

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 22, 2011

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, 2010

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 22, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the 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, 2010 and 2009, 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, 2010 and 2009, 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, 2010, (2) assets acquired and disposed of in 2010, and (3) 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 2010 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 22, 2011

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

| ASSETS | 2010 | 2009 |
|---|------------------------|------------------------|
| Investments at Fair Value: | | |
| Participant Directed Investments | \$2,917,981,958 | \$2,914,481,843 |
| Wrap Contracts | 914,421 | 1,332,221 |
| NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE | 2,918,896,379 | 2,915,814,064 |
| Notes Receivable From Participants | 70,565,226 | 66,455,396 |
| TOTAL ASSETS | 2,989,461,605 | 2,982,269,460 |
| Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Wrap Contracts | 8,599,095 | 49,132,012 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$2,998,060,700 | \$3,031,401,472 |

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, 2010 and 2009

| | 2010 | 2009 |
|--|-----------------|-----------------|
| INVESTMENT INCOME | | |
| Net Appreciation in Fair Value of Investments | \$231,557,259 | \$349,619,288 |
| Interest | 18,129,952 | 28,017,910 |
| Dividends | 18,536,936 | 17,454,018 |
| Total Investment Income | 268,224,147 | 395,091,216 |
| CONTRIBUTIONS | | |
| Participant | 142,666,064 | 165,891,106 |
| Employer | 60,126,040 | 72,023,354 |
| Total Contributions | 202,792,104 | 237,914,460 |
| DISTRIBUTIONS TO PARTICIPANTS | (501,610,461) | (148,134,967) |
| ADMINISTRATIVE AND MANAGEMENT FEES | | |
| Professional Fees | (864,937) | (779,070) |
| Investment Advisory and Management Fees | (5,282,011) | (4,770,852) |
| Other Fees | (564,371) | (476,268) |
| Total Administrative and Management Fees | (6,711,319) | (6,026,190) |
| INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS | 3,964,757 | 4,414,126 |
| INCREASE (DECREASE) IN NET ASSETS | (33,340,772) | 483,258,645 |
| NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR | 3,031,401,472 | 2,548,142,827 |
| NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR | \$2,998,060,700 | \$3,031,401,472 |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

For the Years Ended December 31, 2010 and 2009

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (“the Plan” or “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. JPMorgan Chase Bank N.A. is the custodian and trustee and JPMorgan Retirement Plan Services LLC is the record keeper with respect to the Plan, collectively JPMorgan.

Contributions

Newly eligible employees will be automatically enrolled in the Plan with a 3% pre-tax 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 pre-tax 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 Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within Internal Revenue Service (IRS) limits). Participants who are age 50 and older are able to defer additional pre-tax or Roth 401(k) amounts as catch-up contributions. The catch-up contribution limit was \$5,500 for 2009 and 2010. 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 (IRC), 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 IRC) effective January 1, 2009, such that only the after-tax contributions made by such highly compensated participants may be 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. The Plan also permits loans to participants. JPMorgan (Trustee) affiliates provide custody, trustee, recordkeeping and other services with regard to Plan investments.

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.

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.

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.

Vesting and Distribution

Participants are immediately vested in their pre-tax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. Excluding their pre-tax and Roth 401(k) contributions and post-2008 Company matching contributions, all participants may make an unlimited number of withdrawals of their interest in the Plan, including their pre-2009 Company matching contributions. Pre-tax, 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).

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan. 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.

2. ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS

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 (GAAP).

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.

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Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are not recorded as distributions until actually distributed based on the terms of the Plan document.

Administrative Expenses and Management Fees

Administrative and Management Fees paid to JPMorgan during 2010 and 2009 totaled \$3,276,565 and \$3,066,704, 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, 2010 and 2009.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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.

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 (Level 1 measurement). Securities that are fair valued using unobservable inputs into fair value pricing are considered 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 in active markets, quoted prices for identical or similar assets 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. 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.

AEP utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in American Electric Power System Retirement Savings Plan. AEP's investment managers review and validate the prices utilized by the trustee to determine fair value. AEP performs its own valuation testing to verify the fair values of the securities. AEP receives audit reports of the trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trust.

Equities are classified as Level 1 holdings if 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.

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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 less 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. These are categorized as Level 2, if the investment can be redeemed at the NAV price. The JPMorgan Strategic Property Fund has been categorized as a Level 3 investment since the underlying holdings are diversified real estate assets that are difficult to value and rely on unobservable inputs to measure fair value. JPMorgan Emerging Markets Fund securities are classified as Level 3 holdings because their valuation is based on foreign stock exchanges with limited liquidity. The majority of the holdings in the JPMorgan Emerging Markets Fund are equity securities, but traded on exchanges in emerging nations.

JPMorgan Liquidity Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund 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 fund is valued each business day.

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 Morgan Stanley Capital International Europe, Australia, and Far East (MSCI EAFE) 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 Index. The underlying equity holdings of this fund are actively traded on major non-U.S. stock exchanges and have readily available market quotes.

JPMorgan US Real Estate Securities Fund

The objective of this fund is to exceed the performance of the Morgan Stanley Capital International Real Estate Investment Trust (MSCI U.S. REIT) Index. The underlying real estate investment trust equity holdings of this fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

JPMorgan Intermediate Bond Fund

The JPMorgan Intermediate Bond Fund is held by the Managed Income Fund. The objective of the fund is to exceed the performance of the Barclay's Capital Intermediate Aggregate Index. The underlying holdings of this fund are a diversified mix of fixed income securities. Fixed income securities do not trade on an exchange and do not have an official closing price.

Mellon Capital Aggregate Bond Index Fund

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

JPMorgan Strategic Property Fund

The objective of this fund is to exceed the performance of the National Council of Real Estate Investment Fiduciaries (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.

JPMorgan Emerging Markets Fund

The objective of this fund is to exceed the performance of the Morgan Stanley Capital International Emerging Markets (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.

Mellon Capital Treasury Inflation-Protected Securities Fund

The objective of this fund is to track the performance of the Barclays Capital U.S. Treasury Inflation-Protected Securities Index. Treasury Inflation-Protected Securities are backed by the U.S. government and protect investors from the effects of inflation. The securities are not actively traded on exchanges and do not have an official closing price.

New Accounting Pronouncements

In September 2010, the Financial Accounting Standards Board issued Accounting Standards Update 2010-25, "Reporting Loans to Participants by Defined Contribution Pension Plans" (ASU 2010-25), an amendment to "Plan Accounting-Defined Contribution Pension Plans" accounting guidance. The amendments in this update require that participant loans be classified as notes receivable from participant, which are segregated from plan investments. The update also requires that participant loans be measured at their unpaid principal balance plus an accrued-but-unpaid interest, rather than fair value.

This update was applied retrospectively to all prior periods presented, effective for fiscal years ending after December 15, 2010. There was no impact on the Net Assets Available for Benefits since the unpaid principal balance plus accrued interest approximated fair value.

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. INVESTMENT CONTRACTS

The Managed Income Fund provides a stable value investment option to participants that includes fully benefit-responsive wrap contracts which assure the book value of investments for plan participants. The fund's underlying assets, which are held in a trust, utilize wrap contracts issued by four banking institutions at December 31, 2010 and 2009. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus credited interest, less participant withdrawals, without regard to changes in the fair value of the investments and securities underlying the fund. The rates for crediting interest 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 interest crediting 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 administer participant-level transactions at contract value or may allow for the termination of the wrap contract at market value, rather 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 as of December 31, 2010 or the date these financial statements are issued. During the year ended December 31, 2010, the interest crediting rate and the average yield based on annualized earnings and interest credited to participants were 1.64% and 2.26%, respectively. During the year ended December 31, 2009 the credited rate and average yield based on annualized earnings and interest credited to participants were 1.86% and 2.03%, respectively.

5. INVESTMENTS EXCEEDING FIVE PERCENT OF NET PLAN NET ASSETS

Investments exceeding five percent of the Plan's net assets as of December 31, 2010 and 2009 were as follows:

| | December 31, | |
|--|----------------|----------------|
| | 2010 | 2009 |
| American Electric Power Company, Inc. Common Stock | \$ 273,754,334 | \$ 290,349,477 |
| Mellon Capital Aggregate Bond Index Fund | 334,693,511 | 320,369,946 |
| Mellon Capital Stock Index Fund | 414,525,878 | 384,825,849 |
| Mellon Capital International Stock Index Fund | 268,420,947 | 243,903,092 |
| JPMorgan Intermediate Bond Fund | 738,889,267 | 803,613,204 |

6. NET APPRECIATION OF INVESTMENTS

During 2010 and 2009, the Plan's investments (including investments purchased, sold and held during the year) appreciated (depreciated) in value as follows:

| | Years Ended December 31, | |
|--|--------------------------|----------------|
| | 2010 | 2009 |
| American Electric Power Company, Inc. - Common Stock | \$ 8,111,709 | \$ 15,124,119 |
| Common/Collective Trusts | 141,492,712 | 198,567,573 |
| Corporate Stock | 80,920,308 | 133,656,423 |
| Fixed Income Securities | 1,162,278 | 2,198,623 |
| Registered Investment Companies | (129,748) | (109,564) |
| Other | - | 182,114 |
| Net Appreciation in Fair Value of Investments | \$ 231,557,259 | \$ 349,619,288 |

7. 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, 2010 and 2009, the Plan held 7,608,514 and 8,345,774 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan sponsor, with a cost basis of \$261,878,144 and \$285,828,645, respectively. During the years ended December 31, 2010 and 2009, the Plan recorded dividend income of \$13,789,065 and \$14,017,339, respectively, related to its investment in that common stock.

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. An 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, 2010. Because the participant is not a "disqualified person" for purposes of Section 4975 of the IRC, 5330 is not required in connection with this transaction.

8.

FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the “Fair Value Measurements of Assets” section of Note 2.

Equities and registered investment companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

Fair Value Measurements at December 31, 2010

| | Level 1 | Level 2 | Level 3 | Total |
|---|----------------|---------------|------------|----------------|
| Equities | | | | |
| Corporate Stock – Domestic | \$ 494,298,612 | \$ - | \$ - | \$ 494,298,612 |
| AEP Stock | 273,754,334 | - | - | 273,754,334 |
| Subtotal Equities | 768,052,946 | - | - | 768,052,946 |
| Fixed Income | | | | |
| Government Bonds | - | 5,737,733 | - | 5,737,733 |
| Corporate Debt Securities | - | 11,877,637 | - | 11,877,637 |
| Mortgage Backed Securities | - | 15,466,473 | - | 15,466,473 |
| Subtotal Fixed Income | - | 33,081,843 | - | 33,081,843 |
| Common/Collective Trusts | | | | |
| JPMorgan Liquidity Fund | - | 24,945,975 | - | 24,945,975 |
| Mellon Capital Small Cap Stock Index Fund | - | 147,688,138 | - | 147,688,138 |
| Mellon Capital Stock Index Fund | - | 414,525,878 | - | 414,525,878 |
| Mellon Capital International Stock Index Fund | - | 268,420,947 | - | 268,420,947 |
| Alliance Bernstein International Style Blend | - | 63,365,492 | - | 63,365,492 |
| JPMorgan US Real Estate Securities Fund | - | 8,462,572 | - | 8,462,572 |
| JPMorgan Intermediate Bond Fund | - | 738,889,267 | - | 738,889,267 |
| Mellon Capital Aggregate Bond Index Fund | - | 334,693,511 | - | 334,693,511 |
| Mellon Capital Treasury Inflation-Protected Securities Fund | - | 7,671,177 | - | 7,671,177 |
| JPMorgan Strategic Property Fund | - | - | 29,191,929 | 29,191,929 |
| JPMorgan Emerging Markets Fund | - | - | 14,787,949 | 14,787,949 |
| Subtotal Common/Collective Trusts | - | 2,008,662,957 | 43,979,878 | 2,052,642,835 |
| Registered Investment Companies | 45,663,725 | - | - | 45,663,725 |

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| | | | | |
|---------------------------------------|----------------|------------------|---------------|------------------|
| Cash Equivalents | - | 18,561,465 | - | 18,561,465 |
| Wrap Contracts | - | - | 914,421 | 914,421 |
| Accrued Items and Unsettled Trades | (7,125) | (13,731) | - | (20,856) |
| Total | \$ 813,709,546 | \$ 2,060,292,534 | \$ 44,894,299 | \$ 2,918,896,379 |

Fair Value Measurements at December 31, 2009

| | Level 1 | Level 2 | Level 3 | Total |
|---|-----------------------|-------------------------|----------------------|-------------------------|
| Equities | | | | |
| Corporate Stock – Domestic | \$ 471,790,974 | \$ - | \$ - | \$ 471,790,974 |
| AEP Stock | 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 | | | | |
| JPMorgan 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 |
| JPMorgan US Real Estate Securities Fund | - | 13,030,934 | - | 13,030,934 |
| Mellon Capital Aggregate Bond Index Fund | - | 320,369,946 | - | 320,369,946 |
| JPMorgan Strategic Property Fund | - | - | 20,401,736 | 20,401,736 |
| JPMorgan 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 | | | | |
| Cash Equivalents | 47,703,075 | - | - | 47,703,075 |
| Managed Income Fund | - | 11,546,014 | - | 11,546,014 |
| Wrap Contracts | - | 836,434,950 | - | 836,434,950 |
| Accrued Items and Unsettled Trades | - | - | 1,332,221 | 1,332,221 |
| | 2,923,100 | 6,406,202 | - | 9,329,302 |
| Total | \$ 815,319,854 | \$ 2,065,014,948 | \$ 35,479,262 | \$ 2,915,814,064 |

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Fair Value Estimated Using Net Asset Value per Share as of December 31, 2010

| | Fair Value | Redemption Frequency (If currently eligible) | Redemption Notice Period |
|---|------------------|---|--------------------------|
| JPMorgan Liquidity Fund | \$ 24,945,975 | Daily | 1 Day |
| Mellon Capital Small Cap Stock Index Fund | 147,688,138 | Daily | Trade Date + 1 |
| Mellon Capital Stock Index Fund | 414,525,878 | Daily | Trade Date + 1 |
| Mellon Capital International Stock Index Fund | 268,420,947 | Daily | Trade Date + 1 |
| Alliance Bernstein International Style Blend | 63,365,492 | Daily | 1-30 Days |
| JPMorgan US Real Estate Securities Fund | 8,462,572 | Daily | 1 Day |
| JPMorgan Intermediate Bond Fund | 738,889,267 | Daily | 1 Day |
| Mellon Capital Aggregate Bond Index Fund | 334,693,511 | Daily | Trade Date + 1 |
| Mellon Capital Treasury Inflation-Protected Securities Fund | 7,671,177 | Daily | Trade Date + 1 |
| JPMorgan Strategic Property Fund | 29,191,929 | Quarterly | 45 Days |
| JPMorgan Emerging Markets Fund | 14,787,949 | Daily | 1 Day |
| Total Assets | \$ 2,052,642,835 | | |

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

| | Fair Value | Redemption Frequency (If currently eligible) | Redemption Notice Period |
|---|---------------|---|--------------------------|
| JPMorgan 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 |
| JPMorgan US Real Estate Securities Fund | 13,030,934 | Daily | 1 Day |
| Mellon Capital Aggregate Bond Index Fund | 320,369,946 | Daily | Trade Date + 1 |
| JPMorgan Strategic Property Fund | 20,401,735 | Daily | 45 Days |
| | 13,745,306 | Daily | 1 Day |

| | | | |
|--------------------------------|------------------|-------|-------|
| JPMorgan Emerging Markets Fund | | | |
| Managed Income Fund | 836,434,950 | Daily | 1 Day |
| Total Assets | \$ 2,033,484,339 | | |

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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, 2010

| | Strategic Property Fund | Emerging Markets Fund | Wrap Contracts | Total |
|---|-------------------------------|-----------------------------|-------------------|---------------|
| Balance at Beginning of Year | \$ 20,401,736 | \$ 13,745,305 | \$ 1,332,221 | \$ 35,479,262 |
| Realized Gains (Losses) | (663,773) | 633,758 | - | (30,015) |
| Unrealized Gains (Losses) | 12,716,400 | (938,904) | (417,800) | 11,359,696 |
| Purchases, Sales, Issuances, and Settlements (Net) | (3,262,434) | 1,347,790 | - | (1,914,644) |
| Balance at End of Year | \$ 29,191,929 | \$ 14,787,949 | \$ 914,421 | \$ 44,894,299 |

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

| | Strategic Property Fund | Emerging Markets Fund | Wrap Contracts | Total |
|---|-------------------------------|-----------------------------|-------------------|---------------|
| Balance at Beginning of Year | \$ 31,212,837 | \$ 8,764,187 | \$ 1,712,868 | \$ 41,689,892 |
| Realized Gains (Losses) | (846,000) | 319,435 | - | (526,565) |
| Unrealized Gains (Losses) | (7,507,188) | 6,662,133 | (380,647) | (1,225,702) |
| Purchases, Sales, Issuances, and Settlements (Net) | (2,457,913) | (2,000,450) | - | (4,458,363) |
| Balance at End of Year | \$ 20,401,736 | \$ 13,745,305 | \$ 1,332,221 | \$ 35,479,262 |

9. 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 change could materially affect the amounts reported in the financial statements.

10. FEDERAL INCOME TAX

The IRS has determined that the Plan meets the requirements of Section 401(a) of the IRC and recognizes the exempt status of the Plan's trust pursuant to Section 501(a) of the IRC.

The Plan has been amended subsequent to the issuance of the most recent IRS determination letter. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC 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.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

11. WORKFORCE REDUCTION

Distributions to plan participants were significantly higher during 2010 than during 2009. This is primarily the result of the cost reduction initiatives implemented by AEP in the second quarter of 2010 to reduce its workforce by 11.5%. A significant number of those participants whose employment terminated during 2010 elected to withdraw their plan accounts.

12. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

Due to changes in the IRS Form 5500 filing requirements, the income statement in Schedule H, Part II, is now 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 Schedule H as Participant loans as of the beginning and ending of the year were adjusted so that prospectively the amounts reported on 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) | 2010 | 2009 |
| Beginning Balance per Financial Statements | \$ 66,455,396 | \$ 60,521,812 |
| Less: Loans Deemed Distributed with No Post-Default Payments | (766,983) | (510,538) |
| Balance Reported on Form 5500 | \$ 65,688,413 | \$ 60,011,274 |

| | December 31, | |
|---|---------------|---------------|
| Participant Loans – Schedule H, Part I, line 1c(8), Column (b) | 2010 | 2009 |
| Ending Balance per Financial Statements | \$ 70,565,226 | \$ 66,455,396 |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default | (1,474,224) | (766,983) |
| Balance Reported on Form 5500 | \$ 69,091,002 | \$ 65,688,413 |

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 11, Column (a) | 2010 | 2009 |
| Beginning Balance per Financial Statements | \$ 3,031,401,472 | \$ 2,548,142,827 |
| Less: Loans Deemed Distributed with No Post-Default Payments | (766,983) | (510,538) |
| Less: Adjustment from Contract Value to Fair Value | (49,132,012) | (106,018,835) |
| Beginning Balance Reported on Form 5500 | \$ 2,981,502,477 | \$ 2,441,613,454 |

| | December 31, | |
|---|------------------|------------------|
| Net Assets – Schedule H, Part I, Line 11, Column (b) | 2010 | 2009 |
| Ending Balance per Financial Statements | \$ 2,998,060,700 | \$ 3,031,401,472 |
| Less: Adjustment from Contract Value to Fair Value | (8,599,095) | (49,132,012) |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default | (1,474,224) | (766,983) |
| Balance Reported on Form 5500 | \$ 2,987,987,381 | \$ 2,981,502,477 |

| | December 31, | |
|--|--------------|------|
| Increase (Decrease) in Net Assets – Schedule H, Part II, Line 2k | 2010 | 2009 |

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| | | | | |
|--|----|--------------|----|-------------|
| Balance per Financial Statements | \$ | (33,340,772) | \$ | 483,258,645 |
| Less: Loans Deemed Distributed | | (707,241) | | (256,445) |
| Less: Adjustment from Contract Value to Fair Value | | 40,532,917 | | 56,886,823 |
| Balance Reported on Form 5500 | \$ | 6,484,904 | \$ | 539,889,023 |

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AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)

INVESTMENT CONTRACTS:

| | |
|---|----------------------|
| Stable Value Wrap | |
| Bank of America | |
| variable annual yield (2.00% at December 31, 2010) | |
| with an indeterminate maturity date | \$457,552 |
| Stable Value Wrap | |
| ING | |
| variable annual yield (2.00% at December 31, 2010) | |
| with an indeterminate maturity date | - |
| Stable Value Wrap | |
| IXIS | |
| variable annual yield (2.00% at December 31, 2010) | |
| with an indeterminate maturity date | - |
| Stable Value Wrap | |
| State Street Bank | |
| variable annual yield (2.00% at December 31, 2010) | |
| with an indeterminate maturity date | 456,869 |
| Subtotal Wrapper Contracts | \$914,421 |
| Intermediate Bond Fund- | |
| JPMorgan Chase Bank | \$738,889,267 |
| JPMorgan Chase Bank | |
| Liquidity Fund | 9,265,233 |
| Subtotal Stable Value | \$748,154,500 |
| TOTAL - INVESTMENT CONTRACTS | 749,068,921 |
| ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE | 8,599,095 |
| TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE | \$757,668,016 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR (continued))

| Shares | Identity of Issuer, Borrower, Lessor or Similar Party | Fair Value |
|------------|---|-----------------|
| | Cash Equivalents | |
| 4,537,803 | Cash | \$4,537,803 |
| 14,023,662 | JPMORGAN TREASURY PLUS INSTITUTIONAL SHARES | 14,023,662 |
| | Total Cash Equivalents | \$18,561,465 |
| | Common / Collective Trusts | |
| 6,273,811 | Alliance Bernstein International Style Blend | \$63,365,492 |
| 237,047 | JPMCB US Real Estate Securities Fund | 8,462,572 |
| 2,974,287 | EB Daily Liquidity Non SL Aggregate Bond Index Fund | 334,693,511 |
| 2,486,346 | EB Daily Liquidity Non SL International Stock Index Fund | 268,420,947 |
| 1,144,550 | EB Daily Liquidity Non SL Small Cap Stock | 147,688,138 |
| 3,497,636 | EB Daily Liquidity Non SL Stock Index Fund | 414,525,878 |
| 74,095 | EB DL Non SL Treasury Inflation Protected Securities Fund | 7,671,177 |
| 269,067 | JPMCB Emerging Markets - Equity Focused | 14,787,949 |
| 20,217 | JPMCB Strategic Property Fund | 29,191,929 |
| 14,680,743 | JPMCB Liquidity Fund | 15,680,742 |
| | Total Common / Collective Trusts | \$1,304,488,335 |
| | AEP Stock | |
| 7,608,514 | American Electric Power Company, Inc. Common Stock \$6.50 par value | \$273,754,334 |
| | Total AEP Stock | \$273,754,334 |
| | Corporate Stock | |
| 8,700 | 3M CO COM STK USD0.01 | \$750,810 |
| 7,650 | AARON'S INC CLASS'A'COM VGT USD0.5 | 155,984 |
| - | AARONS INC COM | 99 |
| 16,742 | ABBOTT LABS COM NPV | 802,109 |
| 9,185 | ABM INDUSTRIES INC COM STK USD0.01 | 241,566 |
| 19,500 | ACCENTURE PLC CLS'A'USD0.0000225 | 945,555 |
| 17,700 | ACE LIMITED CHF30.57 | 1,107,666 |
| 3,750 | ACUITY BRANDS INC COM STK USD0.01 | 216,263 |
| 8,900 | ADVANCE AUTO PARTS INC COM STK USD0.0001 | 589,269 |
| 33,750 | AEROPOSTALE INC COM STK USD0.01 | 831,600 |
| 24,600 | AETNA INC NEW COM STK USD0.001 | 750,546 |
| 7,700 | AFC ENTERPRISES INC COM STK USD0.001 | 107,030 |
| 3,845 | AFFILIATED MANAGERS GROUP INC COM STK USD0.01 | 381,501 |
| 70,631 | AGILENT TECHNOLOGIES INC COM STK USD0.01 | 2,926,242 |
| 13,800 | AGRIUM INC COM NPV | 1,266,871 |
| 5,900 | AIR METHODS CORP COM STK USD0.06 | 331,993 |
| 3,500 | AIR PRODUCTS & CHEMICALS INC COM STK USD1 | 320,040 |
| 1,100 | ALEXANDRIA REAL ESTATE EQUITIES INC COM STK | 81,081 |
| 5,290 | ALLEGHENY TECHNOLOGIES INC COM STK USD0.10 | 291,902 |
| 26,712 | ALLERGAN INC COM STK USD0.01 | 1,834,313 |
| 21,700 | ALLIANCE DATA SYSTEM COM STK USD0.01 | 1,541,351 |

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| | | |
|--------|---|-----------|
| 45,300 | ALLSCRIPTS HEALTHCARE SOLUTIONS INC COM STK | 872,931 |
| 27,000 | ALLSTATE CORP COM STK USD0.01 | 866,160 |
| 47,367 | ALTERA CORP COM STK USD0.001 | 1,685,318 |
| 27,300 | ALTERA CORP COM STK USD0.001 | 971,334 |
| 31,000 | ALTERA CORP COM STK USD0.001 | 1,102,980 |
| 20,185 | ALTERRA CAPITAL HLDGS LTD USD0.01 | 436,803 |
| 8,000 | ALTERRA CAPITAL HLDGS LTD USD0.01 | 173,120 |
| 32,700 | ALTRIA GROUP INC COM STK USD0.333 | 817,500 |
| 37,321 | AMAZON COM INC COM STK USD0.01 | 6,717,780 |
| 17,100 | AMEREN CORP COM STK USD0.01 | 482,049 |
| 8,680 | AMERICAN EAGLE OUTFITTER COM STK USD0.01 | 126,988 |
| 35,402 | AMERICAN TOWER CORP CLASS'A' COM USD0.01 | 1,828,159 |
| 20,400 | AMERIPRISE FINANCIAL INC COM STK USD0.01 | 1,174,020 |
| 32,600 | AMERIPRISE FINANCIAL INC COM STK USD0.01 | 1,876,130 |

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| | | |
|---------|--|-----------|
| 25,600 | AMERISOURCEBERGEN CORP COM STK NPV | 873,472 |
| 13,400 | AMGEN INC COM STK USD0.0001 | 735,660 |
| 18,200 | AMPHENOL CORP CLASS'A'COM STK USD0.001 | 960,869 |
| 63,900 | AMR CORP COM STK USD1 | 497,781 |
| 5,140 | AMSURG CORP COM STK NPV | 107,683 |
| 27,800 | ANALOG DEVICES INC COM STK USD0.16 2/3 | 1,047,226 |
| 31,700 | ANALOG DEVICES INC COM STK USD0.16 2/3 | 1,194,139 |
| 38,038 | ANHEUSER-BUSCH INBEV SA ADR EACH REP 1 ORD | 2,171,589 |
| 41,505 | ANWORTH MORTGAGE ASSET CORP COM STK USD0.01 | 299,666 |
| 6,987 | APACHE CORP USD0.625 | 833,060 |
| 15,975 | APOLLO INVESTMENT CORP COM STK USD0.001 | 181,316 |
| 23,039 | APPLE INC COM STK NPV | 7,431,460 |
| 2,900 | APPLE INC COM STK NPV | 935,424 |
| 20,600 | APTARGROUP INC COM STK USD0.01 | 979,942 |
| 5,100 | ARCH CAPITAL GROUP COM STK USD0.01 | 449,055 |
| 10,500 | ARCHER DANIELS MIDLAND CO COM STK NPV | 315,840 |
| 32,925 | ARES CAPITAL CORP COM STK USD0.001 | 542,604 |
| 7,919 | ARGO GROUP INTL HLDGS COM STK USD0.01 | 296,567 |
| 4,760 | ARKANSAS BEST CORP COM STK USD0.01 | 130,519 |
| 62,800 | ARRIS GROUP INC COM STK USD0.01 | 704,616 |
| 29,400 | ARROW ELECTRONICS INC COM STK USD1 | 1,006,950 |
| 21,185 | ARROW ELECTRONICS INC COM STK USD1 | 725,586 |
| 18,995 | ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01 | 351,028 |
| 5,700 | ASHLAND INC COM STK USD1 | 289,902 |
| 6,205 | ASHLAND INC COM STK USD1 | 315,586 |
| 5,800 | ASPEN INSURANCE HLDGS COM STK USD0.15144558 | 165,996 |
| 29,600 | ASSURANT INC COM STK USD0.01 | 1,140,192 |
| 5,245 | ASSURANT INC COM STK USD0.01 | 202,037 |
| 5,100 | ASSURANT INC COM STK USD0.01 | 196,452 |
| 114,500 | ASSURED GUARANTY LTD COM STK USD0.01 | 2,026,650 |
| 15,600 | ASTRAZENECA PLC ADR EACH REP 1 ORD USD0.25(MGT) | 720,564 |
| 23,500 | ATHEROS COMMUNICATIONS INC COM STK USD0.0005 | 844,120 |
| 249,093 | ATMEL CORP COM STK USD0.001 | 3,068,826 |
| 27,700 | ATWOOD OCEANICS INC COM STK USD1 | 1,035,149 |
| 11,300 | AUTOLIV INC COM STK USD1 | 892,022 |
| 2,400 | AUTOZONE INC COM STK USD0.01 | 654,216 |
| 45,400 | AVNET INC COM STK USD1 | 1,499,562 |
| 13,755 | AVNET INC COM STK USD1 | 454,328 |
| 11,600 | AVON PRODUCTS INC COM STK USD0.25 | 337,096 |
| 22,179 | BAIDU INC ADR EACH REPR 0.10 SHARE A | 2,140,939 |
| 13,253 | BAKER HUGHES INC COM STK USD1 | 757,674 |
| 4,900 | BALL CORP COM STK NPV | 333,445 |
| 17,800 | BALLY TECHNOLOGIES INC COM STK USD0.1 | 750,982 |
| 20,200 | BANK OF HAWAII CORP COM STK USD2 | 953,642 |
| 16,195 | BEACON ROOFING SUPPLY INC COM STK USD0.01 CLS'A' | 289,405 |
| 9,740 | BECKMAN COULTER INC COM STK USD0.10 | 732,740 |
| 12,800 | BED BATH AND BEYOND COM STK USD0.01 | 629,120 |
| 4,000 | BEL FUSE INC CLASS'B'SHS USD0.1 | 95,600 |
| 24,300 | BELDEN INC COM STK USD0.01 | 895,966 |
| 11,660 | BELDEN INC COM STK USD0.01 | 429,904 |

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| | | |
|--------|--|-----------|
| 5,800 | BELDEN INC COM STK USD0.01 | 213,846 |
| 67,400 | BELO CORP CLASS'A'COM STK USD1.67 | 477,192 |
| 20,300 | BEMIS CO INC COM STK USD0.10 | 662,998 |
| 2,200 | BERRY PETROLEUM CORP CLASS'A'COM STK USD0.01 | 96,140 |
| 17,100 | BIG LOTS INC COM STK USD0.01 | 520,866 |
| 12,900 | BILL BARRETT CORP COM NPV | 530,577 |
| 1,100 | BIO RAD LABORATORIES INC CLASS'A'COM STK USD0.0001 | 114,235 |
| 11,500 | BIOGEN IDEC INC COM STK USD0.0005 | 771,075 |
| 9,500 | BIOMED REALTY TRUST INC COM STK USD0.01 | 178,790 |
| 4,605 | BJS WHOLESALE CLUB INC COM STK USD0.01 | 220,580 |
| 4,700 | BLACK BOX CORP COM STK USD0.001 | 180,245 |
| 21,735 | BLOCK(H & R) INC COM STK NPV | 262,124 |
| 24,796 | BOEING CO COM STK USD5 | 1,618,187 |

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| | | |
|---------|---|-----------|
| 7,300 | BORG-WARNER INC COM STK USD0.01 | 528,228 |
| 113,200 | BOSTON SCIENTIFIC CORP COM STK USD0.01 | 856,924 |
| 14,900 | BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25 | 658,133 |
| 10,460 | BRADY CORP 'A'NON.V USD0.01 | 341,101 |
| 22,100 | BRINK'S COMPANY BRINKS GROUP COM USD1 | 594,048 |
| 16,140 | BRINK'S COMPANY BRINKS GROUP COM USD1 | 433,843 |
| 9,620 | BRISTOW GROUP INC COM STK USD0.01 | 455,507 |
| 48,778 | BROADCOM CORP CLASS'A'COM STK USD0.0001 | 2,124,282 |
| 51,600 | BROOKS AUTOMATION INC | 468,012 |
| 3,700 | BROWN & BROWN INC COM STK USD0.10 | 88,578 |
| 16,925 | BROWN SHOE CO INC COM STK USD0.01 | 236,950 |
| 31,150 | BUCKLE COM STK USD0.05 | 1,176,536 |
| 28,600 | BUCYRUS INTERNATIONAL INC COM STK USD0.01 | 2,556,840 |
| 5,000 | BUNGE LTD COM STK USD0.01 | 327,600 |
| 54,900 | CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01 | 1,857,816 |
| 8,059 | CABOT CORP COM STK USD1 | 303,421 |
| 3,900 | CACI INTL INC CLASS A COM | 208,260 |
| 99,800 | CAE INC COM NPV | 1,150,694 |
| 15,940 | CALLAWAY GOLF CO COM STK USD0.01 | 128,636 |
| 9,700 | CAMBREX CORP COM STK USD0.10 | 50,149 |
| 66,200 | CAMECO CORP COM NPV | 2,677,777 |
| 24,600 | CAMERON INTERNATIONAL CORP COM STK USD0.01 | 1,247,958 |
| 8,219 | CAMPUS CREST COMMUNITIES INC USD0.01 | 116,274 |
| 26,100 | CAPITAL ONE FINANCIAL CORP COM STK USD0.01 | 1,110,816 |
| 13,440 | CAPSTEAD MTGE.CORP COM STK USD0.01 | 174,451 |
| 21,500 | CARDINAL HEALTH INC COM STK NPV | 827,858 |
| 27,900 | CARLISLE COS INC COM STK USD1 | 1,108,746 |
| 18,100 | CARMAX INC COM STK USD0.50 | 577,028 |
| 2,094 | CATAHY GENERAL BANCORP COM STK USD0.01 | 34,970 |
| 6,300 | CEC ENTERTAINMENT COM STK USD0.10 | 244,629 |
| 9,049 | CELANESE CORP COM STK USD0.0001 CLS'A' | 372,547 |
| 42,300 | CELANESE CORP COM STK USD0.0001 CLS'A' | 1,741,491 |
| 42,519 | CELGENE CORP COM STK USD0.01 | 2,514,574 |
| 7,425 | CENTENE CORP(DEL) COM STK USD0.001 | 188,150 |
| 12,300 | CEPHALON INC COM STK USD0.01 | 759,156 |
| 2,600 | CF INDUSTRIES HOLDINGS INC COM STK USD0.01 | 351,390 |
| 9,963 | CH ROBINSON WORLDWIDE INC COM STK USD0.10 | 801,822 |
| 34,975 | CHARMING SHOPPES INC COM STK USD0.10 | 124,161 |
| 6,335 | CHATHAM LODGING TRUST USD0.01 | 110,387 |
| 7,645 | CHECKPOINT SYSTEMS COM STK USD0.10 | 157,105 |
| 7,500 | CHEVRON CORP COM STK USD0.75 | 684,375 |
| 21,142 | CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG) | 695,572 |
| 18,200 | CHICOS FAS INC COM STK USD0.01 | 218,946 |
| 10,000 | CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10 | 496,400 |
| 17,900 | CHUBB CORP COM STK USD1 | 1,074,179 |
| 23,100 | CIBER INC COM STK USD0.01 | 108,108 |
| 22,000 | CIGNA CORP COM STK USD0.25 | 806,520 |
| 209,800 | CINCINNATI BELL NC USD0.01 | 587,440 |
| 120,975 | CISCO SYSTEMS INC COM STK USD0.001 | 2,447,324 |
| 387 | CITY HLDG CO COM STK USD2.50 | 14,021 |

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| | | |
|--------|---|-----------|
| 4,500 | CLIFFS NATURAL RESOURCES INC COM STK USD0.125 | 351,045 |
| 13,900 | CLIFFS NATURAL RESOURCES INC COM STK USD0.125 | 1,084,339 |
| 27,800 | CMS ENERGY CORP COM STK USD0.01 | 517,080 |
| 39,426 | COACH INC COM STK USD0.01 | 2,186,566 |
| 11,100 | COACH INC COM STK USD0.01 | 615,606 |
| 20,900 | COGNEX CORP COM STK USD0.002 | 614,878 |
| 10,283 | COGNIZANT TECHNOLOGY SOLUTIONS CORP COM STK | 753,641 |
| 5,370 | COLONY FINANCIAL INC USD0.01 | 109,387 |
| 6,120 | COLUMBIA BANKING SYSTEMS INC COM STK NPV | 128,887 |
| 1,654 | COMMERCE BANCSHARES INC COM STK USD5 | 65,703 |
| 18,100 | COMPUTER SCIENCES CORP COM STK USD1 | 901,380 |
| 20,010 | COMPUTER SCIENCES CORP COM STK USD1 | 996,498 |
| 9,200 | COMSTOCK RESOURCES INC COM STK USD0.50 | 225,952 |

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| | | |
|--------|--|-----------|
| 21,657 | COMTECH TELECOMMUNICATIONS COM STK USD0.10 | 600,549 |
| 9,930 | CONMED CORP COM STK USD0.01 | 262,450 |
| 10,400 | CONOCOPHILLIPS COM STK USD1.25 | 708,240 |
| 48,600 | CONVERGYS CORP COM STK NPV | 640,062 |
| 18,800 | COOPER INDUSTRIES PLC USD0.01 | 1,100,631 |
| 1,400 | CORE LABORATORIES NV EUR0.02 | 124,670 |
| 32,435 | COSTCO WHOLESALE CORP COM STK USD0.005 | 2,342,131 |
| 51,400 | COTT CORP QUE COM | 463,114 |
| 7,102 | COVANCE INC COM STK USD0.01 | 365,114 |
| 13,105 | COVANTA HOLDING CORP | 225,275 |
| 3,569 | CRA INTERNATIONAL INC COM | 83,907 |
| 19,200 | CRACKER BARREL OLD COUNTRY STORE INC | 1,051,584 |
| 23,500 | CREDIT SUISSE GROUP ADR-EACH REPR 1 ORD(DT | 949,635 |
| 36,200 | CROWN MEDIA HOLDINGS CLASS'A'COM STK USD0.01 | 94,844 |
| 8,400 | CUMMINS INC COM STK USD2.50 | 924,084 |
| 7,600 | CUMMINS INC COM STK USD2.50 | 836,076 |
| 26,300 | CUMMINS INC COM STK USD2.50 | 2,893,263 |
| 21,711 | CVB FINANCIAL NPV | 190,080 |
| 22,885 | CYPRESS SHARPRIDGE INVESTMENTS INC COM STK USD0.01 | 295,445 |
| 13,966 | CYPRESS SHARPRIDGE INVESTMENTS INC COM STK USD0.01 | 180,301 |
| 10,700 | DANA HOLDING CORP USD0.01 | 184,147 |
| 9,800 | DARDEN RESTAURANTS INC COM STK NPV | 455,112 |
| 5,780 | DAVITA INC COM STK USD0.001 | 401,652 |
| 7,300 | DECKERS OUTDOOR CORP COM STK USD0.01 | 582,102 |
| 26,927 | DEERE & CO COM STK USD1 | 2,245,712 |
| 5,800 | DELPHI FINANCIAL GROUP INC CLASS'A'COM STK USD0.01 | 167,272 |
| 15,990 | DIANA SHIPPING INC COM STK USD0.01 | 192,200 |
| 16,800 | DIEBOLD INC COM STK USD1.25 | 538,440 |
| 5,960 | DIEBOLD INC COM STK USD1.25 | 191,018 |
| 53,550 | DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01 | 1,964,750 |
| 14,800 | DOLBY LABORATORIES INC COM STK USD0.001 CLASS 'A' | 987,160 |
| 38,650 | DOLE FOOD CO INC USD0.001 | 522,162 |
| 50,767 | DOLLAR GENERAL CORP USD0.875 | 1,557,024 |
| 10,700 | DOLLAR TREE INC COM STK USD0.01 | 600,056 |
| 53,336 | DONNELLEY(R.R.)& SONS CO COM STK USD1.25 | 931,780 |
| 17,100 | DOVER CORP COM STK USD1 | 999,495 |
| 12,000 | DOVER CORP COM STK USD1 | 701,400 |
| 10,400 | DOW CHEMICAL CO COM STK USD2.50 | 356,616 |
| 31,900 | DREAMWORKS ANIMATION SKG INC CLASS 'A' COM STK | 940,093 |
| 25,400 | DRESS BARN INC COM STK USD0.05 | 671,068 |
| 18,055 | DRESS BARN INC COM STK USD0.05 | 477,013 |
| 6,500 | DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30 | 324,220 |
| 71,961 | DUKE REALTY CORP COM STK USD0.01 | 896,634 |
| 23,200 | EARTHLINK INC COM STK USD0.01 | 199,520 |
| 7,570 | EAST WEST BANCORP INC USD0.001 | 147,994 |
| 3,900 | EASTMAN CHEMICAL CO COM STK USD0.01 | 329,745 |
| 9,000 | EATON CORP COM USD0.50 | 913,590 |
| 9,400 | EBIX. COM INC USD0.10 | 222,498 |
| 14,200 | EDISON INTERNATIONAL COM STK NPV | 552,664 |
| 13,800 | EL PASO ELECTRIC CO COM STK NPV | 379,914 |

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| 10,445 | ELECTRONICS FOR IMAGING INC COM STK USD0.01 | 149,468 |
| 22,700 | ENCANA CORP COM NPV | 661,024 |
| 16,100 | ENDURANCE SPECIALTY HLDGS LTD USD1 | 741,727 |
| 14,915 | ENERGEN CORP COM STK USD0.01 | 719,798 |
| 16,380 | ENERSYS COM USD0.01 | 526,126 |
| 6,600 | ENERSYS COM USD0.01 | 211,992 |
| 13,900 | ENI ADR EACH REP 2 ORD (MGT) | 607,986 |
| 13,100 | ENSCO PLC | 699,278 |
| 2,528 | ENSIGN GROUP INC COM NPV | 63,010 |
| 800 | ENSTAR GROUP LIMITED SHS | 67,664 |
| 6,800 | ENTERGY CORP COM STK USD0.01 | 481,644 |
| 3,900 | ENTERTAINMENT PROPERTY TRUST SHS OF BENEFICIAL INT | 182,910 |
| 13,900 | EQUIFAX INC COM STK USD1.25 | 494,840 |

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| 13,654 | ESTEE LAUDER COMPANIES INC CLASS'A'COM STK USD0.01 | 1,101,878 |
| 17,500 | EXPEDIA INC COM STK USD0.001 | 439,075 |
| 14,626 | EXPEDITORS INTERN OF WASHINGTON INC COM STK | 798,580 |
| 21,300 | EXPRESS INC USD0.01 | 400,440 |
| 7,400 | EXPRESS INC USD0.01 | 139,120 |
| 48,803 | EXPRESS SCRIPTS INC COM STK USD0.01 | 2,637,802 |
| 9,300 | EXXON MOBIL CORP COM STK NPV | 680,016 |
| 12,700 | FAMILY DOLLAR STORES INC COM STK USD0.10 | 633,286 |
| 4,800 | FAMILY DOLLAR STORES INC COM STK USD0.10 | 239,352 |
| 33,050 | FBR CAPITAL MARKETS CORP COM STK USD0.001 | 126,251 |
| 16,250 | FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01 | 425,263 |
| 12,195 | FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK | 166,828 |
| 22,860 | FIFTH STREET FINANCE CORP USD0.01 | 279,957 |
| 12,045 | FINISH LINE INC CLASS'A'COM STK USD0.01 | 207,054 |
| 27,170 | FIRST AMERICAN FINANCIAL CORP USD0.00001 | 407,550 |
| 1,315 | FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS | 248,995 |
| 17,919 | FIRST MIDWEST BANCORP COM STK USD0.01 | 206,606 |
| 12,900 | FIRSTENERGY CORP COM STK USD0.10 | 477,558 |
| 17,500 | FLOWERVE CORP COM STK USD1.25 | 2,091,425 |
| 15,700 | FLUOR CORP(NEW) COM STK USD0.01 | 1,042,245 |
| 37,000 | FLUSHING FINANCIAL CORP COM STK USD0.01 | 518,000 |
| 7,500 | FLUSHING FINANCIAL CORP COM STK USD0.01 | 105,000 |
| 14,752 | FNB CORP PA COM STK USD0.01 | 144,865 |
| 31,600 | FOOT LOCKER INC COM STK USD0.01 | 619,992 |
| 6,360 | FOOT LOCKER INC COM STK USD0.01 | 124,783 |
| 9,601 | FOOT LOCKER INC COM STK USD0.01 | 188,372 |
| 35,000 | FORD MOTOR CO COM STK USD0.01 | 587,650 |
| 8,600 | FOSSIL INC COM STK USD0.01 | 606,128 |
| 41,100 | FOSTER WHEELER AG CHF3 | 1,418,772 |
| 9,000 | FRANKLIN RESOURCES INC COM STK USD0.10 | 1,003,140 |
| 10,630 | FRESH DEL MONTE PRODUCE NV COM STK USD0.01 | 265,219 |
| 11,950 | FTI CONSULTING INC COM STK USD0.01 | 445,496 |
| 10,600 | FULLER(H.B.)CO COM STK USD1 | 217,512 |
| 19,707 | FULTON FINANCIAL CORP COM STK USD2.50 | 204,362 |
| 4,745 | G & K SERVICES INC CLASS'A'COM STK USD0.50 | 146,668 |
| 2,200 | G & K SERVICES INC CLASS'A'COM STK USD0.50 | 68,002 |
| 36,200 | GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001 | 828,256 |
| 10,855 | GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001 | 248,362 |
| 48,800 | GANNETT CO INC COM STK USD1 | 738,344 |
| 9,725 | GENERAC HLDGS USD0.01 | 157,253 |
| 17,504 | GENERAL CABLE CORP COM STK USD0.01 | 614,215 |
| 8,625 | GEO GROUP INC COM USD0.01 | 212,693 |
| 19,700 | GILEAD SCIENCES INC COM STK USD0.001 | 713,928 |
| 24,600 | GILEAD SCIENCES INC COM STK USD0.001 | 891,504 |
| 19,102 | GLAXOSMITHKLINE ADR EACH REPR 2 ORD GBP0.25 | 758,872 |
| 33,100 | GLOBAL PAYMENTS INC COM STK USD0.001 | 1,529,551 |
| 3,575 | GLOBAL PAYMENTS INC COM STK USD0.001 | 165,201 |
| 5,700 | GLOBAL PAYMENTS INC COM STK USD0.001 | 263,397 |
| 18,690 | GLOBE SPECIALTY METALS INC USD0.0001 | 319,412 |
| 12,338 | GOLDMAN SACHS GROUP INC COM STK USD0.01 | 2,074,758 |

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| 6,700 | GOLDMAN SACHS GROUP INC COM STK USD0.01 | 1,126,672 |
| 24,100 | GOODRICH CORP COM STK USD5 | 2,122,487 |
| 31,900 | GOODRICH PETROLEUM CORPORATION COM STK USD0.20 | 562,716 |
| 7,468 | GOOGLE INC COM STK USD0.001 CLS'A' | 4,435,768 |
| 1,500 | GOOGLE INC COM STK USD0.001 CLS'A' | 890,955 |
| 5,000 | GRACO INC COM STK USD1 | 197,250 |
| 49,000 | GRAHAM PACKAGING CO INC USD0.01 | 638,960 |
| 32,100 | GRAND CANYON EDUCATION INC USD0.01 | 628,839 |
| 3,260 | GRANITE CONSTRUCTION COM STK USD0.01 | 89,846 |
| 2,261 | GREATBATCH INC COM STK USD0.001 | 54,603 |
| 18,900 | GREEN MOUNTAIN COFFEE ROASTERS INC COM STK USD0.10 | 621,054 |
| 2,400 | GREIF INC COM STK CLASS'A' NPV | 149,568 |
| 14,946 | GRIFFON CORP COM STK USD0.25 | 190,412 |

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| 4,615 | GROUP 1 AUTOMOTIVE INC COM STK NPV | 192,722 |
| 16,900 | GUESS INC COM STK USD0.01 | 799,708 |
| 4,215 | HAEMONETICS CORP COM STK USD0.01 | 266,304 |
| 7,625 | HANGER ORTHOPEDIC USD0.01 | 161,574 |
| 7,100 | HANGER ORTHOPEDIC USD0.01 | 150,449 |
| 9,100 | HANOVER INSURANCE GROUP INC COM STK USD0.01 | 425,152 |
| 139,100 | HARMONIC INC COM STK USD0.001 | 1,192,087 |
| 9,985 | HARRIS CORP COM STK USD1 | 452,321 |
| 12,093 | HARSCO CORP COM STK USD1.25 | 342,474 |
| 3,600 | HARTE-HANKS INC COM STK USD1 | 45,972 |
| 38,200 | HARTFORD FINANCIAL SERVICES GRP INC COM STK | 1,011,918 |
| 56,000 | HARTFORD FINANCIAL SERVICES GRP INC COM STK | 1,486,625 |
| 12,408 | HASBRO INC COM STK USD0.50 | 585,409 |
| 5,595 | HATTERAS FINANCIAL CORP USD0.001 | 174,956 |
| 30,300 | HCC INSURANCE HLDG COM STK USD1 | 881,276 |
| 11,020 | HEARTLAND PAYMENT SYSTEMS INC COM STK USD0.001 | 169,928 |
| 15,700 | HEIDRICK & STRUGGLES COM STK USD0.01 | 449,805 |
| 12,500 | HEIDRICK & STRUGGLES COM STK USD0.01 | 358,125 |
| 13,540 | HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV | 164,376 |
| 31,400 | HELMERICH & PAYNE INC COM STK USD0.10 | 1,522,272 |
| 20,300 | HERBALIFE LTD | 1,387,911 |
| 20,700 | HEWLETT-PACKARD CO COM STK USD0.01 | 871,470 |
| 50,500 | HEXCEL CORP COM STK USD0.01 | 913,545 |
| 12,335 | HILLENBRAND INC NPV | 256,691 |
| 6,490 | HORACE MANN EDUCATORS CORP COM STK USD0.001 | 117,080 |
| 12,800 | HUMANA INC COM STK USD0.166 | 700,672 |
| 23,200 | HUMANA INC COM STK USD0.166 | 1,269,968 |
| 18,700 | IAC/INTERACTIVE CORP COM STK USD0.001 | 536,690 |
| 6,670 | ICON SPON ADR EACH 1 REP I SHR | 146,073 |
| 25,983 | ILLUMINA INC COM STK USD0.01 | 1,645,763 |
| 12,575 | IMATION CORP COM STK USD0.01 | 129,648 |
| 37,000 | IMMUNOGEN INC COM STK USD0.01 | 342,620 |
| 2,500 | INDEPENDENT BANK CORP(MASS) COM STK USD0.01 | 68,075 |
| 2,775 | INFINITY PROPERTY & CASUALTY CORP COM NPV | 171,495 |
| 43,916 | INGERSOLL-RAND PLC USD1 | 2,068,004 |
| 16,800 | INGERSOLL-RAND PLC USD1 | 791,112 |
| 19,290 | INGRAM MICRO INC CLASS'A'COM STK USD0.01 | 368,246 |
| 8,050 | INSIGHT ENTERPRISE INC COM STK USD0.01 | 105,938 |
| 12,300 | INSIGHT ENTERPRISE INC COM STK USD0.01 | 161,868 |
| 21,220 | INSITUFORM TECHNOLOGIES CLASS'A'COM STK USD0.01 | 562,542 |
| 85,711 | INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 570,835 |
| 9,242 | INTEGRYS ENERGY GROUP INC COM STK USD1 | 448,329 |
| 44,300 | INTERMEC INC COM STK USD0.01 | 560,838 |
| 34,554 | INTERNATIONAL BUS MACH CORP COM STK USD0.20 | 5,071,145 |
| 6,400 | INTERNATIONAL BUS MACH CORP COM STK USD0.20 | 939,264 |
| 15,860 | INTERNATIONAL COAL GROUP COM STK USD0.01 | 122,756 |
| 13,300 | INTERNATIONAL PAPER CO COM STK USD1 | 362,292 |
| 16,125 | INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK | 421,991 |
| 19,400 | INTUIT INC COM STK USD0.01 | 956,420 |
| 4,745 | INVACARE CORP COM STK NPV | 143,109 |

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| 75,100 | ION GEOPHYSICAL CORPORATION COM STK USD0.01 | 636,848 |
| 69,500 | ISIS PHARMACEUTICAL COM STK USD0.001 | 703,340 |
| 38,100 | ITT EDUCATIONAL SERVICES INC COM STK USD0.01 | 2,426,589 |
| 9,600 | JACK IN THE BOX INC COM STK USD0.01 | 202,848 |
| 55,600 | JDA SOFTWARE GROUP INC COM STK USD0.01 | 1,556,800 |
| 22,500 | JDS UNIPHASE CORP COM STK USD0.008 | 325,800 |
| 23,200 | JOHNSON CONTROLS INC COM STK USD0.01388 | 889,952 |
| 11,400 | JOY GLOBAL INC COM STK USD1 | 988,950 |
| 15,100 | JOY GLOBAL INC COM STK USD1 | 1,309,925 |
| 51,520 | JPMORGAN CHASE & CO COM STK USD1 | 2,185,478 |
| 27,300 | JPMORGAN CHASE & CO COM STK USD1 | 1,158,066 |
| 85,577 | JUNIPER NETWORKS COM STK USD0.00001 | 3,159,503 |
| 23,500 | KANSAS CITY SOUTHERN COM STK USD0.01 | 1,124,710 |

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| 24,390 | KAR AUCTION SERVICES INC USD0.01 | 336,582 |
| 30,800 | KBR INC COM STK USD0.001 | 940,016 |
| 6,500 | KENNAMETAL INC CAP STK USD1.25 | 256,490 |
| 18,675 | KINDRED HEALTHCARE INC COM STK USD0.25 | 343,060 |
| 26,050 | KNIGHT CAPITAL GROUP INC CLASS'A' COM STK USD0.01 | 359,230 |
| 17,355 | KNOLL INC COM STK USD1 | 290,349 |
| 7,455 | KNOLL INC COM STK USD1 | 124,722 |
| 63,526 | KRAFT FOODS INC COM STK NPV CLS'A' | 2,020,127 |
| 3,700 | LAKELAND FINANCIAL CORP COM STK USD0.01 | 79,402 |
| 19,800 | LAM RESEARCH CORP COM STK USD0.001 | 1,025,244 |
| 30,300 | LAM RESEARCH CORP COM STK USD0.001 | 1,568,934 |
| 5,725 | LANDSTAR SYSTEMS INC COM STK USD0.01 | 234,382 |
| 63,900 | LAS VEGAS SANDS CORP COM STK USD0.001 | 2,936,205 |
| 47,503 | LAZARD LTD COM STK CLASS 'A' USD0.01 | 1,875,893 |
| 5,473 | LA-Z-BOY INC COM STK USD1 | 49,366 |
| 21,800 | LENDER PROCESSING SERVICES INC USD0.01 | 643,536 |
| 23,185 | LENNAR CORP COM STK USD0.10 | 434,719 |
| 4,900 | LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01 | 170,618 |
| 13,200 | LIBERTY MEDIA HOLDING COM STK NPV CAP'A' WI | 825,792 |
| 3,857 | LIFE TIME FITNESS INC COM STK USD0.02 | 158,098 |
| 7,720 | LIFEPOINT HOSPITALS INC COM STK USD0.01 | 283,710 |
| 18,700 | LIMITED BRANDS INC COM STK USD0.50 | 574,651 |
| 76,300 | LIN TV CORP COM STK USD0.01 | 404,390 |
| 22,450 | LINCARE HLDGS INC COM STK USD0.01 | 602,334 |
| 10,300 | LINCOLN ELECTRIC HLDGS INC COM STK NPV | 675,474 |
| 33,205 | LINCOLN NATIONAL CORP COM STK USD1.25 | 923,431 |
| 29,300 | LINEAR TECHNOLOGY CORP COM STK NPV | 1,013,487 |
| 37,575 | LIVE NATION ENTERTAINMENT INC COM STK USD0.01 | 429,107 |
| 40,900 | LODGENET INTERATIVE CORP | 173,825 |
| 9,200 | LORILLARD INC USD0.01 | 754,952 |
| 146,400 | LSI CORPORATION COM STK USD0.01 | 876,936 |
| 2,500 | MACK CALI REALTY CORP COM STK USD0.01 | 82,650 |
| 13,700 | MADISON SQUARE GARDEN INC CLASS A USD0.01 | 353,186 |
| 4,870 | MANPOWERGROUP USD0.01 | 305,641 |
| 16,800 | MANTECH INTERNATIONAL CORP COM STK USD0.01 | 694,344 |
| 17,500 | MARATHON OIL CORP COM STK USD1 | 648,025 |
| 64,235 | MARRIOTT INTERNATIONAL INC COM STK USD0.01 CL'A' | 2,673,942 |
| 62,800 | MARSHALL & ILSLEY CORP NEW COM STK USD1 | 434,576 |
| 11,333 | MARVELL TECHNOLOGY GROUP LTD ORD | 210,227 |
| 17,774 | MASTERCARD INC COM STK | 3,983,331 |
| 4,500 | MATTHEWS INTL CORP CLASS'A'COM STK USD1 | 157,410 |
| 3,185 | MAXIMUS INC COM STK NPV | 208,872 |
| 2,786 | MAXIMUS INC COM STK NPV | 182,706 |
| 5,776 | MB FINANCIAL INC COM STK USD0.01 | 100,040 |
| 6,535 | MCAFEE INC COM STK USD0.01 | 302,636 |
| 25,463 | MEAD JOHNSON NUTRITION USD0.01 | 1,590,801 |
| 28,000 | MEADWESTVACO CORPORATION COM NPV | 732,480 |
| 33,710 | MEDCO HEALTH SOLUTIONS INC COM STK USD0.01 | 2,065,412 |
| 12,600 | MEDCO HEALTH SOLUTIONS INC COM STK USD0.01 | 772,002 |
| 22,300 | MEDTRONIC INC COM STK USD0.10 | 827,107 |

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| 7,375 | MENS WEARHOUSE INC COM STK USD0.01 | 184,228 |
| 26,000 | METLIFE INC COM STK USD0.01 | 1,155,440 |
| 52,015 | MFA FINANCIAL INC COM STK USD0.01 | 436,666 |
| 16,600 | MFA FINANCIAL INC COM STK USD0.01 | 139,357 |
| 20,785 | MGIC INVESTMENT CORP COM STK USD1 | 211,799 |
| 19,600 | MICROCHIP TECHNOLOGY COM STK USD0.001 | 670,516 |
| 46,000 | MICROMET INC COM STK USD0.00004 | 373,520 |
| 39,000 | MILLER(HERMAN) INC COM STK USD0.20 | 987,743 |
| 3,200 | MINERALS TECHNOLOGIES INC COM STK USD0.10 | 209,312 |
| 4,860 | MONRO MUFFLER BRAKE INC COM STK USD0.01 | 168,107 |
| 21,427 | MONSANTO CO COM STK USD0.01 | 1,492,176 |
| 12,430 | MONSTER WORLDWIDE INC COM STK USD0.001 | 293,721 |
| 5,900 | MOOG INC CLASS'A'(LIM.V)USD1 | 234,820 |

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| 4,555 | MUELLER INDUSTRIES INC COM STK USD0.01 | 148,949 |
| 24,960 | MUELLER WATER PRODUCTS INC COM STK USD0.01 SER'A' | 104,083 |
| 6,200 | MYERS INDUSTRIES INC COM STK NPV | 60,791 |
| 62,600 | MYLAN INC COM STK USD0.50 | 1,322,738 |
| 47,100 | MYRIAD GENETICS INC COM STK USD0.01 | 1,075,764 |
| 30,700 | NABORS INDUSTRIES COM STK USD0.001 | 720,222 |
| 10,600 | NATIONAL OILWELL VARCO INC COM STK USD0.01 | 712,850 |
| 23,164 | NATIONAL PENN BANCSHARES COM STK NPV | 186,007 |
| 4,400 | NATIONWIDE HEALTH PROPERTIES INC COM STK USD0.10 | 160,072 |
| 17,465 | NAVIGANT CONSULTING INC COM STK USD0.001 | 160,678 |
| 14,395 | NAVIGANT CONSULTING INC COM STK USD0.001 | 132,434 |
| 2,700 | NAVIGATORS GROUP INC COM STK USD0.10 | 135,945 |
| 11,700 | NAVISTAR INTERNATIONAL CORP COM STK USD0.10 | 677,547 |
| 56,177 | NETAPP INC COM STK NPV | 3,087,488 |
| 19,200 | NETAPP INC COM STK NPV | 1,055,232 |
| 31,300 | NEXEN INC COM NPV | 718,392 |
| 11,700 | NII HOLDINGS INC COM STK USD0.001 | 522,522 |
| 43,814 | NIKE INC CLASS'B'COM STK NPV | 3,742,592 |
| 2,500 | NOBLE CORPORATION CHF0.01 | 89,425 |
| 29,000 | NORDSTROM INC COM STK NPV | 1,229,020 |
| 41,500 | NOVELLUS SYSTEMS INC COM STK NPV | 1,341,280 |
| 23,700 | NRG ENERGY INC COM STK USD0.01 | 463,098 |
| 11,320 | NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001 | 342,543 |
| 54,600 | NUANCE COMMUNICATIONS INC COM STK USD0.001 | 992,628 |
| 22,500 | NUVASIVE INC COM STK USD0.001 | 577,125 |
| 37,100 | NV ENERGY INC COM STK USD0.01 | 521,255 |
| 35,331 | OCCIDENTAL PETROLEUM CORP COM USD0.20 | 3,479,397 |
| 7,900 | OCCIDENTAL PETROLEUM CORP COM USD0.20 | 777,992 |
| 3,675 | OCEANEERING INTERNATIONAL INC COM STK USD0.25 | 270,590 |
| 48,640 | OCWEN FINANCIAL CORP COM STK USD0.01 | 464,026 |
| 4,900 | OLD DOMINION FREIGHT LINE INC COM STK USD0.10 | 156,751 |
| 7,290 | OLIN CORP COM STK USD1 | 149,591 |
| 24,625 | OMNICARE INC COM STK USD1 | 625,229 |
| 30,300 | ONYX PHARMACEUTICALS COM STK USD0.001 | 1,117,161 |
| 114,894 | ORACLE CORP COM STK USD0.01 | 3,596,182 |
| 30,500 | ORACLE CORP COM STK USD0.01 | 954,650 |
| 114,500 | ORIENT EXPRESS HOTELS LTD CLS'A'COM STK USD0.01 | 1,487,355 |
| 5,440 | OSHKOSH CORPORATION | 191,706 |
| 10,500 | OWENS & MINOR INC COM STK USD2 | 309,015 |
| 3,000 | OXFORD INDUSTRIES INC COM STK USD1 | 76,830 |
| 37,000 | PALL CORP COM STK USD0.10 | 1,834,460 |
| 4,354 | PANTRY INC COM STK USD0.01 | 86,470 |
| 9,100 | PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01 | 205,023 |
| 10,450 | PARKER-HANNIFIN CORP COM STK USD0.50 | 901,835 |
| 4,610 | PARTNERRE COM STK USD1 | 370,414 |
| 31,000 | PATTERSON UTI ENERGY INC COM STK USD0.01 | 668,050 |
| 65,000 | PDL BIOPHARMA INC COM STK USD0.01 | 404,950 |
| 21,200 | PETMED EXPRESS INC COM STK USD0.001 | 377,572 |
| 44,400 | PFIZER INC COM STK USD0.05 | 777,444 |
| 15,100 | PG&E CORP COM STK NPV | 729,255 |

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| 5,050 | PHARMERICA CORPORATION COM STK USD0.01 | 57,823 |
| 30,170 | PHH CORP COM STK NPV | 698,436 |
| 10,000 | PHH CORP COM STK NPV | 231,500 |
| 12,800 | PHILIP MORRIS INTERNATIONAL INC NPV | 757,376 |
| 11,781 | PHILLIPS VAN HEUSEN CORP COM STK USD1 | 742,321 |
| 13,817 | PIER 1 IMPORTS INC COM STK USD1 | 145,079 |
| 17,400 | PINNACLE WEST CAPITAL CORP COM STK USD2.50 | 721,230 |
| 37,300 | PITNEY BOWES INC COM STK USD1 | 901,914 |
| 9,550 | PLATINUM UNDERWRITERS HLDGS LTD SHS | 429,464 |
| 3,900 | PLATINUM UNDERWRITERS HLDGS LTD SHS | 175,383 |
| 29,185 | PNM RESOURCES INC COM STK USD5 | 379,989 |
| 22,358 | POLO RALPH LAUREN CORP CLASS'A'COM STK USD0.01 | 2,482,185 |
| 4,000 | PPG INDUSTRIES INC COM STK USD1.666 | 336,280 |

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| 19,854 | PRECISION CASTPARTS CORP COM NPV | 2,764,471 |
| 7,700 | PRECISION CASTPARTS CORP COM NPV | 1,072,163 |
| 17,300 | PRECISION CASTPARTS CORP COM NPV | 2,408,852 |
| 16,000 | PRICE T ROWE GROUP INC COM STK USD0.20 | 1,032,640 |
| 1,000 | PRICELINE.COM INC COM STK USD0.008 | 399,550 |
| 1,770 | PROASSURANCE CORP COM STK USD0.01 | 107,262 |
| 4,571 | PROGRESS SOFTWARE CORP COM STK USD0.01 | 193,445 |
| 5,099 | PROSPERITY BANCSHARES INC COM STK USD1 | 200,289 |
| 19,200 | PRUDENTIAL FINANCIAL INC COM STK USD0.01 | 1,127,232 |
| 6,160 | PSS WORLD MEDICAL INC COM STK USD0.01 | 139,216 |
| 26,700 | PULTE GROUP INC COM STK USD0.01 | 200,784 |
| 12,700 | QEP RESOURCES INC USD0.01 | 461,137 |
| 52,920 | QUALCOMM INC COM STK USD0.0001 | 2,619,011 |
| 30,026 | QUANTA SERVICES INC COM STK USD0.00001 | 598,118 |
| 30,500 | RADIOSHACK CORP COM STK USD1 | 563,945 |
| 14,756 | RAMCO-GERSHENSON PROPERTIES TRUST SBI USD0.01 | 186,121 |
| 41,200 | RAYMOND JAMES FINANCIAL INC COM STK USD0.01 | 1,352,596 |
| 5,100 | RAYONIER INC COM STK NPV | 267,852 |
| 12,425 | RC2 CORP COM STK USD0.01 | 270,492 |
| 8,900 | RC2 CORP COM STK USD0.01 | 193,753 |
| 32,855 | RED HAT USD0.0001 | 1,499,831 |
| 19,395 | REDWOOD TRUST INC COM STK USD0.01 | 294,416 |
| 3,055 | REGENCY CENTERS CORP COM STK USD0.01 | 129,043 |
| 44,800 | REGENERON PHARMACEUTICALS INC COM STK USD0.001 | 1,470,784 |
| 16,715 | REGIS CORP COM STK USD0.05 | 277,469 |
| 5,020 | REHABCARE GROUP INC COM | 118,974 |
| 13,050 | REINSURANCE GROUP OF AMERICA USD0.01 | 700,916 |
| 3,500 | REINSURANCE GROUP OF AMERICA USD0.01 | 187,985 |
| 6,900 | RELIANCE STEEL & ALUMINIUM COM STK NPV | 352,590 |
| 2,925 | RENAISSANCERE HLDGS COM STK USD1 | 186,293 |
| 15,685 | RENT-A-CENTER INC COM STK USD0.01 | 506,312 |
| 23,200 | REYNOLDS AMERICAN INC COM STK USD0.0001 | 768,152 |
| 98,100 | RF MICRO DEVICES INC COM STK NPV | 721,035 |
| 26,900 | ROBERT HALF INTERNATIONAL INC COM STK USD1 | 823,140 |
| 2,315 | ROCK-TENN CO CLASS'A'COM STK USD0.01 | 124,894 |
| 7,550 | ROSETTA RESOURCES INC COM STK USD0.01 | 284,182 |
| 9,300 | ROSS STORES INC COM STK USD0.01 | 588,225 |
| 9,700 | ROVI CORP COM | 601,497 |
| 33,100 | ROWAN COS INC COM STK USD0.125 | 1,155,521 |
| 13,900 | ROYAL CARIBBEAN CRUISES COM STK USD0.01 | 653,300 |
| 31,900 | ROYAL CARIBBEAN CRUISES COM STK USD0.01 | 1,499,300 |
| 9,900 | ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS | 661,122 |
| 34,700 | RTI INTERNATIONAL METALS INC COM STK USD0.01 | 936,206 |
| 11,900 | RUDDICK CORP COM STK USD1 | 439,943 |
| 1,000 | RYDER SYSTEM INC COM STK USD0.50 | 52,640 |
| 7,000 | S & T BANCORP INC COM STK USD2.50 | 158,130 |
| 69,500 | SAKS INC COM STK USD0.10 | 743,650 |
| 21,099 | SALESFORCE.COM INC COM STK USD0.001 | 2,785,068 |
| 5,750 | SANDERSON FARM INC COM STK USD1 | 225,113 |
| 22,900 | SANOFI-AVENTIS ADR ECH REP 1/2 ORD EUR2 SPON | 738,067 |

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| 20,400 | SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II | 1,032,444 |
| 43,900 | SARA LEE CORP COM STK USD0.01 | 768,689 |
| 58,703 | SCHLUMBERGER COM STK USD0.01 | 4,914,028 |
| 1,700 | SCHOLASTIC CORP COM STK USD0.01 | 50,218 |
| 101,439 | SCHWAB(CHARLES)CORP COM STK USD0.01 | 1,735,621 |
| 9,105 | SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NPV | 462,261 |
| 99,800 | SEACHANGE INTERNATIONAL INC COM STK USD0.01 | 853,290 |
| 31,830 | SEAGATE TECHNOLOGY PLC USD0.00001 | 478,405 |
| 53,900 | SEATTLE GENETICS INC COM STK USD0.01 | 805,805 |
| 36,965 | SELECT MEDICAL HLDGS CORP NPV | 270,214 |
| 6,535 | SENSIENT TECHNOLOGIES CORP COM STK USD0.10 | 240,031 |
| 33,875 | SERVICE CORPORATION INTERNATIONAL COM STK USD1 | 279,469 |
| 30,461 | SHIRE PLC | 2,204,767 |

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| 5,100 | SIGNET JEWELERS LTD COM STK USD0.18 | 221,340 |
| 8,545 | SIMON PROPERTY GROUP INC COM STK USD0.0001 | 850,093 |
| 91,700 | SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK | 750,106 |
| 12,260 | SKECHERS USA INC CLASS'A'COM STK USD0.001 | 245,200 |
| 32,000 | SKYWORKS SOLUTIONS INCCOM | 916,160 |
| 66,815 | SLM CORP COM STK USD0.20 | 841,201 |
| 3,900 | SM ENERGY CO | 229,827 |
| 28,200 | SONOCO PRODUCTS CO COM STK NPV | 949,494 |
| 44,734 | SOUTHWESTERN ENERGY CO COM STK USD0.10 | 1,674,394 |
| 12,300 | SPARTAN STORES INC COM STK USD0.01 | 208,485 |
| 27,700 | ST.JUDE MEDICAL INC COM STK USD0.10 | 1,184,175 |
| 1,300 | STANCORP FINANCIAL GROUP COM STK NPV | 58,682 |
| 7,800 | STANDEX INTERNATIONAL CORP COM STK USD1.5 | 233,298 |
| 9,800 | STANLEY BLACK & DECKER INC USD2.50 | 655,326 |
| 69,193 | STAPLES INC COM STK USD0.0006 | 1,581,752 |
| 73,125 | STARBUCKS CORP COM STK NPV | 2,349,506 |
| 4,750 | STATE AUTO FINANCIAL CORP COM STK NPV | 82,745 |
| 51,500 | STEEL DYNAMICS INC COM STK USD0.01 | 946,508 |
| 64,100 | STEELCASE INC COM STK NPV | 680,101 |
| 5,600 | STERIS CORP COM STK NPV | 204,176 |
| 2,650 | STIFEL FINANCIAL CORP COM STK USD0.15 | 164,406 |
| 94,200 | STILLWATER MINING CO COM STK USD0.01 | 2,011,170 |
| 15,000 | SUNOCO INC COM STK USD1 | 604,650 |
| 24,600 | SUNOCO INC COM STK USD1 | 991,626 |
| 7,805 | SVB FINANCIAL GROUP COM STK USD0.001 | 414,055 |
| 3,100 | SY BANCORP INC COM STK NPV | 76,663 |
| 6,410 | SYKES ENTERPRISES INC COM STK USD0.01 | 129,867 |
| 11,956 | SYKES ENTERPRISES INC COM STK USD0.01 | 242,229 |
| 22,650 | SYMETRA FINANCIAL CORP USD0.01 | 310,305 |
| 14,960 | SYMMETRY MEDICAL INC COM STK USD0.0001 | 138,380 |
| 10,765 | SYNNEX CORP COM STK USD0.001 | 335,868 |
| 34,900 | TALISMAN ENERGY INC COM NPV | 774,431 |
| 37,311 | TARGET CORP COM STK USD0.0833 | 2,243,510 |
| 1,500 | TAUBMAN CENTRES INC COM STK USD0.01 | 75,720 |
| 13,300 | TCF FINANCIAL COM STK USD0.01 | 196,973 |
| 5,900 | TECK RESOURCES LTD CLASS'B'SUB-VTG COM NPV | 366,525 |
| 26,800 | TECO ENERGY INC COM STK USD1 | 477,040 |
| 16,300 | TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01 | 652,978 |
| 10,220 | TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01 | 409,413 |
| 20,540 | TENCENT HLDGS LIMITED UNSP ADR EACH REPR 1SH | 445,923 |
| 5,800 | TERADATA CORP DEL COM | 238,728 |
| 66,700 | TERADYNE INC COM STK USD0.125 | 936,468 |
| 21,555 | TERADYNE INC COM STK USD0.125 | 302,632 |
| 35,776 | TEVA PHARMACEUTICAL INDUSTRIES ADR EACH CNV INTO 1 | 1,865,003 |
| 28,700 | TEXAS INSTRUMENTS INC COM STK USD1 | 932,750 |
| 19,600 | THE MOSAIC COMPANY | 1,496,656 |
| 10,155 | THOR INDUSTRIES COM STK USD0.10 | 345,879 |
| 5,400 | TIDEWATER INC COM STK USD0.10 | 290,736 |
| 27,720 | TIFFANY & CO COM STK USD0.01 | 1,733,306 |
| 16,200 | TJX COS INC COM STK USD1 | 719,118 |

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| 12,750 | TOLL BROS INC COM STK USD0.01 | 242,250 |
| 11,800 | TOTAL ADR(CNV 1 SHS EUR10) | 631,064 |
| 13,735 | TOWERS WATSON & CO CLASS A USD0.01 | 716,074 |
| 14,200 | TRACTOR SUPPLY CO COM STK USD0.008 | 688,558 |
| 9,996 | TRANSDIGM GROUP INC USD0.01 | 719,812 |
| 19,600 | TRAVELERS COS INC/THE | 1,091,916 |
| 3,600 | TREX COMPANY COM STK USD0.01 | 86,256 |
| 37,000 | TRIMBLE NAVIGATION COM STK NPV | 1,477,410 |
| 138,000 | TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001 | 1,613,220 |
| 699 | TRUSTMARK CORP COM STK NPV | 17,363 |
| 16,470 | TUTOR PERINI CORP COM STK USD1 | 352,623 |
| 63,900 | TW TELECOM INC CLS'A'COM STK USD0.01 | 1,089,495 |
| 7,300 | UGI CORP COM NPV | 232,359 |

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| 29,400 | ULTRA PETROLEUM CORP COM NPV | 1,404,438 |
| 42,033 | UNIFI INC USD0.1 | 711,619 |
| 270 | UNIFIRST CORP COM STK USD0.10 | 14,874 |
| 61,846 | UNILEVER ADS-EACH REPR 1 ORD(JPM) | 1,909,804 |
| 17,807 | UNION PACIFIC CORP COM STK USD2.50 | 1,656,763 |
| 3,800 | UNISOURCE ENERGY CORP COM STK NPV | 136,192 |
| 3,700 | UNITED BANKSHARES INC COM STK USD2.50 | 109,150 |
| 20,281 | UNITED RENTALS INC COM STK USD0.01 | 461,393 |
| 17,900 | UNITED STATES CELLULAR CORP COM STK USD1 | 893,926 |
| 7,800 | UNITED STATES STEEL CORP COM STK USD1 | 455,676 |
| 7,503 | UNITED STATIONERS INC COM STK USD0.10 | 478,766 |
| 27,989 | UNITED TECHNOLOGIES CORP COM STK USD1 | 2,203,294 |
| 22,200 | UNITEDHEALTH GROUP INC COM STK USD0.01 | 801,642 |
| 4,500 | UNIVERSAL CORP COM STK NPV | 183,150 |
| 15,623 | URBAN OUTFITTERS INC COM STK USD0.0001 | 559,460 |
| 14,646 | URS CORP COM STK USD0.01 | 609,420 |
| 27,465 | UTI WORLDWIDE INC ORD NPV | 582,258 |
| 33,700 | VALERO ENERGY CORP(NEW) USD0.01 | 779,144 |
| 24,494 | VALIDUS HOLDING LTD COM STK USD0.175 | 749,773 |
| 3,969 | VALLEY NATIONAL BANCORP COM STK NPV | 57,471 |
| 37,000 | VALSPAR CORP COM STK USD0.50 | 1,282,420 |
| 16,580 | VCA ANTECH INC COM STK USD0.01 | 386,148 |
| 12,200 | VECTREN CORP COM NPV | 309,636 |
| 23,300 | VEECO FEI INCCOM USD0.01 | 1,000,968 |
| 23,320 | VERTEX PHARMACEUTICAL COM STK USD0.01 | 816,900 |
| 8,000 | VF CORP COM STK NPV | 689,440 |
| 7,018 | VIAD CORP COM STOCK USD1.5 | 179,029 |
| 35,706 | VISA INC USD0.0001 'A' | 2,512,988 |
| 13,100 | VISA INC USD0.0001 'A' | 921,978 |
| 79,600 | VISHAY INTL USD0.10 | 1,168,528 |
| 5,685 | VISHAY PRECISION GROUP INC USD0.10 | 107,105 |
| 36,343 | VMWARE INC CLS'A'COM STK USD0.01 | 3,231,256 |
| 37,700 | WADDELL & REED FINL INC CL A | 1,337,973 |
| 43,700 | WADDELL & REED FINL INC CL A | 1,550,913 |
| 5,000 | WADDELL & REED FINL INC CL A | 177,450 |
| 98,452 | WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01 | 3,732,315 |
| 2,435 | WARNACO GROUP INC CLS'A'COM STK USD0.01 | 134,095 |
| 5,000 | WARNER CHILCOTT PLC USD0.01 | 112,800 |
| 8,900 | WATERS CORP COM STK USD0.01 | 691,619 |
| 14,200 | WELLPOINT INC COM STK USD0.01 | 807,412 |
| 35,682 | WERNER ENTERPRISES INC COM STK USD0.01 | 806,413 |
| 35,300 | WESCO INTERNATIONAL INC COM STK USD0.01 | 1,863,840 |
| 5,670 | WESCO INTERNATIONAL INC COM STK USD0.01 | 299,376 |
| 800 | WESTAMERICA BANCORP COM STK NPV | 44,376 |
| 43,200 | WESTERN UNION COMPANY (THE) COM STK USD0.01 | 802,224 |
| 90,300 | WESTERN UNION COMPANY (THE) COM STK USD0.01 | 1,676,871 |
| 8,900 | WHIRLPOOL CORP COM STK USD1 | 790,587 |
| 4,500 | WHITING PETROLEUM CORP COM STK USD0.001 | 527,355 |
| 48,303 | WHOLE FOODS MARKET INC COM STK NPV | 2,443,649 |
| 17,500 | WILLIAMS-SONOMA INC COM STK USD0.01 | 624,575 |

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| 11,085 | WILLIS GROUP HLDGS PLC ORD SHS USD0.000115 | 386,756 |
| 10,615 | WORLD FUEL SERVICES CORP COM STK USD0.01 | 384,236 |
| 1,700 | WSFS FINANCIAL CORP COM STK USD0.01 | 80,648 |
| 7,700 | WYNDHAM WORLDWIDE USD0.01 | 230,692 |
| 12,200 | ZIMMER HOLDINGS INC COM STK USD0.01 | 654,896 |
| | Total Corporate Stock | \$494,298,612 |
| Corporate Debt Securities | | |
| 620,686 | 3197 DZ 0.000% 15/AUG/2036 | \$645,364 |
| 75,000 | ABBOTT LABORATORIES 5.125% SRN 01/APR/2019 USD2000 | 83,541 |
| 125,000 | ALTRIA GROUP INC 8.5% NTS 10/NOV/2013 USD1000 | 149,460 |
| 100,000 | AMERICAN EXPRESS CO 7.25% LN STK 20/MAY/2014 | 114,749 |
| 50,000 | ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016 | 54,590 |

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| 75,000 | ARCELORMITTAL SA 9% LN STK 15/FEB/2015 USD1000 | 91,816 |
| 123,000 | AT&T INC 5.35% BDS 01/SEP/2040 USD1000 144A | 117,853 |
| 350,000 | BANK OF AMERICA CORP 5.65% BDS 01/MAY/2018 USD5000 | 360,916 |
| 125,000 | BANK OF NEW YORK MELLON CORP 4.95% BDS 01/NOV/2012 | 135,148 |
| 75,000 | BARCLAYS BANK PLC 5.00% 22/SEP/2016 | 80,396 |
| 100,000 | BAY AREA TOLL AUTH CALIF 6.263% BDS 01/APR/2049 | 100,373 |
| 238,439 | BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR | 197,688 |
| 138,399 | BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14 | 99,866 |
| 125,000 | BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000 | 151,909 |
| 100,000 | BEAR STEARNS COMM MTG SEC 2005-T20 A4A | 108,068 |
| 305,000 | BEAR STEARNS COMMERCIAL MORTGAGE SECURITIES TRUST | 327,773 |
| 25,000 | BERKSHIRE HATHAWAY FINANCE CORP 5.4% SNR NOTE | 27,599 |
| 125,000 | BERKSHIRE HATHAWAY FINANCE CORP 5% GTD SNR NTS | 138,801 |
| 50,000 | CALIFORNIA ST FOR PREVIOUS ISSUES SEE 13063A | 53,065 |
| 50,000 | CALIFORNIA STATE 7.55% BDS 01/APR/2039 USD5000 | 52,801 |
| 125,000 | CITIGROUP INC 6.125% NTS 15/MAY/2018 USD1000 | 137,919 |
| 150,000 | CITIGROUP INC 6% SNR NT 15/AUG/2017 USD1000 | 166,105 |
| 75,000 | CITIGROUP INC 8.125% BDS 15/JUL/2039 USD1000 | 98,220 |
| 25,000 | CITIGROUP INC 8.50% BDS 22/MAY/2019 USD1000 | 31,266 |
| 75,000 | COCA-COLA ENTERPRISES INC 7.375% NTS 03/MAR/2014 | 89,243 |
| 75,000 | COMCAST CORP 5.875% BD15/FEB/2018 USD1000 | 84,932 |
| 75,000 | COMCAST CORP 6.4% BDS 01/MAR/2040 USD2000 | 81,990 |
| 15,512 | CONTINENTAL AIRLINES INC 7.707% BDS 02/OCT/2022 | 17,591 |
| 125,000 | CREDIT SUISSE AG 5.5% MTN 01/MAY/2014 USD1000 | 138,227 |
| 50,000 | CVS CAREMARK CORP 6.6% BDS 15/MAR/2019 USD1000 | 59,515 |
| 75,000 | DAIMLERCHRYSLER NA HOLDINGS CORPORATION 6.5% | 85,528 |
| 100,000 | DUKE REALTY CORP 5.875% 15/AUG/2012 | 107,674 |
| 100,000 | ENTERGY TEX INC 3.6% BDS 01/JUN/2015 USD1000 | 102,421 |
| 330,000 | FED FARM CREDIT FR DEB 08/AUG/2012 USD1000 | 329,912 |
| 100,000 | FIRST CHICAGO NBD CORP FLTG RATE NOTES 01/FEB/2027 | 79,187 |
| 75,000 | GENERAL ELEC CAP CORP 5.50% 08/JAN/2020 | 82,194 |
| 75,000 | GENERAL ELECTRIC CAPITAL CORP 4.8% MTN 01/MAY/2013 | 80,782 |
| 18,000 | GENERAL MILLS INC 5.65% NTS 10/SEP/2012 USD1000 | 19,689 |
| 36,000 | GENERAL MILLS INC 6% NOTES 15/FEB/2012 USD1000 | 38,775 |
| 125,000 | GOLDMAN SACHS GROUP INC 5.375% 15/MAR/2020 | 131,148 |
| 50,000 | GOLDMAN SACHS GROUP INC 6.00% 15/JUN/2020 | 54,167 |
| 175,000 | GOLDMAN SACHS GROUP INC 6.15% BDS 01/APR/2018 | 195,399 |
| 355,000 | GREENWICH CAPITAL COMMERCIAL FUNDING CORP 5.444% | 375,631 |
| 185,000 | HCP INC BDS 15/SEP/2016 USD1000 | 202,717 |
| 125,000 | HEALTH CARE REIT INC 6.125% BDS 15/APR/2020 | 133,199 |
| 50,000 | HEALTHCARE REALTY TRUST INC 6.5% SNR NTS | 55,403 |
| 50,000 | HYDRO-QUEBEC 6.3% NTS 11/MAY/2011 USD1000 | 51,467 |
| 50,000 | ILLINOIS (STATE OF) 4.071% BDS 01/JAN/2014 USD5000 | 51,355 |
| 75,000 | ILLINOIS ST FOR ISSUES DTD PRIOR TO 07/01/2002 SEE | 76,769 |
| 50,000 | IUNITED DOMINION RLTY TR | 53,428 |
| 75,000 | JOHN DEERE CAPITAL CORP 4.9% MTN 09/OCT/2013 | 82,930 |
| 50,000 | JP MORGAN CHASE BK NEW YORK NY 6% BDS 01/OCT/2017 | 56,178 |
| 50,000 | JPM CHASE CAPITAL XXV 7% BDS 01/NOV/2039 USD1000 | 52,935 |
| 100,000 | JPMORGAN CHASE & CO FR CAP SECS 'U' 15/JAN/2087 | 77,477 |
| 75,000 | KINDER MORGAN ENERGY PARTNERS 6.95% BDS | 83,899 |

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| 50,000 | KONINKLIJKE KPN NV 8.375% BDS 01/OCT/2030 USD1000 | 66,050 |
| 150,000 | KOREA DEVELOPMENT BANK 8% BDS 23/JAN/2014 USD1000 | 176,492 |
| 75,000 | KROGER CO 7.5% BDS 15/JAN/2014 USD1000 | 89,065 |
| 100,000 | LIBERTY PROP LP 53117CAJ1 5.125 02/MAR/2015 | 107,021 |
| 75,000 | MCKESSON HBOC INC 5.7% BDS 01/MAR/2017 USD1000 | 84,725 |
| 75,000 | MIDAMERICAN ENERGY HLDGS 6.125% BDS 01/APR/2036 | 82,163 |
| 125,000 | MORGAN STANLEY 5.45% NTS 09/JAN/2017 USD1000 | 132,882 |
| 125,000 | MORGAN STANLEY 6.6250% 01/APR/2018 | 137,666 |
| 50,000 | MORGAN STANLEY 7.3% BDS 13/MAY/2019 USD100000 | 56,769 |
| 220,000 | MORGAN STANLEY CAPITAL I TRUST FR CMO 12/NOV/2049 | 237,232 |
| 25,000 | NATIONAL RURAL UTILITIES CO-OP 8% NTS 01/MAR/2032 | 32,314 |
| 50,000 | NBC UNIVERSAL INC 5.15% BDS 30/APR/2020 | 52,268 |
| 179,168 | NCUA GUARANTEED NOTES TRUST 2010-R2 II-A VARIABLE | 178,136 |

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| 160,000 | NCUA GUARANTEED NOTES TRUST 2010-R3 I-A VARIABLE | 159,884 |
| 140,000 | NCUA GUARANTEED NOTES TRUST 2010-R3 II-A VARIABLE | 139,906 |
| 353,570 | NCUA GUARN NTS TR 2010-R2 I-A 06/NOV/2017 FLT | 353,610 |
| 349,395 | NCUA TR 2010-R1 FR MTG BDS 07/OCT/2020 USD 2010-R1 | 349,125 |
| 175,000 | NEW YORK N Y CITY MUN WTR FIN AUTH 6.011% BDS | 175,308 |
| 25,000 | NEWS AMERICA INC 6.15% SNR NTS 01/MAR/2037 USD1000 | 26,577 |
| 50,000 | NEWS AMERICA INC 6.4% SNR NTS 15/DEC/2035 USD1000 | 53,862 |
| 50,000 | ONTARIO(PROVINCE OF) 5.45% BDS 27/APR/2016 USD5000 | 57,347 |
| 100,000 | PANHANDLE EASTERN PIPE LINE CO 7% SNR NTS | 111,282 |
| 25,000 | PETROBRAS INTERNATIONAL FINANCE 6.875% BDS | 27,029 |
| 75,000 | PETROBRAS INTERNATIONAL FINANCE 7.875% GTD BDS | 90,402 |
| 100,000 | PRUDENTIAL FINANCIAL INC 6.625% 21/JUN/2040 | 111,765 |
| 75,000 | ROHM&HAAS HLDGS 6% 15/SEP/2017 | 83,408 |
| 100,000 | ROYAL BANK OF SCOTLAND PLC 4.875% BDS 16/MAR/2015 | 103,714 |
| 75,000 | SAFEWAY INC 5.8% 15/AUG/2012 | 82,360 |
| 50,000 | SAN DIEGO CNTY CALIF WTR AUTH FING AGY WTR REV SER | 50,581 |
| 125,000 | SIMON PROPERTY GROUP INC 5.875% BDS 01/MAR/2017 | 139,662 |
| 100,000 | SOUTHERN COPPER CORP 6.75% BDS 16/APR/2040 USD1000 | 104,956 |
| 75,000 | SOUTHERN COPPER CORP 7.5% SNR NTS 27/JUL/2035 | 85,641 |
| 75,000 | SOUTHERN POWER COMPANIES 4.875% NTS 15/JUL/2015 | 82,825 |
| 100,000 | SPECTRA ENERGY CAPITAL LLC 7.5% BDS 15/SEP/2038 | 119,340 |
| 150,000 | TELECOM ITALIA CAPITAL 7.175% BDS 18/JUN/2019 | 160,879 |
| 140,000 | TIAA REAL ESTATE VAR BDS 15/AUG/2039 USD10000 | 154,394 |
| 25,000 | TIME WARNER CABLE 7.5% SNR NTS 01/APR/2014 USD | 29,139 |
| 50,000 | TIME WARNER CABLE INC 6.2% BDS 01/JUL/2013 USD1000 | 57,082 |
| 50,000 | TIME WARNER ENT 8.375% SUB NTS 15/JUL/2033 USD1000 | 65,030 |
| 100,000 | TRANSCANADA PIPELINES 6.1% LN STK 01/JUN/2040 | 110,586 |
| 125,000 | VALERO ENERGY CORP 9.375% BDS 15/MAR/2019 USD1000 | 158,611 |
| 75,000 | VERIZON COMMUNICATIONS INC 6.9% BDS 15/APR/2038 | 88,569 |
| 75,000 | VIACOM INC 6.25% 30/APR/2016 | 86,146 |
| 100,000 | WASTE MANAGEMENT INC 7% SNR NOTES 13/JUL/2028 | 118,363 |
| 75,000 | WELLPOINT INC 7.00% BDS 15/FEB/2019 USD1000 | 90,269 |
| 50,000 | WELLS FARGO COMPANY 4.375% 31/JAN/2013 | 53,830 |
| 100,000 | XEROX CORP 5.5% SNR NTS 15/MAY/2012 USD1000 | 106,324 |
| | Total Corporate Debt Securities | \$11,877,637 |

Government Bonds

| | | |
|-----------|---|-----------|
| 75,000 | ISRAEL ST BD DTD 13/JUN/2003 DUE 15/JUN/2013 | \$80,450 |
| 125,000 | REPUBLIC OF POLAND 6.25% DUE 03/JUL/2012 | 136,522 |
| 50,000 | UNITED DOM RLTY 5.13% 15/JAN/2014 | 52,697 |
| 890,000 | UNITED STATES OF AMER TREAS BONDS 3.625% BDS | 935,839 |
| 220,000 | UNITED STATES OF AMER TREAS NOTES VAR 15/JAN/2012 | 287,529 |
| 60,000 | UNITED STATES TREAS BDS 4.375% 15/MAY/2040 | 60,631 |
| 270,000 | UNITED STATES TREAS NTS 0.875% 30/APR/2011 | 271,016 |
| 225,000 | UNITED STATES TREAS NTS 1.250% 31/OCT/2015 | 218,239 |
| 1,350,000 | UNITED STATES TREAS NTS 1.875% 31/AUG/2017 | 1,297,183 |
| 100,000 | UNITED STATES TREAS NTS 3.375% 15/NOV/2019 | 102,524 |
| 125,000 | UNITED STATES TREAS NTS TIPS 3.5% 15/JAN/2011 | 159,793 |
| 125,000 | US BANCORP 4.2% NTS 15/MAY/2014 USD1000 | 134,198 |

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|-----------|---|-------------|
| 2,000,000 | US Treasury Note - .875%, 1/31.2010 (912828JY7) | 2,001,112 |
| | Total Government Bonds | \$5,737,733 |
| | Mortgage Backed Securities | |
| 165,000 | COMMERCIAL MORTGAGE TRUST FR CMO 10/JUL/2038 | \$180,824 |
| 1,309,303 | FANNIE MAE 2004-97 ZH 4.500% 25/JAN/2035 | 1,323,564 |
| 70,000 | FED AGRIC MTG CORP 3.875% MTN 19/AUG/2011 USD | 72,535 |
| 325,000 | FED HOME LOAN BK 0.37% DEB 16/NOV/2011 USD | 325,172 |
| 325,000 | FED HOME LOAN BK 0.4% DEB 02/DEC/2011 USD1000 | 324,785 |
| 585,343 | FED HOME LOAN MTG 5.5% MBPT 01/JAN/2038 USD1000 | 627,194 |
| 660,000 | FED HOME LOAN MTG FR MTN 12/OCT/2012 USD1000 | 662,121 |
| 325,000 | FED NATL MORT ASSC FR NTS 23/NOV/2012 USD1000 | 325,406 |
| 570,000 | FEDERAL HOME LOAN BANKS 0.5% BDS 16/MAY/2012 | 568,865 |

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|-----------|--|---------------|
| 450,000 | FEDERAL HOME LOAN BANKS CONS BD FLT 11 15/JUN/2011 | 450,201 |
| 375,000 | FEDERAL HOME LOAN MORTGAGE CORP 1.4% NTS | 377,430 |
| 330,000 | FEDERAL NATIONAL MORTGAGE ASSOC 0.2835% BDS | 330,217 |
| 460,000 | FEDERAL NATIONAL MORTGAGE ASSOC 1% NTS 29/MAR/2013 | 461,622 |
| 692,322 | FEDERAL NATIONAL MORTGAGE ASSOC 5% MBPT | 735,120 |
| 511,009 | FEDERAL NATIONAL MORTGAGE ASSOCIATION 5.0% POOL | 542,598 |
| 170,000 | FEDERAL NATIONAL MORTGAGE ASSOC 0% BDS 11/JUL/2011 | 169,721 |
| 123,178 | FHLMC MORTPASS ARM 01/APR/2037 1N PN# 1N1454 | 132,175 |
| 180,929 | FHLMC MORTPASS ARM 01/FEB/2037 1G PN# 1G2628 | 193,891 |
| 75,614 | FHLMC MORTPASS ARM 01/SEP/2037 1G PN# 1G2201 | 82,013 |
| 531,404 | FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695 | 570,395 |
| 383,517 | FHLMCGLD MORTPASS 6.5% 01/MAY/2034 P5 PN# P50216 | 428,376 |
| 333,140 | FNMA MORTPASS 4.5% 01/JUL/2029 CT PN# MA0115 | 346,884 |
| 864,157 | FNMA MORTPASS 4.5% 01/MAY/2048 CZ PN# 257280 | 882,437 |
| 900,427 | FNMA MORTPASS 4% 01/AUG/2029 CT PN# MA0142 | 915,401 |
| 178,837 | FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745 | 193,588 |
| 673,618 | FNMA MORTPASS 5% 01/AUG/2047 CZ PN# 995963 | 705,162 |
| 655,136 | FNMA MORTPASS 5% 01/SEP/2033 CL PN# 738567 | 695,635 |
| 271,672 | FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879 | 305,586 |
| 345,000 | FREDDIE MAC 1.875% 08/MAR/2013 | 347,914 |
| 1,400,000 | FREDDIE MAC 3048 QJ 5.000% 15/OCT/2025 | 1,468,008 |
| 312,523 | FREDDIE MAC 3345 FN,07- VARIABLE 15/NOV/2036 | 311,525 |
| 311,912 | FREDDIE MAC 3345 PF VARIABLE 15/MAY/2036 | 310,873 |
| 95,000 | JP MORGAN CHASE COMMERCIAL MORTGAGE SEC 2007-LDPX | 99,235 |
| | Total Mortgage Backed Securities | \$ 15,466,473 |
| | Registered Investment Companies | |
| 4,493 | ABERDEEN OPTIMAL ALLOCATION DEF A | 47,310 |
| 2,173 | ABSOLUTE STRATEGIES INSTITUTIONAL | 23,552 |
| 182 | ACADIAN EMERGING MARKETS PORT INSTL | 3,684 |
| 2,655 | AKRE FOCUS FUND RETAIL | 32,180 |
| 1,486 | ALLIANCEBER INTL VALUE ADVISOR | 20,690 |
| 413 | ALLIANZ NFJ INTL VALUE FD CLASS D | 8,555 |
| 498 | ALLIANZ NFJ SMALL CAP VALUE CLASS D | 14,568 |
| 6,614 | ALLIANZ RCM GLOBAL WATER FUND CL D | 62,567 |
| 1,806 | ALLIANZ RCM TECHNOLOGY CL D | 84,432 |
| 7,655 | ALPINE DYNAMIC DIVID FUND | 36,821 |
| 2,260 | ALPINE INTERNATIONAL REAL ESTATE EQUITY Y | 58,616 |
| 2,240 | ALPINE REALTY INCOME & GROWTH Y | 33,495 |
| 1,128 | AMANA DEVELOPING WORLD FUND | 12,289 |
| 35,560 | AMANA MUTUAL FUND TRUST GROWTH | 879,041 |
| 9,540 | AMANA MUTUAL FUND TRUST INCOME | 303,170 |
| 112 | AMER CENTURY ZERO COUPON 2015 INVT CL | 11,745 |
| 248 | AMERICAN BALANCED CLASS R3 | 4,424 |
| 1,734 | AMERICAN BALANCED CL R5 | 31,111 |
| 1,943 | AMERICAN BEACON BALANCED INVST | 23,490 |
| 925 | AMERICAN BEACON EMRG MARKETS INVESTOR | 13,730 |
| 4,213 | AMERICAN BEACON LARGE CAP INVESTOR | 78,058 |
| 5,609 | AMERICAN BOND FUND OF AMERICA CL R3 | 68,377 |
| 866 | AMERICAN BOND FUND OF AMERICA CL R5 | 10,560 |

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|-------|---------------------------------------|---------|
| 2,572 | AMERICAN CAPITAL INCOME BUILDER CL A | 128,386 |
| 435 | AMERICAN CAPITAL INCOME BUILDER CL F1 | 21,721 |
| 254 | AMERICAN CAPITAL INCOME BUILDER CL R3 | 12,679 |
| 388 | AMERICAN CAPITAL INCOME BUILDER R4 | 19,369 |
| 823 | AMERICAN CAPITAL INCOME BUILDER R5 | 41,077 |
| 1,660 | AMERICAN CAPITAL WOR LD BOND FD R5 | 33,904 |
| 79 | AMERICAN CAPITAL WORLD GRTH & INC A | 2,817 |
| 402 | AMERICAN CAPITAL WORLD GRWTH & INC F1 | 14,351 |
| 1,322 | AMERICAN CAPITAL WORLD GRWTH & INC R5 | 47,222 |
| 3,594 | AMERICAN CENTURY CAPITAL VAL INV SHR | 21,637 |
| 1,942 | AMERICAN CENTURY DIVERSIFIED BOND | 20,898 |
| 9,544 | AMERICAN CENTURY EMERGING MARKETS INV | 85,704 |
| 1,068 | AMERICAN CENTURY EQUITY GROWTH | 22,329 |

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|--------|---|---------|
| 29,201 | AMERICAN CENTURY EQUITY INCOME | 210,537 |
| 5,621 | AMERICAN CENTURY GLOBAL GOLD | 146,596 |
| 1,878 | AMERICAN CENTURY HERITAGE | 39,403 |
| 1,388 | AMERICAN CENTURY HIGH YIELD INV FD | 8,481 |
| 18,718 | AMERICAN CENTURY INFLATION ADJ TREAS | 220,867 |
| 381 | AMERICAN CENTURY INTERNATIONAL BOND | 5,260 |
| 3,918 | AMERICAN CENTURY LIVESTRONG 2025 INV | 45,639 |
| 397 | AMERICAN CENTURY MID CAP VALUE INV SHS | 4,993 |
| 241 | AMERICAN CENTURY ONE CHOICE VERY AGGR INV | 2,922 |
| 427 | AMERICAN CENTURY REAL ESTATE | 7,840 |
| 3,223 | AMERICAN CENTURY UTILITIES | 47,857 |
| 1,591 | AMERICAN CENTURY VISTA | 26,578 |
| 363 | AMERICAN EUROPACIFIC GROWTH CLASS A | 15,003 |
| 455 | AMERICAN EUROPACIFIC GROWTH CLASS F1 | 18,712 |
| 200 | AMERICAN EUROPACIFIC GROWTH CL R4 | 8,121 |
| 908 | AMERICAN EUROPACIFIC GROWTH CL R5 | 37,496 |
| 10,446 | AMERICAN EUROPACIFIC GROWTH FUND CL F2 | 431,739 |
| 945 | AMERICAN FUNDAMENTAL INVESTORS CL F1 | 34,678 |
| 3,525 | AMERICAN FUNDAMENTAL INVESTORS R5 | 129,413 |
| 620 | AMERICAN GROWTH FUND OF AMERICA CLASS A | 18,858 |
| 4,056 | AMERICAN GROWTH FUND OF AMERICA CLASS F1 | 122,657 |
| 142 | AMERICAN GROWTH FUND OF AMERICA CL R3 | 4,255 |
| 166 | AMERICAN GROWTH FUND OF AMERICA CL R4 | 5,013 |
| 4,546 | AMERICAN GROWTH FUND OF AMERICA CL R5 | 138,145 |
| 185 | AMERICAN HIGH INCOME TRUST CLASS R5 | 2,080 |
| 5,003 | AMERICAN HIGH INCOME TRUST R3 | 56,388 |
| 6,228 | AMERICAN INCOME FUND OF AMERICA CLASS A | 103,068 |
| 575 | AMERICAN INCOME FUND OF AMERICA R5 | 9,517 |
| 296 | AMERICAN INCOME FUND OF AMER R1 | 4,874 |
| 884 | AMERICAN INTERMED BOND R4 | 11,870 |
| 172 | AMERICAN INTERNATL GROWTH & INCOME CL A | 5,365 |
| 287 | AMERICAN INVESTMENT CO OF AMERICA CL R4 | 8,066 |
| 7,642 | AMERICAN MONEY MARKET CLASS A | 7,642 |
| 4,018 | AMERICAN NEW PERSPECTIVE CLASS A | 114,994 |
| 537 | AMERICAN NEW PERSPECTIVE CL F2 | 15,340 |
| 1,221 | AMERICAN NEW WORLD FUND CL F2 | 66,607 |
| 348 | AMERICAN NEW WORLD FUND R5 | 19,019 |
| 397 | AMERICAN SMALLCAP WORLD CLASS C | 14,520 |
| 143 | AMERICAN SMALLCAP WORLD CLASS F1 | 5,529 |
| 1,168 | AMERICAN WORLD GROWTH INCOME CL R3 | 41,504 |
| 1,811 | AQR DIVERSIFIED ARBITRAGE CLASS N | 20,117 |
| 50 | ARIEL APPRECIATION | 2,100 |
| 237 | ARTIO GLOBAL HIGH INCOME FUND CL A | 2,517 |
| 2,726 | ARTIO INTERNATIONAL EQUITY FUND II CL A | 33,779 |
| 1,728 | ARTIO TOTAL RETURN BOND FUND CL A | 23,361 |
| 1,410 | ARTIO US SMALLCAP FUND CL A | 15,807 |
| 4,582 | ARTISAN INTERNAT'L INVESTOR CLASS | 99,435 |
| 213 | ARTISAN INTL VALUE FUND INV CL | 5,780 |
| 611 | ARTISAN SMALL CAP VALUE | 10,297 |
| 1,015 | ARTISAN VALUE FUND | 9,697 |

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|-------|---|--------|
| 1,155 | ASTON/OPTIMUM MID CAP CL N | 36,905 |
| 1,578 | ASTON/TAMRO DIVERSIFIED EQUITY N | 20,297 |
| 1,081 | AVE MARIA OPPORTUNITY FUND | 11,730 |
| 943 | BAIRD AGGREGATE BOND FUND INVESTOR CL | 10,179 |
| 868 | BAIRD INTERMEDIATE MUNI BOND INVS CL | 10,009 |
| 1,567 | BARON ASSET | 86,607 |
| 688 | BARON GROWTH | 35,245 |
| 3,271 | BARON PARTNERS FUND | 67,280 |
| 3,534 | BARON SMALL CAP FD | 84,030 |
| 1,556 | BEAR PRO FUND INVESTORS SHARES | 31,334 |
| 5,072 | BERWYN INCOME FUND | 67,258 |
| 1,302 | BLACK ROCK ALL CAP ENERGY & RESOURCES C | 20,379 |
| 776 | BLACKROCK ENERGY & RESOURCES A | 30,486 |

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| 905 | BLACKROCK ENERGY & RESOURCES PORT CL C | 26,487 |
| 2,237 | BLACKROCK EQUITY DIVIDEND FD SRV CL | 39,200 |
| 353 | BLACKROCK GLOBAL ALLOCATION FD CL C | 6,395 |
| 2,419 | BLACKROCK LARGE CAP CORE FD-INSTL | 26,946 |
| 51 | BLACKROCK LATIN AMERICA FD CL A | 3,809 |
| 49 | BLACKROCK LATIN AMERICA FD CL C | 3,399 |
| 84 | BLACKROCK NATURAL RESOURCES TR CL A | 5,367 |
| 2,629 | BOSTON PARTNERS LONG SHORT EQUITY FD | 50,372 |
| 531 | BRANDYWINE | 14,090 |
| 3,616 | BRANDYWINE BLUE | 92,704 |
| 8,584 | BRIDGEWAY AGGRESSIVE INVESTOR 2 | 120,952 |
| 785 | BRIDGEWAY LARGE CAP GROWTH CL N | 9,752 |
| 3,792 | BRIDGEWAY SMALL CAP GROWTH CL N | 41,786 |
| 617 | BRIDGEWAY SMALL CAP VALUE FUND CL N | 8,432 |
| 3,502 | BRIDGEWAY ULTRA SMALL CO MARKET | 51,726 |
| 614 | BROWN CAPITAL MGMT SMALL COMPANY INST. | 26,848 |
| 1,798 | BUFFALO HIGH YIELD | 20,241 |
| 3,945 | BUFFALO MID CAP FUND | 66,713 |
| 1,582 | BUFFALO SMALL CAP GROWTH | 41,462 |
| 1,012 | CAN SLIM SELECT GROWTH FUND | 11,767 |
| 3,746 | CHINA REGION FUND | 35,471 |
| 297 | CLIPPER | 18,391 |
| 1,190 | COHEN & STEERS REALTY SHARES | 69,557 |
| 5,725 | COLUMBIA ACORN CLASS Z | 172,851 |
| 939 | COLUMBIA ACORN INTERNATIONAL CL Z | 38,436 |
| 4,940 | COLUMBIA DIVIDEND INCOME FUND CL Z | 64,519 |
| 1,263 | COLUMBIA EMERGING MARKETS CLASS Z | 14,496 |
| 1,695 | COLUMBIA ENERGY AND NATURAL RESOURCES Z | 39,299 |
| 345 | COLUMBIA INTL VALUE FUND CLASS Z | 4,872 |
| 1,147 | COLUMBIA MID CAP CORE FD CL Z | 18,874 |
| 1,005 | COLUMBIA MID CAP GROWTH CL Z | 26,761 |
| 1,792 | COLUMBIA SELECT LRG CAP GROWTH CLASS Z | 22,602 |
| 3,332 | COLUMBIA SHORT TERM BOND Z | 33,091 |
| 613 | COLUMBIA SMALL CAP GROWTH I CL Z | 19,366 |
| 1,851 | COLUMBIA SMALL CAP VALUE FD II Z | 25,473 |
| 213 | COLUMBIA SMALL CAP VALUE II CL A | 2,908 |
| 3,761 | COLUMBIA VALUE AND RESTRUCTURING CL Z | 189,986 |
| 3,168 | CROFT VALUE FUND | 73,979 |
| 1,740 | DAVIS NEW YORK VENTURE CLASS A | 59,752 |
| 5,410 | DAVIS NEW YORK VENTURE INSTL CL Y | 187,675 |
| 3,746 | DELAWARE SMID CAP GROWTH CLASS I | 90,472 |
| 1,109 | DIAMOND HILL LONG SHORT CLASS C | 17,040 |
| 48 | DIREXION MONTHLY CHINA BULL 2X INV | 2,430 |
| 195 | DIREXION MONTHLY 10 YR NOTE BULL 2X INV | 5,000 |
| 149 | DIREXION MONTHLY COM BULL 2X INVT | 10,706 |
| 34 | DIREXION MONTHLY DEV MKT BEAR 2X INV | 533 |
| 296 | DIREXION MONTHLY DOLLAR BEAR 2X INV | 6,222 |
| 1,409 | DIREXION MONTHLY DOLLAR BULL 2X INV | 37,316 |
| 343 | DIREXION MONTHLY LATIN AM BULL 2X INV | 23,367 |
| 1,386 | DIREXION MONTHLY NASDAQ 100BEAR2X INV | 16,942 |

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| 519 | DIREXION MONTHLY S&P 500 BEAR 2X INV | 15,928 |
| 46 | DODGE & COX BALANCE | 3,253 |
| 1,978 | DODGE & COX GLOBAL STOCK FUND | 17,605 |
| 18,252 | DODGE & COX INCOME | 241,468 |
| 15,685 | DODGE & COX INTERNATL STOCK FUND | 560,098 |
| 340 | DODGE & COX STOCK | 36,642 |
| 518 | DREYFUS BOND MARKET INDEX INVS | 5,463 |
| 130 | DREYFUS EMERGING ASIA FUND C | 1,630 |
| 83 | DREYFUS EMERGING ASIA FUND INVT CLASS | 1,075 |
| 1,900 | DREYFUS GREATER CHINA CL C | 86,737 |
| 1,114 | DREYFUS GREATER CHINA CL I | 57,523 |
| 120 | DREYFUS INTERNTL BOND FD C | 1,911 |
| 2,566 | DREYFUS INTERTNAT'L BOND FUND CL I | 41,648 |

| | | |
|--------|---|-----------|
| 1,001 | DRIEHAUS EMERGING MARKETS | 32,250 |
| 148 | DWS DREMAN SMALL CAP VALUE CL S | 5,511 |
| 470 | DWS DREMAN SMALL CAP VALUE INSTL CL | 17,564 |
| 3,132 | DWS ENHANCED COMMODITY STRATEGY S | 13,783 |
| 2,631 | DWS SHORT DURATION PLUS FUND CL S | 25,022 |
| 4,982 | DYNAMIC ENERGY INCOME FUND CLASS I | 69,498 |
| 1,806 | DYNAMIC US GROWTH FUND CLASS I | 33,801 |
| 1,734 | EASTERN EUROPEAN FUND | 18,745 |
| 1,173 | EATON VANCE LARGE-CAP VALUE CL A | 21,373 |
| 2,353 | EMBARCADERO ABSOLUTE RETURN | 4,682 |
| 1,072 | EMBARCADERO MARKET NEUTRAL | 4,480 |
| 1,438 | EV PARAMETRIC TAX MGD EMERGING MKTS I | 73,505 |
| 34,145 | FAIRHOLME FUND | 1,214,886 |
| 219 | FAM VALUE | 9,933 |
| 316 | FBR FOCUS FUND | 15,758 |
| 193 | FBR LARGE CAP FINANCIAL | 2,710 |
| 411 | FBR SMALL CAP FINANCIAL | 8,171 |
| 202 | FEDERATED CAPITAL APPRECIATION FD R | 3,803 |
| 7,896 | FEDERATED HIGH YIELD INSTL FUND | 46,747 |
| 1,780 | FEDERATED PRUDENT BEAR FUND CLASS A | 8,418 |
| 428 | FEDERATED PRUDENT DOLLARBEAR CL A | 5,500 |
| 154 | FIDELITY ADVISOR EMERGING ASIA CL I | 5,113 |
| 82 | FIDELITY ADVISOR ENERGY CLASS T | 3,026 |
| 109 | FIDELITY ADVISOR FOCUS ENERGY CL I | 4,079 |
| 190 | FIDELITY ADVISOR HIGH INCOME ADV CL I | 1,791 |
| 847 | FIDELITY BALANCED | 15,449 |
| 691 | FIDELITY BLUE CHIP GROWTH | 31,325 |
| 4,820 | FIDELITY CANADA | 280,293 |
| 102 | FIDELITY CAPITAL APPRECIATION | 2,574 |
| 12,693 | FIDELITY CAPITAL & INCOME | 119,696 |
| 7,931 | FIDELITY CASH RESERVES | 7,931 |
| 3,181 | FIDELITY CHINA REGION | 103,413 |
| 3,985 | FIDELITY CONTRAFUND | 269,892 |
| 787 | FIDELITY DIVERSIFIED INTERNATIONAL | 23,730 |
| 1,208 | FIDELITY DIVIDEND GROWTH | 34,346 |
| 888 | FIDELITY EMERGING ASIA FUND | 27,187 |
| 2,569 | FIDELITY EMERGING MARKETS | 67,705 |
| 854 | FIDELITY ENVIRONMENT & ALTERNATIVE ENERGY | 15,209 |
| 122 | FIDELITY EQUITY INCOME | 5,413 |
| 455 | FIDELITY EUROPE | 14,242 |
| 272 | FIDELITY EUROPE CAPITAL APPRECIATION | 5,179 |
| 536 | FIDELITY EXPORT & MULTINATIONAL | 11,687 |
| 7,334 | FIDELITY FLOATING RATE HIGH INCOME | 71,802 |
| 607 | FIDELITY FREEDOM 2020 | 8,367 |
| 2,877 | FIDELITY GLOBAL COMMODITY STOCK FUND | 49,317 |
| 1,479 | FIDELITY GNMA FUND | 16,968 |
| 8,913 | FIDELITY GOVERNMENT INCOME | 92,964 |
| 3,286 | FIDELITY HIGH INCOME | 29,378 |
| 1,897 | FIDELITY INTERN'TL SMALL CAP | 40,322 |
| 428 | FIDELITY INT'L DISCOVERY | 14,148 |

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| 293 | FIDELITY INTL SMALL CAP OPP FUND | 3,049 |
| 2,498 | FIDELITY LATIN AMERICA | 147,468 |
| 5,960 | FIDELITY LEVERAGED COMPANY STOCK | 169,378 |
| 14,673 | FIDELITY LOW PRICED STOCK | 563,139 |
| 978 | FIDELITY MEGA CAP STOCK FUND | 9,772 |
| 9,982 | FIDELITY NEW MARKETS INCOME | 156,220 |
| 89 | FIDELITY NORDIC | 3,051 |
| 2,755 | FIDELITY OHIO MUNI INCOME | 31,347 |
| 113 | FIDELITY OTC PORT | 6,223 |
| 303 | FIDELITY OVERSEAS | 9,830 |
| 6,296 | FIDELITY PURITAN | 112,768 |
| 2,995 | FIDELITY REAL ESTATE INCOME | 31,147 |
| 4,185 | FIDELITY REAL ESTATE INVESTMENT | 107,505 |

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| 277 | FIDELITY SELECT AUTOMOTIVE | 12,525 |
| 16,284 | FIDELITY SELECT BANKING PORTFOLIO | 301,417 |
| 1,577 | FIDELITY SELECT BROKERAGE & INVS MGT | 82,737 |
| 1,004 | FIDELITY SELECT CHEMICALS | 95,884 |
| 102 | FIDELITY SELECT COMM EQUIPMENT PORT | 2,704 |
| 548 | FIDELITY SELECT COMPUTERS | 30,929 |
| 265 | FIDELITY SELECT CONSTRUCTN & HOUSING | 9,286 |
| 892 | FIDELITY SELECT CONSUMER STPLS PORT | 60,948 |
| 747 | FIDELITY SELECT DEFENSE & AEROSPACE | 54,701 |
| 482 | FIDELITY SELECT ELECTRONICS | 23,330 |
| 3,042 | FIDELITY SELECT ENERGY | 159,043 |
| 557 | FIDELITY SELECT ENERGY SERVICE | 41,433 |
| 119 | FIDELITY SELECT FINANCIAL SVCS | 7,305 |
| 2,431 | FIDELITY SELECT GOLD | 129,108 |
| 92 | FIDELITY SELECT HEALTH CARE | 11,498 |
| 1,158 | FIDELITY SELECT INDUSTRIAL EQUIPMENT | 39,296 |
| 907 | FIDELITY SELECT INDUSTRIALS PORT | 21,465 |
| 276 | FIDELITY SELECT LEISURE | 25,159 |
| 2,256 | FIDELITY SELECT MATERIALS PORTFOLIO | 153,182 |
| 10 | FIDELITY SELECT MEDICAL DELIVERY | 510 |
| 1,507 | FIDELITY SELECT MEDICAL EQUIP&SYSTEM | 41,574 |
| 7,071 | FIDELITY SELECT NATURAL GAS | 235,034 |
| 1,881 | FIDELITY SELECT NATURAL RESOURCES | 65,473 |
| 209 | FIDELITY SELECT PHARMACEUTICAL | 2,579 |
| 239 | FIDELITY SELECT SOFTWARE & COMPUTER | 20,890 |
| 983 | FIDELITY SELECT TECHNOLOGY | 93,984 |
| 65 | FIDELITY SELECT TELECOMM | 3,033 |
| 520 | FIDELITY SELECT TRANSPORT | 28,794 |
| 675 | FIDELITY SELECT WIRELESS PORTFOLIOS | 5,194 |
| 597 | FIDELITY SHORT TERM BOND | 5,054 |
| 948 | FIDELITY SMALL CAP DISCOVERY FUND | 19,397 |
| 418 | FIDELITY SMALL CAP GROWTH | 6,560 |
| 7,519 | FIDELITY STRATEGIC INCOME | 83,381 |
| 791 | FIDELITY TELECOM AND UTILITIES FUND | 12,615 |
| 1,111 | FIDELITY TOTAL BOND | 11,908 |
| 186 | FIDELITY TREND | 12,532 |
| 70 | FIDELITY VALUE | 4,797 |
| 627 | FIRST EAGLE GOLD FUND CLASS C | 20,713 |
| 1,376 | FIRSTHAND ALTERNATIVE ENERGY | 10,000 |
| 5,091 | FIRSTHAND TECHNOLOGY OPPORTUNITIES FUND | 30,798 |
| 1,432 | FMI COMMON STOCK | 35,920 |
| 315 | FMI FOCUS FUND | 9,548 |
| 13,992 | FMI LARGE CAP FUND | 218,415 |
| 25,573 | FMI PROVIDENT TRUST STRATEGY FUND | 219,416 |
| 2,771 | FORESTER VALUE FUND | 33,504 |
| 1,720 | FORWARD FRONTIER MARKETSTRAT INV CL | 21,385 |
| 812 | FORWARD INTERNTL SMALL CO INVESTOR CL | 11,803 |
| 3,878 | FPA CRESCENT INSTL | 103,900 |
| 6,592 | FPA NEW INCOME | 71,520 |
| 281 | FRANKLIN GOLD AND PRECIOUS METALS CL C | 13,724 |

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| 15,189 | FRANKLIN INCOME CLASS C | 33,415 |
| 4,968 | FRANKLIN STRATEGIC INCOME C | 51,763 |
| 162 | FUNDX CONSERVATIVE UPGRADER FUND | 5,364 |
| 328 | FUNDX FLEXIBLE INCOME FUND | 10,514 |
| 2,618 | GABELLI ASSET FUND AAA | 128,095 |
| 926 | GABELLI EQUITY INCOME FUND | 18,956 |
| 169 | GABELLI SMALL CAP GROWTH | 5,729 |
| 17,223 | GABELLI UTILITIES | 109,884 |
| 668 | GAMCO GLOBAL TELECOMMUNICATIONS | 13,644 |
| 2,025 | GAMCO GOLD FUND | 72,365 |
| 1,005 | GLOBAL EMERGING MARKETS FUND | 9,214 |
| 4,693 | GLOBAL MEGA TRENDS FUND | 41,436 |
| 20,078 | GLOBAL RESOURCES FUND | 239,130 |

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| 11,113 | GOLD AND PRECIOUS METALS FUND | 217,812 |
| 11,390 | GOLDMAN SACHS ASSET ALLOC GRWTH STRAT A | 122,440 |
| 460 | GOLDMAN SACHS COMMODITY STRAT FD A | 2,772 |
| 1,138 | GREENSPRING FUND | 27,522 |
| 217 | GRUBB & ELLIS AGA INTERNATL REALTY A | 3,559 |
| 3,144 | GUINNESS ATKINSON ALTERNATIVE ENERGY | 16,253 |
| 734 | GUINNESS ATKINSON ASIA PACIFIC DIV | 9,841 |
| 1,492 | GUINNESS ATKINSON CHINA & HONG KONG | 57,845 |
| 3,204 | GUINNESS ATKINSON GLOBAL ENERGY | 95,290 |
| 29,377 | HARBOR BOND INST | 355,467 |
| 633 | HARBOR CAPITAL APPRECIATION INV CL | 23,022 |
| 4,202 | HARBOR COMMODITY RET STRATEGY FD INSTL CL | 33,116 |
| 649 | HARBOR HIGH YIELD BOND INVESTOR FD | 7,077 |
| 1,565 | HARBOR INTERNATIONAL GROWTH INSTITUTIONAL | 19,358 |
| 3,029 | HARBOR INTERNATIONAL INSTITUTIONAL FD | 183,399 |
| 4,328 | HARBOR INTERNATIONAL INVESTOR SHARES | 259,678 |
| 4,483 | HARBOR REAL RETURN FD INSTL CLASS SHS | 46,533 |
| 1,989 | HARTFORD CAPITAL APPRECIATION CL A | 68,871 |
| 137 | HARTFORD CAPITAL APPRECIATION CL B | 4,187 |
| 842 | HARTFORD CAPITAL APPRECIATION CL C | 25,879 |
| 1,426 | HARTFORD GLOBAL HEALTH CL C | 20,381 |
| 365 | HEARTLAND SELECT VALUE | 10,652 |
| 0 | HEARTLAND VALUE | 21 |
| 1,524 | HEARTLAND VALUE PLUS | 45,436 |
| 2,172 | HENNESSY CORNERSTONE VALUE | 26,822 |
| 2,232 | HENNESSY FOCUS 30 FUND | 26,985 |
| 295 | HIGHMARK LARGE CAP VALUE CLASS C | 3,344 |
| 1,797 | HODGES FUND | 40,552 |
| 5,936 | HUSSMAN STRATEGIC GROWTH | 72,958 |
| 2,921 | HUSSMAN STRATEGIC INTERNATL EQUITY | 30,200 |
| 5,151 | HUSSMAN STRATEGIC TOTAL RETURN | 62,487 |
| 4,441 | ICON ENERGY | 88,996 |
| 225 | ICON EQUITY INCOME CLASS I | 2,635 |
| 920 | ICON FINANCIAL FUND | 5,596 |
| 838 | ICON HEALTHCARE | 11,311 |
| 2,432 | ICON MATERIALS | 28,263 |
| 460 | INDUSTRY LEADERS FUND CL I | 4,754 |
| 138 | ING CORPORATE LEADER TRUST | 2,791 |
| 109 | ING REAL ESTATE FUND CLASS C | 1,526 |
| 86 | ING RUSSIA CL A | 3,513 |
| 1,138 | INTREPID SMALL CAP FUND | 18,583 |
| 43 | INVESCO CHINA FUND CLASS A | 923 |
| 432 | INVESCO COMMODITIES STRATEGY FUND CL A | 9,456 |
| 150 | INVESCO ENERGY CLASS B | 5,702 |
| 594 | INVESCO ENERGY INVESTOR CLASS | 24,527 |
| 126 | INVESCO EUROPEAN GROWTH INVESTORS | 3,857 |
| 172 | INVESCO FINANCIAL SVCS FD INVESTOR CL | 1,436 |
| 566 | INVESCO GOLD & PRECIOUS METALS INV | 6,115 |
| 5,561 | INVESCO INTL CORE EQUITY INV CL | 63,007 |
| 1,121 | INVESCO VAN KAMPEN CAPITAL GROWTH CL C | 14,052 |

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| 2,275 | INVESCO VAN KAMPEN COMSTOCK CLASS C | 35,813 |
| 6,093 | INVESCO VAN KAMPEN EQUITY PREMIUM INC A | 49,659 |
| 1,752 | INVESCO VAN KAMPEN REAL ESTATE SEC CL C | 30,677 |
| 267 | IVY ASSET STRATEGY CL C | 6,348 |
| 51 | IVY GLOBAL NATURAL RESOURCES CLASS B | 981 |
| 675 | IVY SCIENCE & TECHNOLOGY CL Y | 22,146 |
| 1,121 | JAMES ADVANTAGE SMALL CAP | 23,835 |
| 168 | JANUS BALANCED FUND CLASS T | 4,207 |
| 11,691 | JANUS CONTRARIAN FUND CLASS T | 171,046 |
| 5,267 | JANUS FLEXIBLE BOND CLASS S | 54,886 |
| 1,922 | JANUS FLEXIBLE BOND FUND CLASS T | 20,012 |
| 3,293 | JANUS FORTY CLASS S | 109,632 |
| 336 | JANUS GLOBAL RESEARCH CLASS T | 4,914 |

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| 787 | JANUS GLOBAL SELECT CL R | 9,308 |
| 13,790 | JANUS GLOBAL SELECT CL T | 163,683 |
| 6,434 | JANUS HIGH YIELD CLASS S | 58,615 |
| 2,823 | JANUS HIGH YIELD FUND CLASS T | 25,660 |
| 786 | JANUS LONG/SHORT CLASS C | 7,916 |
| 23,130 | JANUS OVERSEAS FUND CLASS T | 1,171,318 |
| 29,725 | JANUS SHORT TERM BOND FUND CLASS T | 91,552 |
| 6,129 | JANUS TRITON FUND CLASS T SHARES | 100,642 |
| 4,500 | JENSEN PORTFOLIO CLASS J | 121,937 |
| 808 | JOHN HANCOCK REGIONAL BANK CL A | 11,838 |
| 1,446 | JORDAN OPPORTUNITY FUND | 18,031 |
| 320 | JPM HIGHBRIDGE DYNAM COMMODITIES STRGY A | 6,175 |
| 680,589 | JPMORGAN 100% US TREAS MMKT MORGAN | 680,589 |
| 127 | JPMORGAN ASIA EQUITY FD-SELECT CL | 4,797 |
| 5,655 | JPMORGAN HIGH YIELD BOND FUND CLASS A | 45,974 |
| 298 | JP MORGAN INDIA FUND CLASS C | 5,214 |
| 2,975 | JPMORGAN INTERNATL VALUE FUND CLASS A | 39,482 |
| 1,641 | JPMORGAN INTREPID EUROPEAN CLASS A | 30,835 |
| 103 | JP MORGAN RUSSIA FD CL A | 1,429 |
| 136 | JP MORGAN RUSSIA FD CL C | 1,854 |
| 11,651 | JPMORGAN SMART RET 2010 CL C | 175,117 |
| 831,753 | JPMORGAN US GOVT MM KT MORGAN SHS | 831,753 |
| 503 | JPMORGAN US REAL ESTATE CLASS A | 7,827 |
| 2,117 | KEELEY SMALL CAP VALUE CLASS A | 52,851 |
| 3,463 | KINETICS PARADIGM FUND | 80,731 |
| 160 | LAUDUS INTERNATIONAL MARKETMASTERS INV CL | 3,081 |
| 591 | LAZARD DEVELOPING MRKTS EQ CL SHARES | 8,954 |
| 12,160 | LAZARD EMERGING MKTS OPEN CLASS | 269,824 |
| 7,761 | LEUTHOLD ASSET ALLOCATION FD | 81,411 |
| 47,102 | LOOMIS SAYLES BOND RETAIL SHARES | 669,795 |
| 2,967 | LOOMIS SAYLES GLOBAL BOND RETAIL | 48,834 |
| 223 | MADISON MOSAIC INV FD | 3,688 |
| 16,381 | MAINSTAY ICAP SELECT EQUITY FD CL I | 576,926 |
| 209 | MANAGERS EMERGING MARKETS EQUITY | 3,214 |
| 42,167 | MANAGERS PIMCO BOND FUND | 438,540 |
| 433 | MANAGERS SPECIAL EQUITY | 22,848 |
| 2,178 | MANNING & NAPIER EQUITY SERIES | 41,979 |
| 1,408 | MANNING & NAPIER WORLD OPPT SER CL A | 12,119 |
| 8,246 | MARSICO 21ST CENTURY FUND | 117,591 |
| 1,479 | MARSICO FLEXIBLE CAPITAL FUND | 20,148 |
| 2,129 | MARSICO FOCUS | 38,505 |
| 7,692 | MARSICO GROWTH FUND | 148,910 |
| 1,154 | MARSICO INTERNAT'L OPPORTUNITIES | 15,366 |
| 4,956 | MATTHEWS ASIA DIVIDEND FUND | 71,019 |
| 2,544 | MATTHEWS ASIAN GROWTH & INCOME FUND | 45,901 |
| 1,414 | MATTHEWS ASIA PACIFIC FUND | 25,417 |
| 3,013 | MATTHEWS ASIA SCIENCE & TECHNOLOGY | 29,801 |
| 2,463 | MATTHEWS ASIA SMALL COMPANIES FUND | 52,127 |
| 3,460 | MATTHEWS CHINA FUND | 101,573 |
| 3,993 | MATTHEWS INDIA FUND | 85,801 |

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| 2,504 | MATTHEWS KOREA FUND | 12,871 |
| 955 | MATTHEWS PACIFIC TIGER FUND | 22,388 |
| 535 | MERGER FUND | 8,439 |
| 3,555 | MERIDIAN VALUE FUND | 102,749 |
| 1,013 | MERK ABSOLUTE RETURN CURRENCY INVESTOR | 10,391 |
| 1,748 | MERK ASIAN CURRENCY FUND - INVESTOR | 17,151 |
| 1,494 | MERK HARD CURRENCY FUND INVESTOR CL | 18,289 |
| 2,296 | METROPOLITAN WEST HIGH YIELD BOND CL M | 24,521 |
| 958 | METROPOLITAN WEST TOT RETURN BOND CL M | 9,943 |
| 2,310 | MFS EMERGING MRKTS DEBT FD CL W | 33,557 |
| 2,330 | MFS INTERNATIONAL DIVERSIFICATION CL C | 31,012 |
| 470 | MFS UTILITIES CLASS C | 7,687 |
| 1,914 | MIDAS FUND | 10,814 |

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| 299 | MOBILE TELCOMM ULTRA SECTOR PRO FD INVSTR | 777 |
| 71 | MORGAN STA INST INC. US REAL ESTATE CL I | 1,016 |
| 673 | MUHLENKAMP FUND | 36,200 |
| 135 | MUTUAL SERIES EUROPEAN CLASS Z | 2,900 |
| 1,501 | MUTUAL SERIES FINCL SERVICES CLASS C | 19,524 |
| 227 | MUTUAL SERIES FINCL SERVICES CLASS Z | 2,948 |
| 980 | MUTUAL SERIES GLOBAL DISCOVERY CLASS Z | 28,932 |
| 1,823 | MUTUAL SERIES MUTUAL BEACON CLASS C | 22,147 |
| 110 | MUTUAL SERIES SHARES CLASS Z | 2,287 |
| 412 | NEEDHAM AGGRESSIVE GROWTH | 7,060 |
| 2,520 | NEUBERGER BERMAN GENESIS INVESTOR CL | 83,722 |
| 907 | NEUBERGER BERMAN GENESIS TRUST CLASS | 43,192 |
| 142 | NEUBERGER BERMAN INTERNATIONAL INV CL | 2,421 |
| 140 | NEUBERGER BERMAN PARTNERS INVESTOR | 3,869 |
| 942 | NEUBERGER BERMAN REAL ESTATE TRUST CL | 10,672 |
| 2,066 | NICHOLAS EQUITY INCOME CL I | 31,781 |
| 575 | NORTHERN EMERGING MARKETS EQUITY INDEX | 7,377 |
| 596 | NORTHERN SMALL CAP VALUE | 9,067 |
| 2,803 | OAKMARK EQUITY & INCOME FD I | 77,742 |
| 271 | OAKMARK FUND I | 11,199 |
| 5,653 | OAKMARK GLOBAL FUND I | 127,074 |
| 660 | OAKMARK GLOBAL SELECT FD CL 1 | 7,306 |
| 8,359 | OAKMARK INTERNAT'L I | 162,252 |
| 1,550 | OAKMARK INTERNAT'L SMALL CAP I | 22,276 |
| 3,040 | OAKMARK SELECT I | 83,438 |
| 5,578 | OBERWEIS CHINA OPPORTUNITIES FUND | 92,761 |
| 162 | OBERWEIS MICRO CAP FUND | 1,968 |
| 1,299 | OIL EQUIPMENT SCVS & DIST ULTRA INVT CL | 28,912 |
| 555 | OIL & GAS ULTRA SECT PRO FDS -INVESTOR | 21,447 |
| 2,306 | OLD MUTUAL DWIGHT SHORT TRM FIX INC Z | 23,178 |
| 692 | OPPENHEIMER COMMOD STRA TOT RETURN CL A | 2,534 |
| 1,014 | OPPENHEIMER DEV MARKETS CL N | 35,799 |
| 360 | OPPENHEIMER DEV MARKETS FD CLASS A | 13,134 |
| 160 | OPPENHEIMER DEV MARKETS FD CLASS C | 5,620 |
| 65 | OPPENHEIMER GOLD & SPEC MINERALS CL C | 3,069 |
| 318 | OPPENHEIMER GOLD & SPL MINERALS CL N | 15,407 |
| 2,835 | OPPENHEIMER INTERNAT'L BD CL N | 18,541 |
| 10,191 | PARNASSUS EQUITY INCOME PORTFOLIO | 268,136 |
| 311 | PARNASSUS FUND | 12,598 |
| 973 | PARNASSUS SMALL CAP | 23,309 |
| 282 | PAX WORLD GLOBAL GREEN - IND INV CL | 2,720 |
| 4,879 | PAX WORLD HIGH YIELD BOND INDIV INV CL | 37,765 |
| 114 | PERKINS DISCOVERY | 3,224 |
| 1,217 | PERKINS GLOBAL VALUE CLASS T | 14,824 |
| 1,385 | PERKINS MID CAP VALUE CLASS S | 31,216 |
| 30,714 | PERKINS MID CAP VALUE FUND CLASS T | 693,222 |
| 4,193 | PERKINS SMALL CAP VALUE CLASS T | 100,497 |
| 7,425 | PERMANENT PORTFOLIO | 340,137 |
| 1,912 | PERRITT EMERGING OPPORTUNITIES FUND | 23,229 |
| 13,305 | PIMCO COMMODITY REAL RETURN CL D | 122,140 |

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| 1,842 | PIMCO DEVELOPING LOCAL MKTS D | 19,520 |
| 2,952 | PIMCO EMERGING LOCAL BOND FUND CL D | 31,435 |
| 199 | PIMCO FOREIGN BOND FUND CL D (UNHEDGED) | 2,104 |
| 2,378 | PIMCO FOREIGN BOND (US \$-HEDGED) CL D | 24,800 |
| 1,768 | PIMCO MORTGAGE BACKED SEC FD CL D | 18,846 |
| 4,582 | PIMCO REAL ESTATE REAL RETURN STRAT C | 18,604 |
| 7,566 | PIMCO REAL RETURN CLASS D | 85,954 |
| 2,704 | PIMCO TOTAL RETURN ADMINISTRATIVE SHS | 29,335 |
| 921 | PIMCO TOTAL RETURN CLASS A | 9,992 |
| 149,015 | PIMCO TOTAL RETURN CLASS D | 1,616,809 |
| 12,662 | PIMCO TOTAL RETURN INSTL | 137,387 |
| 6,649 | PIMCO UNCONSTRAINED BOND FUND CL D | 73,804 |
| 1,004 | POLARIS GLOBAL VALUE | 14,056 |

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| 166 | PRECIOUS METALS ULTRA SECTOR PRO SVC | 7,454 |
| 10,036 | PRIMECAP ODYSSEY AGGRESSIVE GRWTH FD | 165,288 |
| 9,276 | PRIMECAP ODYSSEY GROWTH FUND | 142,851 |
| 1,570 | PROFUNDS SHORT OIL & GAS INVESTOR CLASS | 15,871 |
| 2,979 | PROFUNDS: SHORT PREC METALS INVESTOR CL | 17,369 |
| 1,253 | PRO FUNDS SHORT REAL ESTATE INVESTOR CL | 10,200 |
| 1,269 | PRO FUNDS ULTRA LATIN AMERICA INVST | 18,574 |
| 32 | PRO FUNDS ULTRASHORT LATIN AMERICA INVST | 51 |
| 1,030 | PRUDENTIAL JENNISON NATURAL RESOURCES Z | 60,287 |
| 297 | PRUDENTIAL JENNISON UTILITY CLASS C | 3,040 |
| 728 | PUTNAM EQUITY INCOME FUND CL Y | 10,959 |
| 1,647 | PUTNAM GLOBAL NATURAL RESOURCE C | 33,398 |
| 1,473 | QUANTITATIVE EMRG MKTS FD-ORDINARY SHS | 36,145 |
| 839 | RAINIER MID CAP EQ PORTFOLIO | 33,546 |
| 3,914 | RBC MICROCAP VALUE FD CL S | 65,713 |
| 63 | REAL ESTATE ULTRA SECTOR PRO FD INVSTR | 1,347 |
| 594 | REYNOLDS BLUE CHIP GROWTH | 32,525 |
| 1,509 | RICE HALL JAMES MICRO CAP PORT INSTL | 25,185 |
| 3,520 | RISING RATES OPPTY PRO FUND INVESTOR | 43,893 |
| 349 | ROYCE GLOBAL VALUE SERVICE CLASS | 5,080 |
| 2,149 | ROYCE LOW PRICED STOCK FD-SERVICE CL | 39,219 |
| 714 | ROYCE MICROCAP INVESTMENT CLASS | 12,547 |
| 2,093 | ROYCE OPPORTUNITY FUND INVEST CLASS | 25,283 |
| 7,124 | ROYCE PENNSYLVANIA MUTUAL INVST CLASS | 82,993 |
| 314 | ROYCE PREMIER FUND INVESTMENT CL | 6,386 |
| 978 | ROYCE PREMIER SVCS CL SH | 19,634 |
| 1,509 | ROYCE SPECIAL EQUITY INVESTMENT CL | 31,502 |
| 3,438 | ROYCE VALUE FUND SERVICE CL | 43,485 |
| 25,663 | ROYCE VALUE PLUS SERVICE CLASS | 344,398 |
| 280 | RS GLOBAL NATURAL RESOURCES CL A | 10,538 |
| 727 | RS VALUE FUND CL A | 18,835 |
| 159 | RYDEX BASIC MATERIALS INV CLASS | 8,663 |
| 236 | RYDEX COMMODITIES STRATEGY CL A | 4,095 |
| 544 | RYDEX ENERGY INVESTOR CLASS | 13,430 |
| 161 | RYDEX ENERGY SVCS INVESTOR CLASS | 8,517 |
| 1 | RYDEX GOVT LONG BOND 1.2X STRATEGY ADV CL | 6 |
| 2,238 | RYDEX INVERSE DOW 2X STRATEGY CL C | 37,909 |
| 90 | RYDEX INVERSE DOW 2X STRATEGY CL H | 1,602 |
| 535 | RYDEX INVERSE GOVT LONG BOND STRAT INV | 6,920 |
| 35,276 | RYDEX INVERSE RUSSEL 2000 2X STRAT CL C | 246,929 |
| 2,568 | RYDEX INVERSE S&P 500 2X STRATEGY CL H | 41,013 |
| 17,737 | RYDEX INVERSE S&P 500 STRATEGY INV CL | 539,193 |
| 510 | RYDEX NASDAQ 100 2X STRATEGY CL H | 61,720 |
| 5,121 | RYDEX NASDAQ 100 INV CLASS | 74,100 |
| 265 | RYDEX PRECIOUS METALS INVESTOR CL | 23,358 |
| 175 | RYDEX SGI MANAGED FUTURES STRAT CL H | 4,506 |
| 103 | RYDEX S&P 500 2X STRATEGY CL H | 2,804 |
| 113 | RYDEX UTILITIES INVESTOR CLASS | 2,878 |
| 19 | SARATOGA HEALTH & BIOTECH PORT CL A | 326 |
| 2,596 | SARATOGA TECH & COMMUNICATIONS CL I | 36,921 |

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| 1,226 | SCHNEIDER SMALL CAP VALUE FUND | 22,187 |
| 3,130 | SCHNEIDER VALUE FUND | 45,819 |
| 858 | SCHWAB FINANCIAL SERVICES FUND | 8,990 |
| 5,979 | SCOUT BOND | 69,471 |
| 1,441 | SCOUT INTERNATIONAL FUND | 46,653 |
| 212 | SCOUT STOCK FUND | 2,727 |
| 841 | SELECTED AMERICAN SHARES CL D | 34,815 |
| 1,513 | SELECTED AMERICAN SHARES CL S | 62,679 |
| 261 | SENTINEL INTL EQUITY CLASS A | 4,454 |
| 31,909 | SEXTANT INTRNATIONAL FUND | 502,571 |
| 3,105 | SIT US GOV'T SECS | 35,053 |
| 23,082 | SOUND MIND INVESTING FUND | 264,746 |
| 9,308 | SPARTAN 500 INDEX FD ADVANTAGE CLASS | 414,004 |

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| 1,538 | SPARTAN 500 INDEX FD INVESTOR CLASS | 68,388 |
| 480 | SSGA EMERGING MARKETS | 10,832 |
| 634 | SSGA INTERMEDIATE | 5,659 |
| 4,617 | SSGA INTERNATIONAL STOCK SELECTION | 46,588 |
| 1,322 | STRATTON SMALL CAP VALUE FUND | 65,591 |
| 63,556 | SYMONS VALUE INSTL | 662,885 |
| 8,776 | TARGET MORTGAGE BACK SECURITIES PORT CL T | 91,447 |
| 974 | TARGET TOTAL RETURN BOND CL T | 10,437 |
| 719 | TCW EMERGING MARKETS INCOME CL N | 7,973 |
| 1,751 | TCW EMERGING MKTS INCOME CL I | 15,143 |
| 5,049 | TCW HIGH YIELD BOND CLASS I | 32,365 |
| 592 | TCW TOTAL RETURN BOND CLASS N | 6,073 |
| 616 | TELECOMM ULTRA SECTOR PRO FD INVSTR | 8,420 |
| 13,628 | TEMPLETON GLOBAL BOND ADVISOR CLASS | 184,802 |
| 588 | TEMPLETON GLOBAL BOND CLASS A | 7,995 |
| 802 | TEMPLETON GLOBAL BOND CLASS C | 10,927 |
| 570 | TEMPLETON GROWTH CLASS R | 10,057 |
| 1,101 | THE APPLESEED FUND | 14,130 |
| 697 | THE DELAFIELD FUND | 20,479 |
| 437 | THE OSTERWEIS STRATEGIC INCOME FD | 5,079 |
| 298 | THESES FLEXIBLE FUND | 3,076 |
| 1,429 | THE WIRELESS FUND | 8,257 |
| 492 | THIRD AVENUE FOCSED CREDIT FUND INVESTOR | 5,527 |
| 3,089 | THIRD AVENUE INTL VALUE INSTL CLASS | 52,299 |
| 292 | THIRD AVENUE REAL ESTATE VALUE INVST | 6,766 |
| 3,188 | THIRD AVENUE VALUE INSTL CLASS | 165,032 |
| 734 | THIRD MILLENNIUM RUSSIA | 17,488 |
| 198 | THOMPSON PLUMB BOND FUND | 2,244 |
| 603 | THORNBURG INTL VALUE CLASS C | 15,913 |
| 3,027 | THORNBURG INTL VALUE CL INSTL | 86,702 |
| 209 | TIAA-CREF INSTL LRG CAP VALUE -RETAIL | 2,653 |
| 2,339 | TIAA-CREF INSTL MID CAP VALUE -RETAIL | 39,242 |
| 1,823 | TIAA-CREF INSTL REAL ESTATE SEC - RETAIL | 18,320 |
| 117 | TOCQUEVILLE FUND | 2,636 |
| 3,578 | TOCQUEVILLE GOLD FUND | 309,530 |
| 1,171 | TOCQUEVILLE SELECT FUND | 14,465 |
| 9,124 | TOUCHSTONE SANDS CAP SEL GRWTH Z | 91,335 |
| 7,034 | TRANSAMERICA WMC DIVERSIFIED GROWTH P | 67,031 |
| 1,404 | T ROWE NEW INC FUND ADVISOR CLASS | 13,310 |
| 869 | T ROWE PRICE AFRICA & MIDDLE EAST FD | 6,680 |
| 354 | T ROWE PRICE BLUE CHIP GROWTH ADV CL | 13,498 |
| 16,919 | T ROWE PRICE BLUE CHIP GROWTH INC | 645,135 |
| 10,029 | T ROWE PRICE CAP APPRECIATION | 203,681 |
| 2,204 | T ROWE PRICE CAPITAL APPRECIATION ADV CL | 44,511 |
| 155 | T ROWE PRICE DIVIDEND GROWTH | 3,544 |
| 2,183 | T-ROWE PRICE EMERG EURO & MEDITERRANEAN | 51,136 |
| 5,370 | T ROWE PRICE EMERGING MKTS STOCK | 189,464 |
| 12,459 | T ROWE PRICE EQUITY INCOME | 295,160 |
| 199 | T ROWE PRICE EQUITY INCOME ADVISOR CL | 4,711 |
| 619 | T ROWE PRICE FINANCIAL SERVICES | 8,777 |

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| 2,260 | T ROWE PRICE GLOBAL STOCK | 40,838 |
| 4,010 | T ROWE PRICE GROWTH STOCK | 128,917 |
| 850 | T ROWE PRICE GROWTH STOCK ADVISOR CL | 27,110 |
| 733 | T ROWE PRICE HEALTH SCIENCES | 22,194 |
| 6,789 | T ROWE PRICE HIGH YIELD BOND | 46,028 |
| 1,323 | T ROWE PRICE INFLATION PROT BD FD | 15,850 |
| 6,228 | T ROWE PRICE INTERNATIONAL BOND | 61,964 |
| 3,086 | T ROWE PRICE INTL DISCOVERY FUND | 135,470 |
| 2,532 | T ROWE PRICE INT'L EMERGING MARKET BOND | 33,624 |
| 2,004 | T ROWE PRICE INTL EQUITY INDEX | 23,666 |
| 7,802 | T ROWE PRICE LATIN AMERICA FUND | 442,543 |
| 380 | T ROWE PRICE MEDIA & TELECOMMUNICATIONS | 19,679 |
| 483 | T ROWE PRICE MID CAP GROWTH | 28,299 |

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|--------|---|---------|
| 361 | T ROWE PRICE MID CAP GROWTH ADVISOR CL | 20,757 |
| 449 | T ROWE PRICE NEW AMERICAN GROWTH | 14,820 |
| 2,789 | T ROWE PRICE NEW ASIA | 53,493 |
| 1,627 | T ROWE PRICE NEW ERA | 84,861 |
| 28,860 | T ROWE PRICE NEW HORIZONS FD INC | 966,512 |
| 1,312 | T ROWE PRICE REAL ESTATE FUND | 22,959 |
| 537 | T ROWE PRICE REAL ESTATE FUND ADV CL | 9,477 |
| 49 | T ROWE PRICE SCIENCE AND TECH ADVISOR CL | 1,319 |
| 867 | T ROWE PRICE SMALL CAP VALUE FUND | 31,342 |
| 0 | T ROWE PRICE US TREASURY LONG TERM | 6 |
| 267 | T ROWE PRICE VALUE | 6,228 |
| 552 | TURNER NEW ENTERPRISE INV CL | 4,855 |
| 823 | TWEEDY BROWNE GLOBAL VALUE FUND | 19,597 |
| 12,182 | ULTRA BEAR PRO FUND INVESTORS SHARES | 82,352 |
| 309 | ULTRA BULL PRO FUND INVESTORS SHARES | 12,401 |
| 202 | ULTRA JAPAN PRO FUND INVESTORS SHS | 1,763 |
| 3,282 | ULTRA SHORT CHINA PRO FUND - INVESTOR | 18,213 |
| 707 | ULTRA SHORT DOW 30 INVESTOR SHARES | 6,093 |
| 3,161 | ULTRA SHORT INTL PRO FD INVT CL | 26,839 |
| 10,145 | ULTRA SHORT SMALL CAP PRO FDS-INVST CL | 29,218 |
| 567 | VALLEY FORGE INSTL | 5,567 |
| 94 | VALUE LINE | 804 |
| 431 | VALUE LINE EMERGING OPPORTUNITY | 13,526 |
| 595 | VALUE LINE INCOME | 5,037 |
| 423 | VALUE LINE PREMIER GROWTH FUND | 11,347 |
| 3,034 | VAN ECK EMERGING MARKETS CL C | 39,471 |
| 119 | VAN ECK FDS INTL INVS GOLD FD CL C | 2,749 |
| 100 | VAN ECK INTERNATN'L INVESTORS GOLD CL A | 2,468 |
| 988 | VANGUARD 500 INDEX FD INVESTOR SHS | 114,466 |
| 9,128 | VANGUARD BOND INDEX TOTAL MARKET | 96,759 |
| 2,322 | VANGUARD CONVERTIBLE SECURITIES | 31,166 |
| 5,847 | VANGUARD DIVIDEND GROWTH | 84,073 |
| 1,288 | VANGUARD EMERGING MARKETS STOCK INDEX | 39,068 |
| 3,330 | VANGUARD ENERGY | 216,103 |
| 805 | VANGUARD EUROPEAN STOCK INDEX | 21,085 |
| 21,454 | VANGUARD FINANCIALS INDEX ADMIRAL SHRS | 353,343 |
| 740 | VANGUARD FIXED INC HIGH YIELD CORP | 4,216 |
| 2,124 | VANGUARD FTSE ALL WO RLD EX US IND INV CL | 39,768 |
| 1,090 | VANGUARD GLOBAL EQUITY | 19,460 |
| 8,381 | VANGUARD GNMA | 90,014 |
| 1,360 | VANGUARD INDEX TRUST SMALL CAP GROWTH | 29,801 |
| 21,391 | VANGUARD INFLATION PROTECTED SECS | 278,083 |
| 9,760 | VANGUARD INTERMED TRM INVST GR INVEST | 96,821 |
| 262 | VANGUARD INTERNATL VALUE PORTFOLIO | 8,440 |
| 5,428 | VANGUARD INTER-TERM BOND INDEX PORT | 60,845 |
| 1,184 | VANGUARD INT'L GROWTH PORTFOLIO | 22,908 |
| 688 | VANGUARD LONG TERM INVMT GRADE INV | 6,427 |
| 362 | VANGUARD MID CAP GRWTH INDX CL INVES | 8,846 |
| 2,407 | VANGUARD MID CAP INDEX | 48,883 |
| 411 | VANGUARD PACIFIC STOCK INDEX | 4,470 |

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| 1,464 | VANGUARD PRECIOUS METALS & MINING FUND | 39,158 |
| 6,167 | VANGUARD REIT INDEX FUND | 113,347 |
| 1,445 | VANGUARD SHORT TERM BOND INDEX | 15,249 |
| 8,424 | VANGUARD SHORT TERM INVMT GRADE INVESTOR | 90,723 |
| 6,165 | VANGUARD SMALL CAP STOCK INDEX TRUST | 214,228 |
| 1,715 | VANGUARD SMALL CAP VALUE INDEX | 27,456 |
| 57 | VANGUARD STAR | 1,081 |
| 3,017 | VANGUARD STRATEGIC SMALL CAP EQ INVT | 56,934 |
| 2,513 | VANGUARD TARGET RET 2015 FD INVESTOR CL | 31,207 |
| 17,699 | VANGUARD TARGET RET 2035 FD INVESTOR CL | 231,686 |
| 5,098 | VANGUARD TOTAL INTL STOCK INDEX FUND | 80,339 |
| 9,091 | VANGUARD TOTAL STOCK MARKET | 286,897 |
| 13,086 | VANGUARD/WELLESLEY INCOME | 283,976 |

| | | |
|--------|--|------------------------|
| 3,548 | VANGUARD WELLINGTON FUND | 110,356 |
| 1,573 | VANGUARD WINDSOR II | 40,369 |
| 518 | VICE FUND | 8,762 |
| 872 | VIRTUS FOREIGN OPPORTUNITES CL A | 19,456 |
| 11,150 | WASATCH 1ST SOURCE INCOME EQUITY FUND | 154,985 |
| 4,910 | WASATCH 1ST SOURCE INCOME FD | 49,887 |
| 45,617 | WASATCH EMERGING MARKETS SMALL CAP FD | 117,237 |
| 1,476 | WASATCH GLOBAL SCIENCE & TECHNOLOGY | 22,158 |
| 125 | WASATCH HOISINGTON US TREASURY | 1,749 |
| 2,398 | WASATCH INTERNATIONAL GROWTH | 48,422 |
| 419 | WASATCH SMALL CAP GROWTH | 16,535 |
| 2,612 | WASATCH ULTRA GROWTH | 59,299 |
| 1,329 | WEITZ PARTNERS VALUE | 27,355 |
| 4,011 | WEITZ SHORT INTERMED INCOME FUND | 49,651 |
| 1,783 | WELLS FARGO ASIA PACIFIC FD-INVESTOR | 18,617 |
| 965 | WELLS FARGO EMERGING MARKETS CL C | 19,021 |
| 285 | WELLS FARGO GLOBAL OPPT FD CL C | 8,130 |
| 460 | WELLS FARGO INTER TAX/AMT FREE INV | 4,925 |
| 32 | WELLS FARGO PRECIOUS METALS CL A | 2,838 |
| 5,029 | WELLS FARGO SHORT TERM HI YIELD BD-INV | 41,536 |
| 137 | WELLS FARGO SHRT TRM HI YIELD BND CLASS A | 1,134 |
| 6,250 | WELLS FARGO ULTRA SHRT TM MUNI INC INV | 30,063 |
| 602 | WESTCORE FLEXIBLE INCOME FUND | 5,072 |
| 7,977 | WESTCORE PLUS BOND FUND | 85,516 |
| 1,707 | WESTCORE SELECT | 35,975 |
| 3,154 | WESTERN ASSET CORE PLUS INSTITUTIONAL | 33,995 |
| 1,179 | WESTERN ASSET CORE PORTFOLIO FI CLASS | 13,476 |
| 877 | WESTPORT FUND CLASS R | 20,411 |
| 1,445 | WILLIAM BLAIR INTERNAT'L GROWTH I | 32,274 |
| 873 | WILLIAM BLAIR SMALL CAP VALUE CLASS N | 11,971 |
| 1,973 | WILLIAM BLAIR SMALL CAP VALUE INSTL CL | 27,486 |
| 803 | WINTERGREEN FUND | 11,244 |
| 15,999 | WORLD PRECIOUS MINERALS FUND | 356,458 |
| 1,353 | YACKTMAN FOCUSED FD | 23,927 |
| 5,192 | YACKTMAN FUND | 85,876 |
| | Total Registered Investment Companies | \$45,663,725 |
| | Notes Receivable From Participants (interest rate ranging from 4.25% through 10.5% maturing through November 2025) | \$70,565,226 |
| | Net Assets Pending Settlement | \$(20,856) |
| | TOTAL NET ASSETS | \$2,998,060,700 |

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

| Assets Acquired and Disposed | Number of Shares/Units | Fair Value |
|--|---------------------------|---------------|
| American Electric Power Company, Inc. Common Stock \$6.50 par value (a) | | |
| Acquired: | 1,734,490 Shares | \$ 60,715,015 |
| Disposed: | 2,523,539 Shares | \$ 87,463,322 |

(a) Transactions are recorded on the trade date.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
SCHEDULE OF 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 the aforementioned loan of approximately \$32,500, resulted in the loan not being made in accordance with the specific 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, 2010.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 23 | Consent of Independent Registered Public Accounting Firm |
| 46 | |
