AEP Texas Central Company
and Subsidiaries

2010 First Quarter Report

Consolidated Financial Statements

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GLOSSARY OF TERMS

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below.

Term	Meaning
AEP or Parent	American Electric Power Company, Inc.
AEP System or the System	American Electric Power System, an integrated electric utility system, owned and operated by AEP's electric utility subsidiaries.
AEPSC	American Electric Power Service Corporation, a service subsidiary providing management and professional services to AEP and its subsidiaries.
AOCI	Accumulated Other Comprehensive Income.
CO_2	Carbon Dioxide and other greenhouse gases.
CTC	Competition Transition Charge.
CWIP	Construction Work in Progress.
ERCOT	Electric Reliability Council of Texas.
ETT	Electric Transmission Texas, LLC, a 50% equity interest joint venture with MidAmerican Energy Holdings Company formed to own and operate electric transmission facilities in ERCOT.
Federal EPA	United States Environmental Protection Agency.
FERC	Federal Energy Regulatory Commission.
FTR	Financial Transmission Right, a financial instrument that entitles the holder to receive compensation for certain congestion-related transmission charges that arise when the power grid is congested resulting in differences in locational prices.
GAAP	Accounting Principles Generally Accepted in the United States of America.
IRS	Internal Revenue Service.
MTM	Mark-to-Market.
OPEB	Other Postretirement Benefit Plans.
OTC	Over the counter.
PUCT	Public Utility Commission of Texas.
REP	Texas Retail Electric Provider.
Risk Management Contracts	Trading and nontrading derivatives, including those derivatives designated as cash flow and fair value hedges.
TCC	AEP Texas Central Company, an AEP electric utility subsidiary.
Texas Restructuring Legislation	Legislation enacted in 1999 to restructure the electric utility industry in Texas.
True-up Proceeding	A filing made under the Texas Restructuring Legislation to finalize the amount of stranded costs and other true-up items and the recovery of such amounts.
Utility Money Pool	AEP System's Utility Money Pool.

AEP TEXAS CENTRAL COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
For the Three Months Ended March 31, 2010 and 2009
(in thousands)
(Unaudited)

	2010	2009
REVENUES		
Electric Transmission and Distribution	$ 214,046	$ 188,067
Sales to AEP Affiliates	1,037	1,093
Other Revenues	(1,217)	622
TOTAL REVENUES	213,866	189,782
EXPENSES		
Other Operation	65,962	53,456
Maintenance	7,921	8,157
Depreciation and Amortization	61,855	50,455
Taxes Other Than Income Taxes	17,841	15,390
TOTAL EXPENSES	153,579	127,458
OPERATING INCOME	60,287	62,324
Other Income (Expense):		
Interest Income	57	286
Allowance for Equity Funds Used During Construction	344	370
Interest Expense	(38,312)	(37,867)
INCOME BEFORE INCOME TAX EXPENSE	22,376	25,113
Income Tax Expense	8,275	9,569
NET INCOME	14,101	15,544
Preferred Stock Dividend Requirements	60	60
EARNINGS ATTRIBUTABLE TO COMMON STOCK	$ 14,041	$ 15,484

The common stock of TCC is owned by a wholly-owned subsidiary of AEP.

See Condensed Notes to Condensed Consolidated Financial Statements.

AEP TEXAS CENTRAL COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDER'S EQUITY AND COMPREHENSIVE INCOME (LOSS)
For the Three Months Ended March 31, 2010 and 2009
(in thousands)
(Unaudited)

	Common Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2008	$ 55,292	$ 133,161	$ 325,590	$ -	$ 514,043
Common Stock Dividends			(9,000)		(9,000)
Preferred Stock Dividends			(60)		(60)
Other Changes in Common Shareholder's Equity		3,096	(3,096)		-
SUBTOTAL – COMMON SHAREHOLDER'S EQUITY					504,983
COMPREHENSIVE INCOME					
Other Comprehensive Loss, Net of Taxes:					
Cash Flow Hedges, Net of Tax of $15				(28)	(28)
NET INCOME			15,544		15,544
TOTAL COMPREHENSIVE INCOME					15,516
TOTAL COMMON SHAREHOLDER'S EQUITY – MARCH 31, 2009	$ 55,292	$ 136,257	$ 328,978	$ (28)	$ 520,499
TOTAL COMMON SHAREHOLDER'S EQUITY – DECEMBER 31, 2009	$ 55,292	$ 171,263	$ 368,126	$ 163	$ 594,844
Common Stock Dividends			(11,570)		(11,570)
Preferred Stock Dividends			(60)		(60)
SUBTOTAL – COMMON SHAREHOLDER'S EQUITY					583,214
COMPREHENSIVE INCOME					
Other Comprehensive Loss, Net of Taxes:					
Cash Flow Hedges, Net of Tax of $9				(17)	(17)
NET INCOME			14,101		14,101
TOTAL COMPREHENSIVE INCOME					14,084
TOTAL COMMON SHAREHOLDER'S EQUITY – MARCH 31, 2010	$ 55,292	$ 171,263	$ 370,597	$ 146	$ 597,298

See Condensed Notes to Condensed Consolidated Financial Statements.

AEP TEXAS CENTRAL COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
ASSETS
March 31, 2010 and December 31, 2009
(in thousands)
(Unaudited)

	2010	2009
CURRENT ASSETS		
Cash and Cash Equivalents	$ 200	$ 200
Other Cash Deposits	103,869	180,044
Advances to Affiliates	150,044	113,993
Accounts Receivable:		
Customers	71,226	63,107
Affiliated Companies	7,387	12,234
Accrued Unbilled Revenues	45,488	47,017
Miscellaneous	124	102
Allowance for Uncollectible Accounts	(331)	(994)
Total Accounts Receivable	123,894	121,466
Materials and Supplies	26,424	26,925
Risk Management Assets	220	245
Prepayments and Other Current Assets	3,600	4,450
TOTAL CURRENT ASSETS	408,251	447,323
PROPERTY, PLANT AND EQUIPMENT		
Electric:		
Transmission	1,053,867	1,088,666
Distribution	1,857,877	1,836,606
Other Property, Plant and Equipment	234,424	229,058
Construction Work in Progress	50,141	80,373
Total Property, Plant and Equipment	3,196,309	3,234,703
Accumulated Depreciation and Amortization	686,238	686,371
TOTAL PROPERTY, PLANT AND EQUIPMENT – NET	2,510,071	2,548,332
OTHER NONCURRENT ASSETS		
Regulatory Assets	288,045	294,354
Securitized Transition Assets	1,864,964	1,896,362
Deferred Charges and Other Noncurrent Assets	53,768	33,167
TOTAL OTHER NONCURRENT ASSETS	2,206,777	2,223,883
TOTAL ASSETS	$ 5,125,099	$ 5,219,538

See Condensed Notes to Condensed Consolidated Financial Statements.

AEP TEXAS CENTRAL COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
LIABILITIES AND SHAREHOLDERS' EQUITY
March 31, 2010 and December 31, 2009
(Unaudited)

	2010	2009
CURRENT LIABILITIES	(in thousands)	
Accounts Payable:		
General	$ 12,069	$ 16,048
Affiliated Companies	18,069	17,030
Long-term Debt Due Within One Year – Nonaffiliated	153,675	147,833
Customer Deposits	12,793	12,232
Accrued Taxes	93,665	74,569
Accrued Interest	38,047	64,102
Other Current Liabilities	27,599	37,369
TOTAL CURRENT LIABILITIES	355,917	369,183
NONCURRENT LIABILITIES		
Long-term Debt – Nonaffiliated	2,518,030	2,610,133
Deferred Income Taxes	1,005,503	1,007,166
Regulatory Liabilities and Deferred Investment Tax Credits	507,820	493,562
Deferred Credits and Other Noncurrent Liabilities	134,626	138,745
TOTAL NONCURRENT LIABILITIES	4,165,979	4,249,606
TOTAL LIABILITIES	4,521,896	4,618,789
Cumulative Preferred Stock Not Subject to Mandatory Redemption	5,905	5,905
Rate Matters (Note 2)		
Commitments and Contingencies (Note 3)		
COMMON SHAREHOLDER'S EQUITY		
Common Stock – Par Value – $25 Per Share:		
Authorized – 12,000,000 Shares		
Outstanding – 2,211,678 Shares	55,292	55,292
Paid-in Capital	171,263	171,263
Retained Earnings	370,597	368,126
Accumulated Other Comprehensive Income (Loss)	146	163
TOTAL COMMON SHAREHOLDER'S EQUITY	597,298	594,844
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 5,125,099	$ 5,219,538

See Condensed Notes to Condensed Consolidated Financial Statements.

AEP TEXAS CENTRAL COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three Months Ended March 31, 2010 and 2009
(in thousands)
(Unaudited)

	2010	2009
OPERATING ACTIVITIES		
Net Income	$ 14,101	$ 15,544
Adjustments to Reconcile Net Income to Net Cash Flows from Operating Activities:		
Depreciation and Amortization	61,855	50,455
Deferred Income Taxes	(2,146)	(22,979)
Allowance for Equity Funds Used During Construction	(344)	(370)
Mark-to-Market of Risk Management Contracts	(8)	(33)
Property Taxes	(21,619)	(21,470)
Change in Other Noncurrent Assets	(291)	2,243
Change in Other Noncurrent Liabilities	7,504	352
Changes in Certain Components of Working Capital:		
Accounts Receivable, Net	(2,428)	68,763
Materials and Supplies	501	1,211
Accounts Payable	(1,695)	(6,463)
Accrued Taxes, Net	18,407	36,537
Accrued Interest	(26,055)	(29,369)
Other Current Assets	1,849	(680)
Other Current Liabilities	(14,436)	(17,056)
Net Cash Flows from Operating Activities	35,195	76,685
INVESTING ACTIVITIES		
Construction Expenditures	(39,995)	(59,809)
Change in Other Cash Deposits	76,175	87,969
Change in Advances to Affiliates, Net	(36,051)	-
Acquisitions of Assets	(569)	-
Proceeds from Sale of Assets	63,936	61,203
Net Cash Flows from Investing Activities	63,496	89,363
FINANCING ACTIVITIES		
Issuance of Long-term Debt – Nonaffiliated	(453)	-
Change in Advances from Affiliates, Net	-	(75,659)
Retirement of Long-term Debt – Nonaffiliated	(86,296)	(80,909)
Principal Payments for Capital Lease Obligations	(407)	(423)
Dividends Paid on Common Stock	(11,570)	(9,000)
Dividends Paid on Cumulative Preferred Stock	(60)	(60)
Other Financing Activities	95	-
Net Cash Flows Used for Financing Activities	(98,691)	(166,051)
Net Decrease in Cash and Cash Equivalents	-	(3)
Cash and Cash Equivalents at Beginning of Period	200	203
Cash and Cash Equivalents at End of Period	$ 200	$ 200
SUPPLEMENTARY INFORMATION		
Cash Paid for Interest, Net of Capitalized Amounts	$ 62,316	$ 76,772
Noncash Acquisitions Under Capital Leases	138	325
Construction Expenditures Included in Accounts Payable at March 31,	5,419	7,090

See Condensed Notes to Condensed Consolidated Financial Statements.

INDEX TO CONDENSED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING MATTERS

General

The unaudited condensed consolidated financial statements and footnotes were prepared in accordance with GAAP for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete annual financial statements.

In the opinion of management, the unaudited condensed consolidated interim financial statements reflect all normal and recurring accruals and adjustments necessary for a fair presentation of the net income, financial position and cash flows for the interim periods. The net income for the three months ended March 31, 2010 is not necessarily indicative of results that may be expected for the year ending December 31, 2010. The condensed consolidated financial statements are unaudited and should be read in conjunction with the audited 2009 financial statements and notes thereto, which are included in TCC's 2009 Annual Report.

Management reviewed subsequent events through April 30, 2010, the date that the 2010 first quarter report was issued.

Variable Interest Entities

The accounting guidance for "Variable Interest Entities" is a consolidation model that considers if a company has a controlling financial interest in a VIE. A controlling financial interest will have both (a) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. Entities are required to consolidate a VIE when it is determined that they have a controlling financial interest in a VIE and therefore, are the primary beneficiary of that VIE, as defined by the accounting guidance for "Variable Interest Entities." In determining whether TCC is the primary beneficiary of a VIE, management considers factors such as equity at risk, the amount of the VIE's variability TCC absorbs, guarantees of indebtedness, voting rights including kick-out rights, the power to direct the VIE and other factors. Management believes that the significant assumptions and judgments were applied consistently. There have been no changes to the reporting of VIEs in the financial statements where it is concluded that TCC is the primary beneficiary. In addition, TCC has not provided financial or other support to any VIE that was not previously contractually required.

TCC holds a significant variable interest in AEPSC. AEPSC provides certain managerial and professional services to TCC. AEP is the sole equity owner of AEPSC. The costs of the services are based on a direct charge or on a prorated basis and billed to TCC and other AEP subsidiaries at AEPSC's cost. TCC and other AEP subsidiaries have not provided financial or other support outside the reimbursement of costs for services rendered. The cost reimbursement nature of AEPSC finances its operations. There are no other terms or arrangements between AEPSC and TCC and other AEP subsidiaries that could require additional financial support from TCC and other AEP subsidiaries or expose them to losses outside of the normal course of business. AEPSC and its billings are subject to regulation by the FERC. TCC and other AEP subsidiaries are exposed to losses to the extent they cannot recover the costs of AEPSC through their normal business operations. TCC is considered to have a significant interest in the variability of AEPSC due to its activity in AEPSC's cost reimbursement structure. AEPSC is consolidated by AEP. In the event AEPSC would require financing or other support outside the cost reimbursement billings, this financing would be provided by AEP. Total billings from AEPSC for the three months ended March 31, 2010 and 2009 were $20 million and $16 million, respectively. The carrying amount of liabilities associated with AEPSC for the three months ended March 31, 2010 and for the year ended December 31, 2009 were $9 million and $8 million, respectively. Management estimates the maximum exposure of loss to be equal to the amount of such liability.

2. RATE MATTERS

As discussed in TCC's 2009 Annual Report, TCC is involved in rate and regulatory proceedings at the FERC and the PUCT. The Rate Matters note within TCC's 2009 Annual Report should be read in conjunction with this report to gain a complete understanding of material rate matters still pending that could impact net income, cash flows and possibly financial condition. The following discusses ratemaking developments in 2010 and updates the 2009 Annual Report.

Regulatory Assets Not Yet Being Recovered

Noncurrent Regulatory Assets (excluding fuel)	March 31, 2010	December 31, 2009
	(in thousands)	
Regulatory assets not yet being recovered pending future proceedings to determine the recovery method and timing:		
Regulatory Assets Currently Earning a Return		
Storm Related Costs	$ 21,372	$ 21,697
Total Regulatory Assets Not Yet Being Recovered	$ 21,372	$ 21,697

TEXAS RESTRUCTURING

Texas Restructuring Appeals

Pursuant to PUCT restructuring orders, TCC securitized net recoverable stranded generation costs of $2.5 billion and is recovering the principal and interest on the securitization bonds through the end of 2020. TCC also refunded other net true-up regulatory liabilities of $375 million during the period October 2006 through June 2008 via a CTC credit rate rider under PUCT restructuring orders. TCC and intervenors appealed the PUCT's true-up related orders. After a ruling from the Texas District Court and the Texas Court of Appeals, TCC, the PUCT and intervenors filed petitions for review with the Texas Supreme Court. Review is discretionary and the Texas Supreme Court has not yet determined if it will grant review. The Texas Supreme Court requested a full briefing which has concluded. The following represent issues where either the Texas District Court or the Texas Court of Appeals recommended the PUCT decision be modified:

- The Texas District Court judge determined that the PUCT erred by applying an invalid rule to determine the carrying cost rate for the true-up of stranded costs. The Texas Court of Appeals reversed the District Court's unfavorable decision.

- The Texas District Court judge determined that the PUCT improperly reduced TCC's net stranded plant costs for commercial unreasonableness. This favorable decision was affirmed by the Texas Court of Appeals.

- The Texas Court of Appeals determined that the PUCT erred by not reducing stranded costs by the "excess earnings" that had already been refunded to affiliated REPs. This decision could be unfavorable unless the PUCT allows TCC to recover the refunds previously made to the REPs. See the "TCC Excess Earnings" section below.

Management cannot predict the outcome of the pending court proceedings and the PUCT remand decisions. If TCC ultimately succeeds in its appeals, it could have a favorable effect on future net income, cash flows and possibly financial condition. If intervenors succeed in their appeals, it could reduce future net income and cash flows and possibly impact financial condition.

TCC Deferred Investment Tax Credits and Excess Deferred Federal Income Taxes

In 2006, the PUCT reduced recovery of the amount securitized by $103 million of tax benefits and associated carrying costs related to TCC's generation assets. In 2006, TCC obtained a private letter ruling from the IRS which confirmed that such reduction was an IRS normalization violation. In order to avoid a normalization violation, the PUCT agreed to allow TCC to defer refunding the tax benefits of $103 million plus interest through the CTC refund period pending resolution of the normalization issue. In 2008, the IRS issued final regulations, which supported the IRS' private letter ruling which would make the refunding of or the reduction of the amount securitized by such tax benefits a normalization violation. After the IRS issued its final regulations, at the request of the PUCT, the Texas Court of Appeals remanded the tax normalization issue to the PUCT for the consideration of additional evidence including the IRS regulations. TCC is not accruing interest on the $103 million because it is not probable that the PUCT will order TCC to violate the normalization provision of the Internal Revenue Code. If interest were accrued, management estimates interest expense would have been approximately $15 million higher for the period July 2008 through March 2010.

Management believes that the PUCT will ultimately allow TCC to retain the deferred amounts, which would have a favorable effect on future net income and cash flows. Although unexpected, if the PUCT fails to issue a favorable order and orders TCC to return the tax benefits to customers, the resulting normalization violation could result in TCC's repayment to the IRS of Accumulated Deferred Investment Tax Credits (ADITC) on all property, including transmission and distribution property. This amount approximates $102 million as of March 31, 2010. It could also lead to a loss of TCC's right to claim accelerated tax depreciation in future tax returns. If TCC is required to repay its ADITC to the IRS and is also required to refund ADITC plus unaccrued interest to customers, it would reduce future net income and cash flows and impact financial condition.

TCC Excess Earnings

In 2005, a Texas appellate court issued a decision finding that a PUCT order requiring TCC to refund to the REPs excess earnings prior to and outside of the true-up process was unlawful under the Texas Restructuring Legislation. From 2002 to 2005, TCC refunded $55 million of excess earnings, including interest, under the overturned PUCT order. On remand, the PUCT must determine how to implement the Court of Appeals decision given that the unauthorized refunds were made to the REPs in lieu of reducing stranded costs in the true-up proceeding.

In 2005, TCC reflected the obligation to refund excess earnings to customers through the true-up process and recorded a regulatory asset of $55 million representing a receivable from the REPs for the refunds made to them by TCC. However, certain parties have taken positions that, if adopted, could result in TCC being required to refund excess earnings and interest through the true-up process without receiving a refund from the REPs. If this were to occur, it would reduce future net income and cash flows and impact financial condition. Management cannot predict the outcome of the excess earnings remand.

OTHER TEXAS RATE MATTERS

Texas Base Rate Appeal

TCC filed a base rate case in 2006 seeking to increase base rates. The PUCT issued an order in 2007 which increased TCC's base rates by $20 million, eliminated a merger credit rider of $20 million and reduced depreciation rates by $7 million. The PUCT decision was appealed by TCC and various intervenors. On appeal, the Texas District Court affirmed the PUCT in most respects. Various intervenors appealed the District Court's affirmation of the PUCT decision to the Texas Court of Appeals. Management is unable to predict the outcome of these proceedings. If the intervenor appeals are successful, it could reduce future net income and cash flows and impact financial condition.

ETT 2007 Formation Appeal

ETT is a joint venture between AEP Utilities, Inc. and MidAmerican Energy Holdings Company Texas Transco, LLC. TCC has sold transmission assets both in service and under construction to ETT. The PUCT approved ETT's initial rates, a request for a transfer of in-service assets and CWIP and a certificate of convenience and necessity (CCN) to operate as a stand alone transmission utility in ERCOT. ETT was allowed a 9.96% return on equity. Intervenors appealed the PUCT's decision to the Travis County District Court. The court ruled that the PUCT exceeded its authority by approving ETT's application as a stand alone transmission utility without a service area under the wrong section of the statute. ETT and the PUCT filed appeals to the Texas Court of Appeals. In March 2010, the Texas Court of Appeals reversed the Travis County District Court and affirmed the PUCT's decision in all material respects.

In a separate development, the Texas governor signed a new law that clarifies the PUCT's authority to grant CCNs to transmission only utilities such as ETT. ETT filed an application with the PUCT for a CCN under the new law for the purpose of confirming its authority to operate as a transmission only utility regardless of the outcome of the pending litigation. In March 2010, the PUCT approved the application for a CCN under the new law. In April 2010, intervenors filed a joint motion for rehearing at the Texas Court of Appeals.

As of March 31, 2010, ETT's investment in property, plant and equipment was $441 million, of which $39 million was under construction. Depending upon the result of ETT's CCN rehearing under the new law, TCC may be required to reacquire assets and projects under construction previously transferred to ETT by TCC. TCC would not be required to acquire the competitive renewable-energy zones projects. If TCC is required to reacquire these assets and projects, it could impact cash flows and financial condition.

3. COMMITMENTS, GUARANTEES AND CONTINGENCIES

TCC is subject to certain claims and legal actions arising in its ordinary course of business. In addition, TCC's business activities are subject to extensive governmental regulation related to public health and the environment. The ultimate outcome of such pending or potential litigation cannot be predicted. For current proceedings not specifically discussed below, management does not anticipate that the liabilities, if any, arising from such proceedings would have a material adverse effect on the financial statements. The Commitments, Guarantees and Contingencies note within the 2009 Annual Report should be read in conjunction with this report.

GUARANTEES

Liabilities for guarantees are recorded in accordance with the accounting guidance for "Guarantees." There is no collateral held in relation to any guarantees. In the event any guarantee is drawn, there is no recourse to third parties.

Indemnifications and Other Guarantees

Contracts

TCC enters into certain types of contracts which require indemnifications. Typically these contracts include, but are not limited to, sale agreements, lease agreements, purchase agreements and financing agreements. Generally, these agreements may include, but are not limited to, indemnifications around certain tax, contractual and environmental matters. With respect to sale agreements, exposure generally does not exceed the sale price. Prior to March 31, 2010, TCC entered into sales agreements including indemnifications with a maximum exposure of $1 million related to sale of transmission assets to the Lower Colorado River Authority. There are no material liabilities recorded for any indemnifications and the risk of payment/performance is remote.

Master Lease Agreements

TCC leases certain equipment under master lease agreements. GE Capital Commercial Inc. (GE) notified management in November 2008 that they elected to terminate the Master Leasing Agreements in accordance with the termination rights specified within the contract. In 2011, TCC will be required to purchase all equipment under the lease and pay GE an amount equal to the unamortized value of all equipment then leased. In December 2008 and 2009, management signed new master lease agreements that include lease terms of up to 10 years.

For equipment under the GE master lease agreements that expire in 2011, the lessor is guaranteed receipt of up to 87% of the unamortized balance of the equipment at the end of the lease term. If the fair value of the leased equipment is below the unamortized balance at the end of the lease term, TCC is committed to pay the difference between the fair value and the unamortized balance, with the total guarantee not to exceed 87% of the unamortized balance. Under the new master lease agreements, the lessor is guaranteed a residual value up to a stated percentage of either the unamortized balance or the equipment cost at the end of the lease term. If the actual fair value of the leased equipment is below the guaranteed residual value at the end of the lease term, TCC is committed to pay the difference between the actual fair value and the residual value guarantee. At March 31, 2010, the maximum potential loss for these lease agreements was approximately $712 thousand assuming the fair value of the equipment is zero at the end of the lease term. Historically, at the end of the lease term the fair value has been in excess of the unamortized balance.

CONTINGENCIES

Carbon Dioxide Public Nuisance Claims

In 2004, eight states and the City of New York filed an action in Federal District Court for the Southern District of New York against AEP, AEPSC, Cinergy Corp, Xcel Energy, Southern Company and Tennessee Valley Authority. The Natural Resources Defense Council, on behalf of three special interest groups, filed a similar complaint against the same defendants. The actions allege that CO_2 emissions from the defendants' power plants constitute a public nuisance under federal common law due to impacts of global warming and sought injunctive relief in the form of specific emission reduction commitments from the defendants. The trial court dismissed the lawsuits.

In September 2009, the Second Circuit Court of Appeals issued a ruling on appeal remanding the cases to the Federal District Court for the Southern District of New York. The Second Circuit held that the issues of climate change and global warming do not raise political questions and that Congress' refusal to regulate CO_2 emissions does not mean that plaintiffs must wait for an initial policy determination by Congress or the President's administration to secure the relief sought in their complaints. The court stated that Congress could enact comprehensive legislation to regulate CO_2 emissions or that the Federal EPA could regulate CO_2 emissions under existing Clean Air Act authorities and that either of these actions could override any decision made by the district court under federal common law. The Second Circuit did not rule on whether the plaintiffs could proceed with their state common law nuisance claims. The defendants' petition for rehearing was denied.

In October 2009, the Fifth Circuit Court of Appeals reversed a decision by the Federal District Court for the District of Mississippi dismissing state common law nuisance claims in a putative class action by Mississippi residents asserting that CO_2 emissions exacerbated the effects of Hurricane Katrina. The Fifth Circuit held that there was no exclusive commitment of the common law issues raised in plaintiffs' complaint to a coordinate branch of government and that no initial policy determination was required to adjudicate these claims. The court granted petitions for rehearing and scheduled oral argument for May 24, 2010. TCC was initially dismissed from this case without prejudice, but is named as a defendant in a pending fourth amended complaint.

Management believes the actions are without merit and intends to continue to defend against the claims.

Alaskan Villages' Claims

In 2008, the Native Village of Kivalina and the City of Kivalina, Alaska filed a lawsuit in Federal Court in the Northern District of California against AEP, AEPSC and 22 other unrelated defendants including oil and gas companies, a coal company, and other electric generating companies. The complaint alleges that the defendants' emissions of CO_2 contribute to global warming and constitute a public and private nuisance and that the defendants are acting together. The complaint further alleges that some of the defendants, including AEP, conspired to create a false scientific debate about global warming in order to deceive the public and perpetuate the alleged nuisance. The plaintiffs also allege that the effects of global warming will require the relocation of the village at an alleged cost of $95 million to $400 million. In October 2009, the judge dismissed plaintiffs' federal common law claim for nuisance, finding the claim barred by the political question doctrine and by plaintiffs' lack of standing to bring the claim. The judge also dismissed plaintiffs' state law claims without prejudice to refiling in state court. The plaintiffs appealed the decision. Management believes the action is without merit and intends to defend against the claims.

Claims by the City of Brownsville, Texas Against TCC

In 2007, the City of Brownsville, Texas filed an original petition in litigation pending in the District Court of Dallas County, Texas. The petition seeks recovery against TCC based on allegations of breach of contract, breach of fiduciary duty, unjust enrichment, constructive trust, conversion, breach of the Texas theft liability act and fraud allegedly occurring in connection with a transaction in which Brownsville purchased TCC's interest in the Oklaunion electric generating station. The court signed the Final Summary Judgment in favor of TCC on Brownsville's claims against TCC and severed TCC's claims against Brownsville for further proceedings. Brownsville filed an appeal to the Dallas Court of Appeals. The Court of Appeals ordered the parties to mediate this dispute. Mediation was unsuccessful. Brownsville filed its brief in December 2009 and TCC filed its reply in February 2010. Oral argument has not been scheduled. Management believes that the claims are without merit and intends to defend against them vigorously.

4. DISPOSITIONS

2010

In 2010, TCC sold $64 million of transmission facilities to ETT. There were no gains or losses recorded on these transactions.

2009

In January 2009, TCC sold $60 million of transmission facilities to ETT. There were no gains or losses recorded on these transactions.

5. BENEFIT PLANS

TCC participates in an AEP sponsored qualified pension plan and two unfunded nonqualified pension plans. A substantial majority of employees are covered by the qualified plan or both the qualified and a nonqualified pension plan. In addition, TCC participates in OPEB plans sponsored by AEP to provide medical and life insurance benefits for retired employees.

Components of Net Periodic Benefit Cost

The following table provides the components of AEP's net periodic benefit cost for the plans for the three months ended March 31, 2010 and 2009:

	Pension Plans		Other Postretirement Benefit Plans	
	Three Months Ended March 31,		Three Months Ended March 31,	
	2010	2009	2010	2009
	(in millions)			
Service Cost	$ 28	$ 26	$ 12	$ 10
Interest Cost	63	63	28	27
Expected Return on Plan Assets	(78)	(80)	(26)	(20)
Amortization of Transition Obligation	-	-	7	7
Amortization of Net Actuarial Loss	22	15	7	11
Net Periodic Benefit Cost	$ 35	$ 24	$ 28	$ 35

The following table provides TCC's net periodic benefit cost for the plans for the three months ended March 31, 2010 and 2009:

	Pension Plans		Other Postretirement Benefit Plans	
	Three Months Ended March 31,		Three Months Ended March 31,	
	2010	2009	2010	2009
	(in thousands)			
Net Periodic Benefit Costs	$ 918	$ 373	$ 1,983	$ 2,515

6. BUSINESS SEGMENTS

TCC has one reportable segment, an integrated electricity transmission and distribution business. TCC's other activities are insignificant.

7. DERIVATIVES AND HEDGING

Cash Flow Hedging Strategies

TCC's vehicle fleet is exposed to gasoline and diesel fuel price volatility. AEPSC, on behalf of TCC, enters into financial gasoline and heating oil derivative contracts in order to mitigate price risk of future fuel purchases. Not all fuel price risk exposure is hedged.

The gross notional volumes of TCC's outstanding derivative contracts for heating oil and gasoline as of March 31, 2010 and December 31, 2009 were 938 thousand gallons and 897 thousand gallons, respectively.

The following tables represent the gross fair value impact of TCC's derivative activity on the Condensed Consolidated Balance Sheets as of March 31, 2010 and December 31, 2009:

Fair Value of Derivative Instruments
March 31, 2010

Balance Sheet Location	Hedging Contracts (a)	Other (a) (b)	Total
		(in thousands)	
Current Risk Management Assets	$ 228	$ (8)	$ 220
Long-term Risk Management Assets	1	(1)	-
Total Assets	229	(9)	220
Current Risk Management Liabilities	8	(8)	-
Long-term Risk Management Liabilities	9	(9)	-
Total Liabilities	17	(17)	-
Total MTM Derivative Contract Net Assets	$ 212	$ 8	$ 220

Fair Value of Derivative Instruments
December 31, 2009

Balance Sheet Location	Hedging Contracts (a)	Other (a) (b)	Total
		(in thousands)	
Current Risk Management Assets	$ 246	$ (1)	$ 245
Long-term Risk Management Assets	-	-	-
Total Assets	246	(1)	245
Current Risk Management Liabilities	1	(1)	-
Long-term Risk Management Liabilities	-	-	-
Total Liabilities	1	(1)	-
Total MTM Derivative Contract Net Assets	$ 245	$ -	$ 245

(a) Derivative instruments within these categories are reported gross. These instruments are subject to master netting agreements and are presented in the Condensed Balance Sheets on a net basis in accordance with the accounting guidance for "Derivatives and Hedging."
(b) Amounts represent counterparty netting of risk management and hedging contracts, associated cash collateral in accordance with the accounting guidance for "Derivatives and Hedging" and dedesignated risk management contracts.

Accounting for Cash Flow Hedging Strategies

For cash flow hedges (i.e. hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), TCC initially reports the effective portion of the gain or loss on the derivative instrument as a component of Accumulated Other Comprehensive Income (Loss) on the Condensed Consolidated Balance Sheets until the period the hedged item affects Net Income. TCC records hedge ineffectiveness as a regulatory asset (for losses) or a regulatory liability (for gains).

TCC reclassifies gains and losses on financial fuel derivative contracts designated as cash flow hedges from Accumulated Other Comprehensive Income (Loss) on its balance sheets into Other Operation expense, Maintenance expense or Depreciation and Amortization expense, as it relates to capital projects, on the Condensed Consolidated Statements of Income. During the three months ended March 31, 2010 and 2009, TCC designated cash flow hedging strategies of forecasted fuel purchases. Hedge ineffectiveness was immaterial for this hedge strategy.

The following table provides details on designated, effective cash flow hedges included in AOCI on TCC's Condensed Consolidated Balance Sheets and the reasons for changes in cash flow hedges for the three months ended March 31, 2010 and 2009. All amounts in the following table are presented net of related income taxes.

Total Accumulated Other Comprehensive Income (Loss) Activity for Cash Flow Hedges
For the Three Months Ended March 31, 2010 and 2009

	2010	2009
	(in thousands)	
Balance in AOCI as of January 1,	$ 163	$ -
Changes in Fair Value Recognized in AOCI	9	(28)
Amount of (Gain) or Loss Reclassified from AOCI to Income Statement/within Balance Sheet:		
Other Operation Expense	(11)	-
Maintenance Expense	(7)	-
Property, Plant and Equipment	(8)	-
Balance in AOCI as of March 31,	$ 146	$ (28)

Cash flow hedges included in Accumulated Other Comprehensive Income (Loss) on TCC's Condensed Consolidated Balance Sheets at March 31, 2010 and December 31, 2009 were:

Impact of Cash Flow Hedges on the Condensed Balance Sheet
March 31, 2010 and December 31, 2009

	March 31, 2010	December 31, 2009
	(in thousands)	
Hedging Assets (a)	$ 220	$ 245
Hedging Liabilities (a)	-	-
AOCI Gain Net of Tax	146	163
Portion Expected to be Reclassified to Net Income During the Next Twelve Months	151	163

(a) Hedging Assets and Hedging Liabilities are included in Risk Management Assets and Liabilities on TCC's Condensed Consolidated Balance Sheet.

The actual amounts that TCC reclassifies from Accumulated Other Comprehensive Income (Loss) to Net Income can differ from the estimates above due to market price changes. As of March 31, 2010, the maximum length of time that TCC is hedging (with contracts subject to the accounting guidance for "Derivatives and Hedging") exposure to variability in future cash flows related to forecasted transactions is 21 months.

8. FAIR VALUE MEASUREMENTS

Fair Value Hierarchy and Valuation Techniques

The accounting guidance for "Fair Value Measurements and Disclosures" establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. When quoted market prices are not available, pricing may be completed using comparable securities, dealer values, operating data and general market conditions to determine fair value. Valuation models utilize various inputs such as commodity, interest rate and, to a lesser degree, volatility and credit that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, market corroborated inputs (i.e. inputs derived principally from, or correlated to, observable market data) and other observable inputs for the asset or liability.

For commercial activities, exchange traded derivatives, namely futures contracts, are generally fair valued based on unadjusted quoted prices in active markets and are classified as Level 1. Level 2 inputs primarily consist of OTC broker quotes in moderately active or less active markets, as well as exchange traded contracts where there is insufficient market liquidity to warrant inclusion in Level 1. Management verifies price curves using these broker quotes and classifies these fair values within Level 2 when substantially all of the fair value can be corroborated. Management typically obtains multiple broker quotes, which are non-binding in nature but are based on recent trades in the marketplace. When multiple broker quotes are obtained, the quoted bid and ask prices are averaged. In certain circumstances, a broker quote may be discarded if it is a clear outlier. Management uses a historical correlation analysis between the broker quoted location and the illiquid locations and if the points are highly correlated, these locations are included within Level 2 as well. Certain OTC and bilaterally executed derivative instruments are executed in less active markets with a lower availability of pricing information. Long-dated and illiquid complex or structured transactions and FTRs can introduce the need for internally developed modeling inputs based upon extrapolations and assumptions of observable market data to estimate fair value. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized as Level 3.

Items classified as Level 1 are investments in money market funds. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets.

Fair Value Measurements of Long-term Debt

The fair values of Long-term Debt are based on quoted market prices, without credit enhancements, for the same or similar issues and the current interest rates offered for instruments with similar maturities. These instruments are not marked-to-market. The estimates presented are not necessarily indicative of the amounts that could be realized in a current market exchange.

The book values and fair values of TCC's Long-term Debt as of March 31, 2010 and December 31, 2009 are summarized in the following table:

	March 31, 2010		December 31, 2009	
	Book Value	Fair Value	Book Value	Fair Value
	(in thousands)			
Long-term Debt	$ 2,671,705	$ 2,849,012	$ 2,757,966	$ 2,900,904

Fair Value Measurements of Financial Assets and Liabilities

The following tables set forth, by level within the fair value hierarchy, TCC's financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2010 and December 31, 2009. As required by the accounting guidance for "Fair Value Measurements and Disclosures," financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Management's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There have not been any significant changes in management's valuation techniques.

Assets and Liabilities Measured at Fair Value on a Recurring Basis
March 31, 2010

	Level 1	Level 2	Level 3	Other	Total
Assets:			(in thousands)		
Other Cash Deposits (a)	$ 103,855	$ -	$ -	$ 14	$ 103,869
Risk Management Assets					
Cash Flow Hedges:					
Commodity Hedges (b)	-	228	-	(8)	220
Total Assets	$ 103,855	$ 228	$ -	$ 6	$ 104,089
Liabilities:					
Risk Management Liabilities					
Cash Flow Hedges:					
Commodity Hedges (b)	$ -	$ 15	$ -	$ (15)	$ -

Assets and Liabilities Measured at Fair Value on a Recurring Basis
December 31, 2009

	Level 1	Level 2	Level 3	Other	Total
Assets:			(in thousands)		
Other Cash Deposits (a)	$ 180,028	$ -	$ -	$ 16	$ 180,044
Risk Management Assets					
Cash Flow Hedges (b)	-	246	-	(1)	245
Total Assets	$ 180,028	$ 246	$ -	$ 15	$ 180,289
Liabilities:					
Risk Management Liabilities					
Cash Flow Hedges	$ -	$ 1	$ -	$ (1)	$ -

(a) Amounts in "Other" column primarily represent cash deposits with third-parties. Level 1 amounts primarily represent investments in money market funds.
(b) Amounts in "Other" column primarily represent counterparty netting of risk management and hedging contracts and associated cash collateral under the accounting guidance for "Derivatives and Hedging."

There have been no transfers between Level 1 and Level 2 during the three months ended March 31, 2010.

9. INCOME TAXES

TCC joins in the filing of a consolidated federal income tax return with its affiliates in the AEP System. The allocation of the AEP System's current consolidated federal income tax to the AEP System companies allocates the benefit of current tax losses to the AEP System companies giving rise to such losses in determining their current tax expense. The tax benefit of the Parent is allocated to its subsidiaries with taxable income. With the exception of the loss of the Parent, the method of allocation reflects a separate return result for each company in the consolidated group.

TCC and other AEP subsidiaries are no longer subject to U.S. federal examination for years before 2001. TCC and other AEP subsidiaries have completed the exam for the years 2001 through 2006 and have issues that are being pursued at the appeals level. The years 2007 and 2008 are currently under examination. Although the outcome of tax audits is uncertain, in management's opinion, adequate provisions for income taxes have been made for potential liabilities resulting from such matters. In addition, TCC accrues interest on these uncertain tax positions. Management is not aware of any issues for open tax years that upon final resolution are expected to have a material adverse effect on net income.

TCC, along with other AEP subsidiaries, files income tax returns in various state and local jurisdictions. These taxing authorities routinely examine the tax returns and TCC and other AEP subsidiaries are currently under examination in several state and local jurisdictions. Management believes that previously filed tax returns have positions that may be challenged by these tax authorities. However, management believes that the ultimate resolution of these audits will not materially impact net income. With few exceptions, TCC is no longer subject to state or local income tax examinations by tax authorities for years before 2000.

Federal Legislation

The Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act (Health Care Acts) were enacted in March 2010. The Health Care Acts amend tax rules so that the portion of employer health care costs that are reimbursed by the Medicare Part D prescription drug subsidy will no longer be deductible by the employer for federal income tax purposes effective for years beginning after December 31, 2012. Because of the loss of the future tax deduction, a reduction in the deferred tax asset related to the nondeductible OPEB liabilities accrued to date was recorded by TCC in March 2010. This reduction, which was offset by recording net tax regulatory assets, did not materially affect TCC's net income, cash flows or financial condition for the three months ended March 31, 2010.

10. FINANCING ACTIVITIES

Long-term Debt

Long-term debt principal payments made during the first three months of 2010 were:

	Type of Debt	Principal Amount Paid (in thousands)	Interest Rate (%)	Due Date
Principal Payments:	Securitization Bonds	$ 32,280	5.56	2010
	Securitization Bonds	54,016	4.98	2010

Utility Money Pool – AEP System

The AEP System uses a corporate borrowing program to meet the short-term borrowing needs of its subsidiaries. The corporate borrowing program includes a Utility Money Pool, which funds the utility subsidiaries. The AEP System Utility Money Pool operates in accordance with the terms and conditions approved in a regulatory order. The amount of outstanding loans to the Utility Money Pool as of March 31, 2010 and December 31, 2009 is included in Advances to Affiliates on TCC's balance sheets. TCC's Utility Money Pool activity and corresponding authorized borrowing limits for the three months ended March 31, 2010 are described in the following table:

Maximum Borrowings from Utility Money Pool	Maximum Loans to Utility Money Pool	Average Borrowings from Utility Money Pool	Average Loans to Utility Money Pool	Loans to Utility Money Pool as of March 31, 2010	Authorized Short-Term Borrowing Limit
			(in thousands)		
$ -	$ 150,044	$ -	$ 108,922	$ 150,044	$ 250,000

Maximum, minimum and average interest rates for funds either borrowed from or loaned to the Utility Money Pool for the three months ended March 31, 2010 and 2009 are summarized in the following table:

	Maximum Interest Rates for Funds Borrowed from the Utility Money Pool	Minimum Interest Rates for Funds Borrowed from the Utility Money Pool	Maximum Interest Rates for Funds Loaned to the Utility Money Pool	Minimum Interest Rates for Funds Loaned to the Utility Money Pool	Average Interest Rates for Funds Borrowed from the Utility Money Pool	Average Interest Rates for Funds Loaned to the Utility Money Pool
2010	-%	-%	0.34%	0.09%	-%	0.16%
2009	2.28%	1.22%	1.76%	1.76%	1.82%	1.76%

Dividend Restrictions

Federal Power Act

The Federal Power Act prohibits TCC from participating "in the making or paying of any dividends of such public utility from any funds properly included in capital account." The term "capital account" is not defined in the Federal Power Act or its regulations. Management understands "capital account" to mean the par value of the common stock multiplied by the number of shares outstanding. This restriction does not limit the ability of TCC to pay dividends out of retained earnings.

Charter and Leverage Restrictions

Provisions within the articles or certificates of incorporation of TCC relating to preferred stock or shares restrict the payment of cash dividends on common and preferred stock or shares. Pursuant to credit agreement leverage restrictions, as of March 31, 2010, approximately $137 million of the retained earnings of TCC have restrictions related to the payment of dividends.

Credit Facilities

TCC and certain other companies in the AEP System have a $627 million 3-year credit agreement. Under the facility, letters of credit may be issued. As of March 31, 2010, there were no outstanding amounts for TCC under the facility.

11. COMPANY-WIDE STAFFING AND BUDGET REVIEW

In April 2010, management began initiatives to decrease both labor and non-labor expenditures with a goal of achieving significant reductions in operation and maintenance expenses. One initiative is to offer a one-time voluntary severance program. Participating employees will receive two weeks of base pay for every year of service. It is anticipated that more than 2,000 employees will accept voluntary severances and terminate employment no later than May 2010. The second simultaneous initiative will involve all business units and departments to identify process improvements, streamlined organizational designs and other efficiencies that can deliver additional lasting savings. There is the potential that actions taken as a result of this effort could lead to some involuntary separations. Affected employees would receive the same severance package as those who volunteered.

Management expects to record a charge to expense in the second quarter of 2010 related to these initiatives. At this time, management is unable to predict the impact of these initiatives on net income, cash flows and financial condition.