

EXHIBIT D

**Communications Protocols for
Ohio Power Company (“AEP Ohio”)
Competitive Bidding Process Auctions**

December 21, 2012

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1. INTRODUCTION

These Communications Protocols apply to the competitive bidding process (“CBP”) auctions for Ohio Power Company (“AEP Ohio”) to procure supply for the hourly energy requirements of its retail customers that take retail generation service from AEP Ohio (“SSO customers”).

The Communications Protocols in this document are intended to promote a fair, open, transparent, objective, and non-discriminatory process for the auctions under the CBP to procure slice-of-system, energy-only products for SSO customers. These protocols also intend to protect proprietary information of participants and information that, should it be released, would be detrimental to the outcome of the auction or future competitive bidding processes.

Terms that are not defined herein are either defined in the CBP Rules or in the Master Energy Supply Agreement.

These protocols elaborate upon the means by which confidentiality is to be maintained through adherence to the procedures in this document. Should the Auction Manager recognize that additional procedures are required, the Auction Manager will establish such additional procedures in keeping with the principles provided in this document and inform AEP Ohio, the Public Utilities Commission of Ohio (“Commission”) and Commission Staff, the Commission Consultant, and bidders in a timely manner.

This document is organized as follows:

- Section 2 summarizes the objectives of this document and provides general procedures.
- Section 3 describes protocols regarding communications between AEP Ohio and bidders, including any affiliates of AEP Ohio.
- Section 4 summarizes information that may be communicated with the general public, including the media, and the means by which that information is disseminated.
- Section 5 addresses bidder Communications Protocols, including communications among bidders and between the Auction Manager and bidders.
- Section 6 summarizes Communications Protocols with the Commission, including communications between the Commission and the Auction Manager, between the Commission and AEP Ohio and disclosure of confidential information.
- Appendix A is an acknowledgment confidentiality agreement to be signed by any party other than bidders who may have access to confidential information about the auction process.

2. GENERAL OBJECTIVES AND PROCEDURES

2.1 Objectives

This document and the procedures it describes promote four main objectives:

- The first objective is to establish a fair and equitable process for all bidders by ensuring all bidders have equal access to the same information necessary to evaluate the bidding opportunity and to prepare their bids in a timely manner.
- The second objective is to take all reasonable precautions that any information generated by the auction process that could harm the competitive position of bidders or AEP Ohio, if released, is kept confidential.
- The third objective is to take all reasonable precautions that confidential information is provided only to those persons to whom it is deemed necessary for the conduct and management of the auction process.
- The fourth objective is to ensure that information that, if released, could harm the competitiveness of future competitive bidding processes, is kept confidential from all entities, including bidders.

These objectives will be accomplished by following two guiding principles. The first is that there will be one communication point for bidders: all communications to prospective and actual bidders will be through the Auction Manager. The second guiding principle is that the Auction Manager will distribute and disseminate information equally and fairly to all potential and actual bidders. These two guiding principles facilitate equal access to the same information for all bidders. Only the Auction Manager responds to inquiries from bidders and information is disseminated to all bidders by or under the supervision of the Auction Manager.

The Auction Manager will also put in place procedures to protect information generated by the implementation of the auction that could harm the competitive position of bidders if released.

2.2 Public and Confidential Information

These protocols specifically identify public information. Any information that is not specifically identified as public information is non-public, or “confidential” information. These Communication Protocols provide the procedures for the treatment and communication of confidential information for AEP Ohio, the Auction Manager, the Commission, and the Commission Consultant. Bidders also have obligations to keep from disclosing certain information. While these are discussed briefly in these protocols, the bidders’ obligations are provided in detail in the CBP Rules. Bidders accept and acknowledge their obligations in the Part 1 Application and the Part 2 Application.

Public Information is defined as any information to which all parties concerned with the auction process (i.e., potential and actual bidders, AEP Ohio, Commission, Commission Consultant, the public, and the media) can have access. Public information includes:

- FAQs;
- CBP Rules;
- Announcements;
- AEP Ohio’s filings and all other documents for participation in the auctions;
- Any documents prepared by the Auction Manager that summarize AEP Ohio’s filing or Commission Order;
- Calendar;
- Master Energy Supply Agreement;
- Standard form of the credit documents and acceptable modifications to the standard forms;
- Application Forms (blank);
- Contents of the Data Room;
- Information provided at bidder information sessions;
- Comments submitted during the stakeholder process;
- Tranche target, minimum and maximum starting prices, load caps, credit-based tranche caps;
- Seasonal Billing Factors;

- Any information that the Commission has publicly released or that the Commission requests be released by the Auction Manager or by the Commission Consultant; and
- Any information that a bidder makes public, consistent with the CBP Rules and the bidder's undertakings under the Part 1 and Part 2 Application process, regarding its own participation in the auction.

Items that are not on this list and items that are not specifically identified in the CBP Rules or in these Communications Protocols as confidential are to be considered confidential unless the Auction Manager determines that the information may be made public without impairing the integrity of current or future competitive bidding processes, without impairing the ability of AEP Ohio to hold future competitive bidding processes, and without harming consumers or bidders. Public information is posted to the CBP website, the PJM website, AEP Ohio's websites, or the Commission website.

Parties to these protocols may discuss this public information with others and/or refer others to the CBP website. However, any question from potential bidders, even if the question concerns public information, must be referred to the Auction Manager in keeping with the guiding principle that the Auction Manager serves as the single point of contact for bidders.

The treatment and restrictions on the communication of confidential information is discussed in the remainder of these protocols. Examples of confidential information include:

- The identity of a party asking question regarding the auctions;
- All information provided on bidder applications;
- Aggregate and individual bidder eligibility;
- Starting price;
- Round results and bids by round, as well as any other auction results derived therefrom;
- The status of the auction;
- The status of participation of any bidder; and
- Information provided by bidders to the Auction Manager exclusive of such information available from publicly available documents.

2.3 Access to Confidential Information

Under these protocols, an individual who is involved with the conduct and management of the auction process and who will have access to confidential information:

- is provided with a copy of these protocols;
- signs the acknowledgment and confidentiality agreement (“Acknowledgment”) attached to these protocols; and
- returns the signed Acknowledgment to the Auction Manager.

A signatory of the Acknowledgment may only discuss confidential information under these Communications Protocols with another signatory of the Acknowledgment. The Auction Manager Team maintains the list of signatories of the Acknowledgment. The Auction Manager provides the list of signatories to each of the signatories on a weekly basis until the minimum and maximum starting prices are announced. Thereafter, the Auction Manager provides the list of signatories to each of the signatories if the list changes.

3. AEP OHIO AND AFFILIATES

3.1 Internal Communications

AEP Ohio will designate individuals who are involved with the conduct and management of the auction process and who will have access to confidential information. These individuals will receive the Communications Protocols and sign the Acknowledgment. These individuals, directly or indirectly, will not have communication with, or exchange information with, individuals who may be involved with applying to or bidding in the auction process where such communication or information is related directly or indirectly to this auction process. In these protocols, "AEP Ohio" means the group of individuals designated by AEP Ohio as those involved with the conduct and management of the auction process and who will have access to confidential information.

3.2 Communications with bidders

AEP Ohio will not communicate with bidders prior to acceptance of the results by the Commission. When the Auction Manager informs AEP Ohio about the price and tranches of the winning bids and the identity of winning bidders, representatives from AEP Ohio then will communicate with the winning bidders in order to execute the necessary documents.

If a bidder attempts to contact AEP Ohio prior to acceptance of the results by the Commission regarding the auction process by phone call, email, fax, or other means, AEP Ohio will direct the bidder to the CBP website and/or to the Auction Manager.

3.3 Part 1 Application Process

For the Part 1 Application process, the Auction Manager will provide the names of applicants to AEP Ohio as well as the names of the entities on whose financial standing the applicants rely. The Auction Manager will also provide financial and credit information provided in the Part 1 Application. AEP Ohio's credit department will confirm the applicants' unsecured credit line under the Master Energy Supply Agreement and confirm the applicants' credit requirements in the Part 2 Application process. The Auction Manager will provide to AEP Ohio the list of Qualified Bidders.

3.4 Part 2 Application Process

For the Part 2 Application process, the Auction Manager will provide to AEP Ohio the names of

the Qualified Bidders that chose to submit a Part 2 Application as well as aggregate and anonymous information regarding the indicative offers. The Auction Manager will provide to AEP Ohio's credit department a copy of the credit instruments and documentation submitted in the Part 2 Application with the amount and the identity of the bidder redacted. The Auction Manager will provide to AEP Ohio the list of Registered Bidders and the aggregate initial eligibility in the auction.

3.5 Auction and Post Auction

The Auction Manager will provide to AEP Ohio access to the following information during the auction:

- Going prices and range of excess supply in each round;
- Extraordinary events during the auction;
- The round in progress at any point in time;
- Messages from the Auction Manager; and
- The auction clearing price.

This information is also seen by all bidders in the auction. In addition, the Auction Manager communicates with AEP Ohio when its assistance is needed in responding to critical bidder questions or when there are problems with the auction.

Any paper copies of the bidding results will be secured in the Auction Manager's office.

AEP Ohio will receive the Commission Consultant's report, if one is produced, redacted only for confidential information to which AEP Ohio does not otherwise have access, so that AEP Ohio may provide comments to ensure accuracy.

Upon acceptance of the results by the Commission, the Auction Manager will notify AEP Ohio of the identity of the winning bidders and the number of tranches won by each winning bidder. The Auction Manager will confirm the auction clearing price and provide contact information for the winning bidders so as to enable AEP Ohio to contact the winning bidders to execute necessary documents.

4. GENERAL PUBLIC AND MEDIA

While bidding is in progress, there shall be no communication with the media or the public other than notification when the bidding begins. After the auction is completed, results are accepted by the Commission, and bidders have been notified, all media inquiries will be forwarded to AEP Ohio.

4.1 The CBP Website

The central source of information made available publicly and to bidders is the CBP website. The Auction Manager will manage the information flow on the CBP website and will be designated on the CBP website as the point of contact for any questions or inquiries from parties. Any party will have access to the public sections of the CBP website. The CBP website also may have a restricted, non-public section that will be accessible only to Registered Bidders.

4.2 Subscribers

If a party wishes to receive notices and updates regarding public information and new postings to the CBP website, then the party can register through the CBP website to become a Subscriber.

The Auction Manager will send any announcements regarding the auction process to Subscribers. The method of such communication will be via email using the bcc email field so identification of Subscribers is not disclosed to other Subscribers. Further, the announcements will be posted to the CBP website.

4.3 Media

AEP Ohio and/or the Auction Manager may issue one or more notices or may place ads in the trade press with the intent to disseminate information about the auction in an efficient, fair, and timely manner. Such notices or ads would be for the purpose of outreach to suppliers that may become potential bidders in the CBP.

Inquiries from the media to the Auction Manager will be directed to AEP Ohio. AEP Ohio may grant interviews to the press or respond to press inquiries. The interviews and responses to press inquiries are limited to public information regarding the auctions. AEP Ohio may require that the Auction Manager, who is to provide support in promotion efforts, participate in interviews and press inquiries. AEP Ohio has complete discretion to provide their customers and security analysts with public information regarding the auctions.

4.4 General Public

Inquiries from the general public to the Auction Manager will be directed to the CBP website.

Direct questions from parties not directly participating in the auction process, such as the general public, customers, utilities in other jurisdiction, etc. will be answered by the Auction Manager on a best-effort basis. Questions from potential bidders will always be answered first. The Auction Manager has the discretion not to publish a question and answer on the FAQ section of the CBP website if the Auction Manager determines that the question does not provide material information and is not of interest to bidders.

5. BIDDERS

5.1 Communications Among Bidders

Under the CBP Rules, bidders are prohibited from communicating with each other in ways that would compromise the integrity and competitiveness of the auction. Sanctions will be applied if these rules are violated.

5.2 Communications between the Auction Manager and Bidders

The central source of information for bidders is the CBP website. The website will facilitate making information available equally to bidders in a timely manner.

Bidders will automatically be considered Subscribers and receive ongoing information about the auction process. As discussed above, once registered through the CBP website, Subscribers will receive notifications from the Auction Manager providing updates to the auction process and to the CBP website.

If the Auction Manager receives an inquiry from a bidder, the Auction Manager will respond to the bidder via email. The Auction Manager will post the question and answer on the CBP website without revealing the identity of the questioner, ensuring that the information will be made available equally to all bidders in a timely manner. The Auction Manager has the discretion not to publish a question and answer on the FAQ section of the CBP website if the Auction Manager determines that the question does not provide material information or is not of interest to bidders.

In addition to posting information to the CBP website, the Auction Manager may contact bidders directly in order to seek or provide information about the auction in a way that does not advantage any bidder.

5.3 Frequently Asked Questions

Among other information and resources on the CBP website, there will be an “FAQ” (frequently asked questions) section with posted questions and answers. As responses are provided to inquiries, they will be converted into an FAQ and posted to the CBP website without revealing the identity of the party posing the inquiry. Questions and responses from bidder information session will also be posted to the FAQ section of the CBP website.

When an inquiry is received, the Auction Manager drafts a response whenever possible. The Auction Manager forwards the inquiry and draft response to AEP Ohio, without revealing the identity of the questioner. The Auction Manager and AEP Ohio will agree on procedures to endeavor to provide a response to bidder inquiries within two (2) business days of receipt of the inquiry by the Auction Manager.

5.4 Auction

During the auction, the Auction Manager, the Commission, the Commission Consultant may monitor the bidding onsite at the Auction Manager's office.

The Auction Manager will ensure the bids submitted by bidders conform to the rules of the auction.

The CBP Rules will be applied to determine which bids, if any, are winning bids.

5.5 Limitations on Disclosures by Bidders

As specified in the CBP Rules, bidders shall not disclose that they are participating in the auction process and winning bidders shall not disclose that they have won any tranches in an auction until the Commission publicly reports the results of the auction. Such limitation on public disclosure by bidders is waived if disclosure is required by law.

6. PUBLIC UTILITIES COMMISSION OF OHIO

6.1 Commission Staff and Commission Consultant

The Commission may identify individuals from Commission Staff and from the Commission Consultant who will be onsite at the offices of the Auction Manager during the auction or who generally will oversee the conduct and management of the auction process. These individuals will have access to confidential information. These individuals will receive the Communications Protocols and sign the Acknowledgment.

6.2 Communications with the Auction Manager

During the auction, the identity of bidders, prices, and the number of tranches bid by each bidder will be kept confidential. This information will be released on a round-by-round basis to the individuals from the Commission Staff and Commission Consultant present at the Auction Manager's office.

6.3 Communications with AEP Ohio

The Commission may communicate with AEP Ohio regarding the auction process.

6.4 Communications with bidders

The Commission and the Commission Consultant will not communicate with bidders about the auction process prior to the close of the auction. If a bidder attempts to contact the Commission or the Commission Consultant by phone, email, fax, or other means, the Commission or the Commission Consultant will direct the bidder to the CBP website and/or to the Auction Manager.

6.5 Information on Auction Participation

The Auction Manager will provide to the Commission and the Commission Consultant the list of Qualified Bidders, the list of Registered Bidders, and the aggregate initial eligibility in the auction. The Auction Manager may also provide additional information regarding the indicative offers. In order to maintain confidential and proprietary information provided by bidders as part of the auction process, the identity of bidders that were successful in the Part 1 and/or Part 2 Application process and the indicative offers will be kept confidential unless released publicly by

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the Commission. The Commission may elect to keep these data confidential at its sole discretion.

6.6 Auction and Post-Auction

Actual round-by-round bids by bidders will be kept confidential pursuant to the confidentiality provisions of the CBP Rules and the Master Energy Supply Agreement for as long as AEP Ohio continues to procure energy for SSO customers through this competitive bidding process.

Shortly after the close of the auction, the Auction Manager will provide the identity of the winning bidders and the number of tranches won by each winning bidder to the Commission and Commission Consultant.

The Commission may receive from the Commission Consultant a post-auction report. The Auction Manager shall review the Commission Consultant's post-auction report in un-redacted, draft form in order to provide comments prior to the final version. The Auction Manager prepares a report on the auction results for the Commission. The Auction Manager advises the winning bidders in the auction when the report has been transmitted to the Commission.

Upon acceptance of the results, the Auction Manager will notify each winning bidder of how many tranches the bidder has won and the Auction Manager will confirm the auction clearing price. The Auction Manager also will notify the unsuccessful bidders that they have not won any tranches.

7. APPENDIX A

ACKNOWLEDGMENT AND CONFIDENTIALITY AGREEMENT

I acknowledge that I have read and understand the Communications Protocols and obligations regarding the treatment and communication of confidential information related to the auctions under the CBP to procure supply for the energy requirements of AEP Ohio's SSO customers.

I certify that I will abide by the terms and conditions of the Communications Protocols and that I will treat and communicate confidential information as specified in these Communications Protocols.

I acknowledge that I may be subject to potential injunctive action to enforce this confidentiality agreement, as well as liability from parties participating in the auctions under the CBP to procure supply for the energy requirements of AEP Ohio's SSO customers, should I be found in violation of these Communications Protocols.

Name

Company

Signature

Date

Please return the signed form to the Auction Manager at: AEP-CBP@nera.com