American Municipal Power, Inc.

Interim Consolidated Financial Statements and Supplementary Information

June 30, 2014

American Municipal Power, Inc.
Index
Six Months Through and Ended June 30, 2014 (unaudited)

Independent Auditor's Report

To the Board of Trustees and Members of
American Municipal Power, Inc.

We have reviewed the accompanying consolidated interim financial information of American Municipal Power, Inc. and its subsidiaries (the "Organization"), which comprise the consolidated balance sheet as of June 30, 2014, and the related consolidated statements of revenues and expenses, of changes in member and patron equities, and of cash flows for the six-month periods ended June 30, 2014 and 2013.

Management's Responsibility for the Consolidated Interim Financial Information

The Company's management is responsible for the preparation and fair presentation of the consolidated interim financial information in accordance with accounting principles generally accepted in the United States of America; this responsibility includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of the consolidated interim financial information in accordance with accounting principles generally accepted in the United States of America.

Auditor's Responsibility

Our responsibility is to conduct our review in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial information taken as a whole. Accordingly, we do not express such an opinion.

Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial information for it to be in accordance with accounting principles generally accepted in the United States of America.

Other Matter

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of American Municipal Power, Inc. and its subsidiaries as of December 31, 2013, and the related consolidated statements of revenues and expenses, of changes in member and patron equities, and of cash flows for the year then ended (not presented herein), and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated April 28, 2014. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2013, is consistent, in all material respects, with the audited consolidated balance sheet from which it has been derived.

PricewaterhouseCoopers LLP

Columbus, Ohio
August 21, 2014

American Municipal Power, Inc.
Consolidated Balance Sheets
June 30, 2014 (unaudited) and December 31, 2013

	June 30, 2014	December 31, 2013
Assets		
Utility plant		
Electric plant in service	$ 1,939,485,008	$ 1,936,036,112
Accumulated depreciation	(127,661,698)	(100,754,040)
Total utility plant	1,811,823,310	1,835,282,072
Nonutility property and equipment		
Nonutility property and equipment	24,404,445	24,167,606
Accumulated depreciation	(11,148,167)	(9,528,647)
Total nonutility property and equipment	13,256,278	14,638,959
Construction work-in-process	1,922,277,209	1,727,721,974
Plant held for future use	34,881,075	34,881,075
Coal reserves	25,216,822	25,506,676
Trustee funds and other assets		
Trustee funds	780,635,957	996,326,349
Financing receivables - members	17,365,745	24,893,008
Notes receivable	55,804,546	3,075,000
Regulatory assets	236,932,107	284,446,708
Prepaid pension costs	1,709,519	1,659,693
Investment in TEA	10,211,442	-
Intangible and other assets, net of accumulated amortization of $21,197,933 and $18,811,092, respectively	76,267,516	79,696,822
Total trustee funds and other assets	1,178,926,832	1,390,097,580
Current assets		
Cash and cash equivalents	52,687,784	44,668,388
Cash and cash equivalents - restricted	25,371,301	40,662,081
Trustee funds	319,326,867	339,425,325
Investments	14,942,839	14,347,943
Collateral postings	22,289,315	18,038,979
Accounts receivable	80,851,649	77,963,509
Interest receivable	29,810,580	33,864,812
Financing receivables - members	16,417,027	10,488,231
Notes receivable	9,877,843	-
Inventories	8,939,141	8,852,549
Regulatory assets	4,492,633	3,939,809
Prepaid expenses and other assets	4,880,760	6,952,080
Total current assets	589,887,739	599,203,706
Total assets	$ 5,576,269,265	$ 5,627,332,042

American Municipal Power, Inc.
Consolidated Balance Sheets
June 30, 2014 (unaudited) and December 31, 2013

	June 30, 2014	December 31, 2013
Equities and Liabilities		
Member and patron equities		
Contributed capital	$ 806,248	$ 806,248
Patronage capital	60,013,758	58,412,402
Total member and patron equities	60,820,006	59,218,650
Long-term debt		
Term debt	4,872,220,372	4,950,774,240
Term debt on behalf of members	480,000	5,160,000
Term debt on behalf of Central Virginia Electric Cooperative	22,770,833	23,625,000
Revolving credit loan	265,000,000	190,000,000
Total long-term debt	5,160,471,205	5,169,559,240
Current liabilities		
Accounts payable	123,651,308	102,664,393
Accrued postretirement benefits	2,400	750,000
Accrued interest	114,861,044	115,712,590
Term debt	45,054,412	44,134,412
Term debt on behalf of members	13,875,000	13,347,000
Term debt on behalf of Central Virginia Electric Cooperative	854,167	854,167
Regulatory liabilities	1,399,766	1,116,701
Other liabilities	8,604,332	11,161,063
Total current liabilities	308,302,429	289,740,326
Other noncurrent liabilities		
Accrued postretirement benefits	97,600	4,341,068
Deferred gain on sale of real estate	1,276,789	1,276,789
Other liabilities	6,340,710	27,052,175
Asset retirement obligations	7,650,787	7,669,336
Regulatory liabilities	31,309,739	68,474,458
Total other noncurrent liabilities	46,675,625	108,813,826
Total liabilities	5,515,449,259	5,568,113,392
Total equities and liabilities	$ 5,576,269,265	$ 5,627,332,042

The accompanying notes are an integral part of these consolidated financial statements.

American Municipal Power, Inc.
Consolidated Statements of Revenues and Expenses
Six Months Ended June 30, 2014 and 2013 (unaudited)

	June 30, 2014	June 30, 2013
Revenues		
Electric revenue	$ 497,596,204	$ 474,954,342
Service fees	5,269,221	4,308,053
Programs and other	10,480,545	9,526,182
Total revenues	513,345,970	488,788,577
Operating expenses		
Purchased electric power	309,696,737	298,470,610
Production	38,758,633	31,248,021
Fuel	67,550,857	64,714,750
Depreciation and amortization	29,219,155	28,926,376
Administrative and general	4,818,546	5,598,978
Property and real estate taxes	1,303,744	859,125
Programs and other	9,767,215	8,811,638
Total operating expenses	461,114,887	438,629,498
Operating margin	52,231,083	50,159,079
Nonoperating revenues (expenses)		
Interest expense	(60,878,553)	(59,240,956)
Interest income, subsidy	6,764,337	6,813,546
Interest income, other	2,420,599	2,700,975
Other, net	1,063,890	382,006
Total nonoperating expenses	(50,629,727)	(49,344,429)
Net margin	$ 1,601,356	$ 814,650

The accompanying notes are an integral part of these consolidated financial statements.

American Municipal Power, Inc.
Consolidated Statements of Changes in Members and Patron Equities
Six Months Ended June 30, 2014 (unaudited) and December 31, 2013

	Contributed Capital	Patronage Capital	Total
Balances at December 31, 2012	$ 801,208	$ 53,133,603	$ 53,934,811
Capital contributions	5,040	-	5,040
Net margin	-	5,278,799	5,278,799
Balances at December 31, 2013	806,248	58,412,402	59,218,650
Capital contributions	-	-	-
Net margin	-	1,601,356	1,601,356
Balances at June 30, 2014	$ 806,248	$ 60,013,758	$ 60,820,006

The accompanying notes are an integral part of these consolidated financial statements.

American Municipal Power, Inc.
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2014 and 2013 (unaudited)

	June 30, 2014	June 30, 2013
Cash flows from operating activities		
Net margin	$ 1,601,356	$ 814,650
Adjustments to reconcile net margin to net cash provided by (used in) operating activities		
Depreciation and amortization	28,925,880	28,571,692
Depletion of coal reserves	289,854	343,564
Amortization of deferred financing costs	2,386,841	2,329,729
Amortization of bond premium, net of amortization of bond discount	(563,868)	(1,264,855)
Accretion of interest on asset retirement obligations	75,641	71,527
Impairment of projects on behalf of members	-	900,000
Loss on sale of utility property and equipment	-	11,695
Unrealized (gain) loss on investments	(1,699,971)	199,319
Changes in assets and liabilities		
Collateral postings	(4,250,336)	2,269,664
Accounts receivable	(2,888,140)	(1,870,416)
Interest receivable	(60)	729,555
Inventories	(86,592)	(825,197)
Regulatory assets and liabilities, net	(10,514,306)	(52,898,403)
Prepaid expenses and other assets	2,731,583	2,901,199
Accounts payable	11,170,974	9,156,452
Accrued postretirement benefits	(5,040,894)	666,342
Accrued interest	(851,546)	(4,923,889)
Asset retirement obligations	(94,190)	(1,259,151)
Other liabilities	(2,673,767)	976,455
Net cash provided by (used in) operating activities	18,518,459	(13,100,068)
Cash flows from investing activities		
Purchase of utility property and equipment	(1,680,178)	(5,065,220)
Sale of utility property and equipment	-	420,893
Purchase of nonutility property and equipment	(253,339)	(135,491)
Proceeds from insurance claim	1,628,200	-
Purchase of construction work-in-progress	(184,081,920)	(218,150,808)
Proceeds from sale of investments	715,252,472	731,866,527
Purchase of investments	(478,358,547)	(422,659,413)
Loans made to related parties	(66,685,783)	-
Proceeds due to payments on loans made to related parties	4,078,394	-
Investment in TEA	(10,211,442)	-
Changes in restricted cash and cash equivalents	15,290,780	2,857,425
Net cash (used in) provided by investing activities	(5,021,363)	89,133,913

American Municipal Power, Inc.
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2014 and 2013 (unaudited)

	June 30, 2014	June 30, 2013
Cash flows from financing activities		
Proceeds from revolving credit loan	271,000,000	30,000,000
Payments on revolving credit loan	(196,000,000)	(34,000,000)
Cost of issuance of debt	-	(500,000)
Principal payments on term debt	(77,070,000)	(84,110,000)
Principal payments on term debt on behalf of members	(8,485,000)	(4,961,000)
Proceeds from issuance of term debt on behalf of members	4,333,000	3,618,000
Principal payments on term debt on behalf of Central Virginia Electric Cooperative	(854,167)	(520,833)
Proceeds from financing receivables - members	5,038,862	3,503,461
Funding of financing receivables - members	(3,440,395)	(1,938,515)
Capital contributions	-	5,040
Net cash used in financing activities	(5,477,700)	(88,903,847)
Net change in cash and cash equivalents	8,019,396	(12,870,002)
Cash and cash equivalents		
Beginning of year	44,668,388	65,226,463
End of year	$ 52,687,784	$ 52,356,461
Supplemental disclosure of cash flow information		
Cash paid during the year for interest, net of amount capitalized	$ 61,730,100	$ 64,164,844
Supplemental disclosure of noncash investing and financing activities		
Capital expenditures included in accounts payable and other liabilities	$ 49,067,463	$ 19,892,322
Capital expenditures included in accrued interest, net of interest receivable	47,232,493	43,626,945

The accompanying notes are an integral part of these consolidated financial statements.

1. Description of Business

American Municipal Power, Inc. ("AMP") is a not-for-profit Ohio corporation organized to provide electric capacity and energy and to furnish other services to its members on a cooperative basis. AMP is a tax-exempt organization for federal tax purposes under Section 501(c)(12) of the Internal Revenue Service Code. As AMP derives its income from the exercise of an essential government function and will accrue a state or a political subdivision there of; AMP's income is excludable from gross income under IRC Section 115. AMP is a membership organization comprised of 83 municipalities throughout Ohio, two municipalities in West Virginia, 29 municipalities in Pennsylvania, six municipalities in Michigan, five municipalities in Virginia, three municipalities in Kentucky and one joint action agency in Delaware, all but one of which own and operate electric systems. AMP purchases and generates electric capacity and energy for sale to its members. AMPO, Inc. is a for-profit subsidiary that provides electric and natural gas aggregation consulting services to both members and nonmembers in Ohio.

In addition, AMP serves as a project manager for Ohio members participating in joint venture projects to share ownership of power generation and transmission facilities, known as Ohio Municipal Electric Generation Agency Joint Ventures: 1, 2, 4, 5, and 6 ("OMEGA" "JV1," "JV2," "JV4," "JV5," and "JV6") (collectively, the "OMEGA Joint Ventures").

AMP is closely aligned with Ohio Municipal Electric Association ("OMEA"), the legislative liaison for the state's municipal electric systems. In addition to the OMEGA Joint Ventures, Municipal Energy Services Agency ("MESA") has also been formed by the members. MESA provides management and technical services to AMP, its members, and the OMEGA Joint Ventures.

AMP has received approval pursuant to a private letter ruling from the Internal Revenue Service ("IRS") to issue tax-exempt securities on behalf of its members. In connection with the financing of projects undertaken by the electric systems of certain member communities, AMP has issued tax-exempt debt on their behalf. Additionally, AMP has issued tax-exempt bonds to finance the construction of its generating projects.

AMP 368 LLC ("AMP 368") is a wholly owned and consolidated subsidiary of AMP, which through AMP 368 is the owner of a 23.26%, or 368MW, undivided interest in the Prairie State Energy Campus ("PSEC"). The PSEC is a mine-mouth, pulverized coal-fired generating station in southwest Illinois.

Meldahl LLC is a wholly owned and consolidated subsidiary of AMP, which through Meldahl LLC, is the owner of the 105 MW Meldahl project under construction as a run-of-the river hydroelectric facility on the Ohio River.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and include all entities in which AMP has control, which are its majority-owned subsidiaries. The interim consolidated financial statements have been prepared without audit. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. The interim consolidated financial statements as of June 30, 2014 should be read in conjunction with the consolidated financial statements and the notes thereto for the year ended December 31, 2013.

The accompanying interim consolidated financial statements reflect all adjustments which, in the opinion of management, are necessary for a fair statement of the results of the interim periods presented. Operating results for the six-months ended June 30, 2014 are not necessarily indicative of the results to be expected for the full year ending December 31, 2014.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results may differ from those estimates. All intercompany transactions and balances have been eliminated.

Construction Work-in-Progress

AMP records amounts expended in connection with construction work-in-progress projects at cost. Upon completion of a project, AMP places the asset in service and the related costs are recorded as either utility plant or nonutility property and equipment. There is $1,074,625 of land included in the construction work-in-progress account at both June 30, 2014 and December 31, 2013. There is $380,207,114 and $318,784,919 of capitalized interest included in the construction work-in-progress account at June 30, 2014 and December 31, 2013, respectively. AMP capitalized interest costs in the amount of $61,422,195 and $49,815,014 for the six-month periods ended June 30, 2014 and 2013, respectively.

Construction work-in-progress projects consist of the following at June 30, 2014 and December 31, 2013:

	June 30, 2014	December 31, 2013
Prairie State Energy Campus	$ 14,839,911	$ 14,637,072
Hydro Plants	1,899,133,115	1,706,139,241
AMP Fremont Energy Center	6,372,250	6,101,912
Other	1,931,933	843,749
	$ 1,922,277,209	$ 1,727,721,974

Jointly-Owned Utility Plant

Under ownership agreements with other joint owners, AMP has 23.26% undivided ownership interests in PSEC. Each of the respective owners is responsible for its portion of construction costs. Kilowatt-hour generation and variable operating expenses are divided on an owner's percentage of dispatched power and fixed operating expenses are allocated by project ownership with each owner reflecting its respective costs in its statements of revenue and expenses. AMP's ownership interest in PSEC includes the proportionate share of PSEC's balance sheet as provided for under ASC 970-810-45, *Undivided Interests*. This Accounting Standard requires the recording of undivided interests in assets and liabilities when given conditions are met. Information relative to AMP's ownership interest in these facilities is as follows:

	June 30, 2014	December 31, 2013
Utility plant in service	$ 1,124,109,443	$ 1,125,139,036
Construction work-in-progress	14,839,911	14,637,072

AMP's ownership interest in PSEC includes an interest in nearby coal reserves, valued at $25,216,822 and $25,506,676 (net of depletion) as of June 30, 2014 and December 31, 2013, respectively.

Derivative Instruments

AMP accounts for derivative instruments on its consolidated balance sheets at fair value unless the instruments qualify to be accounted for as normal purchase and normal sales. The fair values of derivative instruments accounted for using mark-to-market accounting are based on exchange prices and broker quotes, when available. If a quoted market price is not available, the estimate of fair value is based on the best information available including valuation models that estimate future energy prices based on existing market and broker quotes and supply and demand market data and other assumptions. The fair values determined are reduced by the appropriate valuation adjustments for items such as discounting, liquidity, credit quality and modeling risk. There is inherent risk in valuation modeling given the complexity and volatility of energy markets. Therefore, it is possible that results in future periods may be materially different as contracts are ultimately settled.

AMP has determined each of its power purchase and power sales contracts which meet the definition of a derivative instrument qualifies to be accounted for as normal purchases and normal sales.

AMP's interest rate management strategy uses derivative instruments to minimize earnings fluctuations caused by interest rate volatility associated with AMP's variable rate debt. The derivative instruments used to meet AMP's risk management objectives are interest rate swaps.

AMP has entered into interest rate swap agreements which are carried at their fair value on the consolidated balance sheets. The fair value of the swaps was $62,103 and $272,908 at June 30, 2014 and December 31, 2013, respectively, and is included in other liabilities. A corresponding regulatory asset has been recorded equal to the unrealized loss.

AMP has adopted a fuel procurement and hedging program which contemplates that AMP will, subject to market conditions, undertake to secure, at times when AMP deems such advantageous and prudent, contracts with fuel providers and financial institutions, the effect which will be to hedge, on a rolling 36-month basis, the price of up to 80% of the natural gas volume that AMP projects will be consumed by AFEC operating at its base capacity. AMP has entered into a number of International Swaps and Derivatives Association ("ISDA") agreements that are specific to AFEC in managing its natural gas supply requirements. All of these agreements are with investment grade or higher counterparties (Baa3/BBB-). AMP utilizes fixed-for-floating swap contracts ("swaps") to economically hedge the total natural gas fuel expense and records them at fair value. AMP does not utilize derivative financial instruments for speculative purposes, nor does it have trading operations.

The maturities of the swaps highly correlate to forecasted purchases of natural gas, during the time frame through December 2023. Under such agreements, AMP pays the counterparty at a fixed rate and receives from the counterparty a floating rate per MMBtu ("dekatherm" or "DTH") of natural gas. Only the net differential is actually paid or received. The differential is calculated based on the notational amounts under the agreements.

On the short term agreements, there was an unrealized loss of $576,600 and $415,215 at June 30, 2014 and December 31, 2013, respectively, which is included in other liabilities. On the long-term agreements, there was an unrealized loss of $6,296,361 and $17,971,587 at June 30, 2014 and December 31, 2013, respectively, which is included in other liabilities. A net loss of $6,872,961 and $844,571 was recognized in fuel on AMP's consolidated statements of revenues and expenses for the six-month periods ending June 30, 2014 and 2013, respectively. A corresponding regulatory asset and liability has been recorded equal to the unrealized loss and gain.

Impairment of Long-lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that full recoverability is questionable. The determination of whether an impairment has occurred is based on an estimate of undiscounted future cash flows attributable to the assets, as compared with the carrying value of the assets. If an impairment has occurred, the amount of the impairment recognized is the excess of the carrying value of the assets over fair value of the assets.

Intangible and Other Assets

In 2011, American Municipal Power Inc. entered into an asset purchase agreement with FirstEnergy Generation Corporation for the acquisition of the AMP Fremont Energy Center ("AFEC") and acquired all assigned contracts and permits relating to that facility. AFEC is a 707 MW natural gas fired combined cycle generation plant located in the city of Fremont, Ohio. On January 21, 2012, AFEC began commercial operation. In June 2012, AMP sold 5.16% undivided ownership interest in AFEC to Michigan Public Power Agency ("MPPA") and entered into a power sales contract with Central Virginia Electric Cooperative ("CVEC") for the output of a 4.15% interest in AFEC. AMP has sold the output of the remaining 90.69% interest to the AFEC participants, which consist of 87 of its members, pursuant to a take-or-pay power sales contract.

Included in the approximately $596 million investment for the AFEC project, were two interconnections contracts for off-site facilities: 1) electric interconnections and other necessary improvements to the electric grid, and the legal rights and contractual terms associated with them and 2) water/waste water interconnections and other necessary improvements to the City of Fremont's water and waste water systems, and the legal rights and contractual terms associated with them. At the time of the acquisition, these interconnection contracts were recorded as part of the utility plant. These contracts were valued at $28,665,190, and were net of $1,911,012 and $1,528,810 of accumulated amortization for the periods ended June 30, 2014 and December 31, 2013, respectively. The contracts were transferred to intangible and other assets, for which the 2013 balance sheet reflects this change in presentation. The useful life of these contracts approximates the useful life of the utility plant, and as such, there was no income statement impact related to this reclassification.

Presentation

Certain prior year balances have been reclassified to conform with current year presentation.

3. Revolving Credit Loan and Term Debt

Revolving Credit Loan

AMP has a revolving credit loan facility ("Facility") with a syndicate of lenders led by JPMorgan Chase Bank, N.A. Other members of the syndicate include KeyBank, N.A.; Wells Fargo Bank, N.A.; Suntrust Bank; U.S. Bank, N.A.; Bank of America, N.A.; The Huntington National Bank; Royal Bank of Canada; and Bank of Montreal. The Facility allows AMP to obtain loans with different interest rates and terms and letters of credit. AMP's base borrowing capacity under the Facility is $750,000,000, with an accordion feature to expand to $1 billion. At June 30, 2014, AMP had $265,000,000 outstanding under the Facility and the effective interest rate was 1.0625%. At December 31, 2013, AMP had $190,000,000 outstanding under the Facility and the effective interest rate was 1.0625%.

Redemption of the JV5 2004 Beneficial Interest Refunding Certificates Bonds ("BIRCs")

On February 15, 2014, all of the JV5 2004 BIRCs were redeemed from monies credited to the debt service and a draw on the Facility. The resulting balance has been reduced at February 28, 2014 to $65,891,509, the resulting balance drawn by AMP on the Facility. AMP will continue to collect debt service from the OMEGA JV5 participants until the draw on the Facility is paid in full.

Partial Redemption of the Prairie State Energy Campus 2009A Term Bonds

Per the Prairie State Energy Campus Second Supplemental, Article III, Section 32 AMP may, at its option, redeem the 2009A 2036 Term Bonds ("the bonds") stated to mature on February 15, 2036, prior to maturity, in whole or in part, on any date beginning February 15, 2014, at a redemption price of par, together with interest accrued to the date fixed for redemption. On February 26, 2014 the AMP Board approved resolution 14-02-3574 authorizing a loan under the AMP Credit Agreement ("the facility") to provide up to $52,000,000 for deposit with the Trustee to be used to redeem all of the bonds in the amount of $48,020,000. The resolution was also approved at a Prairie State Participant's Committee in a duly noticed meeting held on March 19, 2014 at which a quorum was present throughout. On March 28, 2014 U.S. Bank N.A., the Trustee, sent out a notice to the bond holders of partial optional redemption of the bonds on April 30, 2014. The bonds were redeemed from monies credited to a draw on the facility in the amount of $48,020,000.

Term Debt

AMP has issued term debt in the form of notes payable and bonds for the financing of its own assets and on behalf of specific members. AMP is the primary obligor on term debt issued to finance its assets.

Bonds and notes payable related to financing AMP assets consists of the following June 30, 2014 and December 31, 2013:

	June 30, 2014	December 31, 2013
AMP project note due October 27, 2014 with interest at 2.00% and 1.00% at June 30, 2014 and December 31, 2013, respectively, payable at maturity	$ 13,755,000	$ 13,755,000
AMP Prairie State Energy Campus Project Revenue Bonds, Series 2008A	743,495,000	750,295,000
AMP Prairie State Energy Campus Project Revenue Bonds, Series 2009A	118,545,000	166,565,000
AMP Prairie State Energy Campus Project Revenue Bonds, Series 2009B	60,360,000	74,225,000
AMP Prairie State Energy Campus Project Revenue Bonds, Series 2009C	385,835,000	385,835,000
AMP Prairie State Energy Campus Project Revenue Bonds, Series 2010	300,000,000	300,000,000
Unamortized discount of Prairie State Campus Revenue Bonds	(9,264,786)	(10,166,248)
AMP Combined Hydroelectric Project Revenue Bonds, Series 2009A	24,425,000	24,425,000
AMP Combined Hydroelectric Project Revenue Bonds, Series 2009B	497,005,000	497,005,000
AMP Combined Hydroelectric Project Revenue Bonds, Series 2009C	122,405,000	122,405,000
AMP Combined Hydroelectric Project Revenue Bonds, Series 2009D	15,952,941	15,952,941
Unamortized discount on AMP Combined Hydroelectric Project Revenue Bonds, Series 2009D	(2,142,857)	(2,236,363)
Unamortized premium on AMP Combined Hydroelectric Project Revenue Bonds, Series 2009C	4,530,957	5,010,899
AMP Combined Hydroelectric Project Revenue Bonds, Series 2010A	152,995,000	152,995,000
Unamortized discount on AMP Combined Hydroelectric Project Revenue Bonds, Series 2010A	(645,815)	(667,712)
AMP Combined Hydroelectric Project Revenue Bonds, Series 2010B	1,109,995,000	1,109,995,000
AMP Combined Hydroelectric Project Revenue Bonds, Series 2010C	116,000,000	116,000,000
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010A	45,495,000	45,495,000
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010B	260,000,000	260,000,000
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010C	20,000,000	20,000,000
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010D	4,570,000	4,570,000
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010E	300,000,000	300,000,000
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2011A	55,035,000	55,035,000
Unamortized premium on Meldahl Hydroelectric Revenue Bonds, Series 2010	172,466	185,482
AMP Fremont Energy Center Project Revenue Bonds, Series 2012A	12,155,000	20,540,000
AMP Fremont Energy Center Project Revenue Bonds, Series 2012B	525,545,000	525,545,000
Unamortized premium on Fremont Energy Center Revenue Bonds, Series 2012	41,056,878	42,144,653
	4,917,274,784	4,994,908,652
Current portion	(45,054,412)	(44,134,412)
Noncurrent portion	$ 4,872,220,372	$ 4,950,774,240

4. Fair Value of Financial Instruments

As defined in the fair value measurements standard, fair value is the price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between willing market participants on the measurement date. This standard establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy defined by the fair value measurement standard are as follows:

Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those where transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. AMP's Level 1 assets primarily consist of equity securities, mutual funds and money market funds that are listed on active exchanges which are included in investments and trustee funds on the consolidated balance sheets. AMP does not have any liabilities that meet the definition of Level 1.

Level 2 Pricing inputs are either directly or indirectly observable in the market as of the reporting date, other than quoted prices in active markets included in Level 1. Level 2 includes those financial instruments that are valued using models or other valuation methodologies based on assumptions that are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. AMP's Level 2 assets consist primarily of debt securities. Liabilities in this category include AMP's interest rate and natural gas swaps. The swaps are included in other liabilities on AMP's consolidated balance sheets.

Level 3 Pricing inputs include inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. AMP's Level 3 assets consist of its investment in hedge funds, which are included in investments on the consolidated balance sheets.

AMP utilizes market data and assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. AMP primarily applies the market approach for recurring fair value measurements using the best information available. Accordingly, AMP maximizes the use of observable inputs and minimizes the use of unobservable inputs.

The following table presents the carrying amounts and fair values of AMP's trustee funds, term debt, term debt on behalf of members, and term debt on behalf of Central Virginia Electric Cooperative as of June 30, 2014 and December 31, 2013.

	June 30, 2014		December 31, 2013	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Assets				
Trustee funds, AMP	$ 1,099,544,949	$ 1,125,615,155	$ 1,334,671,058	$ 1,347,836,408
Trustee funds on behalf of members	417,875	417,875	1,080,616	1,080,616
Liabilities				
Fixed rate term debt, including current maturities, AMP	4,917,274,784	6,001,328,234	4,994,908,652	5,559,473,052
Fixed rate term debt, including current maturities, on behalf of members	12,881,000	12,881,000	16,538,000	16,543,923
Fixed rate term debt, including current maturities, on behalf of Central Virginia Electric Cooperative	23,625,000	23,625,000	24,479,167	24,479,167
Variable rate term debt, including current maturities, AMP and on behalf of members	1,474,000	1,474,000	1,969,000	1,969,000

The carrying amounts of cash, accounts receivable, accounts payable, the AMP project notes, the municipal project notes and the revolving credit loan approximate their fair value due to their short maturities. The carrying amount of the OMEGA JV6 Bonds approximate their fair value due to their variable rates of interest. The fair value of trustee funds is determined based on market observable inputs that include, but are not limited to, benchmark yields, reportable trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, and offers. The fair value of long-term debt reflect the present value of cash outflows relating to those obligations based on the current call price or the yield to maturity as deemed appropriate at the end of each respective year. The yields assumed were based on municipal bond ratings offered by organizations similar to AMP. The fair value of long-term debt is within Level 2 of the fair value hierarchy.

The estimated fair values of the natural gas swaps were determined using New York Mercantile Exchange ("NYMEX") futures settlement prices for delivery of natural gas at Henry Hub adjusted by the price of NYMEX ClearPort basis swaps, which reflect the difference between the price of natural gas at a given delivery basin and the Henry Hub pricing points.

The following tables set forth AMP's financial assets and financial liabilities that are accounted for on a recurring basis at fair value by level within the fair value hierarchy as of June 30, 2014 and December 31, 2013. As required by the fair value measurement standard, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. AMP'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.

	June 30, 2014			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Cash	$ 6,481,811	$ -	$ -	$ 6,481,811
Equity securities and mutual funds	487,394	-	-	487,394
Money market funds	7,925,107	-	-	7,925,107
Hedge funds	-	-	48,527	48,527
	$ 14,894,312	$ -	$ 48,527	$ 14,942,839
Liabilities				
Interest rate swaps	$ -	$ 62,103	$ -	$ 62,103
Natural gas swaps	-	6,872,961	-	6,872,961
	$ -	$ 6,935,064	$ -	$ 6,935,064

	December 31, 2013			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Equity securities and mutual funds	$ 487,349	$ -	$ -	$ 487,349
Money market funds	7,538,485	-	-	7,538,485
Debt securities	-	6,266,450	-	6,266,450
Hedge funds	-	-	55,659	55,659
	$ 8,025,834	$ 6,266,450	$ 55,659	$ 14,347,943
Liabilities				
Interest rate swaps	$ -	$ 272,908	$ -	$ 272,908
Natural gas swaps	-	18,386,802	-	18,386,802
	$ -	$ 18,659,710	$ -	$ 18,659,710

The determination of the above fair value measures takes into consideration various factors required under the fair value measurement standard. These factors include nonperformance risk, including counterparty credit risk and the impact of credit enhancements (such as cash deposits, LOCs and priority interests). The impact of nonperformance risk was immaterial in the fair value measurements.

The following table provides a reconciliation of changes in the fair value of hedge fund investments classified as Level 3 in the fair value hierarchy during the six-months ended June 30, 2014 and the year ended December 31, 2013:

Balance as of January 1, 2013	$	63,725
Unrealized gains (losses)		(8,066)
Balance as of December 31, 2013		55,659
Unrealized gains (losses)		(7,132)
Balance as of June 30, 2014	$	48,527

5. Regulatory Assets and Liabilities

In accordance with the FASB standard for accounting for regulated entities, AMP records regulatory assets (capitalized expenses to be recovered in rates in future periods) and regulatory liabilities (deferred revenues for rates collected for expenses not yet incurred). Regulatory assets include the deferral of depreciation expense associated with asset retirement costs, impairment charges related to coal inventories and emission allowances at the retired Gorsuch Project, the costs associated with the abandoned AMPGS Project, unrecognized actuarial losses associated with the pension and postretirement healthcare plans and other capital expenditures not yet recovered through rates approved by the AMP board of trustees. Regulatory liabilities include revenues collected and intended to fund future capital expenditures, emission allowances, and other differences between the rates collected from members and expense recognition. As the capital expenditures are depreciated and inventories are used, regulatory assets and liabilities are amortized to match revenues with the related expenditures. Regulatory liabilities or regulatory assets are also recognized for unrealized mark-to-market gains and losses on derivative instruments that are subject to the ratemaking process when realized.

Regulatory assets and liabilities consist of the following:

	June 30, 2014	December 31, 2013
Regulatory assets		
Asset retirement costs	$ 4,213,528	$ 4,087,078
Debt service costs	95,807,255	181,985,560
Abandoned construction costs	50,077,763	-
Projects on behalf of	3,916,033	3,524,594
Operating and maintenance expenditures	10,855,763	9,901,147
Fair value of derivative instruments	6,935,064	18,659,710
Rate stabilization programs	45,122,129	44,077,024
Pension plan and postretirement healthcare plan obligations	6,910,530	9,513,894
Interest rate lock expense	5,451,121	5,422,092
Closure of Gorsuch Project costs	11,962,210	11,102,698
Other	173,344	112,720
Total regulatory assets	241,424,740	288,386,517
Current portion	(4,492,633)	(3,939,809)
Noncurrent portion	$ 236,932,107	$ 284,446,708
Regulatory liabilities		
Capital improvement expenditures	$ 814,195	$ 826,907
Debt service costs	3,663,540	42,467,775
Operating and maintenance expenditures	3,052,650	4,641,386
Working capital expenditures	14,944,588	14,944,588
Rate stabilization programs	6,663,237	3,142,328
Gains on early termination of power purchase contracts	2,165,620	2,445,556
Other	1,405,675	1,122,619
Total regulatory liabilities	32,709,505	69,591,159
Current portion	(1,399,766)	(1,116,701)
Noncurrent portion	$ 31,309,739	$ 68,474,458

6. Employee Benefits

Pension Plan

AMP has a defined benefit pension plan (the “Pension Plan”) which covers substantially all former hourly employees of Gorsuch. Due to the closure of the Gorsuch plant in 2010, there are no active plan participants as of June 30, 2014. Benefits for eligible employees are based primarily on years of service and compensation rates. Assets held by the Pension Plan consist primarily of treasury notes and marketable securities. Effective December 1, 2013, AMP adopted a qualified, defined contribution retirement plan under code section 414(h)(2), commonly referred to as a Money Purchase Pension Plan. AMP employees hired after December 1, 2013 will be enrolled in this Money Purchase Pension Plan.

Postretirement Plan
AMP sponsors a postretirement benefit plan (the "Postretirement Plan") covering salaried and hourly employees at the Gorsuch Project who were hired before November 1, 2003. The Postretirement Plan provides prescription drug and medical, dental, and life insurance benefits. Benefits are available to employees who retire under provisions of the Postretirement Plan. In 2014, AMP settled all outstanding obligations associated with the Gorsuch Postretirement Plan by offering lump sum cash payments to retirees in lieu of the insurance coverage.

The following table sets forth the components of net periodic benefit cost, for the Pension Plan and Postretirement Plan at June 30, 2014 and 2013:

	Pension Plan	
	2014	**2013**
Components of net periodic benefit cost		
Interest cost	$ 219,844	$ 250,000
Expected return on plan assets	(220,342)	(600,000)
Recognized actuarial loss	250,000	245,000
Settlement loss	-	100,000
Net periodic benefit cost	$ 249,502	$ (5,000)

	Postretirement Plan	
	2014	**2013**
Components of net periodic benefit cost		
Interest cost	$ 62,298	$ 70,000
Amortization of transition obligation	-	39,300
Recognized actuarial loss	122,000	149,500
Settlement loss	369,515	-
Net periodic benefit cost	$ 553,813	$ 258,800

7. Commitments and Contingencies

Environmental Matters
AMP is subject to regulation by federal and state authorities with respect to air and water quality control and other environmental matters and is subject to zoning and other regulations by local authorities. AMP is considering, or has considered, compliance with the following regulations:

President's Climate Action Plan

Announced on June 25, 2013, the President's Climate Action Plan establishes for the United States Environmental Protection Agency ("USEPA") certain specific rulemaking requirements and a timetable relative to emission reductions of carbon dioxide ("CO2") and other greenhouse gases ("GHGs") from fossil-fueled power plants. USEPA proposed its rule to establish New Source Performance Standards ("NSPS") for CO2 for new fossil-fueled power plants on September 20, 2013 (it was officially published in the *Federal Register* on January 8, 2014). While AMP has no units that will be impacted by the "new" unit NSPS for GHGs, it is expected to influence future decisions about generation additions, as well as have possible implications for the agency's *existing* source rule (see below). Thus, in May 2014 AMP filed brief comments on the proposed new unit GHG NSPS rule.

Separately, the agency issued on June 2, 2014, separate proposed rules to reduce CO2 and other GHGs from (1) modified / reconstructed fossil-fueled power plants and (2) existing fossil-fueled power plants; final rules are required by June 1, 2015. AMP continues to review both proposed rules. While the proposed rule for modified / reconstructed units appears to closely reflect the proposed new unit rule, the individual states will have a far greater role in determining compliance under ("SIPs") in most cases by June 2016 (some extensions are permitted under limited circumstances). Thus, AMP is unable to estimate compliance options at this time. Comments on the proposed existing unit rule are due October 16, 2014; AMP will be filing comments at that time, and also provided preliminary comments on the possible scope and impacts of such a rule on existing units to USEPA on December 20, 2013.

RICE-NESHAP

USEPA originally proposed National Emission Standards for Hazardous Air Pollutants ("NESHAP") for certain reciprocating internal combustion engines ("RICE") units in February 2010. While the rule was finalized by the agency in August 2010, the rule has been under reconsideration, settlement discussions, and proposal since January 2011. On January 30, 2013, the final reconsidered rule was published in the *Federal Register*; litigation is proceeding on a number of issues. The RICE-NESHAP Rule establishes emission limits and work practice standards for compression-ignited diesel engines and spark-ignited engines at area and major sources nationwide. The diesel engines owned by AMP are affected by this rule and are in compliance.

On September 5, 2013, USEPA proposed an additional limited reconsideration of three specific sections of the final rule, including the provision that allows existing emergency engines to operate for up to 50 hours per year in nonemergency situations. Comments were submitted on November 4, 2013.

NAAQS for Various Pollutants

Every five years, USEPA is required to propose new National Ambient Air Quality Standards ("NAAQS") for various criteria pollutants. USEPA's NAAQS for ozone was to have been issued in 2010, having missed that and other subsequent deadlines, the Obama Administration withdrew the ozone NAAQS in September 2011. On July 23, 2013, the U.S. Court of Appeals upheld the 2008 primary standard for ozone (at 0.075 ppm) but remanded the 2008 secondary standard for ozone to USEPA for reconsideration. USEPA is now required to propose a new ozone NAAQS by December 1, 2014, and issue a final ozone NAAQS by October 1, 2015. Specific impacts to AMP facilities / operations are not known at this time. In addition, the USEPA proposed new NAAQS for fine particulate matter ("$PM_{2.5}$") in June 2012 and issued final NAAQS for PM on December 14, 2012, lowering the allowable annual limit from 15 micrograms per cubic meter to 12 micrograms per cubic meter.

Both the ozone and PM NAAQS can have significant impacts on general economic development throughout AMP's footprint states, based on the final standards. For example, many metropolitan or industrialized counties would be expected to become nonattainment areas under the new ozone and PM standards if the levels are set low enough. This could require substantial local reductions of nitrogen oxides, volatile organic compounds, sulfur dioxide, and particulate matter.

Cross State Air Pollution Rule (Related to the Clean Air Interstate Rule)
In addition to emission reductions required to achieve local compliance, additional reductions may be required to achieve compliance in down-wind neighboring states. On April 29, 2014, the Supreme Court upheld USEPA's methodology for allocating emissions among contributing "upwind" states but remanded the Cross State Air Pollution Rule ("CSAPR") rule back to the appeals court for further revision. In late June 2014, USEPA asked the appeals court to lift the stay that was imposed on the CSAPR rule prior to Supreme Court consideration, noting that CSAPR implementation should begin at the beginning of 2015. However, the Clean Air Interstate Rule ("CAIR") remains in place for allowance allocations.

New Source Performance Standards for Combustion Turbines
USEPA proposed NSPS for natural gas combustion turbines in June 2012. The agency took comments on the proposal until December 28, 2012. The proposed revised NSPS would cover combustion turbines located at power plants, pipeline compressor stations, chemical and manufacturing plants, oil fields, landfills, and institutional facilities. AMP filed comments noting that the proposed revisions could severely limit unit operation and add significant compliance costs. The timing of USEPA issuing final NSPS for combustion turbines is unknown at this time.

Start-up, Shut-down, and Malfunction Rule
Issued in February 2013, the proposed rule would require certain states to submit revised SIPs within 18 months of the issuance of a final rule. The proposed rule would impact existing AMP units that are currently shielded from penalties for excess emissions during periods of start-up, shut-down, or malfunction. The proposed rule targets SIPs of 36 states, including Delaware, Kentucky, Michigan, Ohio, Virginia, and West Virginia. Timing of a final rule is unknown at this time.

Effluent Limitation Guidelines
USEPA published its proposed rule on June 6, 2013, and is now required to issue its final rule by September 30, 2015 (per a revised consent decree). The rule would limit pollutants discharged in effluent to regulated waterways from steam-electric generating units (including combined cycle natural gas). AMP filed comments on September 19, 2013.

"Waters of the U.S."
In April 2014, EPA and the Army Corps of Engineers ("ACOE") jointly proposed a rule to redefine and "clarify" certain definitions and applicability of definitions to various "waters of the U.S.," a term used in the Clean Water Act ("CWA"). The proposed rule would greatly expand the scope of the CWA to a point where it might threaten a wide variety of development and construction activities, including electric system transmission and distribution lines. Comments on the proposed rule are due in October 2014; AMP expects to work with the American Public Power Association on comments.

Power Purchase Commitments

AMP's general practice is to enter into long-term power purchase contracts only when such contracts are supported by corresponding sales contracts to its members. All such contracts are considered normal pursuant to the FASB's guidance on derivative instruments. All such purchases are "covered" by corresponding power sales arrangements either with individual members or one of AMP's power pools.

AMP has certain power supply agreements that include provisions that would require collateral upon a decrease in AMP's credit rating below investment grade, or power prices below certain thresholds.

Other Commitments

In February 2011, AMP filed a complaint against Bechtel Power Corporation ("Bechtel") stemming from cancellation of the proposed American Municipal Power Generating Station ("AMPGS") project. In the complaint, AMP alleges breach of contract, gross negligence and breach of fiduciary duty on the part of Bechtel and seeks to recover, among other things, approximately $100 million of cost that AMP incurred with respect to the AMPGS project prior to its cancellation. Bechtel filed an answer denying any liability and a counterclaim seeking $383,566 from AMP related to a termination payment that Bechtel alleges it is entitled to as a result of AMP terminating the AMPGS project for convenience. All costs associated with the litigation, as well as Bechtel's counterclaim, are project costs recoverable from the project participants under their power sales agreement with AMP. On March 31, 2014, AMP received an adverse decision, denying in part and granting in part Bechtel's Motion for Summary Judgment.

On April 15, 2014, the AMP Board of Trustees voted to approve collection of $39,947,959 of stranded costs, related to the cancelled AMPGS coal project, from the AMPGS Participants pursuant to the AMPGS take-or-pay power sales contract, subject to the approval of the Participants. The costs would be collected over a 15 year term subject to the approval of the Participants. The Board also voted to have AMP repay $11,674,131 of AMPGS stranded costs from service fee and other member related revenues over the same term. On April 16, the AMPGS Participants voted to approve these collections from Participants and Members, respectively, over that 15 year term. The Board and the Participants also voted to authorize AMP's General Counsel to continue legal action related to the cancellation of the project.

In January 2013, the staff of the Division of Enforcement of the Securities and Exchange Commission ("SEC") issued a subpoena to AMP seeking information and documents relating to the Prairie State Energy Campus. AMP is fully cooperating with the SEC's investigation which is nonpublic in nature. Based upon current information, AMP believes that investigation will likely be resolved without a material adverse effect on its financial condition.

On January 1, 2014 AMP entered into a membership agreement with The Energy Authority ("TEA"). This membership agreement stated that AMP will contribute $10,700,000. As a condition of membership, AMP is subject to TEA operations and settlement procedures as AMP receives services from TEA for dispatch services and natural gas management. AMP is also subject to guaranty agreements where if TEA is unable to deliver capacity, energy or gas obligations, AMP is obligated to pay that amount to relevant counterparties the extent of the guaranty limit, which is $28,928,571 for capacity and energy and $6,800,000 for natural gas.

AMP is a party to various legal actions and complaints arising in the ordinary course of business. AMP does not believe that the ultimate resolution of such matters will have a material adverse effect on AMP's financial position or results of operations.

8. Subsequent Events

Redemptions of the 2011A Meldahl Bonds

The 2011A Bonds maturing on February 15, 2050 in the outstanding principal amount of $55,035,000 were subject to optional redemption on or prior to August 15, 2014. AMP determined that the 2011A Bonds would be redeemed on August 1, 2014 at the redemption price of 100% of the principal amount thereof, plus accrued interest to that date. The bonds were redeemed from monies credited to a draw on the facility.

The Company has evaluated subsequent events through August 21, 2014 as this was the date the interim consolidated financial statement were available to be issued.

Consolidated Supplementary Information

pwc

Independent Auditor's Report on Supplementary Information

To the Board of Trustees and Members of
American Municipal Power, Inc.

We have reviewed the consolidated interim financial statements of American Municipal Power, Inc. and its subsidiaries as of June 30, 2014 and for the six months then ended and our report thereon appears on page one of this document. That review was conducted for the purpose of identifying any material modifications that should be made to the consolidated interim financial information for it to be in accordance with accounting principles generally accepted in the United States of America. The consolidating balance sheet at June 30, 2014 and the consolidating statements of revenues and expenses and of cash flows for the six months ended June 30, 2014 are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. The information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The consolidating interim information has been subjected to the review procedures applied in the review of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole.

PricewaterhouseCoopers LLP

August 21, 2014

American Municipal Power, Inc.
Consolidating Balance Sheet
June 30, 2014 (unaudited)

	AMP*	PSEC	AFEC	Eliminating	Total
Assets					
Utility plant					
Electric plant in service	$ 35,115,941	$ 1,363,413,632	$ 540,955,435	$ -	$ 1,939,485,008
Accumulated depreciation	(16,578,163)	(71,144,104)	(39,939,431)	-	(127,661,698)
Total utility plant	18,537,778	1,292,269,528	501,016,004	-	1,811,823,310
Nonutility property and equipment					
Nonutility property and equipment	24,404,445	-	-	-	24,404,445
Accumulated depreciation	(11,148,167)	-	-	-	(11,148,167)
Total nonutility property and equipment	13,256,278	-	-	-	13,256,278
Construction work-in-process	1,901,065,048	14,839,911	6,372,250	-	1,922,277,209
Plant held for future use	34,881,075	-	-	-	34,881,075
Coal reserves	-	25,216,822	-	-	25,216,822
Trustee funds and other assets					
Trustee funds	596,808,242	143,720,818	40,106,897	-	780,635,957
Financing receivables - members	17,365,745	-	-	-	17,365,745
Notes receivable	55,804,546	-	-	-	55,804,546
Regulatory assets	105,193,421	97,081,423	34,657,263	-	236,932,107
Prepaid pension costs	1,709,519	-	-	-	1,709,519
Investment in TEA	10,211,442	-	-	-	10,211,442
Intangible and other assets	26,810,376	18,488,108	30,969,032	-	76,267,516
Total trustee funds and other assets	813,903,291	259,290,349	105,733,192	-	1,178,926,832
Current assets					
Cash and cash equivalents	30,321,632	7,654,197	14,711,955	-	52,687,784
Cash and cash equivalents - restricted	25,371,301	-	-	-	25,371,301
Trustee funds	268,508,215	36,757,435	14,061,217	-	319,326,867
Investments	14,942,839	-	-	-	14,942,839
Collateral postings	9,289,315	13,000,000	-	-	22,289,315
Accounts receivable	60,839,156	9,758,776	11,496,335	(1,242,618)	80,851,649
Interest receivable	23,733,323	6,077,073	184	-	29,810,580
Financing receivables - members	16,417,027	-	-	-	16,417,027
Notes receivable	9,877,843	-	-	-	9,877,843
Inventories	63,458	8,875,683	-	-	8,939,141
Regulatory assets	3,916,033	-	576,600	-	4,492,633
Prepaid expenses and other assets	3,054,659	1,194,504	631,597	-	4,880,760
Total current assets	466,334,801	83,317,668	41,477,888	(1,242,618)	589,887,739
Total assets	$ 3,247,978,271	$ 1,674,934,278	$ 654,599,334	$ (1,242,618)	$ 5,576,269,265

* This column represents all consolidated AMP entities except for AFEC and PSEC.

American Municipal Power, Inc.
Consolidating Balance Sheet
June 30, 2014 (unaudited)

	AMP*	PSEC	AFEC	Eliminating	Total
Equities and Liabilities					
Member and patron equities					
Contributed capital	$ 806,248	$ -	$ -	$ -	$ 806,248
Patronage capital	60,013,758	-	-	-	60,013,758
Total member and patron equities	60,820,006	-	-	-	60,820,006
Long-term debt					
Term debt	2,724,463,280	1,577,475,214	570,281,878	-	4,872,220,372
Term debt on behalf of members	480,000	-	-	-	480,000
Term debt on behalf of Central Virginia Electric Cooperative	-	-	22,770,833	-	22,770,833
Revolving credit loan	248,648,875	16,351,125	-	-	265,000,000
Total long-term debt	2,973,592,155	1,593,826,339	593,052,711	-	5,160,471,205
Current liabilities					
Accounts payable	100,236,416	15,481,224	9,176,286	(1,242,618)	123,651,308
Accrued postretirement benefits	2,400	-	-	-	2,400
Accrued interest	71,224,245	33,607,653	10,029,146	-	114,861,044
Term debt	15,084,412	21,495,000	8,475,000	-	45,054,412
Term debt on behalf of members	13,875,000	-	-	-	13,875,000
Term debt on behalf of Central Virginia Electric Cooperative	-	-	854,167	-	854,167
Regulatory liabilities	1,056,216	-	343,550	-	1,399,766
Other liabilities	1,182,212	4,960,676	2,461,444	-	8,604,332
Total current liabilities	202,660,901	75,544,553	31,339,593	(1,242,618)	308,302,429
Other noncurrent liabilities					
Accrued postretirement benefits	97,600	-	-	-	97,600
Deferred gain on sale of real estate	1,276,789	-	-	-	1,276,789
Other liabilities	44,349	-	6,296,361	-	6,340,710
Asset retirement obligations	2,894,622	4,654,476	101,689	-	7,650,787
Regulatory liabilities	6,591,849	908,910	23,808,980	-	31,309,739
Total other noncurrent liabilities	10,905,209	5,563,386	30,207,030	-	46,675,625
Total liabilities	3,187,158,265	1,674,934,278	654,599,334	(1,242,618)	5,515,449,259
Total equities and liabilities	$ 3,247,978,271	$ 1,674,934,278	$ 654,599,334	$ (1,242,618)	$ 5,576,269,265

* This column represents all consolidated AMP entities except for AFEC and PSEC

American Municipal Power, Inc.
Consolidating Statement of Revenues and Expenses
Six Months Ended June 30, 2014 (unaudited)

	AMP*	PSEC	AFEC	Eliminating	Total
Revenues					
Electric revenue	$ 296,451,667	$ 115,263,211	$ 87,776,950	$ (1,895,624)	$ 497,596,204
Service fees	5,269,221	-	-	-	5,269,221
Programs and other	10,480,545	-	-	-	10,480,545
Total revenues	312,201,433	115,263,211	87,776,950	(1,895,624)	513,345,970
Operating expenses					
Purchased electric power	292,614,417	21,354,314	(4,271,994)	-	309,696,737
Production	2,719,653	21,972,505	15,891,108	(1,824,633)	38,758,633
Fuel	119,665	12,583,489	54,847,703	-	67,550,857
Depreciation and amortization	2,393,985	18,431,507	8,393,663	-	29,219,155
Administrative and general	2,833,004	2,056,533	-	(70,991)	4,818,546
Property and real estate taxes	268,366	42,843	992,535	-	1,303,744
Programs and other	9,767,215	-	-	-	9,767,215
Total operating expenses	310,716,305	76,441,191	75,853,015	(1,895,624)	461,114,887
Operating margin	1,485,128	38,822,020	11,923,935	-	52,231,083
Nonoperating revenues (expenses)					
Interest expense	(514,324)	(47,947,754)	(12,416,475)	-	(60,878,553)
Interest income, subsidy	-	6,764,337	-	-	6,764,337
Interest income, other	674,492	1,718,488	27,619	-	2,420,599
Other, net	(43,940)	642,909	464,921	-	1,063,890
Total nonoperating (expenses) revenue	116,228	(38,822,020)	(11,923,935)	-	(50,629,727)
Net margin	$ 1,601,356	$ -	$ -	$ -	$ 1,601,356

* This column represents all consolidated AMP entities except for AFEC and PSEC

American Municipal Power, Inc.
Consolidating Statement of Cash Flows
Six Months Ended June 30, 2014 (unaudited)

	AMP	PSEC	AFEC	Eliminating	Total
Cash flows from operating activities					
Net margin	$ 1,601,356	$ -	$ -	$ -	$ 1,601,356
Adjustments to reconcile net margin to net cash provided by operating activities					
Depreciation and amortization	2,394,053	18,138,164	8,393,663	-	28,925,880
Depletion of coal reserves	-	289,854	-	-	289,854
Amortization of deferred financing costs	1,797,996	436,883	151,962	-	2,386,841
Amortization of bond premium, net of amortization of bond discount	(377,555)	901,462	(1,087,775)	-	(563,868)
Accretion of interest on asset retirement obligations	14,985	59,119	1,537	-	75,641
Unrealized gain on investments	(594,896)	(642,909)	(462,166)	-	(1,699,971)
Changes in assets and liabilities					
Collateral deposits	(2,250,336)	(2,000,000)	-	-	(4,250,336)
Accounts receivable	1,130,907	(2,435,238)	(2,230,012)	646,203	(2,888,140)
Interest receivable	-	(60)	-	-	(60)
Inventories	(6,576)	(80,016)	-	-	(86,592)
Regulatory assets and liabilities, net	8,552,674	(17,599,420)	(1,467,560)	-	(10,514,306)
Prepaid expenses and other assets	317,239	1,672,542	741,802	-	2,731,583
Accounts payable	793,408	6,275,380	4,748,389	(646,203)	11,170,974
Accrued postretirement benefits	(5,040,894)	-	-	-	(5,040,894)
Accrued interest	24,496	(836,054)	(39,988)	-	(851,546)
Asset retirement obligations	(35,071)	(59,119)	-	-	(94,190)
Other liabilities	(383,556)	(1,292,461)	(997,750)	-	(2,673,767)
Cash provided by operating activities	7,938,230	2,828,127	7,752,102	-	18,518,459
Cash flows from investing activities					
Purchase of utility property and equipment	(1)	(1,680,177)	-	-	(1,680,178)
Purchase of nonutility property and equipment	(253,339)	-	-	-	(253,339)
Proceeds from insurance claim	-	1,628,200	-	-	1,628,200
Purchase of construction work-in-progress	(176,010,953)	(6,364,301)	(1,706,666)	-	(184,081,920)
Proceeds from sale of investments	546,152,467	161,642,022	7,457,983	-	715,252,472
Purchase of investments	(378,684,601)	(96,812,365)	(2,861,581)	-	(478,358,547)
Loans made to related parties	(66,685,783)	-	-	-	(66,685,783)
Proceeds due to payments on loans made to related parties	4,078,394	-	-	-	4,078,394
Investment in TEA	(10,211,442)	-	-	-	(10,211,442)
Restricted cash and cash equivalents	15,290,780	-	-	-	15,290,780
Cash (used in) provided by investing activities	(66,324,478)	58,413,379	2,889,736	-	(5,021,363)
Cash flows from financing activities					
Proceeds from revolving credit loan	206,517,454	64,482,546	-	-	271,000,000
Payments on revolving credit loan	(137,817,823)	(58,182,177)	-	-	(196,000,000)
Principal payments on term debt	-	(68,685,000)	(8,385,000)	-	(77,070,000)
Principal payments on term debt on behalf of members	(8,485,000)	-	-	-	(8,485,000)
Proceeds from issuance of term debt on behalf of members	4,333,000	-	-	-	4,333,000
Principal payments on term debt on behalf of Central Virginia Electric Cooperative	-	-	(854,167)	-	(854,167)
Proceeds from financing receivables - members	5,038,862	-	-	-	5,038,862
Funding of financing receivables - members	(3,440,395)	-	-	-	(3,440,395)
Cash provided by (used in) financing activities	66,146,098	(62,384,631)	(9,239,167)	-	(5,477,700)
Net change in cash and cash equivalents	7,759,850	(1,143,125)	1,402,671	-	8,019,396
Cash and cash equivalents					
Beginning of year	22,561,782	8,797,322	13,309,284	-	44,668,388
End of year	$ 30,321,632	$ 7,654,197	$ 14,711,955	$ -	$ 52,687,784

* This column represents all consolidated AMP entities except for AFEC and PSEC