

**AMERICAN ELECTRIC POWER COMPANY, INC.
FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

I. PURPOSE

The Finance Committee (the “Committee”) shall be responsible for monitoring and reporting to the Board with respect to the capital requirements, capital deployment and financing plans and programs of AEP and its subsidiaries including, reviewing and making recommendations concerning the short and long-term financing plans and programs of AEP and its subsidiaries.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chair

The Chair shall be elected by the full Board of Directors. The Chair shall be entitled to cast a vote to resolve any ties. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chair of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically or by similar communications equipment. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

1. Review the financial condition of the Company and make recommendations as it considers appropriate concerning capital requirements, capital deployment and the short and long-term financing plans and programs of the Company and its subsidiaries,
2. Consider and provide recommendations to the Board on dividend policy, including the declaration and payment of dividends,
3. Review and approve the treasury policies of AEP and its subsidiaries (including the Corporate Financing Policy, the Treasury Interest Rate Risk Management Policy, the Treasury Foreign Currency Policy, the Treasury Liquidity Policy, the Short-Term Investment Policy, the Commercial Operations Market Risk Policy and the Credit Risk Management Policy),
4. Review the performance of the investments in the pension fund and other major benefit plans of the Company, and
5. Prepare such reports, plans or recommendations as it may consider appropriate.

V. PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.