

**AMENDMENT
TO
POWER SALES AGREEMENT**

This Amendment is made this January __, 2013, by and between AEP Energy, Inc. ("AEP Energy") and City of Gahanna ("Customer"), is effective the first normal meter read date on or after February 5, 2013 and amends the Power Sales Agreement dated August 3, 2010, including any exhibits, attachments and tables thereto and amendments thereof (the "Agreement"). Capitalized terms not otherwise defined in this Amendment shall have the meaning ascribed to such terms in the Agreement.

In consideration of the mutual promises, conditions and covenants contained in the Agreement, including this Amendment thereto, the Parties agree as follows:

1. ARTICLE 2 – CHARGES FOR POWER

The "Energy Charge" in Section 2.1(a) of the Agreement shall be amended to "\$ _____. ____ per MWh" for each Customer Premise.

2. ARTICLE 3 – DELIVERY PERIOD

In Section 3.1 of the Agreement, replace "actual Switch Date" with "first normal meter read date on or after February 5, 2013 for each Customer Premise" and "December 1, 2013" with "23 billing cycles".

3. ARTICLE 5 – CUSTOMER'S USAGE POINTS

Table A contained in Article 5 of the Agreement shall be deleted in its entirety and replaced with the following:

TABLE A		
Account	Service address 1	SDI
1	1031 CHALLIS SPRINGS DR	00040621018696075
2	245 AGLER RD	00040621001971744
3	6160 HEADLEY RD	00040621092766313
4	4840 MORSE RD	00040621050678314
5	5601 MORSE RD	00040621022218601
6	247 LINCOLN CIR	00040621090000755
7	1100 BROOKHOUSE LN FRNT	00040621069831542
8	179 MILL ST	00040621084123874
9	401 JAMES RD	00040621006232992
10	258 GRANVILLE ST REAR	00040621046800660
11	218 AGLER RD	00040621008823481
12	213 CAMROSE CT	00040621079780715
13	1201 CHERRY BOTTOM RD UNIT BALLPRK	00040621033005155
14	110 MILL ST	00040621097693165
15	176 OKLAHOMA AVE	00040621039735343
16	220 OLDE RIDENOUR RD	00040621097236560
17	1693 TAYLOR STATION RD	00040621064245513
18	5577 HAVENS CORNERS RD	00040621050054491
19	6457 CLARK STATE RD	00040621067527780
20	1201 CHERRY BOTTOM RD	00040621088844035
21	150 OKLAHOMA AVE	00040621000813964
22	85 MILL ST REAR	00040621067807974
23	152 OKLAHOMA AVE	00040621057121824

EXHIBIT A

TABLE A		
Account	Service Address	SDI
24	200 MCCUTCHEON RD	00040621083845334
25	220 OLDE RIDENOUR RD	00040621000700743
26	945 TAYLOR RD	00040621036832462
27	148 PARKLAND DR	00040621056026305
28	152 OKLAHOMA AVE UNIT WS	00040621005195011
29	780 CLAYCRAFT RD	00040621032094960
30	148 PARKLAND DR UNIT A	00040621045235992
31	341 HARROW BLVD	00040621065168862
32	480 ROCKY FORK BLVD	00040621038402122
33	85 MILL ST REAR 3P	00040621092462441
34	460 ROCKY FORK BLVD	00040621071863282
35	200 S HAMILTON RD	00040621034084945
36	1071 CLOVERLY DR REAR	00040621078644800
37	1198 RICE AVE	00040621007723985
38	1201 CHERRY BOTTOM RD	00040621028176890
39	200 N HAMILTON RD	00040621067707562
40	200 N HAMILTON RD	00040621062714201
41	200 S HAMILTON RD	00040621022573073
42	200 S HAMILTON RD	00040621079214953
43	3902 CHERRY BOTTOM RD	00040621003567463

Except as set forth above, all other terms and conditions of the Agreement shall remain in full force and effect. No amendment, modification or waiver in respect of this Amendment will be effective unless in writing and executed by each of the Parties. This Amendment may be executed and delivered in counterparts, each of which will be deemed an original. This Amendment is effective only upon Customer's execution and AEP Energy's subsequent execution or performance of this Amendment.

IN WITNESS WHEREOF, this Amendment has been duly executed by the Parties.

AEP Energy, Inc.

City of Gahanna

Signature:

Signature:

Name: James C. Petersen

Name:

Title: Chief Operating Officer and President of Energy Supply

Title:

Offer Code(s): 19054B1508144_FPAI