

EXHIBIT B

**Rules and Protocols for
Participation by Associated
Bidders in Auctions Under
Ohio Power Company's
("AEP Ohio's") CBP**

December 21, 2012

1. INTRODUCTION

As outlined in the Bidding Rules for the auctions under Ohio Power Company ("AEP Ohio") Competitive Bidding Process ("CBP"), the competitiveness of an auction may be compromised by the coordinated or collusive behavior that bidding associations may facilitate. As a result, the Auction Manager has developed standards that apply when associated parties apply to participate in an auction. The following sections outline the specific protocols that will be followed when associated entities submit Part 1 and/or Part 2 Applications to participate in an auction under AEP Ohio's CBP.

2. PROCEDURE

Potential associations among Qualified Bidders may come to the attention of the Auction Manager at different points in the application process. In order to improve the process efficiency and minimize the risk of disclosure of potentially confidential information, the Auction Manager will approach each case as described below.

2.1. Following the Receipt of the Part 1 Applications

Potential associations among applicants may become apparent after the Part 1 Application but before Qualified Bidders are required to disclose such associations as part of the Part 2 Application. The Auction Manager will take no action related to potential associations until each party submits their completed Part 1 Application. In cases where there is an apparent relationship among applicants, the Auction Manager will initiate a request for additional information regarding the relationship among the potentially associated parties, the structure of their organization, and the independence of the respective bidding teams.

In such cases, the Auction Manager will notify representatives of AEP Ohio, Commission Staff, and the Commission Consultant that there is a potential association among applicants.

In addition, the Auction Manager reserves the right to request additional information from each party at the Part 2 Application stage including, but not necessarily limited to:

- a. Information on how the entity maintains its independence from the associated party including any available supporting documentation such as a Corporate Separation Agreements, Codes of Conduct, and/or organization charts;
- b. A list of individuals within the organization who have played or will play a material role in the auction;
- c. Information regarding the nature of any work done in conjunction with or on behalf of the associated party;
- d. Information describing the organizational structure of the associate(s), identifying common management and oversight among the associated entities as well as the management involved in or responsible for bid approval;

- e. The internal process or protocol related to determining indicative offers submitted as part of the Part 2 Application; and,
- f. Disclosure of whether the entity is bidding on behalf of itself or acting as an agent for other entities.

Any responses to the above will be treated as confidential if labeled as such.

2.2. Following the Receipt of the Part 2 Applications

In some cases, the potential relationship among Qualified Bidders will not be known to the Auction Manager until the Qualified Bidders submit final certifications along with their Part 2 Applications. In such cases, the Auction Manager will initiate the steps outlined above in Section 2.1 upon receipt of the completed Part 2 Applications.

After the Auction Manager has requested and received additional information from each bidder, the Auction Manager will determine, in consultation with Commission Staff and the Commission Consultant:

- a. Whether each of the associated bidders will be allowed to independently participate in the auction; and
- b. Any restrictions that may be applied as a result of the participation by associated bidders.

Any restrictions will be based on the information provided by the associated bidders as part of the Part 1 Application, the Part 2 Application, and the additional information that was provided at the request of the Auction Manager.

3. REMEDIES AND ACTIONS RELATED TO PARTICIPATION BY ASSOCIATED BIDDERS

This section summarizes the potential restrictions that will be considered by the Auction Manager, in consultation with Commission Staff, and the Commission Consultant, in relationship to associated participation. Restrictions on participation may include, but may not be limited to, the following:

- a. Indicative offers may be restricted such that any applicable load cap or credit based tranche cap may apply across the associated bidders;
- b. Pre-bid security or collateral requirements may be altered for the associated bidders to ensure that associates do not gain a competitive advantage over other bidders; and,
- c. In some cases, one or more associated bidders may not be allowed to participate in the auction.

4. HANDLING OF CONFIDENTIAL INFORMATION

In order to execute the process of gathering information on associated entities and executing the remedies outlined in Section 3, there may be situations that require the Auction Manager to

share, directly, certain confidential information among the associated parties, AEP Ohio, the Commission and its staff and/or the Commission Consultant.

In addition, as part of the remedies outlined in Section 3, an associated party may gain access to or be able to ascertain certain confidential information of the other associated entities. While access to such information is counter to certain certifications in the Part 2 Application, access to such information acquired through the data gathering and remedies related to associated bidders will not be considered a violation of the Bidding Rules.¹

Confidential information includes but may not be limited to the initial eligibility for each associated bidder based on indicative bids submitted with the Part 2 Application. The Auction Manager will make all efforts to minimize the disclosure of any such confidential information.

¹ A bidder is required in the Part 2 Application to certify that it does not have any knowledge of Confidential Information relative to the bidding strategy of any other Qualified Bidder.