**BEFORE**

**THE PUBLIC UTILITIES COMMISSION OF OHIO**

|  |  |  |
| --- | --- | --- |
| In the Matter of the Application of **Ohio Power Company** for Approval of Full Legal Corporate Separation and Amendment to its Corporate Separation Plan. | :  :  :  :  : | Case No. **12-1126-EL-UNC** |

**COMMENTS**

**SUBMITTED ON BEHALF OF THE STAFF OF**

**THE PUBLIC UTILITIES COMMISSION OF OHIO**

As part of Ohio Power Company’s (OPCo or Company) corporate separation plan filed with the Commission and discussed in the testimony of Renee Hawkins in its standard service offer (SSO) case, OPCo does not want to transfer $296 million in pollu­tion control revenue bonds (PCRB) to its affiliate generation company.[[1]](#footnote-1) The Company requests that this debt remain with the electric distribution utility instead of transferring with the generation assets to its affiliate generation company. As a policy matter, Staff believes that the debt associated with generation assets should follow the assets. Also, the Company has not provided any analysis to quantify the impact to OPCo if the debt is transferred. For these reasons, Staff recommends that the Commission deny this request at this time, and, within six months of completion of corporate separation, should OPCo wish to renew this request, require OPCo to include in its request a quantification of the negative impact of transferring the $296 million in PCRBs to its affiliate generation com­pany using any financing options available to it.

In addition, the corporate organization chart filed with the application in this case must be updated to reflect the legal entities that are related to American Electric Power Inc. (AEP), as well as all reportable segments related to OPCo. Staff recommends that this be similar to the information AEP provides to the Securities and Exchange Commis­sion in its 10K filings.

Respectfully submitted,

**Michael DeWine**

Ohio Attorney General

**William L. Wright**

Section Chief

/s/ John H. Jones

**John H. Jones**

Assistant Section Chief

Public Utilities Section

180 East Broad Street, 6th Floor

Columbus, OH 43215-3793

614.466.4397 (telephone)

614.644.8764 (fax)

[john.jones@puc.state.oh.us](mailto:john.jones@puc.state.oh.us)

# PROOF OF SERVICE

I hereby certify that a true copy of the foregoing **Comments** submitted on behalf of the Staff of the Public Utilities Commis­sion of Ohio,was served via electronic mail upon the following Parties of Record, this 27th day of July, 2012.

/s/ John H. Jones

**John H. Jones**

Assistant Section Chief

**Parties of Record:**

|  |  |
| --- | --- |
| Steve T. Nourse  Matthew J. Satterwhite  American Electric Power Service Corp.  1 Riverside Plaza, 29th Floor  Columbus, OH 43215  [stnourse@aep.com](mailto:stnourse@aep.com)  mjsatterwhite@aep.com  Maureen Grady  Assistant Consumers’ Counsel  Office of the Ohio Consumers’ Counsel  10 West Broad Street  Suite 1800  Columbus, OH 43215  [grady@occ.state.oh.us](mailto:grady@occ.state.oh.us)  Mark A. Hayden  FirstEnergy Service Company  76 South Main Street  Akron, OH 44308  [haydenm@firstenergycorp.om](mailto:haydenm@firstenergycorp.om)  James F. Lang  Laura C. McBride  N. Trevor Alexander  Calfee, Halter & Griswold  1400 KeyBank Center  800 Superior Avenue  Cleveland, OH 44114  [jlang@clafee.com](mailto:jlang@clafee.com)  [lmcbride@clafee.com](mailto:lmcbride@clafee.com)  [talexander@calfee.com](mailto:talexander@calfee.com)  Michael L. Kurtz  David F. Boehm  Jody M. Kyler  Boehm, Kurtz & Lowry  36 East Seventh Street  Suite 1510  Cincinnati, OH 45202  [dboehm@bkllawfirm.com](mailto:dboehm@bkllawfirm.com)  [mkurtz@bkllawfirm.com](mailto:mkurtz@bkllawfirm.com)  [jkyler@bkllawfirm.com](mailto:jkyler@bkllawfirm.com)  Lisa B. McAlister  Matthew W. Warnock  J. Thomas Siwo  Thomas J. O’Brien  Bricker & Eckler  100 South Third Street  Columbus, OH 43215-4291  [lmcalister@bricker.com](mailto:lmcalister@bricker.com)  [mwarnock@bricker.com](mailto:mwarnock@bricker.com)  [tsiwo@bricker.com](mailto:tsiwo@bricker.com)  [tobrien@bricker.com](mailto:tobrien@bricker.com)  Richard L. Sites  Ohio Hospital Association  155 East Broad Street, 15th Floor  Columbus, OH 43215-3620  [ricks@ohanet.org](mailto:ricks@ohanet.org)  M. Howard Petricoff  Stephen M. Howard  Vorys, Sater, Seymour & Pease  52 East Gay Street  P.O. Box 1008  Columbus, OH 43216-1008  [mhpetricoff@vorys.com](mailto:mhpetricoff@vorys.com)  [smhoward@vorys.com](mailto:smhoward@vorys.com) | Sam Randazzo  Frank P. Darr  Joseph E. Oliker  Matthew R. Pritchard  McNees, Wallace & Nurick  21 East State Street, 17th Floor  Columbus, OH 43215  [sam@mwncmh.com](mailto:sam@mwncmh.com)  [fdarr@mwncmh.com](mailto:fdarr@mwncmh.com)  [joliker@mwncmh.com](mailto:joliker@mwncmh.com)  [mpritchard@mwncmh.com](mailto:mpritchard@mwncmh.com)  Amy B. Spiller  Jeanne W. Kingery  Rocco D’Ascenzo  Elizabeth H. Watts  Duke Energy Ohio  139 East Fourth Street, 1303-Main  P.O. Box 961  Cincinnati, OH 45201-0960  [amy.spiller@duke-energy.com](mailto:amy.spiller@duke-energy.com)  [jeanne.kingery@duke-energy.com](mailto:jeanne.kingery@duke-energy.com)  rocco.d’ascenzo@duke-energy.com  [Elizabeth.watts@duke-energy.com](mailto:Elizabeth.watts@duke-energy.com)  David A. Kutik  Allison E. Haedt  Jones Day  901 Lakeside Avenue  Cleveland, OH 44114  [dakutik@jonesday.com](mailto:dakutik@jonesday.com)  [aehaedt@jonesday.com](mailto:aehaedt@jonesday.com)  Robert A. McMahon  Eberly McMahon, LLC  2321 Kemper Lane  Suite 100  Cincinnati, OH 45206  [bmcmahon@emh-law.com](mailto:bmcmahon@emh-law.com)  Joseph M. Clark  Vectren Energy  6641 North High Street  Suite 200  Worthington, OH 43085  [jmclark@vectren.com](mailto:jmclark@vectren.com)  Kurt P. Helfrich  Ann B. Zallocco  Thompson Hone LLC  41 South High Street  Suite 1700  Columbus, OH 43215-6101  [kurt.helfrich@thompsonhine.com](mailto:kurt.helfrich@thompsonhine.com)  [ann.zallocco@thompsonhine.com](mailto:ann.zallocco@thompsonhine.com)  Mark S. Yurick  Zachary D. Kravitz  Taft Stettinius & Hollister  65 East State Street  Suite 1000  Columbus, OH 43215  [myurick@taftlaw.com](mailto:myurick@taftlaw.com)  [zkravtiz@taftlaw.com](mailto:zkravtiz@taftlaw.com) |

1. *See* Ohio Power Company’s Application for Approval of Full Legal Corporate Separation and Amendment to its Corporate Separation Plan (March 30, 2012) (Case No. 12-1126-EL-UNC at 5-6) and *In re Application of Columbus Southern Power and Ohio Power Company for Authority to Establish a Standard Service Offer Pursuant to § 4928.143, Ohio Rev. Code, in the Form of an Electric Security Plan*, Case No. 11-346-EL-SSO, *et al.* (Direct Testimony of Renee V. Hawkins in Support of AEP Ohio’s Modi­fied Electric Security Plan at 9-10) (March 30, 2012). [↑](#footnote-ref-1)