

A Registered Limited Liability Partnership
Attorneys At Law
Established 1916
WWW.hsdlaw.com

WRITER'S DIRECT DIAL NUMBER: (423) 378-8858

WRITER'S E-MAIL ADDRESS: bovender@hsdlaw.com

AMEP/Z.87258

S. Morris Hadden William C. Bovender William C. Argabrite Jimmie Carpenter Miller Mark S. Dessauer Gregory K. Haden Michael L. Forrester Stephen M. Darden Edward J. Webb, Jr. James N.L. Humphreys Suzanne Sweet Cook Michael S. Lattier Scott T. Powers Leslie Tentler Ridings Christopher D. Owens Chad W. Whitfield Jason A. Creech

Joseph B. Harvey Meredith Bates Humbert Rachel Ralston Mancl Caroline Ross Williams

Counsel

Teresa Mahan Lesnak Michael A. Eastridge Thomas R. Wilson Jeannette Smith Tysinger Kingsport, Tennessee 1212 North Eastman Road P.O. Box 3740 Kingsport, TN 37664-0740 Phone (423) 378-8800 Fax (423) 378-8801

Johnson City, Tennessee 100 Med Tech Parkway Suite 110 Johnson City, TN 37604 Phone (423) 283-6300 Fax (423) 283-6301

PLEASE RESPOND TO:
KINGSPORT OFFICE

November 4, 2014

VIA EMAIL & FEDEX

Herbert H. Hilliard, Chairman ATTN: Sharla Dillon, Dockets & Records Manager 460 James Robertson Parkway Nashville, TN 37243-0505

Re:

Application of Appalachian Power Company

Docket No.: <u>14-00123</u>

Dear Chairman Hilliard:

We submit herewith the original and 4 copies of the Application of Appalachian Power Company seeking the approval of the Tennessee Regulatory Authority for certain 2015 financing programs.

Authorization for these credit facilities is requested pursuant to T.C.A. § 65-4-109 and related regulations.

Appalachian Power Company respectfully requests that this matter be heard in calendar year 2014, so that the financing program can commence January, 2015.

Should there be any questions, please direct same to the writer.

Very sincerely yours,

TER, SMITTID& DAVIS, LL

William C. Boyender

Enclosures

Herbert H. Hilliard, Chairman Page 2 November 4, 2014

c: Mary Behre William E. Johnson William A. Bosta James R. Bacha

Before the

TENNESSEE REGULATORY AUTHORITY

In the Matter of the:

APPLICATION

•

of

DOCKET No. 14

APPALACHIAN POWER COMPANY

TO THE HONORABLE TENNESSEE REGULATORY AUTHORITY:

- 1. Your petitioner, Appalachian Power Company ("Appalachian"), respectfully shows that:
- (a) It is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having its principal office in said Commonwealth in the City of Roanoke, and is properly qualified to transact business in the State of Tennessee.
- (b) A true copy of its Restated Articles of Incorporation is on file with your Honorable Authority.
- (c) Appalachian maintains its principal office in the State of Tennessee in the City of Kingsport, Sullivan County.
- 2. With the consent and approval of the Virginia State Corporation

 Commission and the further consent and approval of your Honorable Authority,

 Appalachian proposes to issue and sell, from time to time through December 31, 2015,
 secured or unsecured promissory notes ("Notes") in the aggregate principal amount equal to,
 on the date or dates of issuance, up to \$750 million. The Notes may be issued in the form of
 Senior Notes, Senior or Subordinated Debentures, First Mortgage Bonds or other unsecured
 promissory notes.

The Notes will mature in not less than nine months and not more than 60 years. The interest rate of the Notes may be fixed or variable and will be sold (i) by competitive bidding; (ii) through negotiation with underwriters or agents; or (iii) by direct placement with a commercial bank or other institutional investor. Any fixed rate Note will be sold by Appalachian at a yield to maturity which shall be determined by financial market conditions at the time of pricing. The initial interest rate on any variable rate Note will be determined by financial market conditions at the time of pricing. Appalachian will agree to specific redemption provisions, if any, including redemption premiums, at the time of the pricing. If it is deemed advisable, the Notes may be provided some form of credit enhancement, including but not limited to a letter of credit, bond insurance, standby purchase agreement or surety bond.

In connection with the sale of unsecured Notes, Appalachian may agree to restrictive covenants which would prohibit it from, among other things: (i) creating or permitting to exist any liens on its property, with certain stated exceptions; (ii) creating indebtedness except as specified therein; (iii) failing to maintain a specified financial condition; (iv) entering into certain mergers, consolidations and dispositions of assets; and (v) permitting certain events to occur in connection with pension plans. In addition, Appalachian may permit the holder of the Notes to require Appalachian to prepay them after certain specified events, including an ownership change.

The unsecured Notes may be issued under a new Indenture or the Indenture dated as of January 1, 1998, as previously supplemented and amended, and as to be further supplemented and amended by one or more Supplemental Indentures or Company Orders.

A copy of a recent Company Order utilized by Appalachian is attached hereto as Exhibit A.

It is proposed that a similar form of Company Order or a Supplemental Indenture be used for one or more series of the unsecured Notes (except for provisions such as interest rate, maturity, redemption terms and certain administrative matters).

The First Mortgage Bonds would be issued under and secured by a Mortgage and Deed of Trust to be entered into by Appalachian and a trustee in the event of an issuance of secured notes (the "Mortgage"). It is anticipated that any such Mortgage would create a lien on some or all of the utility property or other tangible assets of Appalachian for the benefit of the holders of the First Mortgage Bonds. Other terms such as interest rate, maturity, redemption terms and other matters would be determined at the time of pricing.

31, 2015, one or more interest rate hedging arrangements, including, but not limited to, treasury lock agreements, forward-starting interest rate swaps, treasury put options or interest rate collar agreements ("Treasury Hedge Agreement") to protect against future interest rate movements in connection with the issuance of the Notes. Each Treasury Hedge Agreement will correspond to one or more Notes that Appalachian will issue pursuant to this Application; accordingly, the aggregate corresponding principal amounts of all Treasury Hedge Agreements cannot exceed an amount equal to, on the date or dates of entering such agreements, up to \$750 million.

Appalachian proposes, with the consent and approval of this Authority, to extend the authority granted in Docket No. 08-00194 (Order dated December 23, 2008) to utilize interest rate management techniques and enter into Interest Rate Management Agreements through December 31, 2015. Such authority will allow Appalachian sufficient

alternatives and flexibility when striving to reduce its effective interest cost and manage interest cost on financings.

A. <u>Interest Rate Management Agreements</u>

The Interest Rate Management Agreements will be products commonly used in today's capital markets, consisting of "interest rate swaps", "caps", "collars", "floors", "options", or hedging products such as "forwards" or "futures", or similar products, the purpose of which is to manage and minimize interest costs. Appalachian expects to enter into these agreements with counterparties that are highly rated financial institutions. The transactions will be for a fixed period and a stated principal amount, and shall be for underlying fixed or variable obligations of Appalachian, whether existing or anticipated. The aggregate notional amount of all Interest Rate Management Agreements shall not exceed 25% of Appalachian's existing debt obligations, including pollution control revenue bonds.

By way of illustration, if Appalachian has entered into Interest Rate

Management Agreements whose aggregate notional amounts equal 25% of Appalachian's

existing debt obligations, Appalachian could not enter into a new Interest Rate Management

Agreement unless and until an existing Interest Rate Management Agreement expired, was

terminated with the assent of the counterparty, or was assigned to a non-affiliated third party

(at which point Appalachian could enter into a new Interest Rate Management Agreement in

a notional amount no greater than the expired, terminated or assigned Interest Rate

Management Agreement). Appalachian will not agree to any covenant more restrictive than
those contained in the underlying obligation unless such Interest Rate Management

Agreement either expires by its terms or is unwindable on or prior to the end of the Authorization Period.

B. <u>Pricing Parameters</u>

Appalachian proposes that the pricing parameters for Interest Rate

Management Agreements be governed by the parameters contained herein. Fees and
commissions (but not payments) in connection with any Interest Rate Management

Agreement will be in addition to the above parameters and will not exceed the greater of: (a)

2.50% of the amount of the underlying obligation involved or (b) amounts that are
consistent with fees and commissions paid by similar companies of comparable credit
quality in connection with similar agreements.

C. Accounting

Appalachian proposes to account for these transactions in accordance with generally accepted accounting principles.

D. Commission Authorization

Since market opportunities for these interest rate management alternatives are transitory, Appalachian must be able to execute interest rate management transactions when the opportunity arises to obtain the most competitive pricing. Thus, Appalachian seeks approval to enter into any or all of the described transactions within the parameters discussed above prior to the time Appalachian reaches agreement with respect to the terms of such transactions.

If Appalachian utilizes Interest Rate Management Agreements,

Appalachian's annual long-term interest charges could change. The authorization of the

Interest Rate Management Agreements consistent with the parameters herein in no way

relieves Appalachian of its responsibility to obtain the best terms available for the product selected and, therefore, it is appropriate and reasonable for this Commission to authorize Appalachian to agree to such terms and prices consistent with said parameters.

4. Any proceeds realized from the sale of the Notes, together with any other funds which may become available to Appalachian, will be used to redeem directly or indirectly long-term debt, to repay short-term debt at or prior to maturity, to reimburse Appalachian's treasury for expenditures incurred in connection with its construction program and for other corporate purposes. In 2015 Appalachian has the following debt maturing: \$300,000,000 principal amount of 3.40% Senior Unsecured Notes, due May 24, 2015.

Appalachian may purchase senior notes, junior subordinated debentures or trust preferred securities referred to herein or any other series of indebtedness through tender offer, negotiated, open market or other form of purchase or otherwise in addition to redemption, if they can be refunded at a lower effective cost. The tender offers will occur if Appalachian considers that the payment of the necessary premium is prudent in light of the interest expense that could be saved by early redemption of any of these series.

* * *

- 15. Appalachian believes that the consummation of the transactions herein proposed will be in the best interests of Appalachian's consumers and investors and consistent with sound and prudent financial policy.
- 16. Balance Sheets and Statements of Income and Retained Earnings for the three months ended June 30, 2014 are attached hereto as Exhibit B.

17. The issuance of the Notes will be effected in compliance with all applicable

indenture, charter and other standards relating to debt and equity securities and capitalization

ratios of Appalachian.

WHEREFORE, your Petitioner respectfully prays that your Honorable Authority

enter an order (1) consenting to and approving the issuance, sale and delivery by

Appalachian of secured or unsecured Notes (including Trust Preferred Securities) or

other unsecured promissory notes in the principal amount equal to, on the date or dates of

issuance, of up to \$750 million pursuant to their respective Indentures and company

orders in substantially the form filed as exhibits hereto or similar documentation as

described herein and (2) granting to your Petitioner such other, further or general relief

as, in the judgment of your Honorable Authority, your Petitioner may be entitled to have

upon the facts hereinabove set forth.

APPALACHIAN POWER COMPANY

Renee V. Hawkins Assistant Treasurer

Date: October 30, 2014

7

Attorneys for Applicant:

William C. Bovender, Esq. Hunter, Smith & Davis LLP

P.O. Box 3740

Kingsport, TN 37664

William E. Johnson, Esq.

American Electric Power Service

Corporation

P.O. Box 16631

Columbus, OH 43216-6631

STATE OF OHIO)	
)	SS:
COUNTY OF FRANKLIN)	

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, this 30th day of October, 2014, personally appeared Renee V. Hawkins, to me known to be the person whose name is signed to the foregoing Application, and after being first duly sworn made oath and said that she is the Assistant Treasurer of Appalachian Power Company, that she has read the Application and knows the contents thereof, that the allegations therein are true and correct to the best of her knowledge, information and belief, and that she is duly authorized to make, verify and file the Application for Appalachian Power Company.

Subscribed and sworn to before me this 30th day of October, 2014.

Molly a Behre Notary Public

> MOLLY A. BEHRE NOTARY PUBLIC

STATE OF OHIO

My Comm. Expires January 19, 2016

MOLLY & BEHAL

产种成果 (4) (4)

THE STATE OF THE S



BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

December 23, 2013

IN RE:)	
APPLICATION OF APPALACHIAN POWER COMPANY FOR APPROVAL OF CERTAIN 2014 FINANCING PROGRAMS)))	DOCKET NO. 13-00140

ORDER APPROVING FINANCING TRANSACTIONS

This matter came before Vice Chairman Herbert H. Hilliard, Director Robin Bennett and Director David F. Jones of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on December 18, 2013, for consideration of the Application filed on October 30, 2013, by Appalachian Power Company ("Appalachian" or "Company") seeking approval of certain 2014 financing programs.

Appalachian is a Virginia corporation with its principal offices in Roanoke, Virginia. Although the majority of Appalachian's customers are located in Virginia, Appalachian is authorized to transact business in Tennessee and provides power to Kingsport Power Company ("Kingsport"). Both Appalachian and Kingsport are wholly-owned subsidiaries of American Electric Power Company, Inc., a publicly traded holding company. Appalachian and Kingsport are separate legal entities and finance their operations separately. Kingsport purchases all of its power requirements from Appalachian at wholesale rates under a tariff approved by the Federal Energy Regulatory Commission and receives some services from Appalachian, at cost, pursuant to the rules of the Securities and Exchange Commission.

THE APPLICATION

The Applicant proposes to issue and sell, from time to time through December 31, 2014, secured or unsecured promissory notes ("Notes") in the aggregate principal amount up to \$600,000,000. The Notes will mature in not less than nine months and not more than sixty years with interest rates that may be fixed or variable. Appalachian states it may enter into, from time to time through December 31, 2014, one or more interest rate hedging arrangements, including but not limited to, treasury lock agreements, forward-starting interest rate swaps, treasury put options or interest rate collar agreements to protect against future interest rate movements in connection with the issuance of Notes.

Appalachian requests to continue its Interest Rate Management Agreements as approved in Docket No. 08-00194 through December 31, 2014. The Application states that such authority would allow Appalachian sufficient alternatives and flexibility when striving to reduce its effective interest costs and manage interest costs on financing transactions. The aggregate notional amount of all Interest Rate Management Agreements shall not exceed 25% of the Applicant's existing debt obligations, including pollution control revenue bonds.

Appalachian further requests approval to assume certain obligations under various agreements in an aggregate principal amount not to exceed \$290,375,000 in connection with the proposed issuance of one or more series of Bonds. The Bonds will be issued by the West Virginia Economic Development Authority on behalf of Appalachian and will be comprised of \$86 million in New Series Bonds related to the acquisition of generation assets and \$204,375,000 in Bonds related to pollution control activities. The New Series Bonds will be issued on April 1, 2015 and not later than July 1, 2015. The remaining Bonds will be issued prior to December 31, 2014. Appalachian requests authority to utilize interest rate hedging arrangements to protect against future interest rate movements in connection with issuance of the Bonds.

On December 5, 2013, the Virginia State Corporation Commission entered an Order approving these financing transactions in Case No. PUE-2013-00115.

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-109 (2004) provides:

No public utility shall issue any stocks, stock certificates, bonds, debentures, or other evidences of indebtedness payable in more than one (1) year from the date thereof, until it shall have first obtained authority from the authority for such proposed issue. It shall be the duty of the authority after hearing to approve any such proposed issue maturing more than one (1) year from the date thereof upon being satisfied that the proposed issue, sale and delivery is to be made in accordance with law and the purpose of such be approved by the authority.

At a regularly scheduled Authority Conference held on December 18, 2013, the panel voted unanimously to approve the Application and made the following findings:

- 1. The proposed financing transaction is subject to Authority approval pursuant to Tenn. Code Ann. § 65-4-109 (2004);
- 2. The proposed financing transaction is being made in accordance with laws enforceable by this agency;
- 3. The purpose of the transaction is in the public interest because it will provide Appalachian Power Company flexibility to manage interest costs on financing; and
- 4. The Company shall be bound by the same filing requirements imposed by the Virginia State Corporation Commission regarding the transaction.

IT IS THEREFORE ORDERED THAT:

- 1. Appalachian Power Company is authorized to enter into the financing transaction as described in the Application and discussed herein.
- 2. Appalachian Power Company shall be bound by the same conditions as set forth in the Order of the Virginia State Corporation Commission approving the Virginia Application.

3. The authorization and approval given hereby shall not be used by any party, including but not limited to, any lending party for the purpose of inferring an analysis or assessment of the risks involved.

4. This decision is not intended to create any liability on the part of the Tennessee Regulatory Authority, the State of Tennessee or any political subdivision thereof.

Vice Chairman Herbert H. Hilliard, Director Robin Bennett and Director David F. Jones concur.

ATTEST:

Earl R. Taylor, Executive Director

APPALACHIAN POWER COMPANY AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF INCOME For the Three and Six Months Ended June 30, 2014 and 2013 (in thousands) (Unaudited)

	Three Months Ended June 30,			Six Months Ended June 30,				
DEVE-13-0		2014		2013		2014		2013
REVENUES								***
Electric Generation, Transmission and Distribution Sales to AEP Affiliates	\$	664,051	\$	670,249	\$	1,530,508	\$	1,542,981
Other Revenues		28,070		73,893		72,984		150,753
		2,547		2,362		4,567		4,264
TOTAL REVENUES	-	694,668		746,504		1,608,059	_	1,697,998
EXPENSES								
Fuel and Other Consumables Used for Electric Generation		202,903		163,521		433,640		368,460
Purchased Electricity for Resale		86,033		59,487		255,024		124,943
Purchased Electricity from AEP Affiliates		·		181,856		4,662		404,798
Other Operation		99,896		79,764		193,434		158,672
Maintenance		69,484		58,560		129,574		157,946
Depreciation and Amortization		95,650		83,240		200,236		171,143
Taxes Other Than Income Taxes		30,025		28,004		60,802		55,404
TOTAL EXPENSES		583,991		654,432	_	1,277,372		1,441,366
OPERATING INCOME		110,677		92,072		330,687		256,632
Other Income (Expense):								
Interest Income		389		1,469		790		1,800
Carrying Costs Income (Expense)		263		3,133		(1,612)		3,236
Allowance for Equity Funds Used During Construction		1,625		1,213		2,860		1,983
Interest Expense		(53,130)		(48,128)		(104,802)		(96,332)
INCOME BEFORE INCOME TAX EXPENSE		59,824		49,759		227,923		167,319
Income Tax Expense		23,577		19,897		89,825		66,909
NET INCOME	\$	36,247	\$	29,862	\$	138,098	\$	100,410

The common stock of APCo is wholly-owned by AEP.

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries beginning on page 164.

APPALACHIAN POWER COMPANY AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS ASSETS

June 30, 2014 and December 31, 2013

(in thousands) (Unaudited)

		June 30, 2014	D	ecember 31, 2013
CURRENT ASSETS				
Cash and Cash Equivalents	\$	3,213	\$	2,745
Advances to Affiliates		28,794		92,485
Accounts Receivable:				
Customers		125,999		142,010
Affiliated Companies		52,876		113,793
Accrued Unbilled Revenues		37,911		55,930
Miscellaneous		608		412
Allowance for Uncollectible Accounts		(2,742)		(2,443)
Total Accounts Receivable		214,652		309,702
Fuel	· · · · · · · · · · · · · · · · · · ·	119,973		191,811
Materials and Supplies		131,561		128,843
Risk Management Assets		24,819		21,171
Regulatory Asset for Under-Recovered Fuel Costs		76,364		39,811
Prepayments and Other Current Assets		37,111	•	16,472
TOTAL CURRENT ASSETS		636,487		803,040
PROPERTY, PLANT AND EQUIPMENT				
Electric:	·			
Generation		6,805,605		6,745,172
Transmission		2,186,855		2,160,660
Distribution		3,192,082		3,139,150
Other Property, Plant and Equipment		369,950		357,517
Construction Work in Progress		222,129	•	184,701
Total Property, Plant and Equipment		12,776,621	*****	12,587,200
Accumulated Depreciation and Amortization		3,739,411	,	3,617,990
TOTAL PROPERTY, PLANT AND EQUIPMENT – NET		9,037,210		8,969,210
OTHER NONCURRENT ASSETS				
Regulatory Assets		1,006,282		1,003,890
Securitized Assets		360,612		369,355
Long-term Risk Management Assets		8,110		16,948
Deferred Charges and Other Noncurrent Assets		146,418		148,205
TOTAL OTHER NONCURRENT ASSETS		1,521,422		1,538,398
TOTAL ASSETS	\$	11,195,119	\$	11,310,648

See Condensed Notes to Condensed Financial Statements of Registrant Subsidiaries beginning on page 164.

APPALACHIAN POWER COMPANY AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS LIABILITIES AND COMMON SHAREHOLDER'S EQUITY June 30, 2014 and December 31, 2013 (Unaudited)

		June 30, 2014	December 31, 2013			
CTODDING A VALUE OF THE COLUMN A VALUE OF TH		(in thousands)				
CURRENT LIABILITIES	<u> </u>					
Accounts Payable: General						
Affiliated Companies	\$	171,159	\$	169,184		
-		74,714		120,789		
Long-term Debt Due Within One Year - Nonaffiliated Long-term Debt Due Within One Year - Affiliated		653,400		342,360		
Risk Management Liabilities		86,000		_		
Customer Deposits		4,226		8,892		
Deferred Income Taxes		65,167		66,040		
Accrued Taxes		27,518		6,899		
Accrued Interest		95,917		114,699		
		54,906		51,899		
Regulatory Liability for Over-Recovered Fuel Costs		31,776		107,048		
Other Current Liabilities		84,470		97,566		
TOTAL CURRENT LIABILITIES		1,349,253		1,085,376		
NONCURRENT LIABILITIES						
Long-term Debt - Nonaffiliated	············	3,253,217		3,765,997		
Long-term Debt - Affiliated				86,000		
Long-term Risk Management Liabilities		3,766		10,241		
Deferred Income Taxes		2,315,231		2,232,441		
Regulatory Liabilities and Deferred Investment Tax Credits		668,971		631,225		
Employee Benefits and Pension Obligations		98,039		82,264		
Deferred Credits and Other Noncurrent Liabilities		179,366		187,672		
TOTAL NONCURRENT LIABILITIES	-	6,518,590		6,995,840		
TOTAL LIABILITIES		7,867,843		8,081,216		
Rate Matters (Note 4)						
Commitments and Contingencies (Note 5)						
COMMON SHAREHOLDER'S EQUITY						
Common Stock - No Par Value:						
Authorized - 30,000,000 Shares						
Outstanding - 13,499,500 Shares		260,458		260,458		
Paid-in Capital		1,809,562		1,809,562		
Retained Earnings		1,254,559		1,156,461		
Accumulated Other Comprehensive Income (Loss)	*	2,697		2,951		
TOTAL COMMON SHAREHOLDER'S EQUITY		3,327,276		3,229,432		
TOTAL LIABILITIES AND COMMON SHAREHOLDER'S EQUITY	\$	11,195,119	\$	11,310,648		

Before the

TENNESSEE REGULATORY AUTHORITY

In the Matter of the

APPLICATION

DOCKET NO. 14

of

APPALACHIAN POWER COMPANY

VERIFICATION

I, Thomas G Berkemeyer, am authorized to represent Appalachian Power Company and to make this verification on its behalf. The statements in the Application of Appalachian Power Company filed in this docket today are true and of my own knowledge, except as to matters which are stated therein on information and belief, and as to those matters, I believe them to be true. Appalachian Power Company will comply with all applicable laws with respect to its issuance of securities to the public. I declare under penalty of perjury that the foregoing is true and correct.

APPALACHIAN POWER COMPANY

By: M M Assistant Secretary

STATE OF OHIO

COUNTY OF FRANKLIN

Subscribed and sworn before me this 31st day of October 2014.

By:

My Commission expires: 01-19-2016

STATE OF OHIO

My Comm. Expires January \$

MOLLY A. BEHRE

CHIC HO STATE

And the properties designed by 2016.

