,808,270 | - | 28,808,270 |
| Mortgage Backed Securities | - | 9,848,119 | - | 9,848,119 |
| Government Bonds | - | 11,441,975 | - | 11,441,975 |
| Common Collective Trust: | | | | |
| Equities | - | 581,443,853 | - | 581,443,853 |
| Debt | - | 267,155,971 | - | 267,155,971 |
| Strategic Property | - | - | 31,212,837 | 31,212,837 |
| Emerging Markets | - | - | 8,764,187 | 8,764,187 |
| Cash Equivalents | - | 19,167,024 | - | 19,167,024 |
| Registered Investment Companies | 33,465,370 | - | - | 33,465,370 |
| Stable Value | - | 779,958,193 | - | 779,958,193 |
| Wrapper Contracts | - | - | 1,712,868 | 1,712,868 |
| AEP Stock Fund | 270,663,162 | - | - | 270,663,162 |
| Participant Loans | - | - | 60,521,812 | 60,521,812 |
| Unsettled Trades | 3,226,069 | (10,293,484) | - | (7,067,415) |
| Total Assets | \$652,382,367 | \$1,687,529,921 | \$102,211,704 | \$2,442,123,992 |

The following tables set forth a reconciliation of changes in the fair value of investments classified as Level 3 in the fair value hierarchy:

Changes in Fair Value Measurements for the Year Ended December 31, 2009

| | Strategic Property Fund | Emerging Markets Fund | Wrapper Contracts | Participant Loans | Total |
|--|-------------------------------|-----------------------------|----------------------|----------------------|---------------|
| Balance at Beginning of Year | \$31,212,837 | \$8,764,187 | \$1,712,868 | \$60,521,812 | \$102,211,704 |
| Realized Gains (Losses) | (846,000) | 319,435 | - | - | (119,214) |
| Unrealized Gains (Losses) | (7,507,188) | 6,662,133 | (380,647) | - | (1,633,053) |
| Purchases, Sales, Issuances, and Settlements (Net) | (2,457,913) | (2,000,450) | - | 5,933,584 | 1,475,221 |
| Balance at End of Year | \$20,401,736 | \$13,745,305 | \$1,332,221 | \$66,455,396 | \$101,934,658 |

Changes in Fair Value Measurements for the Year Ended December 31, 2008

| | Strategic Property Fund | Emerging Markets Fund | Wrapper Contracts | Participant Loans | Total |
|--|-------------------------------|-----------------------------|----------------------|----------------------|---------------|
| Balance at Beginning of Year | \$53,073,359 | \$15,647,202 | \$- | \$58,519,891 | \$127,240,452 |
| Realized Gains | 2,233,758 | 820,004 | - | - | 3,053,762 |
| Unrealized Gains (Losses) | (4,040,239) | (6,571,629) | 1,712,868 | - | (8,899,000) |
| Purchases, Sales, Issuances, and Settlements (Net) | (20,054,041) | (1,131,390) | - | 2,001,921 | (19,183,510) |
| Balance at End of Year | \$31,212,837 | \$8,764,187 | \$1,712,868 | \$60,521,812 | \$102,211,704 |

10. RISK AND UNCERTAINTIES

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities are exposed to various risks, such as interest rate, credit and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

11. FEDERAL INCOME TAX

The Internal Revenue Service (IRS) has determined that the Plan meets the requirements of Section 401(a) of the Internal Revenue Code (the Code) and recognizes the exempt status of the Plan's Trust pursuant to Section 501(a) of the Code. By letter dated October 14, 2008, the IRS made a favorable determination on the Plan as amended by the various amendments described in the letter.

The Plan has been amended subsequent to the issuance of the IRS determination letter. Management believes that the Company and Plan are currently designed and operated in compliance with the applicable requirements of the Code and that the Plan's Trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

12. LEGAL ISSUES

In 2002 and 2003, three putative class action lawsuits were filed in Federal District Court in Columbus, Ohio against AEP, certain executives and AEP's ERISA Plan Administrator alleging violations of ERISA in the selection of AEP stock as an investment alternative and in the allocation of assets to AEP stock. The plaintiffs sought recovery of an unstated amount of compensatory damages, attorney fees and costs. Two of the three actions were dropped voluntarily by the plaintiffs in those cases. In 2008, the trial court denied the plaintiff's motion for class certification and ordered briefing on whether the plaintiff may maintain an ERISA claim on behalf of the Plan in the absence of class certification. In February 2010, the plaintiff settled his individual claim and the parties agreed to the dismissal of the remaining case.

13. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

Due to changes in the IRS Form 5500 filing requirements, the income statement at Schedule H, Part II, now is required to separately report certain deemed distributions of participant loans, whether or not those loans may otherwise remain collectible and would still be (and are) reflected as assets on the accompanying financial statements, which are prepared on the accrual basis of accounting. Because loans deemed distributed are no longer to be carried as assets of the Plan unless and until the participant actually undertakes the repayment, amounts reported on the Schedule H as Participant loans as of the beginning and ending of the year were adjusted so that prospectively the amounts reported on the Schedule H, Part I, Line 1c(8), columns (a) and (b) are in conformity with the 5500 filing requirements, but differ from those reported in the accompanying financial statements.

| | January 1, | |
|--|---------------|---------------|
| Participant Loans – Schedule H, Part I, line 1c(8), Column (a) | 2009 | 2008 |
| Beginning Balance per Financial Statements | \$ 60,521,812 | \$ 58,519,891 |
| Less: Loans Deemed Distributed with No Post-Default Payments | (510,538) | (472,366) |
| Balance Reported on Form 5500 | \$ 60,011,274 | \$ 58,047,525 |

| | December 31, | |
|--|---------------|---------------|
| Participant Loans – Schedule H, Part I, Line 1c(8), Column (b) | 2009 | 2008 |
| Ending Balance per Financial Statements | \$ 66,455,396 | \$ 60,521,812 |

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| | | | | |
|---|----|------------|----|------------|
| Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default | | (766,983) | | (510,538) |
| Balance Reported on Form 5500 | \$ | 65,688,413 | \$ | 60,011,274 |

As a result of these changes, beginning and ending Net Assets available for benefits as well as Increase (Decrease) in Net Assets will differ from those totals reported on the Financial Statements.

| | January 1, | |
|--|------------------|------------------|
| Net Assets – Schedule H, Part I, Line 1L, Column (a) | 2009 | 2008 |
| Beginning Balance per Financial Statements | \$ 2,548,142,827 | \$ 3,186,107,355 |
| Less: Loans Deemed Distributed with No Post-Default Payments | (510,538) | (472,366) |
| Less: Adjustment from Contract Value to Fair Value | (106,018,835) | - |
| Beginning Balance Reported on Form 5500 | \$ 2,441,613,454 | \$ 3,185,634,989 |

| | December 31, | |
|---|------------------|------------------|
| Net Assets – Schedule H, Part I, Line 1L, Column (b) | 2009 | 2008 |
| Ending Balance per Financial Statements | \$ 3,031,401,472 | \$ 2,548,142,827 |
| Less: Adjustment from Contract Value to Fair Value | (49,132,012) | (106,018,835) |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default | (766,983) | (510,538) |
| Balance Reported on Form 5500 | \$ 2,981,502,477 | \$ 2,441,613,454 |

| | December 31, | |
|--|----------------|------------------|
| Increase (Decrease) in Net Assets – Schedule H, Part II, Line 2k | 2009 | 2008 |
| Balance per Financial Statements | \$ 483,258,645 | \$ (637,964,528) |
| Less: Loans Deemed Distributed | (256,445) | (38,172) |
| Less: Adjustment from Contract Value to Fair Value | 56,886,823 | (106,018,835) |
| Balance Reported on Form 5500 | \$ 539,889,023 | \$ (744,021,535) |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2009

| Identity of Issuer, Borrower, Lessor or Similar Party | Number of Shares/Units | Fair Value |
|---|---------------------------|---------------|
| Investment Contracts: | | |
| Stable Value Wrap | | |
| Bank of America | | |
| variable annual yield (2.00% at December 31, 2009) | | |
| with an indeterminate maturity date | - | \$665,710 |
| Stable Value Wrap | | |
| ING | | |
| variable annual yield (2.00% at December 31, 2009) | | |
| with an indeterminate maturity date | - | - |
| Stable Value Wrap | | |
| IXIS | | |
| variable annual yield (2.00% at December 31, 2009) | | |
| with an indeterminate maturity date | - | - |
| Stable Value Wrap | | |
| State Street Bank | | |
| variable annual yield (2.00% at December 31, 2009) | | |
| with an indeterminate maturity date | - | 666,511 |
| Subtotal Wrapper Contracts | | \$1,332,221 |
| Intermediate Bond Fund- | | |
| JPMorgan Chase Bank | | \$803,613,204 |
| U.S. Treasury Notes | | |
| (2.000%, due at February 28, 2010) | | 95,271 |
| U.S. Treasury Notes | | |
| (2.125%, due at April 30, 2010) | | 110,709 |
| U.S. Treasury Notes | | |
| (2.625%, due at May 31, 2010) | | 252,471 |
| U.S. Treasury Notes | | |
| (2.375%, due at August 31, 2010) | | 582,614 |
| U.S. Treasury Notes | | |
| (2.000%, due at September 30, 2010) | | 1,371,091 |
| JPMorgan Chase Bank | | |
| Liquidity Fund | | 30,409,590 |
| Subtotal Stable Value | | 836,434,950 |
| TOTAL - INVESTMENT CONTRACTS | | 837,767,171 |
| ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE | | 49,132,012 |
| TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE | | \$886,899,183 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD AS OF DECEMBER 31, 2009 (continued)

| Identity of Issuer, Borrower, Lessor or Similar Party | Number of Shares/Units | | Fair Value |
|--|------------------------|----|---------------|
| Cash Equivalents | | | |
| (VAN 2) JPMORGAN DOMESTIC LIQUIDITY | 9,898,391Units | \$ | 9,900,598 |
| CASH | 12,034Units | | 12,034 |
| CASH - COMMINGLED FUNDS | 1,633,382Units | | 1,633,382 |
| Total Cash Equivalents | | \$ | 11,546,014 |
| Common / Collective Trusts | | | |
| JP Morgan Liquidity Fund | 10,075,323Units | | 10,075,323 |
| Mellon Capital Small Cap Stock Index Fund | 1,181,717Units | | 120,246,768 |
| Mellon Capital Stock Index Fund | 3,737,298Units | | 384,825,849 |
| Mellon Capital International Stock Index Fund | 2,443,307Units | | 243,903,092 |
| Alliance Bernstein Internatinal Style Blend | 7,247,987Units | \$ | 70,450,436 |
| JP Morgan US Real Estate Securities Fund | 474,715Units | | 13,030,934 |
| Mellon Capital Aggregate Bond Index Fund | 3,034,898Units | | 320,369,946 |
| JP Morgan Emerging Markets Fund | 299,658Units | | 13,745,305 |
| JP Morgan Strategic Property Fund | 16,129Units | | 20,401,736 |
| Total Common / Collective Trusts | | \$ | 1,197,049,389 |
| AEP Stock Fund | | | |
| American Electric Power Company, Inc. Common Stock \$6.50 par value | 8,345,774Units | \$ | 290,349,477 |
| JP Morgan Liquid Assets Money Market Fund | 2,553,228Units | | 2,553,228 |
| Total AEP Stock Fund | | \$ | 292,902,705 |
| Corporate Stock - Domestic | | | |
| 3M CO COM STK USD0.01 | 12,000Units | \$ | 992,040 |
| AARONS INC COM | 5,100Units | | 141,515 |
| ABBOTT LABORATORIES COM STK NPV | 62,500Units | | 3,374,375 |
| ABM INDUSTRIES INC COM STK USD0.01 | 10,435Units | | 215,587 |
| ACE LIMITED CHF32.51 | 20,100Units | | 1,013,040 |
| ACUITY BRANDS INC COM STK USD0.01 | 8,615Units | | 307,039 |
| ADOBE SYSTEMS INC COM STK USD0.0001 | 141,000Units | | 5,185,980 |
| ADVANCE AUTO PARTS INC COM STK USD0.0001 | 2,725Units | | 110,472 |
| AEROPOSTALE INC COM STK USD0.01 | 49,500Units | | 1,685,475 |
| AFC ENTERPRISES INC COM STK USD0.001 | 7,700Units | | 62,832 |
| | 7,530Units | | 507,146 |

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| | | |
|---|-------------|-----------|
| AFFILIATED MANAGERS GROUP INC COM STK USD0.01 | | |
| AGILENT TECHNOLOGIES INC COM STK USD0.01 | 42,278Units | 1,313,577 |
| AIR METHODS CORP COM STK USD0.06 | 8,100Units | 272,322 |
| AIR PRODUCTS & CHEMICALS INC COM STK USD1 | 4,100Units | 334,191 |
| AKAMAI TECHNOLOGIES COM STK USD0.01 | 28,900Units | 732,037 |
| ALCON INC CHF0.20 | 25,900Units | 4,256,665 |
| ALEXANDRIA REAL ESTATE EQUITIES INC COM STK | 1,100Units | 71,104 |
| ALLEGHENY TECHNOLOGIES INC COM STK USD0.10 | 10,510Units | 470,533 |
| ALLIANCE DATA SYSTEM COM STK USD0.01 | 17,100Units | 1,104,489 |
| ALLIANCE HEALTHCARE SERVICES INC COM STK USD0.01 | 10,005Units | 57,129 |
| ALLIANT TECHSYSTEMS INC COM STK USD0.01 | 14,900Units | 1,315,223 |
| ALLSTATE CORP COM STK USD0.01 | 64,600Units | 1,953,504 |
| ALTERA CORP COM STK USD0.001 | 85,100Units | 1,925,813 |
| ALTRIA GROUP INC COM STK USD0.333 | 49,600Units | 990,512 |
| AMAZON COM INC COM STK USD0.01 | 43,700Units | 5,878,524 |
| AMEDISYS INC COM STK USD0.001 | 4,870Units | 236,487 |
| AMEREN CORP COM STK USD0.01 | 14,300Units | 399,685 |
| AMERICAN EAGLE OUTFITTER COM STK USD0.01 | 9,855Units | 168,323 |
| AMERIPRISE FINANCIAL INC COM STK USD0.01 | 73,000Units | 2,833,860 |
| AMERISOURCEBERGEN CORP COM STK NPV | 48,845Units | 1,273,389 |
| AMGEN INC COM STK USD0.0001 | 16,900Units | 956,033 |
| AMPHENOL CORP CLASS'A'COM STK USD0.001 | 27,800Units | 1,284,221 |
| AMR CORP COM STK USD1 | 72,200Units | 558,106 |
| AMSURG CORP COM STK NPV | 5,835Units | 128,487 |
| ANALOG DEVICES INC COM STK USD0.16 2/3 | 80,900Units | 2,554,822 |
| ANNTAYLOR STORES CORP COM STK USD0.0068 | 48,600Units | 662,904 |
| ANWORTH MORTGAGE ASSET CORP COM STK USD0.01 | 47,155Units | 343,288 |
| APACHE CORP COM STK USD1.25 | 11,400Units | 1,176,138 |
| APOLLO INVESTMENT CORP COM STK USD0.001 | 27,040Units | 265,262 |
| APPLE INC COM STK NPV | 35,700Units | 7,527,702 |
| APTARGROUP INC COM STK USD0.01 | 22,700Units | 811,298 |
| ARBITRON INC COM STK USD0.50 | 6,510Units | 153,115 |
| ARCH CAPITAL GROUP COM STK USD0.01 | 6,200Units | 443,610 |

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| | | |
|---|--------------|-----------|
| ARCHER DANIELS MIDLAND CO COM STK NPV | 11,100Units | 347,541 |
| ARES CAPITAL CORP COM STK USD0.001 | 37,400Units | 465,630 |
| ARGO GROUP INTL HLDGS COM STK USD0.01 | 7,919Units | 230,760 |
| ARKANSAS BEST CORP COM STK USD0.01 | 5,415Units | 159,363 |
| ARRIS GROUP INC COM STK USD0.01 | 70,700Units | 808,101 |
| ARROW ELECTRONICS INC COM STK USD1 | 37,185Units | 1,101,048 |
| ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01 | 21,575Units | 248,760 |
| ASCENT MEDIA CORPORATION SER'A'USD0.01 | 2,905Units | 74,165 |
| ASHLAND INC COM STK USD1 | 15,450Units | 612,129 |
| ASML HOLDING NV EUR0.09(NY REG) | 37,900Units | 1,292,011 |
| ASPEN INSURANCE HLDGS COM STK USD0.15144558 | 5,800Units | 147,610 |
| ASSURANT INC COM STK USD0.01 | 48,175Units | 1,420,199 |
| ASSURED GUARANTY LTD COM STK USD0.01 | 77,200Units | 1,679,872 |
| ASTRAZENECA PLC ADR EACH REP 1 ORD USD0.25(MGT) | 20,200Units | 948,188 |
| ATHEROS COMMUNICATIONS INC COM STK USD0.0005 | 41,200Units | 1,410,688 |
| ATMEL CORP COM STK USD0.001 | 243,093Units | 1,120,659 |
| ATWOOD OCEANICS INC COM STK USD1 | 20,800Units | 745,680 |
| AUTONATION INC COM STK USD0.01 | 49,300Units | 944,095 |
| AVNET INC COM STK USD1 | 44,625Units | 1,345,890 |
| AVON PRODUCTS INC COM STK USD0.25 | 33,700Units | 1,061,550 |
| BAIDU INC ADS EACH REPR 1 ORD CLS'A'SHS | 2,200Units | 904,706 |
| BALL CORP COM STK NPV | 6,800Units | 351,560 |
| BANK OF AMERICA CORP COM EQV SECS(CONS DEP SHS & | 37,600Units | 560,992 |
| BANK OF AMERICA CORP COM STK USD0.01 | 57,100Units | 859,926 |
| BANK OF HAWAII CORP COM STK USD2 | 18,500Units | 870,610 |
| BAXTER INTERNATIONAL INC COM STK USD1 | 54,800Units | 3,231,556 |
| BE AEROSPACE INC COM STK USD0.01 | 31,600Units | 742,600 |
| BEACON ROOFING SUPPLY INC COM STK USD0.01 CLS'A' | 7,330Units | 117,280 |
| BECKMAN COULTER INC COM STK USD0.10 | 24,386Units | 1,595,820 |
| BED BATH AND BEYOND COM STK USD0.01 | 22,600Units | 873,038 |
| BEL FUSE INC CLASS'B'SHS USD0.1 | 4,000Units | 85,960 |
| BELDEN INC COM STK USD0.01 | 19,045Units | 418,419 |
| BELO CORP CLASS'A'COM STK USD1.67 | 76,900Units | 418,336 |
| | 1,500Units | 31,020 |

| | | |
|--|--------------|-----------|
| BERKSHIRE HILLS BANCORP INC COM STK USD0.01 | | |
| BIG LOTS INC COM STK USD0.01 | 29,466Units | 853,925 |
| BILL BARRETT CORP COM NPV | 14,500Units | 451,095 |
| BIO RAD LABORATORIES INC | 1,100Units | 106,106 |
| CLASS'A'COM STK USD0.0001 | | |
| BJ SERVICES COM STK USD0.10 | 37,600Units | 701,240 |
| BJS WHOLESALE CLUB INC COM STK USD0.01 | 34,365Units | 1,124,079 |
| BLACK BOX CORP COM STK USD0.001 | 4,700Units | 133,480 |
| BLOCK(H & R) INC COM STK NPV | 11,980Units | 272,785 |
| BMC SOFTWARE INC COM STK USD0.01 | 32,300Units | 1,295,230 |
| BORG-WARNER INC COM STK USD0.01 | 16,500Units | 548,130 |
| BOWNE & CO INC USD0.01 | 32,940Units | 220,039 |
| BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25 | 18,000Units | 1,043,460 |
| BRADY CORP 'A'NON.V USD0.01 | 5,375Units | 161,304 |
| BRINK'S COMPANY BRINKS GROUP COM USD1 | 12,885Units | 313,621 |
| BRISTOW GROUP INC COM STK USD0.01 | 13,720Units | 527,534 |
| BROCADE COMM USD0.001 | 116,900Units | 891,947 |
| BROOKS AUTOMATION INC | 59,400Units | 509,652 |
| BROWN & BROWN INC COM STK USD0.10 | 3,700Units | 66,489 |
| BROWN SHOE CO INC COM STK USD3.75 | 19,230Units | 191,146 |
| BUCKLE COM STK USD0.05 | 38,450Units | 1,125,816 |
| BUCYRUS INTERNATIONAL INC COM STK USD0.01 | 35,700Units | 2,012,409 |
| BUNGE LTD COM STK USD0.01 | 5,500Units | 351,065 |
| CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01 | 60,400Units | 1,559,528 |
| CABOT CORP COM STK USD1 | 3,272Units | 85,825 |
| CACI INTL INC CLASS A COM | 3,900Units | 190,515 |
| CAE INC COM NPV | 112,700Units | 927,521 |
| CALLAWAY GOLF CO COM STK USD0.01 | 18,110Units | 136,549 |
| CAMBREX CORP COM STK USD0.10 | 9,700Units | 54,126 |
| CAMECO CORP COM NPV | 71,300Units | 2,297,765 |
| CAMPBELL SOUP CO CAP STK USD0.0375 | 26,900Units | 916,618 |
| CAPITALSOURCE INC COM STK USD0.01 | 37,865Units | 150,324 |
| CAPSTEAD MTGE.CORP COM STK USD0.01 | 15,265Units | 216,610 |
| CARLISLE COS INC COM STK USD1 | 14,499Units | 496,736 |
| CEC ENTERTAINMENT COM STK USD0.10 | 7,400Units | 236,208 |
| CELANESE CORP COM STK USD0.0001 CLS'A' | 10,949Units | 351,463 |
| CELGENE CORP COM STK USD0.01 | 45,900Units | 2,555,712 |
| CENOVUS ENERGY INC NPV | 16,400Units | 413,280 |
| CENTENE CORP(DEL) COM STK USD0.001 | 8,435Units | 178,569 |
| CEPHALON INC COM STK USD0.01 | 15,300Units | 954,873 |

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| | | |
|---|--------------|-----------|
| CHARMING SHOPPES INC COM STK USD0.10 | 39,735Units | 257,085 |
| CHECKPOINT SYSTEMS COM STK USD0.10 | 7,645Units | 116,586 |
| CHEVRON CORP COM STK USD0.75 | 13,100Units | 1,008,569 |
| CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG) | 22,700Units | 458,994 |
| CHICOS FAS INC COM STK USD0.01 | 13,300Units | 186,865 |
| CHINA MEDICAL TECHNOLOGIES INC ADR EACH REP 10 ORD | 17,100Units | 240,255 |
| CHUBB CORP COM STK USD1 | 19,200Units | 950,976 |
| CIBER INC COM STK USD0.01 | 23,100Units | 79,695 |
| CIGNA CORP COM STK USD0.25 | 50,255Units | 1,772,494 |
| CINCINNATI BELL NC USD0.01 | 237,100Units | 817,995 |
| CISCO SYSTEMS INC COM STK USD0.001 | 200,400Units | 4,797,576 |
| CITY HLDG CO COM STK USD2.50 | 3,000Units | 96,990 |
| CLIFFS NATURAL RESOURCES INC COM STK USD0.125 | 20,500Units | 944,845 |
| CMS ENERGY CORP COM STK USD0.01 | 26,400Units | 413,424 |
| COACH INC COM STK USD0.01 | 48,520Units | 1,772,436 |
| COGNEX CORP COM STK USD0.002 | 40,500Units | 717,660 |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP COM STK | 19,000Units | 860,700 |
| COLGATE-PALMOLIVE CO COM STK USD1 | 30,900Units | 2,538,435 |
| COLONY FINANCIAL INC USD0.01 | 6,100Units | 124,684 |
| COMMERCE BANCSHARES INC COM STK USD5 | 1,575Units | 60,984 |
| COMPUTER SCIENCES CORP COM STK USD1 | 38,910Units | 2,238,492 |
| COMTECH TELECOMMUNICATIONS COM STK USD0.10 | 21,657Units | 759,078 |
| CONMED CORP COM STK USD0.01 | 11,280Units | 257,184 |
| CONOCOPHILLIPS COM STK USD1.25 | 19,100Units | 975,437 |
| CONSOL ENERGY INC COM STK USD0.01 | 13,900Units | 692,220 |
| CONSTELLATION ENERGY GROUP INC COM STK NPV | 11,000Units | 389,510 |
| CONVERGYS CORP COM STK NPV | 16,800Units | 180,600 |
| CORE LABORATORIES NV EUR0.01 | 1,200Units | 141,744 |
| CORPORATE EXECUTIVE BOARD CO COM STK USD0.01 | 10,410Units | 237,556 |
| COSTCO WHOLESALE CORP COM STK USD0.005 | 46,000Units | 2,721,820 |
| COVANCE INC COM STK USD0.01 | 5,502Units | 300,244 |
| CRA INTERNATIONAL INC COM | 3,569Units | 95,114 |
| CRACKER BARREL OLD COUNTRY STORE INC | 25,400Units | 964,946 |
| CREDIT SUISSE GROUP ADR-EACH REPR 1 ORD(DT) | 20,600Units | 1,012,696 |
| CREE INC COM STK USD0.005 | 18,000Units | 1,014,660 |
| | 41,400Units | 60,030 |

| | | |
|---|--------------|-----------|
| CROWN MEDIA HOLDINGS | | |
| CLASS'A'COM STK USD0.01 | | |
| CUMMINS INC COM STK USD2.50 | 71,000Units | 3,256,060 |
| CVB FINANCIAL NPV | 14,811Units | 129,226 |
| CYTEC INDUSTRIES INC COM STK USD0.01 | 5,155Units | 187,745 |
| DARDEN RESTAURANTS INC COM STK NPV | 12,900Units | 452,403 |
| DAVITA INC COM STK USD0.001 | 9,910Units | 582,113 |
| DECKERS OUTDOOR CORP COM STK USD0.01 | 3,700Units | 376,364 |
| DELPHI FINANCIAL GROUP INC CLASS'A'COM STK USD0.01 | 10,600Units | 237,122 |
| DIEBOLD INC COM STK USD1.25 | 25,875Units | 736,144 |
| DISCOVERY COMMUNICATIONS INC CLS 'A' USD0.01 | 29,050Units | 890,964 |
| DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01 | 29,050Units | 770,406 |
| DOLBY LABORATORIES INC COM STK USD0.001 CLASS 'A' | 29,000Units | 1,384,170 |
| DOLE FOOD CO INC USD0.001 | 43,910Units | 544,923 |
| DOLLAR TREE INC COM STK USD0.01 | 18,800Units | 908,040 |
| DONNELLEY(R.R.)& SONS CO COM STK USD1.25 | 43,336Units | 965,093 |
| DOVER CORP COM STK USD1 | 17,800Units | 740,658 |
| DOW CHEMICAL CO COM STK USD2.50 | 12,400Units | 344,472 |
| DRESS BARN INC COM STK USD0.05 | 6,555Units | 151,421 |
| DTE ENERGY CO COM STK NPV | 9,000Units | 397,080 |
| DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30 | 10,600Units | 356,902 |
| DUKE REALTY CORP COM STK USD0.01 | 68,379Units | 832,172 |
| DYNCORP INTERNATIONAL INC COM STK USD0.01 | 64,300Units | 922,705 |
| E TRADE FINANCIAL CORP COM STK USD0.01 | 262,860Units | 460,005 |
| EARTHLINK INC COM STK USD0.01 | 26,355Units | 219,010 |
| EAST WEST BANCORP INC COM STK USD0.01 | 28,310Units | 447,298 |
| EASTMAN CHEMICAL CO COM STK USD0.01 | 5,500Units | 333,740 |
| EATON CORP COM USD0.50 | 14,100Units | 897,042 |
| EBIX. COM INC USD0.10 | 3,900Units | 190,437 |
| EDISON INTERNATIONAL COM STK NPV | 10,400Units | 364,988 |
| EL PASO ELECTRIC CO COM STK NPV | 16,400Units | 332,592 |
| ELECTRONICS FOR IMAGING INC COM STK USD0.01 | 11,860Units | 154,299 |
| EMULEX CORP COM STK USD0.10 | 19,999Units | 217,989 |
| ENCANA CORP COM NPV | 16,400Units | 531,196 |
| ENDURANCE SPECIALTY HLDGS LTD USD1 | 19,500Units | 725,985 |
| ENERGEN CORP COM STK USD0.01 | 18,900Units | 884,520 |

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| ENERSYS COM USD0.01 | 18,605Units | 406,891 |
| ENI ADR EACH REP 2 ORD (MGT) | 18,800Units | 951,468 |
| ENSCO PLC | 21,100Units | 842,734 |
| ENSTAR GROUP LIMITED SHS | 800Units | 58,416 |
| EQUIFAX INC COM STK USD1.25 | 15,785Units | 487,599 |
| EXPRESS SCRIPTS INC COM STK USD0.01 | 14,400Units | 1,244,880 |
| EXXON MOBIL CORP COM STK NPV | 13,800Units | 941,022 |
| FAMILY DOLLAR STORES INC COM STK USD0.10 | 8,100Units | 226,517 |
| FBR CAPITAL MARKETS COM STK USD0.001 | 37,540Units | 231,997 |
| FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01 | 6,780Units | 186,450 |
| FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK | 13,850Units | 186,421 |
| FIFTH STREET FINANCE CORP USD0.01 | 19,245Units | 206,691 |
| FINISH LINE INC CLASS'A'COM STK USD0.01 | 13,680Units | 171,684 |
| FIRST AMERICAN CORP COM STK USD1 | 6,180Units | 205,979 |
| FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS | 1,495Units | 245,643 |
| FIRST MIDWEST BANCORP COM STK USD0.01 | 15,219Units | 165,887 |
| FIRSTENERGY CORP COM STK USD0.10 | 8,700Units | 404,115 |
| FLOWSERVE CORP COM STK USD1.25 | 14,000Units | 1,327,092 |
| FLUOR CORP(NEW) COM STK USD0.01 | -Units | 2,263 |
| FLUSHING FINANCIAL CORP COM STK USD0.01 | 49,300Units | 555,118 |
| FNB CORP PA COM STK USD0.01 | 24,352Units | 165,350 |
| FOOT LOCKER INC COM STK USD0.01 | 20,430Units | 227,590 |
| FORD MOTOR CO COM STK USD0.01 | 95,800Units | 958,000 |
| FOREST LABORATORIES INC COM STK USD0.10 | 30,718Units | 986,355 |
| FRANKLIN RESOURCES INC COM STK USD0.10 | 9,700Units | 1,024,029 |
| FRESH DEL MONTE PRODUCE NV COM STK USD0.01 | 12,075Units | 266,858 |
| FTI CONSULTING INC COM STK USD0.01 | 9,360Units | 441,418 |
| FULLER(H.B.)CO COM STK USD1 | 12,400Units | 282,100 |
| G & K SERVICES INC CLASS'A'COM STK USD0.50 | 7,580Units | 190,485 |
| GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001 | 48,809Units | 1,070,869 |
| GANNETT CO INC COM STK USD1 | 37,700Units | 561,353 |
| GAP INC COM STK USD0.05 | 40,800Units | 854,760 |
| GARDNER DENVER INC COM STK USD0.01 | 6,050Units | 257,428 |
| GENCORP INC COM STK USD0.10 | 65,400Units | 457,800 |
| GENERAL CABLE CORP COM STK USD0.01 | 18,600Units | 547,212 |
| | 112,000Units | 4,847,360 |

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| GILEAD SCIENCES INC COM STK USD0.001 | | |
| GLAXOSMITHKLINE ADR EACH REPR 2 ORD GBP0.25 | 22,502Units | 963,402 |
| GLOBAL PAYMENTS INC COM STK USD0.001 | 8,755Units | 471,544 |
| GOLDMAN SACHS GROUP INC COM STK USD0.01 | 29,400Units | 4,963,896 |
| GOODRICH CORP COM STK USD5 | 26,700Units | 1,722,684 |
| GOODRICH PETROLEUM CORPORATION COM STK USD0.20 | 35,700Units | 869,295 |
| GOOGLE INC COM STK USD0.001 CLS'A' | 12,619Units | 7,823,528 |
| GRACO INC COM STK USD1 | 5,000Units | 142,850 |
| GRANITE CONSTRUCTION COM STK USD0.01 | 3,710Units | 125,361 |
| GREATBATCH INC COM STK USD0.001 | 2,261Units | 43,479 |
| GREIF INC COM STK CLASS'A' NPV | 2,400Units | 130,464 |
| GRIFFON CORP COM STK USD0.25 | 33,101Units | 404,494 |
| GROUP 1 AUTOMOTIVE INC COM STK NPV | 5,245Units | 148,696 |
| GUESS INC COM STK USD0.01 | 11,100Units | 469,530 |
| GYMBOREE CORP COM STK USD0.001 | 3,415Units | 148,518 |
| HAEMONETICS CORP COM STK USD0.01 | 4,785Units | 263,893 |
| HANGER ORTHOPEDICCOM USD0.01 | 8,660Units | 119,768 |
| HANOVER INSURANCE GROUP INC COM STK USD0.01 | 10,330Units | 458,962 |
| HARMONIC INC COM STK USD0.001 | 157,400Units | 996,342 |
| HARRIS CORP COM STK USD1 | 11,340Units | 539,217 |
| HARRIS STRATEX NETWORKS INC COM STK USD0.01 | 26,500Units | 183,115 |
| HARSCO CORP COM STK USD1.25 | 37,293Units | 1,201,953 |
| HARTE-HANKS INC COM STK USD1 | 9,829Units | 105,957 |
| HARTFORD FINANCIAL SERVICES GRP INC COM STK | 55,200Units | 1,286,187 |
| HATTERAS FINANCIAL CORP USD0.001 | 6,360Units | 185,458 |
| HCC INSURANCE HLDG COM STK USD1 | 29,600Units | 831,908 |
| HEALTH CARE REIT INC COM STK USD1 | 1,020Units | 45,206 |
| HEARTLAND PAYMENT SYSTEMS INC COM STK USD0.001 | 12,525Units | 164,453 |
| HEIDRICK & STRUGGLES COM STK USD0.01 | 31,805Units | 993,588 |
| HEINZ(H.J.)CO COM STK USD0.25 | 22,800Units | 984,504 |
| HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV | 24,055Units | 282,646 |
| HELMERICH & PAYNE INC COM STK USD0.10 | 35,200Units | 1,403,776 |
| HERBALIFE LTD | 23,200Units | 941,224 |
| HEWITT ASSOCIATES COM USD0.01 CLASS A | 7,515Units | 317,584 |
| HEWLETT-PACKARD CO COM STK USD0.01 | 110,800Units | 5,715,564 |

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| HEXCEL CORP COM STK USD0.01 | 57,000Units | 739,860 |
| HILLENBRAND INC NPV | 19,070Units | 359,279 |
| HORACE MANN EDUCATORS CORP COM STK USD0.001 | 7,370Units | 92,125 |
| HORNBECK OFFSHORE SERVICES INC COM STK USD0.01 | 3,171Units | 73,821 |
| HOSPIRA INC COM STK USD0.01 | 14,900Units | 759,900 |
| HUMANA INC COM STK USD0.166 | 26,900Units | 1,180,641 |
| IAC/INTERACTIVE CORP COM STK USD0.01 | 20,500Units | 419,840 |
| ICT GROUP INC COM STK USD0.01 | 6,300Units | 102,879 |
| ILLUMINA INC COM STK USD0.01 | 24,600Units | 753,990 |
| IMATION CORP COM STK USD0.01 | 14,280Units | 124,522 |
| INDEPENDENT BANK CORP(MASS) COM STK USD0.01 | 2,500Units | 52,675 |
| INFINITY PROPERTY & CASUALTY CORP COM NPV | 3,150Units | 128,016 |
| INGRAM MICRO INC CLASS'A'COM STK USD0.01 | 21,915Units | 382,417 |
| INSIGHT ENTERPRISE INC COM STK USD0.01 | 25,445Units | 290,582 |
| INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 95,311Units | 616,662 |
| INTEGRYS ENERGY GROUP INC COM STK USD1 | 9,842Units | 413,266 |
| INTEL CORP COM STK USD0.001 | 153,300Units | 3,127,320 |
| INTERACTIVE DATA CORP COM STK NPV | 7,600Units | 192,280 |
| INTERMEC INC COM STK USD0.01 | 48,700Units | 626,282 |
| INTERNATIONAL BUS MACH CORP COM STK USD0.20 | 9,600Units | 1,256,640 |
| INTERNATIONAL PAPER CO COM STK USD1 | 13,200Units | 353,496 |
| INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK | 11,835Units | 336,706 |
| INVACARE CORP COM STK NPV | 5,380Units | 134,244 |
| INVENTIV HEALTH INC COM STK USD0.001 | 8,200Units | 132,594 |
| ION GEOPHYSICAL CORPORATION COM STK USD0.01 | 84,900Units | 502,608 |
| ISIS PHARMACEUTICAL COM STK USD0.001 | 62,000Units | 688,200 |
| ITT EDUCATIONAL SERVICES INC COM STK USD0.01 | 26,200Units | 2,514,152 |
| JACK IN THE BOX INC COM STK USD0.01 | 8,900Units | 175,063 |
| JACKSON HEWITT TAX SERVICE INC COM STK USD0.01 | 17,700Units | 77,880 |
| JOHNSON & JOHNSON COM STK USD1 | 14,800Units | 953,268 |
| JOHNSON CONTROLS INC COM STK USD0.01388 | 71,800Units | 1,965,166 |
| | 7,965Units | 481,086 |

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| JONES LANG LASALLE INC COM STK USD0.01 | | |
| JOY GLOBAL INC COM STK USD1 | 24,100Units | 1,243,319 |
| JPMORGAN CHASE & CO COM STK USD1 | 81,900Units | 3,412,773 |
| JUNIPER NETWORKS COM STK USD0.00001 | 70,300Units | 1,874,901 |
| KANSAS CITY SOUTHERN COM STK USD0.01 | 25,200Units | 838,908 |
| KB HOME COM STK USD1 | 40,800Units | 558,144 |
| KBR INC COM STK USD0.001 | 50,400Units | 959,860 |
| KENNAMETAL INC CAP STK USD1.25 | 7,400Units | 191,808 |
| KFORCE INC COM STK USD0.01 | 5,092Units | 63,650 |
| KIMBERLY-CLARK CORP COM STK USD1.25 | 14,500Units | 932,495 |
| KINDRED HEALTHCARE INC COM STK USD0.25 | 21,215Units | 391,629 |
| KINROSS GOLD CORP COM STK NPV | 38,300Units | 704,720 |
| KNIGHT CAPITAL GROUP INC CLASS'A' COM STK USD0.01 | 29,605Units | 455,917 |
| KNOLL INC COM STK USD1 | 19,720Units | 203,708 |
| KNOLL INC COM STK USD1 | 16,555Units | 171,013 |
| KOHL'S CORP COM STK USD0.01 | 33,000Units | 1,779,690 |
| L-1 IDENTITY SOLUTIONS INC COM STK USD0.001 | 47,400Units | 355,026 |
| LAM RESEARCH CORP COM STK USD0.001 | 34,000Units | 1,333,140 |
| LANCE INC COM STK USD0.833 | 6,200Units | 163,060 |
| LANDSTAR SYSTEMS INC COM STK USD0.01 | 6,740Units | 261,310 |
| LAS VEGAS SANDS CORP COM STK USD0.001 | 72,400Units | 1,081,656 |
| LAZARD LTD COM STK CLASS 'A' USD0.01 | 36,460Units | 1,384,386 |
| LENNAR CORP COM STK USD0.10 | 26,340Units | 336,362 |
| LENNOX INTERNATIONAL INC COM STK USD0.01 | 4,970Units | 194,725 |
| LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01 | 7,175Units | 186,407 |
| LIBERTY MEDIA HOLDING COM STK NPV CAP'A' WI | 13,200Units | 315,216 |
| LIFE TECHNOLOGIES CORP COM | 16,100Units | 840,903 |
| LIFE TIME FITNESS INC COM STK USD0.02 | 4,457Units | 111,113 |
| LIFEPOINT HOSPITALS INC COM STK USD0.01 | 8,770Units | 285,113 |
| LILLY(ELI)& CO COM STK NPV | 26,000Units | 928,460 |
| LIN TV CORP COM STK USD0.01 | 86,100Units | 384,006 |
| LINCARE HLDGS INC COM STK USD0.01 | 11,570Units | 429,478 |
| LINCOLN ELECTRIC HLDGS INC COM STK NPV | 15,970Units | 858,060 |
| | 34,805Units | 865,948 |

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| LINCOLN NATIONAL CORP COM STK USD1.25 | | |
| LIVE NATION ENTERTAINMENT INC COM STK USD0.01 | 56,125Units | 477,624 |
| LODGENET INTERACTIVE CORP | 45,200Units | 249,956 |
| LONGTOP FINANCIAL TECHNOLOGIES ADR EACH REPR 1 ORD | 13,500Units | 499,770 |
| LSI CORPORATION COM STK USD0.01 | 123,700Units | 743,437 |
| LUBRIZOL CORP COM STK NPV | 4,900Units | 357,455 |
| MACK CALI REALTY CORP COM STK USD0.01 | 2,500Units | 86,425 |
| MANPOWER INC COM STK USD0.01 | 5,530Units | 301,827 |
| MANTECH INTERNATIONAL CORP COM STK USD0.01 | 19,500Units | 941,460 |
| MARATHON OIL CORP COM STK USD1 | 28,900Units | 902,258 |
| MARRIOTT INTERNATIONAL INC COM STK USD0.01 CL'A' | 58,283Units | 1,588,206 |
| MARSHALL & ILSLEY CORP NEW COM STK USD1 | 47,300Units | 257,785 |
| MASTERCARD INC COM STK | 17,300Units | 4,428,454 |
| MATTHEWS INTL CORP CLASS'A'COM STK USD1 | 5,120Units | 181,402 |
| MAX CAPITAL GROUP COM STK USD1 | 30,930Units | 689,739 |
| MAXIM INTEGRATED PRODUCTS COM STK USD0.001 | 66,000Units | 1,339,800 |
| MAXIMUS INC COM STK NPV | 7,196Units | 359,800 |
| MB FINANCIAL INC COM STK USD0.01 | 2,376Units | 46,855 |
| MCDONALD'S CORP COM STK USD0.01 | 13,400Units | 836,696 |
| MCKESSON CORP COM STK USD0.01 | 15,100Units | 945,562 |
| MDC HLDGS INC COM STK USD0.01 | 3,920Units | 121,677 |
| MEADWESTVACO CORPORATION COM NPV | 31,700Units | 907,571 |
| MEDCO HEALTH SOLUTIONS INC COM STK USD0.01 | 68,600Units | 4,384,226 |
| MEDTRONIC INC COM STK USD0.10 | 21,500Units | 945,570 |
| MENS WEARHOUSE INC COM STK USD0.01 | 8,375Units | 176,378 |
| METLIFE INC COM STK USD0.01 | 28,100Units | 993,335 |
| METTLER TOLEDO COM STK USD0.01 | 4,400Units | 461,956 |
| MFA FINANCIAL INC COM STK USD0.01 | 96,080Units | 732,130 |
| MICROCHIP TECHNOLOGY COM STK USD0.001 | 25,200Units | 732,312 |
| MICROSOFT CORP COM STK USD0.00000625 | 83,200Units | 2,536,768 |
| MICROSTRATEGY INC. | 1,600Units | 150,432 |
| MILLER(HERMAN) INC COM STK USD0.20 | 74,200Units | 1,187,179 |
| MINERALS TECHNOLOGIES INC COM STK USD0.10 | 1,900Units | 103,493 |
| MOLINA HEALTHCARE INC COM STK USD0.001 | 3,000Units | 68,610 |

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| MONRO MUFFLER BRAKE INC COM STK USD0.01 | 3,840Units | 128,410 |
| MONSANTO CO COM STK USD0.01 | 900Units | 73,575 |
| MONSTER WORLDWIDE INC COM STK USD0.001 | 14,120Units | 245,688 |
| MOOG INC CLASS'A'(LIM.V)USD1 | 7,000Units | 204,610 |
| MPS GROUP INC COM STK USD0.01 | 18,910Units | 259,823 |
| MUELLER INDUSTRIES INC COM STK USD0.01 | 5,185Units | 128,795 |
| MUELLER WATER PRODUCTS INC COM STK USD0.01 SER'A' | 28,355Units | 147,446 |
| MYERS INDUSTRIES INC COM STK NPV | 6,200Units | 56,792 |
| MYLAN INC COM STK USD0.50 | 64,300Units | 1,185,049 |
| MYRIAD GENETICS INC COM STK USD0.01 | 76,000Units | 1,983,600 |
| NATIONAL PENN BANCSHARES COM STK NPV | 23,164Units | 134,120 |
| NATIONWIDE HEALTH PROPERTIES INC COM STK USD0.10 | 5,400Units | 189,972 |
| NAVIGANT CONSULTING INC COM STK USD0.001 | 21,935Units | 325,954 |
| NAVIGATORS GROUP INC COM STK USD0.10 | 900Units | 42,399 |
| NBTY INC COM STK USD0.008 | 12,859Units | 559,881 |
| NETAPP INC COM | 119,100Units | 4,095,849 |
| NEW YORK TIMES CO COM CLASS'A'STK USD0.10 | 37,000Units | 457,320 |
| NII HOLDINGS INC COM STK USD0.001 | 11,400Units | 382,812 |
| NIKE INC CLASS'B'COM STK NPV | 44,000Units | 2,918,960 |
| NISOURCE INC COM STK NPV | 25,700Units | 395,266 |
| NOBLE CORPORATION CHF0.01 | 53,500Units | 2,177,450 |
| NOBLE ENERGY INC COM STK USD3.33 1/3 | 10,300Units | 733,566 |
| NORDSTROM INC COM STK NPV | 28,800Units | 1,082,304 |
| NORTHWEST NATURAL GAS CO COM STK USD3.167 | 3,900Units | 175,656 |
| NOVELLUS SYSTEMS INC COM STK NPV | 46,900Units | 1,094,646 |
| NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001 | 17,925Units | 481,645 |
| NUANCE COMMUNICATIONS INC COM STK USD0.001 | 11,400Units | 177,156 |
| NV ENERGY INC COM STK USD0.01 | 45,775Units | 566,695 |
| NVR INC COM STK USD0.01 | 2,697Units | 1,916,785 |
| OCCIDENTAL PETROLEUM CORP COM USD0.20 | 50,600Units | 4,133,008 |
| OCEANEERING INTERNATIONAL INC COM STK USD0.25 | 3,000Units | 175,560 |
| OLD DOMINION FREIGHT LINE INC COM STK USD0.10 | 4,000Units | 122,800 |
| OLIN CORP COM STK USD1 | 8,280Units | 145,066 |
| OMNICARE INC COM STK USD1 | 27,980Units | 676,556 |

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| ONYX PHARMACEUTICALS COM STK USD0.001 | 21,800Units | 639,612 |
| ORACLE CORP COM STK USD0.01 | 56,500Units | 1,386,510 |
| O'REILLY AUTOMOTIVE INC COM STK USD0.01 | 30,000Units | 1,143,600 |
| ORIENT EXPRESS HOTELS LTD CLS'A'COM STK USD0.01 | 74,100Units | 751,374 |
| OSHKOSH CORPORATION | 6,185Units | 229,031 |
| OSI PHARMACEUTICALS INC COM STK USD0.01 | 23,100Units | 716,793 |
| OXFORD INDUSTRIES INC COM STK USD1 | 3,000Units | 62,040 |
| PACTIV CORP COM STK USD0.01 | 54,400Units | 1,313,216 |
| PALL CORP COM STK USD0.10 | 41,800Units | 1,513,160 |
| PALM INC COM STK USD0.001 | 61,900Units | 621,476 |
| PANTRY INC COM STK USD0.01 | 3,900Units | 53,001 |
| PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01 | 13,315Units | 217,567 |
| PARKER-HANNIFIN CORP COM STK USD0.50 | 16,850Units | 907,878 |
| PARTNERRE COM STK USD1 | 5,240Units | 391,218 |
| PDL BIOPHARMA INC COM STK USD0.01 | 73,500Units | 504,210 |
| PEPSICO INC CAP STK USD0.0166 | 28,600Units | 1,755,350 |
| PERRIGO CO COM STK NPV | 5,710Units | 227,486 |
| PETROLEO BRASILEIRO SA PETROBRAS ADS EACH REP 2 | 30,600Units | 1,464,978 |
| PFIZER INC COM STK USD0.05 | 135,600Units | 2,466,564 |
| PG&E CORP COM STK NPV | 15,400Units | 694,078 |
| PHARMERICA CORPORATION COM STK USD0.01 | 5,745Units | 91,231 |
| PHH CORP COM STK NPV | 26,470Units | 426,432 |
| PHILIP MORRIS INTERNATIONAL INC NPV | 18,700Units | 911,999 |
| PINNACLE WEST CAPITAL CORP COM STK USD2.50 | 30,000Units | 1,097,400 |
| PITNEY BOWES INC COM STK USD1 | 40,200Units | 914,952 |
| PLATINUM UNDERWRITERS HLDGS LTD SHS | 16,610Units | 635,997 |
| PNM RESOURCES INC COM STK USD5 | 33,160Units | 419,474 |
| PPG INDUSTRIES INC COM STK USD1.666 | 5,700Units | 333,678 |
| PRAXAIR INC COM STK USD0.01 | 15,200Units | 1,220,712 |
| PRECISION CASTPARTS CORP COM NPV | 44,930Units | 4,958,026 |
| PRICE T ROWE GROUP INC COM STK USD0.20 | 20,500Units | 1,091,625 |
| PRICELINE.COM INC COM STK USD0.008 | 5,800Units | 1,267,300 |
| PROASSURANCE CORP COM STK USD0.01 | 2,015Units | 108,226 |
| PROCTER & GAMBLE CO COM STK NPV | 15,100Units | 915,513 |
| PROGRESS SOFTWARE CORP COM STK USD0.01 | 7,171Units | 209,465 |
| | 5,000Units | 203,125 |

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| PROSPERITY BANCSHARES INC COM STK USD1 | | |
| PRUDENTIAL FINANCIAL INC COM STK USD0.01 | 20,200Units | 1,005,152 |
| PSYCHIATRIC SOLUTIONS INC COM STK USD0.01 | 6,205Units | 131,174 |
| PULTE GROUP INC COM STK USD0.01 | 30,335Units | 303,350 |
| QUALCOMM INC COM STK USD0.0001 | 138,400Units | 6,402,384 |
| QUESTAR CORP COM STK NPV | 10,500Units | 436,485 |
| QWEST COMMUNICATIONS INTL INC COM STK USD0.01 | 92,100Units | 387,741 |
| RAMCO-GERSHENSON PROPERTIES TRUST SBI USD0.01 | 10,456Units | 101,457 |
| RAYMOND JAMES FINANCIAL INC COM STK USD0.01 | 40,000Units | 955,200 |
| RAYONIER INC COM STK NPV | 5,100Units | 215,016 |
| RC2 CORP COM STK USD0.01 | 24,815Units | 366,021 |
| REDWOOD TRUST INC COM STK USD0.01 | 22,035Units | 324,135 |
| REGENCY CENTERS CORP COM STK USD0.01 | 3,055Units | 107,108 |
| REGENERON PHARMACEUTICALS INC COM STK USD0.001 | 50,700Units | 1,225,926 |
| REGIS CORP COM STK USD0.05 | 18,990Units | 295,674 |
| REHABCARE GROUP INC COM | 5,705Units | 173,603 |
| REINSURANCE GROUP OF AMERICA USD0.01 | 19,120Units | 911,068 |
| RELIANCE STEEL & ALUMINIUM COM STK NPV | 8,500Units | 368,220 |
| RENAISSANCERE HLDGS COM STK USD1 | 3,320Units | 176,458 |
| RENT-A-CENTER INC COM STK USD0.01 | 17,820Units | 315,770 |
| REYNOLDS AMERICAN INC COM STK USD0.0001 | 17,700Units | 955,839 |
| RF MICRO DEVICES INC COM STK NPV | 140,800Units | 671,616 |
| ROBERT HALF INTERNATIONAL INC COM STK USD1 | 30,400Units | 812,592 |
| ROCHE HLDG AG ADR-REPR GENUS PTG CERT NPV | 41,100Units | 1,747,371 |
| ROCK-TENN CO CLASS'A'COM STK USD0.01 | 2,620Units | 132,074 |
| ROSETTA RESOURCES INC COM STK USD0.01 | 8,580Units | 170,999 |
| ROSS STORES INC COM STK USD0.01 | 20,000Units | 854,200 |
| ROWAN COS INC COM STK USD0.125 | 23,900Units | 541,096 |
| ROYAL CARIBBEAN CRUISES COM STK USD0.01 | 35,400Units | 894,912 |
| ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS | 16,200Units | 973,782 |
| RTI INTERNATIONAL METALS INC COM STK USD0.01 | 54,830Units | 1,380,071 |

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| RUDDICK CORP COM STK USD1 | 16,000Units | 413,600 |
| RYDER SYSTEM INC COM STK USD0.50 | 1,000Units | 41,170 |
| S & T BANCORP INC COM STK USD2.50 | 5,314Units | 90,391 |
| SAKS INC COM STK USD0.10 | 78,000Units | 511,680 |
| SALESFORCE.COM INC COM STK USD0.001 | 30,200Units | 2,227,854 |
| SANOFI-AVENTIS ADR ECH REP 1/2 ORD EUR2 SPON | 24,000Units | 942,480 |
| SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II | 44,700Units | 2,092,407 |
| SARA LEE CORP COM STK USD0.01 | 64,400Units | 791,476 |
| SCHLUMBERGER COM STK USD0.01 | 45,500Units | 2,971,150 |
| SCHOLASTIC CORP COM STK USD0.01 | 1,700Units | 50,711 |
| SCHWAB(CHARLES)CORP COM STK USD0.01 | 196,800Units | 3,703,776 |
| SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV | 13,505Units | 530,882 |
| SEABRIGHT INSURANCE HLDGS INC COM STK USD0.01 | 7,400Units | 85,026 |
| SEACHANGE INTERNATIONAL INC COM STK USD0.01 | 82,600Units | 542,682 |
| SEAGATE TECHNOLOGY HLDGS COM STK USD0.00001 | 20,500Units | 372,895 |
| SEATTLE GENETICS INC COM STK USD0.01 | 59,600Units | 605,536 |
| SELECT MEDICAL HLDGS CORP NPV | 41,990Units | 445,934 |
| SEMPRA ENERGY CORP COM STK NPV | 6,600Units | 372,042 |
| SENSIENT TECHNOLOGIES CORP COM STK USD0.10 | 7,420Units | 195,146 |
| SERVICE CORPORATION INTERNATIONAL COM STK USD1 | 55,460Units | 454,217 |
| SHIRE PLC | 28,780Units | 1,689,386 |
| SIMON PPTY GROUP INC NEW COM | 11,045Units | 881,391 |
| SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK | 60,000Units | 241,800 |
| SKECHERS USA INC CLASS'A'COM STK USD0.001 | 15,345Units | 451,296 |
| SKYWEST INC COM STK NPV | 3,000Units | 50,880 |
| SKYWORKS SOLUTIONS INCCOM | 57,300Units | 813,087 |
| SLM CORP COM STK USD0.20 | 75,900Units | 855,393 |
| SONOCO PRODUCTS CO COM STK NPV | 31,200Units | 912,600 |
| SOUTHWESTERN ENERGY CO COM STK USD0.10 | 55,600Units | 2,679,920 |
| SPARTAN STORES INC COM STK USD0.01 | 12,300Units | 175,767 |
| ST MARY LAND & EXPLORATION COM STK USD0.01 | 5,200Units | 178,048 |
| ST.JUDE MEDICAL INC COM STK USD0.10 | 42,000Units | 1,544,760 |
| STANCORP FINANCIAL GROUP COM STK NPV | 1,300Units | 52,026 |

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| STANDEX INTERNATIONAL CORP COM STK USD1.5 | 9,100Units | 182,819 |
| STAPLES INC COM STK USD0.0006 | 32,000Units | 786,880 |
| STARBUCKS CORP COM STK NPV | 43,100Units | 993,886 |
| STATE AUTO FINANCIAL CORP COM STK NPV | 5,390Units | 99,715 |
| STEEL DYNAMICS INC COM STK USD0.01 | 58,200Units | 1,035,669 |
| STEELCASE INC COM STK NPV | 71,100Units | 455,040 |
| STERIS CORP COM STK NPV | 3,500Units | 97,895 |
| STIFEL FINANCIAL CORP COM STK USD0.15 | 2,650Units | 156,986 |
| STILLWATER MINING CO COM STK USD0.01 | 107,100Units | 1,015,308 |
| SUNOCO INC COM STK USD1 | 27,900Units | 728,190 |
| SVB FINANCIAL GROUP COM STK USD0.001 | 8,865Units | 369,582 |
| SY BANCORP INC COM STK NPV | 1,400Units | 30,128 |
| SYBASE INC COM STK USD0.001 | 13,674Units | 593,452 |
| SYKES ENTERPRISES INC COM STK USD0.01 | 6,900Units | 175,743 |
| SYMMETRY MEDICAL INC COM STK USD0.0001 | 17,000Units | 137,020 |
| TALISMAN ENERGY INC COM NPV | 53,800Units | 1,002,832 |
| TARGET CORP COM STK USD0.0833 | 40,700Units | 1,968,659 |
| TAUBMAN CENTRES INC COM STK USD0.01 | 1,500Units | 53,865 |
| TCF FINANCIAL COM STK USD0.01 | 9,700Units | 132,114 |
| TECHNITROL INC COM STK USD0.125 | 17,970Units | 79,158 |
| TECO ENERGY INC COM STK USD1 | 24,500Units | 397,390 |
| TELEDYNE TECHNOLOGIES INC COM STK USD0.01 | 23,100Units | 886,116 |
| TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01 | 18,640Units | 440,463 |
| TENCENT HLDGS LIMITED UNSP ADR EACH REPR 1SH | 55,000Units | 1,190,750 |
| TERADATA CORP DEL COM | 8,100Units | 254,583 |
| TERADYNE INC COM STK USD0.125 | 15,025Units | 161,218 |
| TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1 | 52,400Units | 2,943,832 |
| TEXAS INSTRUMENTS INC COM STK USD1 | 47,500Units | 1,237,850 |
| THE MOSAIC COMPANY | 22,500Units | 1,343,925 |
| TIFFANY & CO COM STK USD0.01 | 24,300Units | 1,048,895 |
| TJX COS INC COM STK USD1 | 49,100Units | 1,794,605 |
| TOLL BROS INC COM STK USD0.01 | 14,495Units | 272,651 |
| TORO CO COM STK USD1 | 5,375Units | 225,696 |
| TOTAL S A SPONSORED ADR(CNV 1/2 SHS EUR10) | 15,900Units | 1,018,236 |
| TOWER GROUP INC COM STK USD0.01 | 2,380Units | 55,716 |
| TRANSDIGM INC USD0.01 | 16,196Units | 769,148 |

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| TRAVELERS COS INC/THE | 20,000Units | 997,200 |
| TRIMBLE NAVIGATION COM STK NPV | 41,800Units | 1,053,360 |
| TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001 | 155,800Units | 934,800 |
| TRUE RELIGION APPAREL INC COM STK USD0.00001 | 40,900Units | 756,241 |
| TRUSTMARK CORP COM STK NPV | 699Units | 15,755 |
| TUTOR PERINI CORP COM STK USD1 | 6,105Units | 110,378 |
| TW TELECOM INC CLS'A'COM STK USD0.01 | 72,200Units | 1,237,508 |
| ULTRA PETROLEUM CORP COM NPV | 15,700Units | 782,802 |
| UNIFI INC COM STK USD0.10 | 95,000Units | 368,600 |
| UNILEVER ADS-EACH REPR 1 ORD(JPM) | 79,840Units | 2,546,896 |
| UNION PACIFIC CORP COM STK USD2.50 | 26,600Units | 1,706,922 |
| UNITED AMERICA INDEMNITY LTD COM STK | 7,519Units | 59,550 |
| UNITED BANKSHARES INC COM STK USD2.50 | 3,700Units | 74,999 |
| UNITED RENTALS INC COM STK USD0.01 | 66,966Units | 656,936 |
| UNITED STATES CELLULAR CORP COM STK USD1 | 19,900Units | 843,959 |
| UNITED STATES STEEL CORP COM STK USD1 | 4,100Units | 225,992 |
| UNITED STATIONERS INC COM STK USD0.10 | 8,200Units | 466,170 |
| UNITED TECHNOLOGIES CORP COM STK USD1 | 22,310Units | 1,548,537 |
| UNITEDHEALTH GROUP INC COM STK USD0.01 | 29,000Units | 883,920 |
| UNIVERSAL CORP COM STK NPV | 5,120Units | 233,523 |
| URS CORP COM STK USD0.01 | 9,900Units | 440,748 |
| USEC INC COM STK USD0.10 | 83,290Units | 320,667 |
| UTI WORLDWIDE INC ORD NPV | 31,200Units | 446,784 |
| VALIDUS HOLDING LTD COM STK USD0.175 | 27,824Units | 749,589 |
| VALLEY NATIONAL BANCORP COM STK NPV | 3,780Units | 54,130 |
| VALMONT INDUSTRIES INC COM STK USD1 | 13,200Units | 1,037,520 |
| VALSPAR CORP COM STK USD0.50 | 41,800Units | 1,141,140 |
| VCA ANTECH INC COM STK USD0.01 | 9,265Units | 230,884 |
| VECTREN CORP COM NPV | 12,200Units | 301,096 |
| VERISIGN COM STK USD0.001 | 41,600Units | 1,008,384 |
| VERTEX PHARMACEUTICAL COM STK USD0.01 | 25,800Units | 1,105,530 |
| VF CORP COM STK NPV | 9,400Units | 688,456 |
| VIAD CORP COM STOCK USD1.5 | 8,300Units | 171,561 |
| VISA INC USD0.0001 'A' | 63,000Units | 5,509,980 |
| VISHAY INTL USD0.10 | 89,900Units | 750,665 |
| VMWARE INC CLS'A'COM STK USD0.01 | 13,200Units | 559,416 |
| WADDELL & REED FINL INC CL A | 77,800Units | 2,390,794 |

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| WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01 | 101,100Units | 3,295,860 |
| WARNACO GROUP INC CLS'A'COM STK USD0.01 | 2,770Units | 116,866 |
| WATERS CORP COM STK USD0.01 | 21,500Units | 1,332,140 |
| WATSON WYATT WORLDWIDE INC CLASS'A'COM STK USD0.01 | 10,520Units | 500,699 |
| WELLPOINT INC COM STK USD0.01 | 15,700Units | 915,153 |
| WERNER ENTERPRISES INC COM STK USD0.01 | 41,100Units | 813,369 |
| WESCO INTERNATIONAL INC COM STK USD0.01 | 50,635Units | 1,367,651 |
| WESTAMERICA BANCORP COM STK NPV | 3,100Units | 171,647 |
| WESTERN DIGITAL CORP COM STK USD0.01 | 29,400Units | 1,298,010 |
| WESTERN UNION COMPANY (THE) COM STK USD0.01 | 115,500Units | 2,177,175 |
| WHIRLPOOL CORP COM STK USD1 | 10,200Units | 822,732 |
| WHITING PETROLEUM CORP COM STK USD0.001 | 3,600Units | 257,220 |
| WILLIS GROUP HOLDINGS COM STK USD0.000115 | 18,253Units | 486,260 |
| WILMINGTON TRUST CORP COM STK NPV | 11,285Units | 139,257 |
| WORLD FUEL SERVICES CORP COM STK USD0.01 | 12,060Units | 323,540 |
| ZIMMER HOLDINGS INC COM STK USD0.01 | 10,600Units | 626,566 |
| ZOLL MEDICAL CORP COM STK USD0.01 | 5,755Units | 153,774 |
| ZORAN CORP COM STK USD0.001 | 13,085Units | 144,589 |
| Total Corporate Stock - Domestic | | \$ 471,790,974 |
| Corporate Debt Securities | | |
| 3M CO 5.7% NTS 15/MAR/2037 USD2000 | 50,000Units | 53,018 |
| ABBOTT LABORATORIES 5.125% SRN 01/APR/2019 USD2000 | 75,000Units | 79,409 |
| ALABAMA POWER CO 6% SR NTS 01/MAR/2039 USD1000 | 50,000Units | 53,697 |
| ALTRIA GROUP INC 8.5% NTS 10/NOV/2013 USD1000 | 125,000Units | 145,959 |
| AMERICAN EXPRESS CO 7.25% LN STK 20/MAY/2014 | 100,000Units | 113,663 |
| ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016 | 50,000Units | 54,961 |
| ARCELORMITTAL SA 9% LN STK 15/FEB/2015 USD1000 | 75,000Units | 91,132 |
| AT&T WIRELESS SERVICES INC 8.75% SNR NTS | 100,000Units | 132,148 |
| | 90,000Units | 88,336 |

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| BANC OF AMERICA COMMERCIAL MORTGAGE 5.8379% BDS | | |
| BANK OF AMERICA CORP 5.65% BDS 01/MAY/2018 USD5000 | 150,000Units | 153,754 |
| BANK OF NEW YORK MELLON CORP 4.95% BDS 01/NOV/2012 | 125,000Units | 135,654 |
| BARCLAYS BANK PLC 5.00% 22/SEP/2016 | 75,000Units | 77,667 |
| BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR | 263,552Units | 166,033 |
| BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14 | 152,966Units | 96,270 |
| BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000 | 125,000Units | 147,258 |
| BERKSHIRE HATHAWAY FINANCE CORP 5% GTD SNR NTS | 125,000Units | 136,774 |
| BERKSHIRE HATHAWAY FINANCE CORP 5.4% SNR NOTE | 25,000Units | 26,292 |
| BOSTON PROPERTIES INC 5.875% BDS 15/OCT/2019 | 50,000Units | 50,826 |
| BRITISH TELECOMMUNICATIONS 5.95% SNR NTS | 125,000Units | 130,474 |
| CISCO SYSTEMS INC 5.5% BDS 22/FEB/2016 USD1000 | 150,000Units | 167,641 |
| CITIGROUP INC 6.125% NTS 15/MAY/2018 USD1000 | 125,000Units | 126,654 |
| CITIGROUP INC 8.50% BDS 22/MAY/2019 USD1000 | 25,000Units | 29,099 |
| COCA-COLA ENTERPRISES INC 7.375% NTS 03/MAR/2014 | 75,000Units | 88,783 |
| COMCAST CORP 5.875% BD15/FEB/2018 USD1000 | 75,000Units | 81,283 |
| CONOCOPHILLIPS 6.5% NTS 01/FEB/2039 USD1000 | 75,000Units | 85,269 |
| COVIDIEN INTERNATIONAL FINANCE 6% GTD SNR NTS | 58,000Units | 63,424 |
| CREDIT SUISSE NEW YORK BRANCH SR NT 5.5% | 125,000Units | 136,796 |
| CVS CAREMARK CORP 6.6% BDS 15/MAR/2019 USD1000 | 125,000Units | 139,215 |
| DAIMLERCHRYSLER NA HOLDINGS CORPORATION 6.5% | 75,000Units | 82,841 |
| DOW CHEMICAL CO 7.6% BDS 15/MAY/2014 USD1000 | 75,000Units | 86,070 |
| GENERAL ELECTRIC CAPITAL CORP 4.8% MTN 01/MAY/2013 | 150,000Units | 157,991 |
| GENERAL MILLS INC 5.65% NTS 10/SEP/2012 USD1000 | 25,000Units | 27,632 |
| GENERAL MILLS INC 6% NOTES 15/FEB/2012 USD1000 | 50,000Units | 55,117 |
| GEORGIA POWER COMPANY 5.95% 01/FEB/2039 | 25,000Units | 26,716 |

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| GOLDMAN SACHS GROUP INC 6.15% BDS 01/APR/2018 | 125,000Units | 135,734 |
| GOLDMAN SACHS GROUP INC 7.5% SRN 15/FEB/2019 | 25,000Units | 29,853 |
| HALLIBURTON CO 6.15% BDS 15/SEP/2019 USD1000 | 75,000Units | 85,111 |
| HYDRO-QUEBEC 6.3% NTS 11/MAY/2011 USD1000 | 50,000Units | 53,843 |
| ISRAEL ST BD DTD 13/JUN/2003 DUE 15/JUN/2013 | 75,000Units | 79,632 |
| JOHN DEERE CAPITAL CORP 4.9% MTN 09/SEP/2013 | 75,000Units | 81,776 |
| KELLOGG CO 7.45% BDS 01/APR/2031 USD1000 | 50,000Units | 61,552 |
| KINDER MORGAN ENERGY PARTNERS 6.95% BDS | 75,000Units | 82,336 |
| KONINKLIJKE KPN NV 8.375% BDS 01/OCT/2030 USD1000 | 50,000Units | 63,696 |
| KOREA DEVELOPMENT BANK 8% BDS 23/JAN/2014 USD1000 | 150,000Units | 178,125 |
| KROGER CO 7.5% BDS 15/JAN/2014 USD1000 | 75,000Units | 88,190 |
| LILLY(ELI)& CO BDS 15/MAR/2017 USD1000 | 75,000Units | 80,560 |
| MARATHON OIL CORP 7.50% BDS 15/FEB/2019 USD1000 | 75,000Units | 88,684 |
| MCKESSON HBOC INC 5.7% BDS 01/MAR/2017 USD1000 | 75,000Units | 80,091 |
| MEDCO HEALTH SOLUTIONS INC 7.125% BDS 15/MAR/2018 | 25,000Units | 28,628 |
| METLIFE INC 6.5% DUE 15/DEC/2032 | 75,000Units | 80,157 |
| MEXICO(UNITED MEXICAN STATES) 5.625% NTS | 75,000Units | 80,133 |
| MIDAMERICAN ENERGY HLDGS 6.125% BDS 01/APR/2036 | 75,000Units | 77,963 |
| MORGAN STANLEY 6.6250% 01/APR/2018 | 125,000Units | 137,216 |
| MORGAN STANLEY 7.3% BDS 13/MAY/2019 USD100000 | 25,000Units | 28,317 |
| NATIONAL RURAL UTILITIES CO-OP 8% NTS 01/MAR/2032 | 25,000Units | 30,563 |
| NATIONAL RURAL UTILS COOP FIN BD 10.375% | 25,000Units | 33,559 |
| NEWS AMERICA INC 6.15% SNR NTS 01/MAR/2037 USD1000 | 25,000Units | 25,385 |
| NEWS AMERICA INC 6.4% SNR NTS 15/DEC/2035 USD1000 | 50,000Units | 51,484 |
| NORTHROP GRUMMAN CORP 7.75% DEB 15/FEB/2031 | 50,000Units | 63,241 |
| NOVARTIS SECURITIES INVESTMENT LTD 5.125% BDS | 75,000Units | 80,295 |
| | 50,000Units | 54,898 |

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| ONTARIO(PROVINCE OF) 5.45% BDS 27/APR/2016 USD5000 | | | |
| ORACLE CORP 5% LN STK 08/JUL/2019 USD1000 | 75,000Units | | 79,149 |
| PACIFIC GAS & ELECTRIC CO 8.25% SNR NTS | 75,000Units | | 92,885 |
| PEPSICO INC 7.9% SNR UNSEC NTS 01/NOV/2018 USD1000 | 100,000Units | | 124,042 |
| PETROBRAS INTERNATIONAL FINANCE 7.875% GTD BDS | 75,000Units | | 88,200 |
| PROCTER & GAMBLE CO 5.55% NTS 05/MAR/2037 USD1000 | 75,000Units | | 78,799 |
| REPUBLIC OF POLAND 6.25% DUE 03/JUL/2012 | 125,000Units | | 139,024 |
| RIO TINTO FINANCE LTD 5.875% BDS 15/JUL/2013 | 75,000Units | | 82,960 |
| SAFeway INC 5.8% 15/AUG/2012 | 75,000Units | | 82,647 |
| SIMON PROPERTY GROUP INC 5.1% NTS 15/JUN/2015 | 25,000Units | | 24,752 |
| SIMON PROPERTY GROUP INC 5.875% BDS 01/MAR/2017 | 125,000Units | | 127,623 |
| SMITH INTERNATIONAL INC 9.75% BDS 15/MAR/2019 | 100,000Units | | 129,544 |
| SOUTHERN POWER COMPANIES 4.875% NTS 15/JUL/2015 | 75,000Units | | 79,747 |
| TIME WARNER CABLE INC 6.2% BDS 01/JUL/2013 USD1000 | 50,000Units | | 56,473 |
| TIME WARNER CABLE INC SR NT 7.5% 01/APR/2014 | 25,000Units | | 29,273 |
| TIME WARNER ENT 8.375% SUB NTS 15/JUL/2033 USD1000 | 50,000Units | | 61,703 |
| UNITED PARCEL SERVICE INC 5.5% SNR NTS 15/JAN/2018 | 50,000Units | \$ | 55,163 |
| US BANCORP 4.2% NTS 15/MAY/2014 USD1000 | 125,000Units | | 130,426 |
| VALERO ENERGY CORP 9.375% BDS 15/MAR/2019 USD1000 | 125,000Units | | 152,125 |
| VERIZON COMMUNICATIONS INC 6.9% BDS 15/APR/2038 | 75,000Units | | 84,218 |
| VIACOM INC 6.25% 30/APR/2016 | 75,000Units | | 82,535 |
| WACHOVIA CORP 5.5% MTN 01/MAY/2013 USD1000 TR'33' | 100,000Units | | 107,150 |
| WAL-MART STORES INC 5.8% NTS 15/FEB/2018 USD1000 | 110,000Units | | 124,483 |
| WASTE MANAGEMENT INC 7% SNR NOTES 13/JUL/2028 | 100,000Units | | 110,929 |
| WELLPOINT INC 7.00% BDS 15/FEB/2019 USD1000 | 75,000Units | | 85,865 |
| WELLS FARGO COMPANY 4.375% 31/JAN/2013 | 50,000Units | | 52,852 |
| | 100,000Units | | 106,385 |

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XEROX CORP 5.5% SNR NTS 15/MAY/2012
USD1000

| | | | |
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| XTO ENERGY INC 5.5% SNR NTS 15/JUN/2018 USD1000 | 150,000Units | | 160,367 |
| Total Corporate Debt Securities | | \$ | 7,778,197 |

Government Bonds

| | | | |
|--|----------------|----|------------|
| UNITED STATES OF AMER TREAS NOTES 0% TREAS NTS | 525,000Units | | 521,922 |
| UNITED STATES OF AMER TREAS NOTES 2.375% | 2,000,000Units | | 2,001,452 |
| UNITED STATES TREAS NTS 1% 31/AUG/2011 | 7,200,000Units | | 7,228,122 |
| UNITED STATES TREAS NTS 3.5% 15/FEB/2018 | 2,900,000Units | | 2,914,550 |
| USA TREASURY BDS 4.5% DEB 15/FEB/2036 USD1000 | 400,000Units | | 400,799 |
| USA TREASURY BDS 5.25% BDS 15/NOV/2028 USD1000 | 400,000Units | | 436,164 |
| USA TREASURY BDS 8.125% BDS15/AUG/2019 USD1000 | 430,000Units | | 591,950 |
| US Treasury Note - 4.625%, 2/28.2008 (912828EY) | 3,790,000Units | | 3,796,392 |
| Total Government Bonds | | \$ | 17,891,351 |

Mortgage Backed Securities

| | | | |
|---|----------------|----|-----------|
| 3197 DZ 0.000% 15/AUG/2036 | 590,476Units | \$ | 585,655 |
| FANNIE MAE 2004-97 ZH 4.500% 25/JAN/2035 | 1,251,796Units | \$ | 1,160,807 |
| FEDERAL AGRIC MTG CORP MNTS B FR 3.875%19/AUG/2011 | 70,000Units | | 74,147 |
| FEDERAL HOME LOAN MORTGAGE CORP 1.75% NTS | 800,000Units | | 804,165 |
| FEDERAL NATIONAL MORTGAGE ASSOC 2.75% NTS | 800,000Units | | 813,394 |
| FEDERAL NATIONAL MORTGAGE ASSOC 2.875% BDS | 650,000Units | | 664,052 |
| FEDERAL NATIONAL MORTGAGE ASSOC 5% MBPT | 897,909Units | | 928,915 |
| FEDERAL NATIONAL MORTGAGE ASSOCIATION 5.0% POOL | 668,687Units | | 691,777 |
| FEDERAL NATL MTG ASSN PRIN ST PRINPMT 01/FEB/2019 | 30,000Units | | 17,609 |
| FHLMC MORTPASS ARM 01/APR/2037 1N PN# 1N1454 | 276,487Units | | 297,059 |
| FHLMC MORTPASS ARM 01/FEB/2037 1G PN# 1G2628 | 284,717Units | | 304,804 |
| FHLMC MORTPASS ARM 01/SEP/2037 1G PN# 1G2201 | 146,459Units | | 157,586 |
| FHLMCGLD MORTPASS 5.5% 01/JAN/2038 G0 PN# G03696 | 868,798Units | | 915,089 |

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| FHLMCGLD MORTPASS 5.5% 01/NOV/2035 A3 PN# A39803 | 196,516Units | | 207,509 |
| FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695 | 793,489Units | | 836,387 |
| FHLMCGLD MORTPASS 6.5% 01/MAY/2034 P5 PN# P50216 | 667,841Units | | 722,167 |
| FNMA MORTPASS 4% 01/AUG/2029 CT PN# MA0142 | 984,309Units | | 968,617 |
| FNMA MORTPASS 4.5% 01/JUL/2029 CT PN# MA0115 | 1,465,011Units | | 1,476,327 |
| FNMA MORTPASS 4.5% 01/MAY/2048 CZ PN# 257280 | 897,724Units | | 891,365 |
| FNMA MORTPASS 4.5% 01/SEP/2039 CK PN# MA0181 | 993,038Units | | 988,176 |
| FNMA MORTPASS 5% 01/AUG/2047 CZ PN# 995963 | 953,762Units | | 974,784 |
| FNMA MORTPASS 5% 01/SEP/2033 CL PN# 738567 | 858,485Units | | 888,129 |
| FNMA MORTPASS 5.5% 01/FEB/2036 CL PN# 852523 | 238,423Units | | 251,126 |
| FNMA MORTPASS 5.5% 01/JUL/2037 CL PN# 928470 | 30,321Units | | 31,913 |
| FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745 | 232,085Units | | 244,994 |
| FNMA MORTPASS 5.5% 01/JUN/2037 CL PN# 899569 | 379,256Units | | 399,167 |
| FNMA MORTPASS 5.5% 01/NOV/2036 CL PN# 745959 | 394,552Units | | 415,575 |
| FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879 | 431,594Units | | 465,020 |
| FNMA MORTPASS 6.5% 01/NOV/2037 CL PN# 956793 | 175,269Units | | 188,843 |
| FREDDIE MAC 2825 PZ 5.500% 15/JUL/2034 | 673,066Units | | 682,623 |
| FREDDIE MAC 3048 QJ 5.000% 15/OCT/2025 | 1,400,000Units | | 1,431,810 |
| FREDDIE MAC 3406 B 6.000% 15/JAN/2038 | 1,000,000Units | | 1,075,313 |
| FREDDIE MAC 3552 CB 4.500% 15/JUL/2029 | 1,500,000Units | | 1,500,982 |
| Total Mortgage Backed Securities | | \$ | 22,055,886 |

Registered Investment Companies

| | | | |
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| ABERDEEN INTL EQUITY CLASS A | 548Units | \$ | 6,689 |
| ACADIAN EMERGING MARKETS PORT INSTL | 181Units | | 3,007 |
| AIM CHINA FD CLASS A | 43Units | | 844 |
| AIM ENERGY CLASS B | 150Units | | 4,925 |
| AIM ENERGY INVESTOR CLASS | 834Units | | 29,523 |
| AIM EUROPEAN GROWTH INVESTORS | 219Units | | 6,034 |
| AIM FINANCIAL SERVICES INV CLASS | 172Units | | 1,299 |
| | 143Units | | 3,663 |

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| AIM GLOBAL HEALTH CARE INVESTOR CL | | |
| AIM GOLD & PRECIOUS METALS INV CLASS | 6,492Units | 52,264 |
| AIM INTERNATIONAL CORE EQUITY INV CL | 5,495Units | 59,674 |
| AIM REAL ESTATE INVESTOR CLASS | 121Units | 2,139 |
| AKRE FOCUS FUND RETAIL | 1,499Units | 15,225 |
| ALLIANCEBER GLOBAL BOND CLASS A | 9,162Units | 72,746 |
| ALLIANCEBER INTL VALUE ADVISOR | 1,434Units | 19,946 |
| ALLIANCEBERNSTEIN HIGH INCOME CLASS C | 1,195Units | 10,167 |
| ALLIANZ NFJ DIVIDEND VALUE FD CL D | 1,503Units | 15,621 |
| ALLIANZ NFJ INTL VALUE FD CLASS D | 3,500Units | 66,644 |
| ALLIANZ NFJ SMALL CAP VALUE CLASS D | 492Units | 11,667 |
| ALLIANZ RCM TECHNOLOGY CL A | 227Units | 8,369 |
| ALLIANZ RCM TECHNOLOGY CL D | 1,561Units | 56,856 |
| ALLIANZ RCM WELLNESS FD CL D | 564Units | 13,358 |
| ALPINE DYNAMIC DIVID FUND | 15,306Units | 77,602 |
| ALPINE INTERNATIONAL REAL ESTATE EQUITY Y | 2,589Units | 58,794 |
| ALPINE REALTY INCOME & GROWTH Y | 248Units | 3,045 |
| AMANA MUTUAL FUND TRUST GROWTH | 35,996Units | 767,799 |
| AMANA MUTUAL FUND TRUST INCOME | 4,502Units | 129,167 |
| AMER CENTURY TARGET MATURITIES TR 2010 | 974Units | 102,689 |
| AMER CENTURY TARGET MATURITIES TR 2015 | 112Units | 10,790 |
| AMER CENTURY TARGET MATURITIES TR 2025 | 51Units | 2,848 |
| AMERICAN AMCAP CLASS A | 851Units | 14,135 |
| AMERICAN BALANCED CL R5 | 1,693Units | 27,454 |
| AMERICAN BALANCED CLASS R3 | 243Units | 3,928 |
| AMERICAN BEACON BALANCED INVST | 1,896Units | 21,069 |
| AMERICAN BEACON EMRG MARKETS INVESTOR | 2,513Units | 31,794 |
| AMERICAN BEACON LARGE CAP INVESTOR | 4,777Units | 78,445 |
| AMERICAN BOND FUND OF AMERICA CL R3 | 5,419Units | 63,940 |
| AMERICAN CAPITAL INCOME BUILDER CL A | 2,765Units | 132,428 |
| AMERICAN CAPITAL INCOME BUILDER CL F1 | 350Units | 16,769 |
| AMERICAN CAPITAL INCOME BUILDER CL R3 | 244Units | 11,708 |
| AMERICAN CAPITAL INCOME BUILDER R5 | 571Units | 27,353 |
| | 2,461Units | 49,392 |

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| AMERICAN CAPITAL WOR LD BOND FD R5 | | |
| AMERICAN CAPITAL WORLD GRTH & INC A | 504Units | 17,173 |
| AMERICAN CAPITAL WORLD GRWTH & INC F1 | 305Units | 10,365 |
| AMERICAN CAPITAL WORLD GRWTH & INC R5 | 1,079Units | 36,763 |
| AMERICAN CENTURY CAPITAL PRESERVATION | 253,139Units | 253,139 |
| AMERICAN CENTURY CAPITAL VAL INV SHR | 3,046Units | 16,843 |
| AMERICAN CENTURY DIVERSIFIED BOND | 1,005Units | 10,614 |
| AMERICAN CENTURY EMERGING MARKETS INV | 15,060Units | 114,757 |
| AMERICAN CENTURY EQUITY GROWTH | 912Units | 16,770 |
| AMERICAN CENTURY EQUITY INCOME | 54,491Units | 357,462 |
| AMERICAN CENTURY GLOBAL GOLD | 7,952Units | 161,109 |
| AMERICAN CENTURY HERITAGE | 3,012Units | 48,103 |
| AMERICAN CENTURY HIGH YIELD INV FD | 451Units | 2,627 |
| AMERICAN CENTURY INFLATION ADJ TREAS | 19,195Units | 220,737 |
| AMERICAN CENTURY INTERNATIONAL BOND | 5,822Units | 84,013 |
| AMERICAN CENTURY LIVESTRONG 2025 INV | 3,846Units | 40,542 |
| AMERICAN CENTURY MID CAP VALUE INV SHS | 389Units | 4,176 |
| AMERICAN CENTURY ONE CHOICE VERY AGGR INV | 239Units | 2,504 |
| AMERICAN CENTURY REAL ESTATE | 425Units | 6,134 |
| AMERICAN CENTURY TAX FREE BOND | 778Units | 8,513 |
| AMERICAN CENTURY UTILITIES | 3,752Units | 51,933 |
| AMERICAN CENTURY VISTA | 10,113Units | 136,422 |
| AMERICAN EUROPACIFIC GROWTH CL R5 | 717Units | 27,439 |
| AMERICAN EUROPACIFIC GROWTH CLASS A | 358Units | 13,713 |
| AMERICAN EUROPACIFIC GROWTH CLASS F1 | 186Units | 7,110 |
| AMERICAN EUROPACIFIC GROWTH FUND CL F2 | 8,940Units | 342,501 |
| AMERICAN FUNDAMENTAL INVESTORS CL F1 | 930Units | 30,417 |
| AMERICAN FUNDAMENTAL INVESTORS R5 | 3,394Units | 111,123 |
| AMERICAN GROWTH FUND OF AMERICA CL R3 | 141Units | 3,801 |
| | 7,188Units | 196,094 |

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| AMERICAN GROWTH FUND OF AMERICA CL R5 | | |
| AMERICAN GROWTH FUND OF AMERICA CLASS A | 615Units | 16,796 |
| AMERICAN GROWTH FUND OF AMERICA CLASS F1 | 3,903Units | 105,955 |
| AMERICAN HIGH INCOME TRUST CLASS R5 | 170Units | 1,805 |
| AMERICAN HIGH INCOME TRUST R3 | 4,639Units | 49,220 |
| AMERICAN INCOME FUND OF AMER R1 | 284Units | 4,389 |
| AMERICAN INCOME FUND OF AMERICA CLASS A | 5,943Units | 92,050 |
| AMERICAN INCOME FUND OF AMERICA R5 | 547Units | 8,474 |
| AMERICAN INTERNATL GROWTH & INCOME CL A | 166Units | 4,939 |
| AMERICAN INVESTMENT CO OF AMERICA CL F1 | 528Units | 13,691 |
| AMERICAN MONEY MARKET CLASS A | 7,642Units | 7,642 |
| AMERICAN NEW PERSPECTIVE CL F2 | 417Units | 10,675 |
| AMERICAN NEW PERSPECTIVE CLASS A | 4,569Units | 117,151 |
| AMERICAN SMALLCAP WORLD CLASS C | 394Units | 11,716 |
| AMERICAN SMALLCAP WORLD CLASS F1 | 644Units | 20,137 |
| AMERICAN WORLD GROWTH INCOME CL R3 | 1,065Units | 36,129 |
| ANALYTIC SHORT TERM GOVERMENT INSTL | 496Units | 5,000 |
| ARIEL APPRECIATION | 50Units | 1,755 |
| ARIEL FUND | 181Units | 6,985 |
| ARTIO GLOBAL EQUITY FUND CL A | 128Units | 4,417 |
| ARTIO INTERNATIONAL EQUITY FUND II CL A | 3,045Units | 35,661 |
| ARTIO TOTAL RETURN BOND FUND CL A | 841Units | 11,325 |
| ARTIO US SMALLCAP FUND CL A | 1,410Units | 13,029 |
| ARTISAN INTERNAT'L INVESTOR CLASS | 1,746Units | 36,078 |
| ARTISAN INTL VALUE FUND INV CL | 210Units | 4,861 |
| ARTISAN OPPORTUNISTIC VALUE | 1,007Units | 8,710 |
| ASTON/OPTIMUM MID CAP CL N | 1,150Units | 30,000 |
| ASTON/TAMRO ALL CAP FUND CL N | 1,552Units | 16,557 |
| BANKS ULTRA SECTOR PRO FUND INVESTOR | 47Units | 286 |
| BARON ASSET | 1,502Units | 69,392 |
| BARON GROWTH | 563Units | 23,252 |
| BARON PARTNERS FUND | 4,955Units | 77,497 |
| BARON SMALL CAP FD | 1,627Units | 31,344 |
| BEAR PRO FUND INVESTORS SHARES | 1,118Units | 27,246 |
| BERWYN INCOME FUND | 3,949Units | 50,424 |
| BLACK ROCK ALL CAP ENERGY & RESOURCES A | 33Units | 442 |

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| BLACK ROCK ALL CAP ENERGY & RESOURCES C | 782Units | 10,042 |
| BLACKROCK ENERGY & RESOURCES A | 801Units | 25,520 |
| BLACKROCK ENERGY & RESOURCES PORT CL C | 699Units | 16,665 |
| BLACKROCK EQUITY DIVIDEND FD SRV CL | 2,194Units | 34,685 |
| BLACKROCK GLOBAL ALLOCATION CL A | 231Units | 4,134 |
| BLACKROCK GLOBAL ALLOCATION FD CL C | 506Units | 8,473 |
| BLACKROCK HEALTH SCIENCES OPP PRT A | 176Units | 4,870 |
| BLACKROCK LATIN AMERICA FD CL A | 50Units | 3,210 |
| BLACKROCK LATIN AMERICA FD CL C | 49Units | 2,887 |
| BLACKROCK NATURAL RESOURCES TR CL A | 84Units | 4,519 |
| BOSTON PARTNERS LONG SHORT EQUITY FD | 1,581Units | 26,091 |
| BRANDYWINE | 847Units | 18,576 |
| BRANDYWINE BLUE | 5,533Units | 119,456 |
| BRIDGEWAY AGGRESSIVE INVESTOR 2 | 8,364Units | 105,884 |
| BRIDGEWAY LARGE CAP GROWTH CL N | 1,769Units | 19,498 |
| BRIDGEWAY SMALL CAP GROWTH CL N | 3,784Units | 37,385 |
| BRIDGEWAY SMALL CAP VALUE FUND CL N | 614Units | 7,234 |
| BRIDGEWAY ULTRA SMALL CO MARKET | 3,467Units | 41,428 |
| BROWN CAPITAL MGMT SMALL COMPANY INST. | 2,713Units | 97,233 |
| BUFFALO BALANCED FUND | 1,369Units | 14,077 |
| BUFFALO JAYHAWK CHINA FUND | 333Units | 2,585 |
| BUFFALO MID CAP FUND | 5,122Units | 69,665 |
| BUFFALO SMALL CAP GROWTH | 651Units | 14,637 |
| CALAMOS CONVERTIBLE CLASS A | 1,668Units | 31,345 |
| CLIPPER | 294Units | 16,024 |
| COHEN & STEERS REALTY SHARES | 1,455Units | 68,493 |
| COLUMBIA ACORN CLASS Z | 3,135Units | 77,366 |
| COLUMBIA ACORN INTERNATIONAL CL Z | 83Units | 2,849 |
| COLUMBIA ACORN SELECT CLASS Z | 326Units | 7,617 |
| COLUMBIA EMERGING MARKETS CLASS Z | 1,110Units | 12,190 |
| COLUMBIA ENERGY AND NATURAL RESOURCES Z | 836Units | 16,548 |
| COLUMBIA GREATER CHINA FD CL Z | 98Units | 5,253 |
| COLUMBIA INTL GROWTH CLASS Z | 1,689Units | 21,912 |
| COLUMBIA MID CAP CORE FD CL Z | 1,064Units | 14,773 |
| COLUMBIA MID CAP GROWTH CL Z | 1,005Units | 20,611 |
| COLUMBIA SELECT LRG CAP GROWTH CLASS Z | 1,744Units | 17,681 |

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| COLUMBIA SMALL CAP GROWTH I CL Z | 520Units | 12,527 |
| COLUMBIA SMALL CAP VALUE FD II Z | 2,400Units | 26,376 |
| COLUMBIA SMALL CAP VALUE II CL A | 212Units | 2,320 |
| COLUMBIA STRATEGIC INCOME FD CL Z | 553Units | 3,199 |
| COLUMBIA VALUE AND RESTRUCTURING CL Z | 9,639Units | 412,450 |
| COMMONWEALTH NEW ZEALAND | 241Units | 2,457 |
| CROFT VALUE FUND | 1,108Units | 22,381 |
| DAVIS NEW YORK VENTURE CLASS A | 1,441Units | 44,640 |
| DAVIS NEW YORK VENTURE INSTL CL Y | 5,336Units | 166,964 |
| DIAMOND HILL FINANCIAL LONG/SHT A | 751Units | 7,838 |
| DIAMOND HILL LARGE CAP CLASS A | 2,366Units | 32,229 |
| DIAMOND HILL LONG SHORT CLASS A | 2,680Units | 43,717 |
| DIAMOND HILL LONG SHORT CLASS C | 1,109Units | 17,228 |
| DIREXION MONTHLY CHINA BULL 2X INV | 429Units | 21,581 |
| DIREXION MONTHLY COM BULL 2X INVT | 246Units | 12,183 |
| DIREXION MONTHLY DEV MKT BEAR 2X INV | 95Units | 537 |
| DIREXION MONTHLY DOLLAR BEAR 2.5X INV | 315Units | 6,999 |
| DIREXION MONTHLY DOLLAR BULL 2.5X INV | 443Units | 12,255 |
| DIREXION MONTHLY EME MKTS BULL 2XINVST | 1,430Units | 88,926 |
| DIREXION MONTHLY EMERG MKRTS BEAR 2X | 290Units | 432 |
| DIREXION MONTHLY LATIN AM BULL X2 INV | 3,076Units | 175,673 |
| DIREXION MONTHLY NAS BULL 2.5X INVT | 936Units | 55,802 |
| DIREXION MONTHLY SM CAP BULL 2.5X INV | 173Units | 5,177 |
| DODGE & COX BALANCE | 119Units | 7,631 |
| DODGE & COX GLOBAL STOCK FUND | 1,105Units | 8,741 |
| DODGE & COX INCOME | 15,534Units | 201,324 |
| DODGE & COX INTERNATL STOCK FUND | 21,728Units | 692,030 |
| DODGE & COX STOCK | 702Units | 67,499 |
| DREYFUS BOND MARKET INDEX INVS | 507Units | 5,226 |
| DREYFUS GREATER CHINA CL C | 1,846Units | 78,249 |
| DREYFUS GREATER CHINA CL I | 1,984Units | 93,867 |
| DREYFUS INTERNTL BOND FD C | 114Units | 1,792 |
| DREYFUS S&P STARS OPRR CL A | 129Units | 2,374 |
| DREYFUS SMALL COMPANY VALUE FUND | 3,694Units | 85,599 |
| DRIEHAUS EMERGING MARKETS | 340Units | 9,942 |

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| DWS DREMAN SMALL CAP VALUE CL S | 147Units | 4,615 |
| DWS GLOBAL BOND CLASS S | 1,946Units | 20,275 |
| DWS GOLD & PRECIOUS METALS CL S | 1,127Units | 21,682 |
| DWS SHORT DURATION PLUS FUND CL S | 1,060Units | 10,032 |
| EATON VANCE GREATER INDIA FUND CLASS B | 88Units | 1,863 |
| EATON VANCE LARGE-CAP VALUE CL A | 1,160Units | 19,421 |
| EATON VANCE TAX MNGD EMERGING MKTS INSTL | 1,413Units | 59,596 |
| EMBARCADERO ALL-CAP GROWTH | 1,072Units | 4,587 |
| EMBARCADERO SMALL CAP GROWTH | 2,353Units | 4,846 |
| EVERGREEN EMERG MKTS GROWTH FUND CLASS C | 965Units | 15,682 |
| EVERGREEN GLOBAL OPPORTUNITIES CL C | 729Units | 15,983 |
| EVERGREEN PRECIOUS METALS CLASS A | 213Units | 15,306 |
| FAIRHOLME FUND | 28,005Units | 842,674 |
| FAM VALUE | 216Units | 8,488 |
| FBR FOCUS FUND | 899Units | 37,222 |
| FBR LARGE CAP FINANCIAL | 166Units | 2,172 |
| FBR SMALL CAP FINANCIAL | 2,510Units | 42,928 |
| FEDERATED HIGH YIELD INSTL FUND | 7,359Units | 40,180 |
| FEDERATED PRUDENT BEAR FUND CLASS A | 1,626Units | 8,859 |
| FEDERATED PRUDENT GLOBAL INC FD A | 1,616Units | 20,506 |
| FIDELITY ADVISOR EMERGING ASIA CL I | 684Units | 19,750 |
| FIDELITY ADVISOR FOCUS ENERGY CL I | 109Units | 3,423 |
| FIDELITY ADVISOR HIGH INCOME ADV CL I | 176Units | 1,515 |
| FIDELITY BALANCED | 1,074Units | 17,564 |
| FIDELITY BLUE CHIP GROWTH | 227Units | 8,603 |
| FIDELITY CANADA | 4,603Units | 223,165 |
| FIDELITY CAPITAL & INCOME | 13,422Units | 115,699 |
| FIDELITY CAPITAL APPRECIATION | 152Units | 3,251 |
| FIDELITY CASH RESERVES | 61,599Units | 61,599 |
| FIDELITY CHINA REGION | 6,021Units | 167,928 |
| FIDELITY CONTRAFUND | 1,318Units | 76,797 |
| FIDELITY DISCIPLINED EQUITY | 274Units | 5,767 |
| FIDELITY DIVERSIFIED INTERNATIONAL | 785Units | 21,978 |
| FIDELITY DIVIDEND GROWTH | 173Units | 4,093 |
| FIDELITY EMERGING MARKETS | 3,021Units | 68,299 |
| FIDELITY EQUITY INCOME | 120Units | 4,702 |
| FIDELITY EUROPE | 931Units | 27,434 |
| FIDELITY EUROPE CAPITAL APPRECIATION | 269Units | 4,778 |
| FIDELITY EXPORT & MULTINATIONAL | 532Units | 10,444 |

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| FIDELITY FREEDOM 2020 | 979Units | 12,286 |
| FIDELITY GLOBAL COMMODITY STOCK FUND | 1,700Units | 25,005 |
| FIDELITY GNMA FUND | 1,459Units | 16,555 |
| FIDELITY GOVERNMENT INCOME | 4,798Units | 49,855 |
| FIDELITY HIGH INCOME | 248Units | 2,098 |
| FIDELITY INDEPENDENCE | 262Units | 5,217 |
| FIDELITY INFLATION PROTECTED BOND | 236Units | 2,647 |
| FIDELITY INT'L DISCOVERY | 329Units | 9,986 |
| FIDELITY INTL SMALL CAP OPP FUND | 288Units | 2,473 |
| FIDELITY LARGE CAP STOCK | 4,183Units | 62,700 |
| FIDELITY LATIN AMERICA | 2,675Units | 138,702 |
| FIDELITY LEVERAGED COMPANY STOCK | 8,903Units | 204,051 |
| FIDELITY LOW PRICED STOCK | 3,607Units | 115,206 |
| FIDELITY NEW MARKETS INCOME | 5,367Units | 80,659 |
| FIDELITY NORDIC | 426Units | 11,675 |
| FIDELITY OTC PORT | 507Units | 23,179 |
| FIDELITY OVERSEAS | 298Units | 9,222 |
| FIDELITY PURITAN | 6,157Units | 98,883 |
| FIDELITY REAL ESTATE INVESTMENT | 2,806Units | 56,570 |
| FIDELITY SELECT AUTOMOTIVE | 274Units | 8,634 |
| FIDELITY SELECT BANKING PORTFOLIO | 2,588Units | 39,460 |
| FIDELITY SELECT BROKERAGE & INVS MGT | 2,207Units | 104,745 |
| FIDELITY SELECT CHEMICALS | 1,328Units | 99,922 |
| FIDELITY SELECT COMPUTERS | 256Units | 11,683 |
| FIDELITY SELECT CONSTRUCTN & HOUSING | 353Units | 10,270 |
| FIDELITY SELECT CONSUMER STPLES PORT | 403Units | 24,495 |
| FIDELITY SELECT DEFENSE & AEROSPACE | 532Units | 32,135 |
| FIDELITY SELECT ELECTRONICS | 187Units | 7,757 |
| FIDELITY SELECT ENERGY | 3,380Units | 149,238 |
| FIDELITY SELECT ENERGY SERVICE | 488Units | 28,345 |
| FIDELITY SELECT ENVIRONMENTAL SVCS | 851Units | 13,233 |
| FIDELITY SELECT GOLD | 1,655Units | 70,871 |
| FIDELITY SELECT HEALTH CARE | 16Units | 1,742 |
| FIDELITY SELECT INDUSTRIAL EQUIPMENT | 2,481Units | 63,140 |
| FIDELITY SELECT INDUSTRIALS PORT | 1,624Units | 29,444 |
| FIDELITY SELECT LEISURE | 1,131Units | 75,184 |
| FIDELITY SELECT MATERIALS PORTFOLIO | 2,443Units | 131,892 |
| FIDELITY SELECT MEDICAL DELIVERY | 10Units | 442 |
| FIDELITY SELECT MEDICAL EQUIP&SYSTEM | 1,211Units | 29,632 |
| FIDELITY SELECT MONEY MARKET | 1,900Units | 1,900 |

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| FIDELITY SELECT NATURAL GAS | 4,658Units | 146,863 |
| FIDELITY SELECT NATURAL RESOURCES | 3,061Units | 87,099 |
| FIDELITY SELECT PHARMACEUTICAL | 501Units | 5,449 |
| FIDELITY SELECT SOFTWARE & COMPUTER | 742Units | 56,309 |
| FIDELITY SELECT TECHNOLOGY | 1,000Units | 75,450 |
| FIDELITY SELECT TRANSPORT | 13Units | 530 |
| FIDELITY SELECT WIRELESS | 1,323Units | 8,947 |
| PORTFOLIOS | | |
| FIDELITY SMALL CAP GROWTH | 417Units | 5,184 |
| FIDELITY SMALL CAP VALUE | 303Units | 3,837 |
| FIDELITY SOUTHEAST ASIA | 902Units | 22,942 |
| FIDELITY STRATEGIC INCOME | 10,259Units | 110,901 |
| FIDELITY STRATEGIC REAL RETURN | 667Units | 5,673 |
| FIDELITY TELECOM AND UTILITIES FUND | 791Units | 11,089 |
| FIDELITY US BOND INDEX | 7,783Units | 86,082 |
| FIDELITY US TREASURY MONEY MARKET | 52,687Units | 52,687 |
| FIDELITY VALUE | 198Units | 11,283 |
| FIRST EAGLE GLOBAL CLASS A | 131Units | 5,252 |
| FIRST EAGLE GOLD FUND CLASS C | 490Units | 12,775 |
| FIRSTHAND ALTERNATIVE ENERGY | 2,646Units | 21,192 |
| FMI COMMON STOCK | 1,924Units | 40,918 |
| FMI FOCUS FUND | 43Units | 1,000 |
| FMI LARGE CAP FUND | 6,132Units | 86,702 |
| FMI PROVIDENT TRUST STRATEGY FUND | 35,110Units | 266,837 |
| FORWARD INTERNTL SMALL CO INVESTOR CL | 1,092Units | 13,267 |
| FORWARD SMALL CAP EQUITY INV CL | 278Units | 4,019 |
| FPA CRESCENT INSTL | 2,667Units | 66,183 |
| FPA NEW INCOME | 11,071Units | 120,890 |
| FRANKLIN GOLD AND PRECIOUS METALS CL C | 178Units | 6,813 |
| FRANKLIN INCOME CLASS C | 14,027Units | 29,316 |
| FRANKLIN STRATEGIC INCOME C | 4,721Units | 46,829 |
| GABELLI ASSET FUND | 1,125Units | 45,239 |
| GABELLI EQUITY INCOME FUND | 943Units | 16,827 |
| GABELLI SMALL CAP GROWTH | 103Units | 2,748 |
| GABELLI UTILITIES | 4,239Units | 27,386 |
| GAMCO GOLD FUND | 3,109Units | 93,190 |
| GAMCO WESTWOOD BALANCED FD CL AAA | 9,738Units | 96,603 |
| GLOBAL EMERGING MARKETS | 1,005Units | 7,988 |
| GLOBAL MEGA TRENDS | 3,506Units | 28,574 |
| GOLDMAN SACHS ASSET ALLOC GRWTH STRAT A | 11,390Units | 112,417 |
| GOLDMAN SACHS COMMODITY STRAT FD A | 439Units | 2,716 |

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| GOLDMAN SACHS SHORT DURATION GOV'T SCVS | 492Units | 5,049 |
| GREENSPRING FUND | 1,101Units | 24,984 |
| GRUBB & ELLIS AGA INTERNATL REALTY A | 196Units | 3,195 |
| GUINNESS ATKINSON ALTERNATIVE ENERGY | 3,238Units | 21,436 |
| GUINNESS ATKINSON ASIA FOCUS | 2,326Units | 41,008 |
| GUINNESS ATKINSON ASIA PACIFIC DIV | 1,073Units | 11,838 |
| GUINNESS ATKINSON GLOBAL ENERGY | 2,638Units | 67,540 |
| HARBOR BOND INST | 33,417Units | 405,677 |
| HARBOR CAPITAL APPRECIATION INV CL | 1,522Units | 49,767 |
| HARBOR HIGH YIELD BD INST. | 3,528Units | 36,971 |
| HARBOR HIGH YIELD BOND INVESTOR FD | 1,121Units | 11,763 |
| HARBOR INTERNATIONAL GROWTH INSTITUTIONAL | 1,536Units | 17,009 |
| HARBOR INTERNATIONAL INSTITUTIONAL FD | 1,669Units | 91,567 |
| HARBOR INTERNATIONAL INVESTOR SHARES | 5,068Units | 275,623 |
| HARBOR REAL RETURN FD INSTL CLASS SHS | 4,267Units | 43,348 |
| HARTFORD CAPITAL APPRECIATION CL A | 2,436Units | 74,727 |
| HARTFORD CAPITAL APPRECIATION CL B | 137Units | 3,739 |
| HARTFORD CAPITAL APPRECIATION CL C | 842Units | 23,084 |
| HARTFORD GLOBAL HEALTH CL C | 1,426Units | 19,297 |
| HEARTLAND SELECT VALUE | 2,104Units | 52,413 |
| HEARTLAND VALUE | 0Units | 18 |
| HEARTLAND VALUE PLUS | 419Units | 9,817 |
| HENDERSON INTERNAT'L OPPORTUNTIES CLASS A | 200Units | 4,018 |
| HENNESSY BALANCED | 427Units | 4,236 |
| HENNESSY CORNERSTONE GROWTH | 514Units | 4,961 |
| HENNESSY FOCUS 30 FUND | 2,232Units | 21,204 |
| HIGHMARK LARGE CAP VALUE CLASS C | 292Units | 2,976 |
| HODGES FUND | 3,314Units | 61,776 |
| HUSSMAN STRATEGIC TOTAL RETURN | 1,306Units | 15,627 |
| ICON ENERGY | 6,005Units | 103,344 |
| ICON EQUITY INCOME CLASS I | 176Units | 1,845 |
| ICON FINANCIAL FUND | 504Units | 2,841 |
| ICON HEALTHCARE | 1,110Units | 14,621 |
| ICON MATERIALS | 3,981Units | 36,744 |
| INDUSTRY LEADERS FUND CL I | 460Units | 4,253 |
| ING CORPORATE LEADER TRUST | 3,036Units | 52,642 |
| ING REAL ESTATE FUND CLASS C | 107Units | 1,203 |

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| ING RUSSIA CL A | 809Units | 25,836 |
| INTREPID SMALL CAP FUND | 1,076Units | 15,619 |
| IVY GLOBAL NATURAL RESOURCES CLASS B | 51Units | 846 |
| IVY GLOBAL NATURAL RESOURCES FD CL I | 651Units | 12,222 |
| IVY INTERNATIONAL GROWTH FUND CL Y | 164Units | 4,669 |
| JAMES ADVANTAGE SMALL CAP | 1,793Units | 30,028 |
| JANUS BALANCED FUND CLASS J | 159Units | 3,904 |
| JANUS CONTRARIAN FUND CLASS J | 18,891Units | 249,176 |
| JANUS FLEXIBLE BOND FUND CLASS J | 944Units | 9,812 |
| JANUS FORTY CLASS S | 585Units | 18,439 |
| JANUS GLOBAL LIFE SCIENCES FUND CL J | 118Units | 2,555 |
| JANUS GLOBAL OPPORTUNITIES CL J | 714Units | 7,977 |
| JANUS GLOBAL TECHNOLOGY CLASS J | 344Units | 4,792 |
| JANUS HIGH YIELD FUND CLASS J | 3,548Units | 30,125 |
| JANUS LONG/SHORT CLASS C | 786Units | 7,743 |
| JANUS ORION CLASS R | 782Units | 7,792 |
| JANUS ORION FUND CLASS J SHARES | 17,911Units | 178,932 |
| JANUS OVERSEAS FUND CLASS J | 22,089Units | 938,767 |
| JANUS SHORT TERM BOND FUND CLASS J | 20,255Units | 62,182 |
| JENNISON NATURAL RESOURCES FD CL Z | 650Units | 30,001 |
| JENNISON UTILITY CL C | 297Units | 2,720 |
| JENSEN PORTFOLIO CLASS J | 2,231Units | 54,632 |
| JOHN HANCOCK REGIONAL BANK CL A | 747Units | 10,299 |
| JORDAN OPPORTUNITY FUND | 1,446Units | 15,689 |
| JP MORGAN CHINA REGION FD CL A | 428Units | 7,573 |
| JP MORGAN INDIA FUND CLASS C | 426Units | 5,860 |
| JPMORGAN 100% US TREAS MMKT MORGAN | 680,497Units | 680,497 |
| JPMORGAN EMERGING MARKETS DEBT SELECT | 1,222Units | 9,175 |
| JPMORGAN EMERGING MARKETS EQUITY CL A | 4,447Units | 91,198 |
| JPMORGAN HIGH YIELD BOND FUND CLASS A | 5,195Units | 40,106 |
| JPMORGAN INTERNATL EQUITY INDEX CL A | 1,229Units | 22,571 |
| JPMORGAN INTERNATL VALUE FUND CLASS A | 4,323Units | 54,381 |
| JPMORGAN INTERNTL EQUITY FUND CLASS A | 700Units | 9,122 |
| JPMORGAN INTREPID EUROPEAN CLASS A | 2,096Units | 36,561 |
| JPMORGAN US GOVT MM KT MORGAN SHS | 831,605Units | 831,605 |
| JPMORGAN US REAL ESTATE CLASS A | 501Units | 6,113 |

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| KEELEY SMALL CAP VALUE CLASS A | 2,117Units | 41,951 |
| KINETICS PARADIGM FUND | 2,188Units | 44,023 |
| LAZARD EMERGING MKTS OPEN CLASS | 15,870Units | 290,103 |
| LEUTHOLD ASSET ALLOCATION FD | 12,248Units | 119,540 |
| LONGLEAF INTERNATL | 2,790Units | 38,109 |
| LOOMIS SAYLES BOND RETAIL SHARES | 54,027Units | 718,025 |
| LOOMIS SAYLES GLOBAL BOND RETAIL | 4,668Units | 73,947 |
| LOOMIS SAYLES SMALL CAP VALUE RETAIL | 463Units | 9,832 |
| MADISON MOSAIC INV FD | 222Units | 3,346 |
| MAINSTAY ICAP SELECT EQUITY FD CL I | 22,714Units | 688,918 |
| MANAGERS EMERGING MARKETS EQUITY | 377Units | 5,105 |
| MANAGERS PIMCO BOND FUND | 2,756Units | 28,661 |
| MANAGERS SMALL CAP FUND | 179Units | 2,616 |
| MANNING & NAPIER EQUITY SERIES | 5,146Units | 87,328 |
| MANNING & NAPIER WORLD OPPT SER CL A | 7,549Units | 61,301 |
| MARSICO 21ST CENTURY FUND | 20,866Units | 254,360 |
| MARSICO FOCUS | 2,691Units | 41,151 |
| MARSICO GLOBAL FUND | 923Units | 8,347 |
| MARSICO GROWTH FUND | 6,061Units | 98,489 |
| MARSICO INTERNAT'L OPPORTUNITIES | 2,833Units | 33,934 |
| MATTHEWS ASIAN GROWTH & INCOME FUND | 1,072Units | 16,903 |
| MATTHEWS ASIAN TECHNOLOGY FUND | 3,007Units | 24,115 |
| MATTHEWS CHINA FUND | 3,568Units | 90,979 |
| MATTHEWS INDIA FUND | 3,285Units | 53,513 |
| MATTHEWS KOREA FUND | 2,451Units | 10,562 |
| MATTHEWS PACIFIC TIGER FUND | 172Units | 3,302 |
| MERGER FUND | 214Units | 3,325 |
| MERIDIAN VALUE FUND | 6,649Units | 162,966 |
| MERK ASIAN CURRENCY FUND - INVESTOR | 261Units | 2,511 |
| MERK HARD CURRENCY FUND INVESTOR CL | 2,459Units | 29,460 |
| METROPOLITAN WEST HIGH YIELD BOND CL M | 721Units | 7,352 |
| METZLER PAYDEN EURO EMERGING MKTS CL | 3,270Units | 83,181 |
| MFS EMERGING MRKTS DEBT FD CL W | 1,282Units | 18,029 |
| MIDAS FUND | 14,978Units | 57,216 |
| MOBILE TELCOMM ULTRA SECTOR PRO FD INVSTR | 299Units | 589 |
| MORGAN STANLEY NATRL RESOURCES DEV CL A | 557Units | 7,625 |
| MUHLENKAMP FUND | 2,010Units | 101,878 |
| MUTUAL SERIES EUROPEAN CLASS Z | 131Units | 2,670 |
| MUTUAL SERIES FINCL SERVICES CLASS C | 1,451Units | 17,481 |

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| MUTUAL SERIES FINCL SERVICES CLASS Z | 217Units | 2,612 |
| MUTUAL SERIES GLOBAL DISCOVERY CLASS Z | 4,139Units | 111,868 |
| MUTUAL SERIES MUTUAL BEACON CLASS C | 1,784Units | 20,141 |
| MUTUAL SERIES SHARES CLASS Z | 107Units | 2,046 |
| NEUBERGER BERMAN GENESIS INVESTOR CL | 1,023Units | 27,994 |
| NEUBERGER BERMAN INT'L INVESTOR CLASS | 140Units | 2,057 |
| NEUBERGER BERMAN INT'L TRUST CLASS | 1,277Units | 20,800 |
| NEUBERGER BERMAN PARTNERS INVESTOR | 4,991Units | 119,336 |
| NEUBERGER BERMAN REAL ESTATE TRUST CL | 426Units | 3,754 |
| NEUBERGER BERMAN REGENCY TRUST CLASS | 849Units | 9,115 |
| NEW ALTERNATIVES FD | 635Units | 27,016 |
| NORTHERN EMERGING MARKETS EQUITY FD | 331Units | 3,654 |
| NORTHERN GLOBAL REAL ESTATE INDEX FD | 432Units | 3,083 |
| NORTHERN SMALL CAP VALUE | 592Units | 7,277 |
| OAKMARK EQUITY & INCOME FD I | 2,747Units | 70,153 |
| OAKMARK FUND I | 270Units | 9,982 |
| OAKMARK GLOBAL FUND I | 1,251Units | 24,401 |
| OAKMARK GLOBAL SELECT FD CL 1 | 2,145Units | 21,429 |
| OAKMARK INTERNAT'L I | 2,455Units | 41,340 |
| OAKMARK INTERNAT'L SMALL CAP I | 2,069Units | 24,604 |
| OAKMARK SELECT I | 5,411Units | 131,442 |
| OBERWEIS CHINA OPPORTUNITIES FUND | 5,990Units | 103,441 |
| OBERWEIS MICRO CAP FUND | 162Units | 1,680 |
| OIL & GAS ULTRA SECT PRO FD SERVICE | 352Units | 9,875 |
| OIL & GAS ULTRA SECT PRO FDS -INVESTOR | 555Units | 17,082 |
| OIL EQUIPMENT SCVS & DIST ULTRA INVT CL | 1,125Units | 18,550 |
| OLD MUTUAL DWIGHT SHORT TRM FIX INC Z | 1,295Units | 12,960 |
| OPPENHEIMER COMMOD STRA TOT RETURN CL A | 682Units | 2,333 |
| OPPENHEIMER DEV MARKETS FD CLASS A | 360Units | 10,343 |
| OPPENHEIMER GOLD & SPEC MINERALS CL C | 154Units | 5,307 |
| OPPENHEIMER INTERNAT'L BD CL N | 2,703Units | 17,248 |
| | 6,174Units | 150,965 |

PARNASSUS EQUITY INCOME
PORTFOLIO

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| PARNASSUS FIXED INCOME FUND | 1,617Units | 27,069 |
| PARNASSUS WORKPLACE | 416Units | 8,096 |
| PAX WORLD HIGH YIELD BOND INDIV INV CL | 3,323Units | 25,717 |
| PERKINS MID CAP VALUE FUND CLASS J | 45,507Units | 901,030 |
| PERKINS SMALL CAP VALUE FUND CLASS J | 9,415Units | 197,054 |
| PERMANENT PORTFOLIO FAMILY OF FDS | 4,900Units | 189,494 |
| PERRITT EMERGING OPPORTUNITIES FUND | 1,912Units | 16,710 |
| PIMCO COMMODITY REAL RETURN CL D | 19,076Units | 156,420 |
| PIMCO EMERGING LOCAL BOND FUND CL D | 1,758Units | 17,473 |
| PIMCO FOREIGN BOND FUND CL D (UNHEDGED) | 195Units | 1,955 |
| PIMCO GLOBAL MULTI ASSET FUND CL D | 448Units | 4,903 |
| PIMCO REAL ESTATE REAL RETURN CL D | 2,261Units | 10,153 |
| PIMCO REAL RETURN CLASS D | 10,868Units | 117,265 |
| PIMCO STOCK PLUS TR SHORT STRATEGY CL D | 510Units | 2,395 |
| PIMCO STOCKS PLUS CLASS D | 1,036Units | 7,939 |
| PIMCO TOTAL RETURN CLASS A | 854Units | 9,222 |
| PIMCO TOTAL RETURN CLASS C | 666Units | 7,195 |
| PIMCO TOTAL RETURN CLASS D | 142,386Units | 1,537,771 |
| PIMCO TOTAL RETURN INSTL | 11,689Units | 126,240 |
| POLARIS GLOBAL VALUE | 1,004Units | 11,777 |
| PRECIOUS METALS ULTRA SEC PRO INVST | 804Units | 25,510 |
| PRECIOUS METALS ULTRA SECTOR PRO SVC | 161Units | 4,874 |
| PRIMECAP ODYSSEY AGGRESSIVE GRWTH FD | 647Units | 9,054 |
| PRO FUNDS SHORT REAL ESTATE INVESTOR CL | 4,575Units | 52,197 |
| PROFUNDS: SHORT PREC METALS INVESTOR CL | 2,401Units | 21,152 |
| PUTNAM GLOBAL NATURAL RESOURCE C | 1,504Units | 26,516 |
| QUANT FOREIGN VALUE FUND ORDINARY SHS | 652Units | 7,686 |
| QUANTITATIVE EMRG MKTS FD-ORDINARY SHS | 1,952Units | 40,397 |
| RAINIER LARGE CAP EQUITY PORTFOLIO | 1,377Units | 29,835 |

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| RAINIER MID CAP EQ PORTFOLIO | 1,016Units | 31,986 |
| RBC MICROCAP VALUE FD CL S | 1,678Units | 22,505 |
| REAL ESTATE ULTRA SECTOR PRO FD INVSTR | 63Units | 992 |
| REAL ESTATE ULTRA SECTOR PRO FD SRVCE | 416Units | 6,657 |
| RICE HALL JAMES MICRO CAP PORT INSTL | 1,509Units | 20,296 |
| RISING RATES OPPTY PRO FUND INVESTOR | 8,602Units | 127,568 |
| RISING US DOLLAR PRO FUND INV CLASS | 768Units | 20,742 |
| ROBECO SAM SUSTAIN WATER - INVESTOR | 4,710Units | 36,318 |
| ROOSEVELT MULTI-CAP | 71Units | 1,073 |
| ROYCE LOW PRICED STOCK FD-SERVICE CL | 2,676Units | 37,599 |
| ROYCE MICROCAP INVESTMENT CLASS | 752Units | 10,312 |
| ROYCE OPPORTUNITY FUND INVEST CLASS | 8,210Units | 74,141 |
| ROYCE PENNSYLVANIA MUTUAL INVST CLASS | 15,064Units | 142,358 |
| ROYCE PREMIER FUND INVESTMENT CL | 310Units | 5,050 |
| ROYCE SPECIAL EQUITY INVESTMENT CL | 1,981Units | 34,673 |
| ROYCE TOTAL RETURN FD INVESTMENT CL | 2,192Units | 23,691 |
| ROYCE VALUE FUND SERVICE CL | 5,323Units | 53,918 |
| ROYCE VALUE PLUS SERVICE CLASS | 32,914Units | 369,957 |
| RS GLOBAL NATURAL RESOURCES CL A | 280Units | 8,396 |
| RS VALUE FUND CL A | 1,515Units | 31,290 |
| RYDEX COMMODITIES STRATEGY CL A | 236Units | 3,875 |
| RYDEX COMMODITIES STRATEGY CL H | 817Units | 13,395 |
| RYDEX GOVT LONG BOND 1.2X STRATEGY ADV CL | 0Units | 5 |
| RYDEX INVERSE DOW 2X STRATEGY CL C | 1,692Units | 41,667 |
| RYDEX INVERSE DOW 2X STRATEGY CL H | 90Units | 2,310 |
| RYDEX INVERSE S&P 500 2X STRATEGY CL C | 397Units | 8,790 |
| RYDEX INVERSE S&P 500 2X STRATEGY CL H | 3,427Units | 81,525 |
| RYDEX INVERSE S&P 500 STRATEGY INV CL | 17,060Units | 623,556 |
| RYDEX NASDAQ 100 INV CLASS | 5,121Units | 62,527 |
| RYDEX PRECIOUS METALS INVESTOR CL | 893Units | 56,900 |
| RYDEX UTILITIES INVESTOR CLASS | 106Units | 2,693 |
| SARATOGA HEALTH & BIOTECH PORT CL A | 19Units | 300 |

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| SCHNEIDER SMALL CAP VALUE FUND | 1,226Units | 16,778 |
| SCHNEIDER VALUE FUND | 3,110Units | 38,900 |
| SCOUT BOND | 182Units | 2,085 |
| SCOUT INTERNATIONAL FUND | 1,139Units | 33,193 |
| SCOUT SMALL CAP FUND | 1,697Units | 21,649 |
| SELECTED AMERICAN SHARES CL D | 828Units | 30,838 |
| SELECTED AMERICAN SHARES CL S | 2,674Units | 99,693 |
| SENTINEL MID CAP VALUE CL C | 592Units | 6,658 |
| SEXTANT INTRNATIONAL FUND | 30,370Units | 433,682 |
| SOUND MIND INVESTING FUND | 21,279Units | 205,983 |
| SOUND SHORE FD INC | 937Units | 26,774 |
| SPARTAN 500 INDEX FID ADVANTAGE CLASS | 2,307Units | 177,453 |
| SPARTAN 500 INDEX INVESTOR CLASS | 754Units | 57,974 |
| SPARTAN INTL INDEX INVESTOR CLASS | 2,236Units | 74,799 |
| SSGA EMERGING MARKETS | 955Units | 18,340 |
| SSGA INTERMEDIATE | 623Units | 5,387 |
| SSGA INTERNATIONAL STOCK SELECTION | 6,050Units | 58,081 |
| SSGA TUCKERMAN ACTIVE REIT | 5,944Units | 50,999 |
| STRATTON REAL ESTATE FUND INC | 182Units | 3,978 |
| STRATTON SMALL CAP VALUE FUND | 4,116Units | 166,151 |
| T ROWE NEW INC FUND ADVISOR CLASS | 288Units | 2,672 |
| T ROWE PRICE AFRICA & MIDDLE EAST FD | 4,210Units | 28,204 |
| T ROWE PRICE BLUE CHIP GROWTH ADV CL | 454Units | 14,898 |
| T ROWE PRICE BLUE CHIP GROWTH INC | 14,206Units | 465,539 |
| T ROWE PRICE CAP APPRECIATION | 11,342Units | 205,968 |
| T ROWE PRICE CAPITAL APPRECIATION ADV CL | 5,669Units | 102,437 |
| T ROWE PRICE EMERGING MKTS STOCK | 5,204Units | 156,584 |
| T ROWE PRICE EQUITY INCOME | 8,721Units | 183,062 |
| T ROWE PRICE EQUITY INCOME ADVISOR CL | 198Units | 4,144 |
| T ROWE PRICE EQUITY INDEX TR FD | 150Units | 4,492 |
| T ROWE PRICE FINANCIAL SERVICES | 614Units | 7,774 |
| T ROWE PRICE GLOBAL REAL ESTATE FUND | 786Units | 10,580 |
| T ROWE PRICE GLOBAL STOCK | 2,567Units | 41,486 |
| T ROWE PRICE GLOBAL TECHNOLOGY | 1,752Units | 13,454 |
| T ROWE PRICE GROWTH STOCK | 4,102Units | 112,856 |
| T ROWE PRICE GROWTH STOCK ADVISOR CL | 860Units | 23,515 |
| T ROWE PRICE HEALTH SCIENCES | 2,771Units | 72,508 |
| T ROWE PRICE HIGH YIELD BOND | 3,908Units | 25,088 |
| T ROWE PRICE INFLATION PROT BD FD | 1,356Units | 15,648 |
| T ROWE PRICE INTERNATIONAL BOND | 5,454Units | 53,830 |
| T ROWE PRICE INTL DISCOVERY FUND | 3,163Units | 116,879 |
| | 1,974Units | 24,759 |

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| T ROWE PRICE INT'L EMERGING MARKET BOND | | |
| T ROWE PRICE INTL EQUITY INDEX | 1,955Units | 21,744 |
| T ROWE PRICE INT'L GROWTH & INCOME | 320Units | 3,947 |
| T ROWE PRICE LATIN AMERICA FUND | 7,884Units | 380,954 |
| T ROWE PRICE MEDIA & TELECOMMUNICATIONS | 378Units | 15,521 |
| T ROWE PRICE MID CAP GROWTH | 170Units | 8,055 |
| T ROWE PRICE MID CAP GROWTH ADVISOR CL | 286Units | 13,378 |
| T ROWE PRICE NEW ASIA | 1,641Units | 26,488 |
| T ROWE PRICE NEW ERA | 1,509Units | 65,851 |
| T ROWE PRICE NEW HORIZONS FD INC | 34,157Units | 873,728 |
| T ROWE PRICE REAL ESTATE FUND | 2,816Units | 38,952 |
| T ROWE PRICE REAL ESTATE FUND ADV CL | 524Units | 7,312 |
| T ROWE PRICE RET 2040 FD | 480Units | 7,268 |
| T ROWE PRICE SCIENCE AND TECH ADVISOR CL | 86Units | 1,906 |
| T ROWE PRICE SMALL CAP VALUE FUND | 671Units | 19,790 |
| T ROWE PRICE US TREASURY LONG TERM | 147Units | 1,626 |
| T ROWE PRICE VALUE | 267Units | 5,465 |
| TARGET TOTAL RETURN BOND CL T | 361Units | 3,847 |
| TCW HIGH YIELD BOND CLASS I | 2,997Units | 18,194 |
| TCW TOTAL RETURN BOND CLASS I | 3,115Units | 30,866 |
| TCW TOTAL RETURN BOND CLASS N | 4,994Units | 51,185 |
| TCW SMALL CAP GROWTH CLASS N | 964Units | 22,284 |
| TELECOMM ULTRA SECTOR PRO FD INVSTR | 590Units | 6,895 |
| TEMPLETON GLOBAL BOND ADVISOR CLASS | 9,791Units | 124,252 |
| TEMPLETON GLOBAL BOND CLASS A | 300Units | 3,822 |
| TEMPLETON GROWTH CLASS R | 448Units | 7,467 |
| THE APPLESEED FUND | 207Units | 2,582 |
| THE DELAFIELD FUND | 2,311Units | 53,890 |
| THIRD AVENUE FOCSED CREDIT FUND INVESTOR | 492Units | 5,167 |
| THIRD AVENUE INTL VALUE | 3,580Units | 55,495 |
| THIRD AVENUE VALUE | 3,458Units | 160,156 |
| THIRD MILLENNIUM RUSSIA | 728Units | 14,071 |
| THOMPSON PLUMB BOND FUND | 191Units | 2,092 |
| THORNBURG INTL VALUE CL A | 1,454Units | 36,064 |
| THORNBURG INTL VALUE CL INSTL | 1,760Units | 44,662 |
| THORNBURG INTL VALUE CLASS C | 601Units | 14,099 |
| TIAA-CREF INSTIT HIGH YIELD BOND II | 338Units | 3,137 |
| TIAA-CREF INSTL LRG CAP VALUE -RETAIL | 207Units | 2,251 |
| | 2,923Units | 41,095 |

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| TIAA-CREF INSTL MID CAP VALUE -RETAIL | | |
| TIAA-CREF INSTL REAL ESTATE SEC - RETAIL | 3,315Units | 25,958 |
| TOCQUEVILLE FUND | 1,716Units | 34,181 |
| TOCQUEVILLE GOLD FUND | 2,591Units | 148,917 |
| TRANSAMERICA EQUITY CLASS P | 9,691Units | 78,885 |
| T-ROWE PRICE EMERG EURO & MEDITERRANEAN | 7,694Units | 135,101 |
| TURNER NEW ENTERPRISE INV CL | 3,440Units | 21,709 |
| TWEEDY BROWNE GLOBAL VALUE FUND | 453Units | 9,596 |
| ULTRA BEAR PRO FUND INVESTORS SHARES | 4,063Units | 41,040 |
| ULTRA JAPAN PRO FUND INVESTORS SHS | 202Units | 2,107 |
| ULTRA JAPAN PRO FUND SERVICE SHARES | 575Units | 5,627 |
| ULTRA SHORT CHINA PRO FUND - INVESTOR | 624Units | 5,730 |
| ULTRA SHORT DOW 30 INVESTOR SHARES | 5,807Units | 72,936 |
| ULTRA SHORT EMERGING MRKTS PRO FD INV CL | 8,520Units | 15,677 |
| ULTRA SHORT NASDAQ- 100 PROFUND INVESTOR | 14,674Units | 79,239 |
| ULTRA SHORT SMALL CAP PRO FDS-INVST CL | 14,590Units | 86,079 |
| US GLOBAL INVESTORS CHINA REGION FD | 4,191Units | 35,036 |
| US GLOBAL REGION EAST EUROPEAN | 1,734Units | 15,797 |
| US GLOBAL RESOURCES | 20,845Units | 184,482 |
| US GOLD AND PRECIOUS METALS | 32,976Units | 509,812 |
| US WORLD PRECIOUS MINERALS VALUE LINE | 18,494Units 94Units | 322,167 640 |
| VALUE LINE EMERGING OPPORTUNITY | 1,353Units | 35,048 |
| VALUE LINE INCOME | 588Units | 4,556 |
| VALUE LINE PREMIER GROWTH FUND | 1,142Units | 25,208 |
| VAN ECK EMERGING MARKETS CL C | 3,025Units | 31,040 |
| VAN ECK INTERNATN'L INVESTORS GOLD CL A | 16Units | 310 |
| VAN KAMPEN ASSETT ALLOCATION CONV A | 534Units | 5,088 |
| VAN KAMPEN COMSTOCK CLASS C | 2,259Units | 31,190 |
| VAN KAMPEN REAL ESTATE SEC CLASS C | 1,619Units | 22,992 |
| VANGUARD 500 INDEX FD INVESTOR SHS | 486Units | 49,941 |
| VANGUARD BOND INDEX TOTAL MARKET | 8,670Units | 89,732 |
| VANGUARD CAPITAL VALUE | 2,521Units | 23,298 |

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| VANGUARD CONVERTIBLE SECURITIES | 2,081Units | 26,136 |
| VANGUARD EMERGING MARKETS STOCK INDEX | 1,269Units | 32,881 |
| VANGUARD ENERGY | 3,900Units | 234,387 |
| VANGUARD EUROPEAN STOCK INDEX | 168Units | 4,371 |
| VANGUARD FINANCIALS INDEX ADMIRAL SHRS | 20,044Units | 291,644 |
| VANGUARD FIXED INC HIGH YIELD CORP | 685Units | 3,748 |
| VANGUARD GLOBAL EQUITY | 922Units | 14,442 |
| VANGUARD GNMA | 6,847Units | 72,852 |
| VANGUARD GROWTH INDEX | 113Units | 3,100 |
| VANGUARD INDEX TRUST SMALL CAP GROWTH | 939Units | 15,802 |
| VANGUARD INFLATION PROTECTED SECS | 8,984Units | 112,753 |
| VANGUARD INTERMED TRM INVST GR INVEST | 9,100Units | 87,542 |
| VANGUARD INTERNATL VALUE PORTFOLIO | 257Units | 7,865 |
| VANGUARD INT'L GROWTH PORTFOLIO | 1,149Units | 19,526 |
| VANGUARD LARGE CAP INDEX INV CLASS SH | 229Units | 4,683 |
| VANGUARD LIFE STRATEGY GRWTH PORT | 710Units | 13,894 |
| VANGUARD LONG TERM INVMT GRADE INV | 651Units | 5,803 |
| VANGUARD MID CAP GRWTH INDX CL INVES | 236Units | 4,497 |
| VANGUARD MID CAP INDEX | 2,382Units | 38,963 |
| VANGUARD PACIFIC STOCK INDEX | 399Units | 3,861 |
| VANGUARD PRECIOUS METALS & MINING FUND | 1,331Units | 27,205 |
| VANGUARD REIT INDEX FUND | 3,519Units | 52,221 |
| VANGUARD SHORT TERM BOND INDEX | 1,018Units | 10,607 |
| VANGUARD SHORT TERM INVMT GRADE INVESTOR | 6,263Units | 66,326 |
| VANGUARD SMALL CAP STOCK INDEX TRUST | 1,027Units | 28,224 |
| VANGUARD SMALL CAP VALUE INDEX | 240Units | 3,141 |
| VANGUARD STRATEGIC SMALL CAP EQ INVT | 2,995Units | 44,743 |
| VANGUARD TARGET RET 2015 FD INVESTOR CL | 2,453Units | 27,746 |
| VANGUARD TARGET RET 2035 FD INVESTOR CL | 17,317Units | 201,222 |
| VANGUARD TARGET RETIREMENT 2010 INVT | 16,663Units | 341,920 |
| VANGUARD TOTAL INTL STOCK INDEX FUND | 5,175Units | 74,566 |
| VANGUARD TOTAL STOCK MARKET | 8,321Units | 228,416 |

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| VANGUARD WELLINGTON FUND | 3,448Units | 99,477 |
| VANGUARD WINDSOR II | 21,433Units | 507,545 |
| VANGUARD/WELLESLEY INCOME | 1,099Units | 22,382 |
| VIRTUS FOREIGN OPPORTUNITES CL A | 872Units | 17,537 |
| WASATCH 1ST SOURCE INCOME EQUITY FUND | 11,199Units | 142,004 |
| WASATCH EMERGING MARKETS SMALL CAP FD | 9,853Units | 17,933 |
| WASATCH GLOBAL SCIENCE & TECHNOLOGY | 2,101Units | 25,341 |
| WASATCH HOISINGTON US TREASURY | 112Units | 1,587 |
| WASATCH SMALL CAP GROWTH | 419Units | 12,826 |
| WEITZ SHORT INTERMED INCOME FUND | 1,761Units | 21,309 |
| WELLS FARGO ASIA PACIFIC FD-INVESTOR | 2,765Units | 25,220 |
| WELLS FARGO SHORT TERM HI YIELD BD-INV | 15,137Units | 123,061 |
| WELLS FARGO SHORT TERM MUNI BD-INVEST | 769Units | 7,592 |
| WELLS FARGO SHRT TRM HI YIELD BND CLASS A | 130Units | 1,058 |
| WELLS FARGO ULTRA SHRT TM MUNI INC-ADV | 4,175Units | 20,084 |
| WESTCORE PLUS BOND FUND | 4,327Units | 45,087 |
| WESTERN ASSET CORE PLUS INSTITUTIONAL | 1,845Units | 18,704 |
| WESTPORT FUND CLASS R | 877Units | 17,000 |
| WESTPORT SELECT CAP CLASS I | 0Units | 2 |
| WILLIAM BLAIR SMALL CAP GROWTH CLASS N | 598Units | 11,955 |
| WILLIAM BLAIR VALUE DISCOVERY CLASS N | 872Units | 9,143 |
| WINTERGREEN FUND | 1,154Units | 13,349 |
| YACKTMAN FOCUSED FD | 3,733Units | 60,207 |
| YACKTMAN FUND | 5,153Units | 78,427 |
| CASH ACCOUNT | 7,096,491Units | 7,110,072 |
| Total Registered Investment Companies | | \$ 47,703,075 |
| PARTICIPANT LOANS (interest rate ranging from 4.25% through 10.5% maturing through November 2024) | | \$ 66,455,396 |
| Net Assets Pending Settlement | | \$ 9,329,303 |
| TOTAL INVESTMENTS | | \$ 3,031,401,472 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS ACQUIRED AND DISPOSED IN 2009

| Assets Acquired (Disposed) | Number of Shares/Units | Fair Value |
|---|---------------------------|----------------|
| American Electric Power Company, Inc. Common Stock \$6.50 par value (a) | 293,125 Shares | \$ (7,015,575) |

Transactions are recorded on the trade date.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
SUPPLEMENTAL SCHEDULE FOR NONEXEMPT TRANSACTION

Party Involved: James K. Johnson

Relationship to Plan, employer or other party-in-interest: employee of employer/plan sponsor

Transaction: participant loan

Date of Loan: April 9, 2008

Amount of Loan: \$21,000

Annual Interest Rate: 6.25%

Term of Loan: 5 years

Collateral: Fifty percent (50%) of the Borrower's Savings Plan account

Reason Transaction is Nonexempt: Exemption under ERISA 408(b)(1) requires, among other things, that the loan be made in accordance with specific plan provisions. The plan specifically required that the maximum participant loan (when added to the outstanding balance of all other loans to such participant) be limited to \$50,000, less the excess, if any, of the participant's highest outstanding loan balance in the past 12 months. When the plan issued the subject loan to Mr. Johnson on April 9, 2008, in the amount of \$21,000, his highest outstanding loan balance in the preceding 12 months was approximately \$32,500. The \$21,000 loan, when aggregated with aforementioned loan of approximately \$32,500, resulted in the loan not being made in accordance with the specific plan provisions of the plan and therefore did not fall within the exemption set forth in ERISA Section 408(b)(1). The Company undertook steps with the participant and appropriate government agencies to remediate the prohibited transaction, but such steps had not been completed by December 31, 2009.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 23 | Consent of Independent Registered Public Accounting Firm |