American Municipal Power, Inc.

Consolidated Financial Statements
December 31, 2010 and 2009

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December 31, 2010 and 2009

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Report of Independent Auditors

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

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of revenues and expenses, of changes in member and patron equities, and of cash flows present fairly, in all material respects, the financial position of American Municipal Power, Inc. and its subsidiaries (the "Organization") at December 31, 2010 and 2009, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

March 31, 2011

American Municipal Power, Inc.
Consolidated Balance Sheets
December 31, 2010 and 2009

	2010	2009
Assets		
Utility plant		
Electric plant in service (Note 4)	$ 107,114,431	$ 107,883,392
Accumulated depreciation	(92,153,158)	(80,092,969)
Total utility plant	14,961,273	27,790,423
Nonutility property and equipment		
Nonutility property and equipment (Note 5)	18,466,586	14,643,343
Accumulated depreciation	(2,328,898)	(3,840,268)
Total nonutility property and equipment	16,137,688	10,803,075
Construction work-in-progress (Note 2)	1,613,182,253	918,922,914
Plant held for future use	34,881,075	113,310,685
Coal reserves	26,612,000	26,612,000
Trustee funds and other assets		
Trustee funds (Note 10)	2,397,829,939	1,060,938,762
Long-term financing receivables - members (Note 9)	37,425,836	42,642,798
Investments - long-term	-	4,793,061
Note receivable - long-term	3,075,000	3,075,000
Regulatory assets (Note 6)	150,346,411	37,410,368
Prepaid power purchase asset	57,975,966	115,520,182
Prepaid pension costs (Note 13)	759,263	9,319,733
Intangible and other assets, net of accumulated amortization of $7,023,226 and $4,601,157, respectively	49,817,620	34,310,812
Total trustee funds and other assets	2,697,230,035	1,308,010,716
Current assets		
Cash and cash equivalents	34,849,485	37,929,850
Cash and cash equivalents - restricted (Note 7)	33,952,660	23,748,485
Trustee funds (Note 10)	465,964,390	169,924,964
Investments	12,874,257	18,962,692
Collateral postings	44,076,604	20,175,106
Accounts receivable	69,272,866	73,635,444
Interest receivable	22,873,586	6,577,868
Financing receivables - members (Note 9)	27,871,103	31,256,326
Emission allowances	1,917,985	12,262,390
Inventories	35,833	7,808,540
Regulatory assets - current (Note 6)	18,683,373	15,616,852
Prepaid power purchase asset - current	57,681,076	57,681,076
Prepaid expenses and other assets	2,402,953	1,898,695
Total current assets	792,456,171	477,478,288
Total assets	$ 5,195,460,495	$ 2,882,928,101

American Municipal Power, Inc.
Consolidated Balance Sheets
December 31, 2010 and 2009

	2010	2009
Equities and Liabilities		
Member and patron equities		
Contributed capital	$ 790,528	$ 790,528
Patronage capital	48,581,505	45,217,602
Total member and patron equities	49,372,033	46,008,130
Long-term debt		
Term debt (Note 9)	4,577,081,205	2,308,239,407
Term debt on behalf of members (Note 9)	16,298,000	51,408,000
Line of credit and commercial paper (Note 9)	207,500,000	165,000,000
Total long-term debt	4,800,879,205	2,524,647,407
Current liabilities		
Accounts payable	103,270,109	100,611,273
Accrued salaries and related benefits	478,667	1,100,352
Accrued pension and postretirement benefits - current (Note 13)	644,000	699,000
Accrued interest	56,878,681	32,607,185
Term debt - current (Note 9)	85,707,962	93,673,491
Term debt on behalf of members - current (Note 9)	58,447,000	34,913,000
Regulatory liabilities - current (Note 6)	1,418,469	4,282,610
Other liabilities	9,102,490	8,048,185
Total current liabilities	315,947,378	275,935,096
Other noncurrent liabilities		
Accrued pension and postretirement benefits (Note 13)	5,617,149	5,421,045
Deferred gain on sale of real estate	1,276,789	1,276,789
Asset retirement obligations (Note 12)	9,336,153	7,347,608
Regulatory liabilities (Note 6)	13,031,788	22,292,026
Total other noncurrent liabilities	29,261,879	36,337,468
Total liabilities	5,146,088,462	2,836,919,971
Total equities and liabilities	$ 5,195,460,495	$ 2,882,928,101

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

American Municipal Power, Inc.
Consolidated Statements of Revenues and Expenses
Years Ended December 31, 2010 and 2009

	2010	2009
Revenues		
Electric revenue	$ 771,568,715	$ 739,249,746
Service fees	7,765,277	5,924,918
Programs and other	16,263,022	9,768,188
Total revenues	795,597,014	754,942,852
Operating Expenses		
Purchased electric power	670,506,708	648,612,871
Production	25,620,598	19,461,498
Fuel	51,484,013	45,644,952
Depreciation and amortization	14,270,139	6,840,495
Administrative and general	8,477,162	7,292,891
Interest expense	13,266,789	18,348,218
Property and real estate taxes	694,711	1,051,201
Programs and other	8,754,108	6,584,182
Total operating expenses	793,074,228	753,836,308
Operating margin	2,522,786	1,106,544
Nonoperating Revenues		
Interest income	237,932	703,509
Other, net	603,185	296,228
Total nonoperating revenues	841,117	999,737
Net margin	$ 3,363,903	$ 2,106,281

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

American Municipal Power, Inc.
Consolidated Statements of Changes in Member and Patron Equities
Years Ended December 31, 2010 and 2009

	Contributed Capital	Patronage Capital	Total
Balances, December 31, 2008	$ 770,296	$ 43,111,321	$ 43,881,617
Capital contributions	20,232	-	20,232
Net margin	-	2,106,281	2,106,281
Balances, December 31, 2009	790,528	45,217,602	46,008,130
Net margin	-	3,363,903	3,363,903
Balance at December 31, 2010	$ 790,528	$ 48,581,505	$ 49,372,033

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

American Municipal Power, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2010 and 2009

	2010	2009
Cash flows from operating activities		
Net margin	$ 3,363,903	$ 2,106,281
Adjustments to reconcile net margin to net cash provided by (used in) operating activities		
Depreciation	14,270,139	6,840,495
Amortization of deferred financing costs	2,422,069	3,274,039
Amortization of bond premium, net of amortization of bond discount	(2,100,320)	(1,076,926)
Accretion of interest on asset retirement obligations	257,938	232,479
Impairment of emission allowances and inventory	10,795,280	
Loss (gain) on disposal of property, plant and equipment	82,901	(266,446)
Unrealized gain on investments	(1,038,110)	(281,428)
Changes in assets and liabilities		
Investments	(12,968)	(494,400)
Collateral postings	(23,901,498)	(20,175,106)
Accounts receivable	4,362,578	(19,458,851)
Emission allowances	2,588,192	419,721
Inventories	4,733,640	(5,515,750)
Prepaid expenses and other assets	1,614,870	(7,249,834)
Regulatory assets and liabilities, net	(33,020,802)	(10,591,881)
Accounts payable	(238,645)	7,783,378
Prepaid power purchase asset	57,544,216	57,681,076
Margin deposits	-	(19,800,000)
Accrued salaries and related benefits	(621,685)	(39,383)
Accrued pension and postretirement benefits	8,701,574	3,252,823
Accrued interest	(1,635,265)	2,005,499
Other liabilities	2,784,912	(1,644,408)
Net cash provided by (used in) operating activities	50,952,919	(2,998,622)
Cash flows from investing activities		
Purchases of investments, net of proceeds from sale of investments	(1,620,998,029)	(581,896,909)
Proceeds from sale of property and equipment	-	25,000
Purchase of utility property and equipment	(165,522)	(114,928)
Purchase of nonutility property and equipment	(6,692,981)	(1,521,710)
Purchase of construction work-in-progress	(698,427,346)	(546,459,081)
Restricted cash and cash equivalents	(10,204,175)	(17,767,060)
Net cash used in investing activities	(2,336,488,053)	(1,147,734,688)

American Municipal Power, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2010 and 2009

	2010	2009
Cash flows from financing activities		
Proceeds from revolving credit loan and commercial paper program	90,372,478	1,290,962,000
Payments on revolving credit loan and commercial paper program	(47,872,478)	(1,331,666,993)
Principal payments on term debt	(181,113,411)	(556,621,962)
Proceeds from issuance of term debt	2,444,090,000	1,674,859,720
Cost of issuance of debt	(20,048,005)	(18,281,305)
Principal payments on term debt on behalf of members	(34,920,000)	(40,170,150)
Proceeds from issuance of term debt on behalf of members	23,344,000	31,062,000
Proceeds from financing receivable—members	31,256,326	35,897,372
Funding of financing receivable—members	(22,654,141)	(27,395,636)
Capital contributions	-	20,232
Net cash provided by financing activities	2,282,454,769	1,058,665,278
Net change in cash and cash equivalents	(3,080,365)	(92,068,032)
Cash and cash equivalents		
Beginning of year	37,929,850	129,997,882
End of year	$ 34,849,485	$ 37,929,850
Supplemental disclosure of cash flow information		
Cash paid during the year for interest	$ 15,599,384	$ 19,836,279
Supplemental disclosure of noncash investing and financing activities		
Capital expenditures included in accounts payable	41,952,958	39,055,477
Capital expenditures included in accrued interest, net of interest receivable	28,749,136	19,138,093

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. AMP is a membership organization comprised of 82 municipalities throughout Ohio, two municipalities in West Virginia, 30 municipalities in Pennsylvania, six municipalities in Michigan, five municipalities in Virginia, and three municipalities in Kentucky, 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 has 100% of the membership interests in AMP 368 LLC ("AMP 368"). 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 under construction in southwest Illinois.

AMP also has 100% of the membership interests in Meldahl, LLC ("Meldahl LLC"). 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 Consolidation
The consolidated financial statements include the accounts of AMP and its wholly owned subsidiaries, AMPO, Inc., Meldahl LLC, and AMP 368. All intercompany transactions have been eliminated in the preparation of the consolidated financial statements.

AMP purchases power from two unrelated limited liability companies engaged in methane recovery to generate electricity. Their activities are primarily conducted on behalf of AMP. AMP was unable to obtain the necessary financial information from the limited liability companies to calculate the expected losses in accordance with the Financial Accounting Standards Board ("FASB") standard for consolidation of variable interest entities. AMP does not have an equity interest in these limited liability companies. Power purchases from these companies for the years ended December 31, 2010 and 2009, were approximately $7,818,210 and $6,677,540, respectively. Management does not believe that the amount of these purchases is material to its operations.

Utility Plant

AMP records amounts expended in connection with the purchase or construction of utility plant assets at cost. Major renewals, betterments and replacements are capitalized, while maintenance and repair costs are charged to operations as incurred. Operations are charged with labor, material, supervision and other costs incurred to maintain the utility plant. When utility plant assets are retired, accumulated depreciation is charged with the cost of assets, plus removal costs, less any salvage value, and any resulting gain or loss is reflected in net margin in the consolidated statements of revenues and expenses.

Depreciation on utility plant assets is provided for by the straight-line method over the estimated useful lives of the property. The provisions are determined primarily by the use of functional composite rates as follows:

Production plant	5%-10%
Transmission plant	5%
General plant	5%-33%
Station equipment	4.4%-20%

Depreciation expense for utility plant for the years ended December 31, 2010 and 2009 was $12,911,771 and $6,062,746, respectively.

Nonutility Property and Equipment

Nonutility property and equipment is recorded at cost. Major renewals, betterments and replacements are capitalized, while maintenance and repair costs are charged to operations as incurred. When nonutility property and equipment is retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts, and the related gains or losses are reflected in net margin in the consolidated statements of revenues and expenses.

Depreciation on nonutility property and equipment is provided for on the straight-line method over the estimated useful lives of the property as follows:

Building	25 years
Furniture and equipment	5-10 years
Computer software	3-5 years
Vehicles	3-5 years

Depreciation expense for nonutility property and equipment, excluding computer software, for the years ended December 31, 2010 and 2009, was $1,358,368 and $777,749, respectively.

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 $3,498,616 of land included in the construction work-in-progress account at both December 31, 2010 and 2009. AMP capitalized interest costs in the amount of $167,509,352 and $62,222,265 for the years ended December 31, 2010 and 2009, respectively.

Construction work-in-progress consists of the following at December 31:

	2010	2009
PSEC	$ 1,060,768,773	$ 630,553,272
Hydro Plants	550,885,473	283,414,749
Other	1,528,007	4,954,893
	$ 1,613,182,253	$ 918,922,914

Plant Held for Future Use

In November 2009, the participants of the AMP Generating Station Project (the "AMPGS Project") voted to terminate the development of the pulverized coal power plant in Meigs County, Ohio. The AMPGS Project was to be a 1,000 MW base load, clean-coal technology plant scheduled to go on-line in 2014. This pulverized coal plant was estimated to be a $3 billion project, but the project's targeted capital costs increased by 37% and the engineer, procure and construct ("EPC") contractor could not guarantee that the costs would not continue to escalate. At the termination date, minimal construction had been performed on the AMPGS Project at the Meigs County site.

In August 2010, the 81 AMPGS participants voted to pursue conversion of the project to a Natural Gas Combined Cycle Plant (the "NGCC Plant") to be developed under a lump-sum-turn-key fixed-price contract that would be open to interested AMP members. The NGCC Plant was planned to be developed on the Meigs County site previously planned for the AMPGS project. In February 2011, development of the NGCC Plant was suspended. AMP intends to develop this site for the construction of a generating asset; however, at December 31, 2010, the type of generating asset has not been determined.

The AMPGS project participants signed "take or pay" contracts with AMP. As such, the participants of the project are obligated to pay any costs incurred for the project. To date it has not been determined what those total final costs are for the project participants.

As a result of these decisions to date, the AMPGS Project costs have been reclassified out of construction work-in-progress and into plant held for future use or regulatory assets in the consolidated balance sheet. AMP has reclassified $34,881,075 of costs to plant held for future use as these costs were determined to be associated with the undeveloped Meigs County site regardless of the determination of which type of generating asset will be developed on the site. The remaining $93,526,852 of costs previously incurred were determined to be impaired but reclassified as a regulatory asset which is fully recoverable from the AMPGS Project participants as part of their unconditional obligation under the "take or pay" contract.

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.

Coal Reserves
AMP has purchased coal reserves in conjunction with the construction of the PSEC. The coal reserves are recorded at cost. In addition to owning the coal reserves, AMP has a right of first refusal for additional coal reserves.

Trustee Funds
AMP maintains trustee funds as described in the trust agreements executed by AMP (Note 10). Investments of the trustee funds include money market funds, debt securities, and collateralized guaranteed investment contracts ("GICs"). The debt securities are classified as held-to-maturity under the FASB's standard for debt and equity securities, and are recorded at amortized cost. The debt securities mature at various dates through January 2030. Realized gains and losses on investment transactions are determined on the basis of specific identification. AMP has invested a portion of its trustee funds in GICs. The carrying value of the GICs is equal to the sum of deposits into the GICs, less any withdrawals made by AMP from the GICs. At December 31, 2010 and 2009, AMP has included $178,100 and $245,960 of accrued interest earned on GICs in accounts receivable. Each of AMP’s GICs is fully collateralized by the counterparty. The collateral is being held in trust by a third party.

Prepaid Power Purchase Asset
AMP prepaid for a long-term power supply agreement (the "Prepaid Agreement") in August 2007. The total amount of the Prepaid Agreement was $312,900,083, and it is for a 65-month period. AMP is amortizing the cost of the power over the life of the Prepaid Agreement. AMP records the amount expected to be amortized over the next twelve months as a current asset in the accompanying consolidated balance sheets. AMP has concluded that the Prepaid Agreement qualifies for a normal purchase sale exemption in accordance with FASB's standard on accounting for derivative instruments.

Investments
Investments include equity securities, debt securities and alternative investments. The equity securities and debt securities are classified as trading under the FASB's standard for debt and equity securities. These investments are recorded at fair value. Realized gains and losses on investment transactions are determined on the basis of specific identification. Gross unrealized holding gains at December 31, 2010 and 2009 were $951,954 and $800,992, respectively. Gross unrealized holding losses at December 31, 2010 and 2009 were zero and $1,274,013, respectively. Gross unrealized holding gains and losses on debt and equity securities are included in programs and other in the consolidated statements of revenues and expenses.

Alternative investments consist of hedge funds. These investments are recorded at fair value. The total fair market value of hedge funds included in investments at December 31, 2010 and 2009 was $2,357,833 and $4,181,826, respectively. Gross unrealized holding gains/(losses) for the years ending at December 31, 2010 and 2009 were $222,715 and $754,449, respectively and are included in programs and other in the consolidated statements of revenues and expenses.

Financing Receivable – Members
Financing receivable - members is comprised of debt service obligations of tax-exempt debt issued by AMP on behalf of its members (Note 9).

In connection with the issuance of municipal project notes, AMP has entered into loan agreements with individual member communities. The terms of these loan agreements provide that the member community will issue its note to AMP in the same amount as the AMP municipal project note. The member community note issued to AMP will be payable solely from the net revenue of the member community's electric system. Certain of these loan agreements also provide that a portion of the proceeds from the issuance of municipal project notes shall be deposited in a project fund held for the purpose of making payments of project costs as designated by the member community. The project fund amounts are invested at the direction of the member community and are disbursed by AMP upon submission of a payment requisition satisfactory to AMP. Project fund deposits are restricted for the payment of designated project costs.

Intangible and Other Assets
Intangible and other assets consist primarily of deferred financing costs. Deferred financing costs are amortized on the effective interest method and are recorded as interest expense on the consolidated statements of revenues and expenses. The amortization associated with deferred financing costs was $2,422,069 and $3,274,039 for the years ended December 31, 2010 and 2009, respectively.

Cash and Cash Equivalents
For purposes of the consolidated statements of cash flows, cash equivalents consist of highly-liquid cash and short-term investments with original maturities of three months or less.

Concentration of Credit Risk and Accounts Receivable
AMP periodically maintains cash balances in excess of the federally insured limit. At December 31, 2010 and 2009, 27.0% and 7.9% of accounts receivable were due from one customer.

Emission Allowances
Emission allowances are recorded as inventory and are valued at the lower of historical cost or net realizable value and charged to operations as used on the first-in, first-out ("FIFO") method.

Inventories
Inventories of coal, fuel, materials and supplies are stated at the lower of cost or market using the FIFO method.

Member and Patron Equities
Contributed capital represents initial capital contributions made by members. Should AMP cease business, these amounts, if available, will be returned to the members. In addition, any available patronage capital will also be distributed to members and former members based on their patronage of AMP while they were members.

Collateral Postings
At December 31, 2010 and 2009, AMP posted collateral deposits to the bank accounts of certain of its power suppliers related to long-term power supply agreements with the suppliers. AMP has recorded a current asset as collateral postings in the accompanying consolidated balance sheets at December 31, 2010 and 2009.

Asset Retirement Obligations

AMP records, at fair value, legal obligations associated with the retirement or removal of long-lived assets that can be reasonably estimated. The recognition of a liability is accompanied by a corresponding increase in utility plant. The liability is adjusted for any revisions to the expected value of the retirement obligation (with corresponding adjustments to utility plant) and for accretion due to the passage of time.

Revenue Recognition and Rates

Revenues are recognized when service is delivered. AMP's rates for capacity and energy billed to members are designed by the board of trustees to recover actual costs. In general, costs are defined to include AMP's costs of purchased power and operations (except for depreciation and amortization) and debt service requirements.

Rates charged to member communities participating in the Gorsuch Project include debt service requirements of Gorsuch Term Notes. The rates for the Gorsuch Project are set by the board of trustees and are reviewed periodically. Operating expenses in the statements of revenues and expenses for the Gorsuch Project include interest on these notes, depreciation of utility plant and amortization of intangible assets.

For the Gorsuch Project, AMP's practice is to bill participating members all costs incurred unless the expenditures were financed by long-term debt.

Rates charged to members for non-Gorsuch Project power are based on the actual cost of purchased power. Members also pay a service fee based on kilowatt hours purchased through AMP and retail sales of kilowatt hours in each member electric system.

Programs and other revenues consist of the reimbursement for expenses incurred from programs that AMP offers to its members. These programs include energy control center expenses, certain feasibility studies and other services. Revenue from these programs is recorded as costs are incurred.

Accounts receivable includes $59,658,024 and $61,233,308 for capacity and energy delivered to members during the years ended December 31, 2010 and 2009, respectively, which were not billed until the subsequent year.

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, coal inventories and other capital expenditures not yet recovered through rates approved by the 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 (Note 6).

Taxes

The IRS ruled that AMP is tax-exempt under Section 501(a) as an organization described in Section 501(c)(12) of the Internal Revenue Code ("IRC"), provided 85% of its total revenue consists of amounts collected from its members for the sole purpose of meeting losses and expenses. For the years ended December 31, 2010 and 2009, AMP complied with this requirement. Accordingly, no provision for federal or state income taxes has been made. AMP is subject to State of Ohio personal property, real estate and sales taxes.

AMPO, Inc. is a for-profit entity subject to federal, state and local income taxes. Deferred taxes result from temporary differences between the book and tax basis of assets and liabilities. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized. AMPO, Inc. has deferred tax assets of approximately $47,000 and $182,000 at December 31, 2010 and 2009, respectively, arising primarily from operating loss carryforwards. A full valuation allowance has been established due to the uncertainty of realizing the net operating loss carryforwards at December 31, 2010 and 2009.

Market and Credit Risk

AMP is potentially exposed to market risk associated with commodity prices for electricity, gas and coal. AMP manages this risk through the use of long-term power purchase contracts and long-term coal supply arrangements.

AMP has credit risk associated with the ability of members to repay amounts due from power sales and other services and with counterparties to long-term power supply arrangements. AMP regularly monitors receivables from its members. AMP does not require collateral with its trade receivables.

AMP has established a risk management function that regularly monitors the credit quality of counterparties to its power purchase arrangements including the Prepaid Agreement. The risk management function uses multiple sources of information in evaluating credit risk including credit reports, published credit ratings of the counterparty and its historical experience with the counterparty. Credit limits are established depending on the risk evaluation and, when warranted, AMP requires credit protection through letters of credit or other guarantees. The inability of counterparties to deliver power under power supply arrangements could cause the cost of power to members to be in excess of prices in the power supply arrangements. Management believes recent events in the credit markets have not significantly increased credit risk relating to counterparties to power purchase arrangements, including the Prepaid Agreement, at December 31, 2010.

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 purchases 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 that each of its power purchase and power sales contracts that meets the definition of a derivative instrument qualifies to be accounted for as normal purchases and normal sales.

AMP holds firm transmission rights ("FTRs") with the PJM Interconnection and the Midwest ISO, regional transmission organizations, that do not qualify to be accounted for as normal purchases and normal sales and have been included in prepaid and other assets on the consolidated balance sheet at their estimated fair value. The fair value of FTRs was ($38,458) and ($21,263) at December 31, 2010 and 2009, respectively. A corresponding regulatory asset has been recorded for this unrealized loss. The impact of utilizing FTRs is included in the transmission cost of purchased power.

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 three interest rate swap agreements which are carried at their fair value on the consolidated balance sheets. The fair value of the swaps was ($3,436,917) and ($3,960,460) at December 31, 2010 and 2009, respectively, and is included in other liabilities. A corresponding regulatory asset has been recorded equal to the unrealized loss.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

New Accounting Standards
In June 2009, the FASB amended the consolidation guidance applied to variable interest entities. This standard replaces the quantitative approach previously required to determine which entity has a controlling financial interest in a variable interest entity with a qualitative approach. Under the new approach, the primary beneficiary of a variable interest entity is the entity that has both (a) the power to direct the activities of the variable interest entity that most significantly impact the entity's economic performance, and (b) the obligation to absorb losses of the entity, or the right to receive benefits from the entity, that could be significant to the variable interest entity. This standard also requires ongoing reassessments of whether the entity is the primary beneficiary of a variable interest entity and enhanced disclosures about an entity's involvement in variable interest entities. This standard was effective for the Organization as of January 1, 2010. The adoption of this standard did not have a material impact on AMP's consolidated financial statements.

3. Gorsuch Project

On May 19, 2010, AMP announced plans to begin cessation of operation at the Gorsuch Project, a 1950's vintage coal-fired plant located near Marietta, Ohio. AMP determined it to be in the best interest of the participating member communities to cease operations at the facility. The facility ceased electric generation on November 11, 2010. The decision stems from a consent decree reached between the U.S. EPA and AMP that resolves all issues related to a Notice of Violation ("NOV") issued by the U.S. EPA that alleged that certain work performed at the Gorsuch Project from 1981 to 1986 (before AMP had an interest in the Gorsuch Project) and from 1988 to 1991 (after AMP had an interest in the Plant) should have triggered a New Source Review. The settlement includes a binding obligation that AMP cease coal-fired generation operation at the Gorsuch Project no later than December 31, 2012 and also requires AMP to spend $15 million on an environmental mitigation project over several years and pay a civil penalty of $850,000. AMP has accordingly established a liability of $850,000 on its consolidated balance sheet at September 30, 2010 for the civil penalty. The $15 million required to be spent on the environmental mitigation project will be expensed as project expenditures are incurred. The environmental mitigation project will be in the form of a robust energy efficiency initiative administered by a third party, The Vermont Energy Investment Corp. This project will include services for residential, commercial and industrial customers and will be designed to help participating AMP member communities save 70,000 megawatt hours over a set period of time.

As a result of the November 11, 2010 closure of the Gorsuch Project, AMP has identified certain of the utility plant assets which will be disposed of. AMP has accelerated the recognition of depreciation expense for these utility plant assets so that the assets will have no net book value at December 31, 2010. This acceleration of depreciation resulted in increased depreciation expense of $7,584,535 during 2010. Additionally, AMP recorded an impairment charge of $2,081,426 during 2010 related to emission allowances held by the Gorsuch Project which it must forfeit as a result of the settlement with the EPA. The charge is included in the fuel expense on the consolidated statements of revenues and expenses and was recorded in the second quarter 2010. As a result of the accelerated depreciation of the utility plant assets and the impairment of emission allowances, AMP has accelerated the amortization of its regulatory liability associated with its original acquisition of the Gorsuch Project. The regulatory liability was fully amortized at the plant closure date. The accelerated amortization of the regulatory liability resulted in increased revenue of $7,204,716 for 2010. At December 31, 2010, AMP determined that an additional $5,674,787 of emission allowances and $3,039,067 of inventory on hand was impaired. As these amounts are fully recoverable from Gorsuch Project participants, AMP has recognized an incremental regulatory asset of $8,713,854 related to this impairment.

4. Utility Plant

Utility plant cost consists of the following at December 31:

	2010	2009
Land	$ 1,490,582	$ 1,490,582
Production plant	96,430,164	97,336,977
Station equipment	1,398,465	1,398,465
Transmission plant	7,261,946	7,124,094
General plant	533,274	533,274
	$ 107,114,431	$ 107,883,392

5. Nonutility Property and Equipment

Nonutility property and equipment cost consists of the following at December 31:

	2010	2009
Land	$ 1,476,592	$ 1,042,100
Building	8,637,749	8,577,101
Furniture and equipment	460,422	511,921
Computer software	6,435,706	2,628,970
Vehicles	1,456,117	1,883,251
	$ 18,466,586	$ 14,643,343

6. Regulatory Assets and Liabilities

Regulatory assets and liabilities consist of the following at December 31:

	2010		
	AMP		
	General Fund	Gorsuch Station Project Fund	Total
Regulatory assets			
Asset retirement costs	$ 307,116	$ 6,766,632	$ 7,073,748
Power purchases	18,283,683	-	18,283,683
Pension plan obligations	-	17,465,190	17,465,190
Postretirement healthcare plan obligations	-	3,239,887	3,239,887
Production and fuel costs	-	20,968,413	20,968,413
Fair value of derivative instruments	888,879	2,537,538	3,426,417
Debt service costs	-	2,493,608	2,493,608
AMPGS impairment costs	93,526,882	-	93,526,882
Member program costs	1,701,956	-	1,701,956
Environmental remediation costs	-	850,000	850,000
Total regulatory assets	114,708,516	54,321,268	169,029,784
Current portion	(3,847,749)	(14,835,624)	(18,683,373)
Noncurrent portion	$ 110,860,767	$ 39,485,644	$ 150,346,411
Regulatory liabilities			
Amounts collected from members to fund future expenditures for:			
Capital expenditures	$ 5,775,833	$ -	$ 5,775,833
Gains on early termination of power purchase contracts	5,521,779	-	5,521,779
Member programs	1,398,925	-	1,398,925
Other	19,544		19,544
Operating and maintenance expenditures	454,135	-	454,135
Rate stabilization funding	1,280,041	-	1,280,041
Total regulatory liabilities	14,450,257	-	14,450,257
Current portion	(1,418,469)	-	(1,418,469)
Noncurrent portion	$ 13,031,788	$ -	$ 13,031,788

	2009		
	AMP		
	General Fund	Gorsuch Station Project Fund	Total
Regulatory assets			
Asset retirement costs	$ 189,068	$ 4,524,215	$ 4,713,283
Power purchases	16,923,071	-	16,923,071
Pension plan obligations	-	14,258,681	14,258,681
Postretirement healthcare plan obligations	-	3,208,605	3,208,605
Fuel costs	-	7,486,599	7,486,599
Fair value of derivative instruments	247,566	3,125,779	3,373,345
Debt service costs	-	2,391,848	2,391,848
Member program costs	671,788		671,788
Total regulatory assets	18,031,493	34,995,727	53,027,220
Current portion	(5,004,474)	(10,612,378)	(15,616,852)
Noncurrent portion	$ 13,027,019	$ 24,383,349	$ 37,410,368
Regulatory liabilities			
Amounts collected from members to fund future expenditures for:			
Capital expenditures	$ 5,775,833	$ 8,162,687	$ 13,938,520
Gains on early termination of power purchase contracts	8,283,515	-	8,283,515
Production expense	-	3,084,939	3,084,939
Operating and maintenance expenditures	410,870	(666,437)	(255,567)
Rate stabilization funding	1,523,229	-	1,523,229
Total regulatory liabilities	15,993,447	10,581,189	26,574,636
Current portion	-	(4,282,610)	(4,282,610)
Noncurrent portion	$ 15,993,447	$ 6,298,579	$ 22,292,026

7. Restricted Cash

Restricted cash consists of the following at December 31:

	2010	2009
Cash from issuance of bond anticipation notes on behalf of members	$ 491,542	$ 711,364
Contractual restrictions	2,280,780	6,866,193
Collateral deposits	31,180,338	16,170,928
	$ 33,952,660	$ 23,748,485

Contractual restrictions represent cash from members for rate stabilization, cash held in conjunction with reserve and contingency trustee funds, future major maintenance and an employee savings plan at the Gorsuch Project. Cash from members for rate stabilization is held in trust for the benefit of the members. Collateral deposits represent amounts held as insurance collateral for long-term construction projects.

8. Related Parties

AMP has entered into agreements for management and agency services (“Service Agreements”) with the OMEGA Joint Ventures, MESA, and OMEA. Participants in these organizations are all members of AMP. The AMP board of trustees has established a joint venture oversight committee that is responsible for reviewing financial information and operating matters related to the OMEGA Joint Ventures. Under these Service Agreements, AMP serves as agent and provides planning, construction and financial management, operations, and other professional and technical services. AMP is compensated based on an allocation of direct expenses and overhead. Compensation for these services for the years ended December 31, 2010 and 2009 was $2,010,709 and $1,647,161, respectively.

MESA provides engineering, administrative and other services to AMP and its members. The expense related to these services for the years ended December 31, 2010 and 2009 was $12,231,361 and $12,999,415, respectively.

Certain members of AMP are also members of OMEGA: JV1, JV2, JV4, and JV6. In addition, 42 of AMP’s members are members of OMEGA JV5, the Belleville hydroelectric project, which includes backup diesel generation. At December 31, 2010, OMEGA JV5 had $91,015,000 in principal amount of beneficial interest certificates outstanding. Substantially all OMEGA JV5 generation is delivered to OMEGA JV5 members. AMP purchases power and fuel on behalf of OMEGA JV5. Power and fuel purchases for the years ended December 31, 2010 and 2009 were $8,595,529 and $8,964,161, respectively.

For the years ended December 31, 2010 and 2009, AMP made contributions of $150,000 to OMEA.

At December 31, 2010, accounts receivable and accounts payable include $416,884 and $83,836 respectively, of amounts due to/from affiliates. At December 31, 2009, accounts receivable and accounts payable include $362,297 and $1,016,582, respectively, of amounts due to/from affiliates.

9. 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.; Depfa Bank; Union Bank of California, N.A.; Wells Fargo, N.A.; Suntrust Bank; U.S. Bank, N.A.; Bank of America, N.A.; Huntington National Bank, N.A. and Bank of Montreal. The Facility allows for different types of loans with different interest rates and terms and includes the ability to issue letters of credit. The Facility expires on September 24, 2012. AMP's base borrowing capacity under the Facility is $750,000,000. At December 31, 2010, AMP had $207,500,000 outstanding under the Facility and the effective interest rate was 1.6125%. At December 31, 2009, AMP had $165,000,000 outstanding under the Facility and the effective interest rate was 1.55%.

The Facility contains various restrictions including a) proceeds of loans and letters of credit will be used only i) to refinance the existing revolving credit loan, ii) for general working capital purposes and iii) for transitional financing to bond financing and bond anticipation notes; b) AMP is required to give notice of certain ERISA events over $500,000; c) AMP is required to give notice of events causing a material adverse effect on the business, assets or condition of AMP or the rights or benefits of the lenders under the Facility; d) AMP will not incur indebtedness or make guarantees of indebtedness except for indebtedness fully supported by commitments of AMP members and except for i) indebtedness to finance any prepayment for power supply or indebtedness or capital lease obligations for acquisition, construction or improvement of assets up to $25,000,000 or ii) other unsecured indebtedness up to $20,000,000; e) AMP will not make loans to i) AMPO, Inc. in excess of $500,000 or to ii) joint ventures in excess of $5,000,000; f) cash dividends to members are prohibited; g) annual lease payments may not exceed $1,000,000 and sale of leaseback transactions are limited to $5,000,000; h) AMP must maintain financial covenants including i) minimum consolidated tangible net worth and ii) interest coverage ratio in excess of 2.50 to 1.00 measured on a trailing four quarter basis.

Commercial Paper

On January 22, 2008, AMP initiated a tax-exempt commercial paper program (the “Initial CP Program”) with JP Morgan Chase Bank, N.A., with an authorized par amount of $350 million secured by a letter of credit issued under its line of credit. On February 12, 2009, AMP’s Board of Trustees resolved to increase the authorized par amount of the Initial CP Program to $400 million. AMP utilized the Initial CP Program to provide interim financing for the costs of its projects. On September 24, 2009, AMP replaced the Initial CP Program with the second tax-exempt commercial program (the "Current CP Program”), with an authorized par amount of $450 million, secured by a letter of credit secured under its line of credit. All borrowings made under the Current CP Program reduce the available borrowing capacity under the Facility. On December 31, 2010 and 2009, the Organization did not have any borrowings outstanding under the Current CP Program.

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 at December 31:

	2010	2009
AMP project note due October 27, 2011 with interest at 1.50% and 2.00% at December 31, 2010 and 2009, respectively, payable at maturity	$ 18,353,550	$ 16,072,550
Unamortized premium of AMP Bond Anticipation Note	-	51,529
AMP Multi-mode Variable Rate Combustion Turbine Project Revenue Bonds, Series 2006	11,285,000	11,885,000
AMP Electricity Purchase Revenue Bonds Prepayment Issue, Series 2007A	181,130,000	235,725,000
Unamortized premium on Electricity Purchase Revenue Bonds, Series 2007 A	2,870,715	4,248,659
AMP Prairie State Energy Campus Project Revenue Series 2008A	760,655,000	760,655,000
AMP Prairie State Enegy Campus Project Revenue Bonds, Series 2009A	166,565,000	166,565,000
AMP Prairie State Energy Campus Project Revenue Bonds, Series 2009B	83,745,000	83,745,000
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	-
Unamortized discount on Prairie State Revenue Bonds	(12,073,909)	(12,711,453)
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
Unamortized premium on AMP Combined Hydroelectric Project Revenue Bonds, Series 2009C	7,890,556	8,850,441
AMP Combined Hydroelectric Project Revenue Bonds, Series 2009D	19,941,177	21,270,588
Unamortized discount on AMP Combined Hydroelectric Project Revenue Bonds, Series 2009D	(2,797,403)	(2,984,416)
AMP Combined Hydroelectric Project Revenue Bonds, Series 2010A	152,995,000	-
Unamortized discount on AMP Combined Hydroelectric Project Revenue Bonds, Series 2010A	(799,099)	-
AMP Combined Hydroelectric Project Revenue Bonds, Series 2010B	1,109,995,000	-
AMP Combined Hydroelectric Project Revenue Bonds, Series 2010C	116,000,000	-
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010A	45,495,000	-
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010B	260,000,000	-
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010C	20,000,000	-
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010D	4,570,000	-
AMP Meldahl Hydroelectric Project Revenue Bonds, Series 2010E	355,035,000	-
Unamortized premium on Meldahl Hydroelectric Revenue Bonds, Series 2010	263,580	-
AMP Multi-mode Gorsuch Station Taxable Revenue Bonds, Series 2008A and 2008B	-	78,870,000
Gorsuch Term Notes	32,000,000	-
	$ 4,662,789,167	$ 2,401,912,898
Current portion	(85,707,962)	(93,673,491)
Noncurrent portion	$ 4,577,081,205	$ 2,308,239,407

American Municipal Power, Inc. Multi-Mode Variable Rate Combustion Turbine Project Revenue Bonds, Series 2006 (non-recourse)
The American Municipal Power, Inc. Multi-Mode Variable Rate Combustion Turbine Project Revenue Bonds, Series 2006 (the "Combustion Turbine Bonds") were issued December 1, 2006, in the form of term bonds. The Combustion Turbine Bonds mature on March 1, 2023. Interest on the bonds is payable monthly. The interest rate is variable and resets on a weekly basis. AMP entered into an interest rate swap on the same date as the bond issuance. Under the interest rate swap agreement, AMP pays interest at a fixed rate of 3.89% and receives interest at a variable rate equivalent to the variable interest rate on the Combustion Turbine Bonds.

In order to secure the Combustion Turbine Bonds, AMP obtained a letter of credit from KeyBank National Association ("KeyBank") in favor of the trustee for the benefit of the Combustion Turbine Bonds on December 1, 2006. AMP agreed to reimburse KeyBank for any payments made pursuant to such letter of credit under a Letter of Credit Reimbursement Agreement with KeyBank (the "KeyBank Facility") in the amount of $13,217,771. The letter of credit balance outstanding at December 31, 2010 was $11,369,096 and this amount is recourse to AMP.

The KeyBank Facility contains various restrictions which are identical or very similar to the restrictions in the Facility described in Note 9 above.

Electricity Purchase Revenue Bonds (non-recourse)
The Electricity Purchase Revenue Bonds, Series 2007A Prepayment Issue (the "Electricity Purchase Revenue Bonds") were issued on August 1, 2007 with an aggregate par amount of $307,655,000. The Electricity Purchase Revenue Bonds were issued at a premium of $7,578,668. The premium is being amortized over the life of the bonds as a reduction to interest expense in the accompanying consolidated statements of revenues and expenses. The Electricity Purchase Revenue Bonds bear interest at a fixed rate of 5% payable semiannually. The Electricity Purchase Revenue Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 1	Principal Amount
2011	$ 57,360,000
2012	60,265,000
2013	63,505,000
	$ 181,130,000

The proceeds from the Electricity Purchase Revenue Bonds were used to prepay for the Prepaid Agreement with J. Aron & Company. AMP has entered into separate power schedules (the "Power Schedules") with 41 of its members (the "Prepay Participants") whereby the Prepay Participants have agreed to take and pay for the power supplied by the Prepaid Agreement. The Prepay Participants are obligated to purchase and pay for electricity made available by AMP. AMP is obligated to pay the scheduled principal and interest on the Electricity Purchase Revenue Bonds, but solely from amounts received from the Prepay Participants under the Power Schedules. The Electricity Purchase Revenue Bonds are not subject to optional redemption. Upon occurrence of a cancellation event, as defined in trust agreement, the Electricity Purchase Revenue Bonds are subject to extraordinary mandatory redemption prior to maturity in whole at a predetermined redemption price from amounts owed by J. Aron & Company and its guarantor.

The Prepay Participants in their Power Schedules have covenants which require them to fix, charge and collect rates, fees and charges for electric power and energy at least sufficient to provide revenues to meet, or with other available funds to provide, in each year the sum of their operating and maintenance expenses, including the Prepay Participants share of revenue requirements under the Prepaid Agreement, debt service on the Prepay Participants outstanding revenue obligations, if any, and any other amounts payable from such revenues.

Prairie State Financings (non-recourse)
The Prairie State Project Revenue Bond Anticipation Notes, Series 2008 (the "Prairie State BANs") (non-recourse) were issued on April 2, 2008 with an aggregate par amount of $120,000,000. The Prairie State BANs were issued at a premium of $1,048,800 and were repaid on April 1, 2009.

PSEC 2008A Bonds
The Prairie State Energy Campus Project Revenue Bonds, Series 2008A (the "PSEC 2008A Bonds") were issued on July 2, 2008 with an aggregate par amount of $760,655,000. The PSEC 2008A Bonds were issued at a discount of $10,839,397. The discount is being amortized over the life of the bonds as an increase to interest expense in the accompanying consolidated statements of revenues and expenses. The PSEC 2008A Bonds mature between 2013 and 2043 and bear interest at fixed rates ranging from 4.0% to 5.25%. Interest is payable semiannually, beginning February 15, 2009. The maturities of the PSEC 2008A Bonds at December 31, 2010 are as follows:

February 15	Principal Amount	Interest Rate
2013*	$ 10,360,000	4.00%
2014*	6,800,000	4.00%
2015*	5,630,000	4.00%
2016*	6,140,000	4.00%
2016	12,230,000	5.00%
2017*	3,300,000	4.20%
2017	16,040,000	5.00%
2018*	8,310,000	4.50%
2018*	5,405,000	5.00%
2019*	3,330,000	4.40%
2019*	8,000,000	5.25%
2020*	6,225,000	4.50%
2020	16,060,000	5.25%
2021	23,385,000	5.25%
2022	24,810,000	5.25%
2023*	7,260,000	4.62%
2023	17,215,000	5.25%
2024	11,150,000	5.25%
2025	16,500,000	5.25%
2026	20,405,000	5.25%
2027	29,980,000	5.25%
2028*	2,940,000	4.87%
2028	28,615,000	5.25%
2031	111,810,000	5.00%
2033*	69,000,000	5.25%
2038*	33,120,000	5.00%
2038	202,135,000	5.00%
2043	54,500,000	5.25%
	$ 760,655,000	

*Assured Guaranty Municipal Corporation (formerly known as Assured Guaranty Corp.) issued a municipal bond insurance policy to insure the payment of the principal of and interest on the PSEC 2008A Bonds.

AMP has the option to redeem the PSEC 2008A Bonds stated to mature on or after February 15, 2019 on any date on or after February 15, 2018 at par plus accrued interest to the redemption date.

The PSEC 2008A bonds due February 15, 2031 are term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest on February 15 in the following years:

Year	Principal Amount
2029	$ 35,460,000
2030	37,240,000
2031	39,110,000
	$ 111,810,000

The PSEC 2008A bonds due February 15, 2033 are term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest on February 15 in the following years:

Year	Principal Amount
2032	$ 33,620,000
2033	35,380,000
	$ 69,000,000

The PSEC 2008A bonds due February 15, 2038 and insured by a municipal bond insurance policy are term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest on February 15 in the following years:

Year	Principal Amount
2034	$ 5,995,000
2035	6,295,000
2036	6,605,000
2037	6,940,000
2038	7,285,000
	$ 33,120,000

The PSEC 2008A bonds due February 15, 2038 are term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest on February 15 in the following years:

Year	Principal Amount
2034	$ 36,580,000
2035	38,410,000
2036	40,335,000
2037	42,345,000
2038	44,465,000
	$ 202,135,000

The PSEC 2008A bonds due February 15, 2043 are term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest on February 15 in the following years:

Year	Principal Amount
2039	$ 9,815,000
2040	10,330,000
2041	10,870,000
2042	11,440,000
2043	12,045,000
	$ 54,500,000

PSEC 2009A Bonds
The Prairie State Energy Campus Project Revenue Bonds, Series 2009A (the "PSEC 2009A Bonds") were issued on March 31, 2009 in the form of serial and term bonds with an aggregate par amount of $166,565,000. The PSEC 2009A bonds were issued with an aggregate discount of $2,750,794. The discount is being amortized over the life of the bonds as an increase to interest expense. The PSEC 2009A bonds will mature between 2017 and 2039 and bear interest at fixed rates between 4.00% and 5.75%. Interest is payable semiannually, beginning August 15, 2009.

The PSEC 2009A Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	**Principal Amount**	**Interest Rate**
2017	$ 1,820,000	4.000 %
2018	8,455,000	4.125 %
2019	11,835,000	4.250 %
2020	1,950,000	4.375 %
2021	2,060,000	4.500 %
2022	1,955,000	4.750 %
2023	3,685,000	5.000 %
2024	18,435,000	5.000 %
2025	14,590,000	5.125 %
2026	12,300,000	5.250 %
2027	4,440,000	5.375 %
2028	4,680,000	5.375 %
2029	2,670,000	5.500 %
2036	48,020,000	5.625 %
2039	29,670,000	5.750 %
	$166,565,000	

AMP may redeem the PSEC 2009A Bonds in whole or in part for any maturity on any date beginning February 15, 2019 at par plus accrued interest, except for the PSEC 2009A Bonds that mature February 15, 2036. AMP has the right to redeem the PSEC 2009A Bonds that mature on February 15, 2036 on any date beginning February 15, 2014 at par plus accrued interest.

The PSEC 2009A Bonds due February 15, 2036 are term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest.

Year	**Principal Amount**
2030	$ 2,810,000
2031	2,960,000
2032	10,575,000
2033	11,175,000
2034	6,465,000
2035	6,825,000
2036	7,210,000
	$ 48,020,000

The PSEC 2009A Bonds due February 15, 2039 are Term bonds subject to the following mandatory sinking fund redemption schedule. The bonds will be redeemed at par plus accrued interest on February 15 in the following years:

Year	Principal Amount
2037	$ 7,615,000
2038	8,055,000
2039	14,000,000
	$ 29,670,000

PSEC 2009B Bonds
The Prairie State Energy Campus Project Revenue Bonds, Series 2009B (the "PSEC 2009B Bonds") were issued on October 15, 2009 in the form of serial and term bonds with an aggregate par amount of $83,745,000. The PSEC 2009B Bonds will mature between 2013 and 2028 and bear interest at fixed rates between 3.615% and 5.803%. Interest is payable semiannually, beginning February 15, 2010. AMP has the right to redeem the PSEC 2009B Bonds on any date, in whole or in part, at the make-whole premium.

The PSEC 2009B Bonds outstanding at December 31, 2010 are as follows:

Maturity Date	Principal Amount	Interest Rate
2013	$ 9,520,000	3.615 %
2014	13,865,000	3.815 %
2015	15,865,000	3.965 %
2016	4,075,000	4.538 %
2017	2,365,000	4.855 %
2018	2,470,000	4.955 %
2019	2,635,000	5.055 %
2024	16,300,000	5.355 %
2028	16,650,000	5.803 %
	$ 83,745,000	

The PSEC 2009B Bonds due on February 15, 2024 and February 15, 2028, are Term Bonds subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

PSEC 2009B Bonds, maturing on February 15, 2024:

Year	Principal Amount
2020	$ 2,845,000
2021	3,055,000
2022	3,260,000
2023	3,455,000
2024	3,685,000
	$ 16,300,000

PSEC 2009B Bonds, maturing on February 15, 2028:

Year	Principal Amount
2025	$ 3,955,000
2026	4,245,000
2027	4,550,000
2028	3,900,000
	$ 16,650,000

PSEC 2009C Bonds
The Prairie State Energy Campus Project Revenue Bonds, Series 2009C (the "PSEC 2009C Bonds") were issued on October 15, 2009 in the form of serial and term bonds with an aggregate par amount of $385,835,000. The PSEC 2009C Bonds will mature between 2034 and 2043 and bear interest at fixed rates between 5.953% and 6.553%. Interest is payable semiannually, beginning February 15, 2010.

The PSEC 2009C Bonds have been designated as Build America Bonds ("BABs"). AMP expects to receive a federal cash subsidy in the amount of 35% of the interest payable on or about each interest payment date for the PSEC 2009C Bonds. The federal subsidy does not constitute a full faith and credit guarantee of the United States, but is required to be paid by the Treasury under the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"). AMP is obligated to make all payments of principal and interest on the PSEC 2009C Bonds whether or not it receives the federal subsidy pursuant to the Recovery Act, but solely from the revenues, moneys, securities and funds pledged to the payment thereof in the Indenture. AMP accrues for the interest as it is earned and records the federal subsidy as a reduction in the amount of interest capitalized on the PSEC.

The PSEC 2009C Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2034	$ 10,000,000	5.953%
2034	25,885,000	6.453%
2039	77,435,000	6.553%
2043	272,515,000	6.053%
	$ 385,835,000	

From any available moneys, AMP may, at its option, redeem, prior to their respective maturities, in whole or in part, the PSEC 2009C Bonds stated to mature on (i) February 15, 2034 and bearing interest at 6.453%, and (ii) February 2039, on any date beginning February 15, 2020, at the redemption price of par, together with interest accrued to the date fixed for redemption. AMP has the right to redeem the PSEC 2009C Bonds stated to mature (i) February 15, 2034 and bearing interest at 5.9353% and (ii) February 15, 2043, on any date, in whole or in part, at the make-whole premium.

The PSEC 2009C Bonds due on February 15, 2034, February 15, 2039 and February 15, 2043, are term bonds subject to mandatory sinking fund redemption on the principal payment date in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

PSEC 2009C Bonds bearing interest at 6.453% and maturing on February 15, 2034:

Year	Principal Amount
2028	$ 950,000
2029	1,330,000
2030	1,395,000
2031	1,460,000
2032	1,545,000
2033	1,625,000
2034	1,695,000
	$ 10,000,000

PSEC 2009C Bonds bearing interest at 5.9353% and maturing on February 15, 2034:

Year	Principal Amount
2029	$ 3,760,000
2030	3,960,000
2031	4,170,000
2032	4,440,000
2033	4,680,000
2034	4,875,000
	$ 25,885,000

PSEC 2009C Bonds, maturing on February 15, 2039:

Year	Principal Amount
2035	$ 6,920,000
2036	7,290,000
2037	7,685,000
2038	8,090,000
2039	47,450,000
	$ 77,435,000

PSEC 2009C Bonds, maturing on February 15, 2043:

Year	Principal Amount
2040	$ 64,140,000
2041	66,730,000
2042	69,425,000
2043	72,220,000
	$ 272,515,000

PSEC 2010 Bonds
The Prairie State Energy Campus Project Revenue Bonds, Series 2010 (the "PSEC 2010 Bonds") were issued on September 29, 2010 in the form of term bonds due February 15, 2047 with an aggregate par amount of $300,000,000. The PSEC 2010 bonds will bear interest at a fixed rate of 5.939%. Interest is payable semiannually, beginning February 15, 2011.

The PSEC 2010 Bonds have been designated as BABs. AMP expects to receive a federal cash subsidy in the amount of 35% of the interest payment on or about each interest payment date for the PSEC 2010 Bonds. These BABs are subject to the same terms and conditions as the PSEC 2009C Bonds.

The PSEC 2010 Bonds are subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

Maturity Date - February 15	Principal Amount
2044	$ 87,695,000
2045	91,150,000
2046	94,735,000
2047	26,420,000
	$ 300,000,000

AMP has the right to redeem the PSEC 2010 Bonds on any date in whole or in part, at the make-whole redemption price.

The PSEC includes adjacent coal reserves and all associated mine, rail, water, coal combustion waste storage and ancillary support. The generating station will consist of two supercritical units with a nominal net output capacity of 800MW each. The plant will incorporate state-of-the-art emissions control technology consistent with other plants that have been successfully permitted. All permits required for the construction of the power plant have been issued. The first phase of the PSEC is expected to be completed during the fourth quarter of 2011, with the second phase expected to be completed approximately one year later. AMP has entered into a power sales contract dated November 1, 2007 with 68 of its members (the “AMP 368 Participants”) for its share of the electric output of the PSEC (the "AMP Entitlement"). The AMP 368 Participants' obligations to make payments pursuant to the power sales contract are limited obligations payable solely out of the revenues, and, with two exceptions, as an operating expense, of their respective electric systems. Each AMP 368 Participant's obligation to make payments pursuant to the power sales contract is a take-or-pay obligation. Therefore, such payments shall not be subject to any reduction, whether by offset, counterclaim, or otherwise; and such payments shall be made whether or not either unit of PSEC or any other power sales contract resource is completed, operable, operating and notwithstanding the suspension, interruption, interference, reduction or curtailment, in whole or in part, for any reason whatsoever, of the AMP Entitlement or the AMP 368 Participants' power sales contract resources share, including step-up power. The power sales contract contains a step-up provision that requires, in the event of default by an AMP 368 Participant, the nondefaulting AMP 368 Participants to purchase a pro rata share, based upon each nondefaulting AMP 368 Participant’s original power sales contract resources share which, together with the shares of the other nondefaulting AMP 368 Participants, is equal to the defaulting AMP 368 Participant’s power sales resources share. No nondefaulting participant is obligated to accept step-up power in excess of 25% of its original power sales contract resources share.

The proceeds of the Prairie State BANs, the PSEC 2008 Bonds, the PSEC 2009B Bonds, the PSEC 2009C Bonds and the PSEC 2010 Bonds are being used to fund the cost of construction of the PSEC. Proceeds of the PSEC 2009A Bonds were used primarily to pay the principal and interest on the Prairie State BANs at their maturity. Interest on the PSEC Bonds has been capitalized from the proceeds thereof through dates estimated to be approximately six months after the commercial operation dates of the two PSEC generating units.

Hydro Financings
The Hydroelectric Bond Anticipation Notes, Series 2009A (the "Hydro BANs") were issued on April 16, 2009 with the aggregate par amount of $350,000,000. In December 2009, the Hydro BANs were refinanced on a long-term basis with proceeds from the issuance of long-term financings to fund the hydro projects.

The Hydroelectric Revenue Bonds, Series 2009A, 2009B and 2009C (the "Hydro 2009A Bonds", the "Hydro 2009B Bonds" and the "Hydro 2009C Bonds") were issued on December 9, 2009 in the form of serial and term bonds with an aggregate part amount of $643,835,000. The bonds will mature between 2015 and 2044 and will bear interest at fixed rates between 3.5% and 6.449%. Interest is payable semiannually, beginning February 15, 2010.

Hydro 2009A Bonds
The Hydro 2009A Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	**Principal Amount**	**Interest Rate**
2015	$ 18,290,000	3.944%
2016	6,135,000	4.545%
	$ 24,425,000	

AMP has the right to redeem the Hydro 2009A Bonds, on any date, in whole or in part, at the make-whole premium.

Hydro 2009B Bonds
The Hydro 2009B Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	**Principal Amount**	**Interest Rate**
2020	$ 3,465,000	5.264%
2021	10,745,000	5.514%
2022	12,675,000	5.664%
2023	13,155,000	5.814%
2024	13,890,000	5.964%
2027	45,390,000	6.000%
2029	33,505,000	6.449%
2032	55,810,000	6.424%
2044	308,370,000	6.449%
	$ 497,005,000	

The Hydro 2009B Bonds have been designated as BABs. AMP expects to receive a federal cash subsidy in the amount of 35% of the interest payable on or about each interest payment date for the Hydro 2009B Bonds. These BABs are subject to the same terms and covenants as the PSEC 2009C Bonds.

From any available moneys, AMP may, at its option, redeem, prior to their respective maturities, in whole or in part, the Hydro 2009B Bonds stated to mature on February 15, 2021 through February 15, 2024, inclusive, February 15, 2027 and February 15, 2029, on any date beginning February 15, 2020 at the redemption price of par, together with interest accrued to the date fixed for redemption. AMP has the right to redeem all the Hydro 2009B Bonds, on any date, in whole or in part, at the make-whole redemption price.

The Hydro 2009B Bonds due on February 15, 2027, February 15, 2029, February 15, 2032 and February 15, 2044, are term bonds subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

Hydro 2009B Bonds maturing on February 15, 2027:

Year	Principal Amount
2025	$ 14,525,000
2026	15,125,000
2027	15,740,000
	$ 45,390,000

Hydro 2009B Bonds maturing on February 15, 2029:

Year	Principal Amount
2028	$ 16,405,000
2029	17,100,000
	$ 33,505,000

Hydro 2009B Bonds maturing on February 15, 2032:

Year	Principal Amount
2030	$ 17,835,000
2031	18,590,000
2032	19,385,000
	$ 55,810,000

Hydro 2009B Bonds maturing on February 15, 2044:

Year	Principal Amount
2033	$ 20,210,000
2034	21,070,000
2035	21,975,000
2036	22,910,000
2037	23,885,000
2038	24,910,000
2039	25,965,000
2040	27,080,000
2041	28,230,000
2042	29,435,000
2043	30,695,000
2044	32,005,000
	$ 308,370,000

Hydro 2009C Bonds
The Hydro 2009C Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2016	$ 3,540,000	3.500%
2017	15,765,000	5.000%
2018	25,850,000	5.250%
2019	27,250,000	5.250%
2020	21,610,000	5.000%
2021	9,995,000	5.000%
2022	7,940,000	5.000%
2023	8,350,000	5.000%
2024	2,105,000	5.000%
	$ 122,405,000	

From any available moneys, AMP may, at its option, redeem prior to their respective maturities, in whole or in part, the Hydro 2009C Bonds stated to mature after February 15, 2020 on any date beginning February 15, 2020, at a redemption price of par, together with interest accrued to the date fixed for redemption.

Hydro 2009D Bonds
The Hydroelectric Revenue Bonds, Series D ("Hydro 2009D Bonds") were issued on December 2, 2009 in the form of Clean Renewable Energy Bonds at a par amount of $22,600,000. The Hydro 2009D Bonds were issued at a discount of $3,000,000 and do not bear interest. AMP is required to make annual debt service payments on the Hydro 2009D Bonds in the amount of $1,329,412 on December 15 of each year, beginning in 2009 and ending in 2025. The Hydro 2009D Bonds are subject to redemption in whole or in part in the case of certain extraordinary events.

Hydro 2010A, 2010B and 2010C Bonds
The Combined Hydroelectric Projects Revenue Bonds, Series 2010A, 2010B, 2010C (the “Hydro 2010A Bonds", the “Hydro 2010B Bonds” and the “Hydro 2010C Bonds”, collectively the “Hydro 2010 Bonds”) were issued on December 21, 2010 with an aggregate par amount of $1,378,990,000. The bonds will mature between 2016 and 2050 and will bear interest rates at fixed rates between 4.657% and 8.084%. Interest is payable semiannually, beginning February 15, 2011.

Hydro 2010A Bonds
The Hydro 2010A Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	**Principal Amount**	**Interest Rate**
2016	$ 12,625,000	4.657 %
2017	7,620,000	5.157 %
2020	2,365,000	6.123 %
2021*	8,060,000	6.223 %
2029	22,570,000	7.200 %
2030	24,265,000	7.300 %
2033	75,490,000	7.734 %
	$ 152,995,000	

* Insured by a municipal bond insurance policy

The Hydro 2010A Bonds due on February 15, 2033 are term bonds subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption.

Year	**Principal Amount**
2031	$ 26,165,000
2032	28,270,000
2033	21,055,000
	$ 75,490,000

Hydro 2010B Bonds
The Hydro 2010B Bonds have been designated as BABs. AMP expects to receive a cash subsidy payment from the United States Treasury over the term of the bonds equal to 35% of the interest payable on each interest payment date for the Hydro 2010B Bonds. These BABs are subject to the same terms and covenants as the PSEC 2009C Bonds.

The Hydro 2010B Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2041	$ 324,130,000	7.834 %
2050	785,865,000	8.084 %
	$ 1,109,995,000	

The Hydro 2010B Bonds due on February 15, 2041 and due on February 15, 2050 are tem bonds subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption.

Year	Principal Amount	Year	Principal Amount
2033	$ 9,405,000	2042	$ 49,645,000
2034	32,420,000	2043	52,435,000
2035	34,185,000	2044	55,380,000
2036	36,055,000	2045	91,900,000
2037	38,030,000	2046	96,685,000
2038	40,100,000	2047	101,725,000
2039	42,300,000	2048	107,025,000
2040	44,600,000	2049	112,600,000
2041	47,035,000	2050	118,470,000
	$ 324,130,000		$ 785,865,000

Hydro 2010C Bonds
The Hydro 2010C Bonds have been designated as New Clean Renewable Energy Bonds ("New CREBs"). AMP expects to receive a cash subsidy payment from the United States Treasury over the term of the bonds equal to 70% of interest which would have been payable on the Hydro 2010C Bonds if the interest on such bonds were determined by reference to the applicable tax credit rate under Section 54A (b)(3) of the Internal Revenue Code. The federal Subsidy does not constitute a full faith and credit guarantee of the United States, but is required to be paid by the Treasury under the Recovery Act. AMP is obligated to make all payments of principal and interest on the Hydro 2010C Bonds whether or not it receives the federal Subsidy pursuant to the Recovery Act, but solely from the revenues, moneys, securities and funds, including the applicable Special Reserve Account, pledged to the payment thereof in the trust agreement.

The Hydro 2010C Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2022*	$ 9,735,000	6.473 %
2023*	9,500,000	6.623 %
2024	16,095,000	6.973 %
2028	80,670,000	7.334 %
	$ 116,000,000	

*Insured by a mutual bond insurance policy

The Hydro 2010C Bonds due on February 15, 2028 are term bonds subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

Year	Principal Amount
2025	$ 18,730,000
2026	19,930,000
2027	20,640,000
2028	21,370,000
	$ 80,670,000

From any available moneys, AMP may, at its option, redeem, on any business day, prior to their respective maturities, in whole or in part, the Hydro 2010 Bonds at the make whole-redemption price.

The Hydro 2010B Bonds and Hydro 2010C Bonds are subject to redemption from any available moneys, at the option of AMP, prior to their maturity, in whole or in part upon the occurrence of certain extraordinary events.

To the extent that less than 100% of the available project proceeds of the Hydro 2010C Bonds is spent by AMP for qualifying purposes within three years of after the issuance date of the Hydro 2010C Bonds and no extension of such expenditure period has been granted by the IRS, the Hydro 2010C Bonds shall be subject to mandatory redemption in part on a date to be selected by AMP, which date shall be not later than 90 days after the end of the expenditure period, in the amount of the unexpended available project proceeds.

AMP has entered into a power sales contract dated as of November 1, 2007 with 79 of its members (the "Hydro Participants") by the terms of which AMP agrees to sell, and the Hydro Participants agree to buy on a take-or-pay basis, the electric output of three hydroelectric facilities with an aggregate capacity of 208MW under construction by AMP on the Ohio River. The take-or-pay obligations of the Hydro Participants under the Hydro power sales contract are unconditional and subject to stepup to the same extent as are the obligations of the AMP 368 Participants under the PSEC power sales contract.

The proceeds of the Hydro 2009 and 2010 Bonds are being used to fund the cost of construction of the Hydro projects. Interest on the Hydro Bonds has been capitalized from the proceeds thereof through dates estimated to be approximately six months after the commercial operation dates of the three Hydro projects.

Under the terms and conditions of the Hydro Bonds, AMP is required to maintain a debt service coverage ratio of net Hydro revenues to net Hydro debt service of 1.1x or greater.

Assured Guaranty Municipal Corporation (“AGM”) issued municipal bond insurance policies to insure the payment of the principal of and interest on the Hydro 2010A Bonds in the amount of $8,060,000 maturing on February 15, 2021 and the Hydro 2010C Bonds in the amount of $9,735,000 and $9,500,000 maturing on February 15, 2022 and February 15, 2023, respectively.

Meldahl Financings
The Meldahl Hydroelectric Project Revenue Bonds, Series 2010A, 2010B, 2010C, and 2010D (The "Meldahl 2010A Bonds", the "Meldahl 2010B Bonds", the "Meldahl 2010C Bonds" and the "Meldahl 2010D Bonds", collectively the "Meldahl A-D Bonds") were issued on December 7, 2010 with an aggregate par amount of $330,065,000. The bonds will mature between 2016 and 2050 and will bear interest rates at fixed rates between 4.442% and 7.499%. Interest is payable semiannually, beginning February 15, 2011.

Meldahl 2010A Bonds
The Meldahl 2010A Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2016	$ 7,745,000	4.442 %
2017	8,090,000	4.742 %
2018	8,470,000	5.072 %
2019	8,905,000	5.272 %
2020	9,375,000	5.472 %
2021	2,910,000	5.672 %
	$ 45,495,000	

Meldahl 2010B Bonds
The Meldahl 2010B Bonds have been designated as BABs. AMP expects to receive a cash subsidy payment from the United States Treasury over the term of the bonds equal to 35% of the interest payable on each interest payment date for the Meldahl 2010B Bonds. These BABs are subject to the same terms and covenants as the PSEC 2009C Bonds.

The Meldahl 2010B Bonds outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2035	$ 10,000,000	7.000 %
2050	250,000,000	7.499 %
	$ 260,000,000	

The Meldahl 2010B Bonds in the amount of $250,000,000 due on February 15, 2050 are term bonds subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

Year	Principal Amount
2024	$ 3,710,000
2025	3,985,000
2026	4,285,000
2027	4,600,000
2029	4,945,000
2030	5,310,000
2031	5,705,000
2032	6,130,000
2033	6,585,000
2034	7,075,000
2036	7,605,000
2037	8,170,000
2038	8,775,000
2039	9,430,000
2040	10,130,000
2041	10,885,000
2042	11,695,000
2043	12,565,000
2044	13,500,000
2045	14,505,000
2046	15,585,000
2047	16,745,000
2048	17,990,000
2049	19,325,000
2050	20,765,000
	$ 250,000,000

Meldahl 2010C Bonds
The Meldahl 2010C Bonds have been designated as New CREBs and are subject to the same terms and covenants as the Hydro 2010C Bonds. The Meldahl 2010C Bonds were issued in a par amount of $20,000,000, bear interest at a rate of 6.849% per annum and mature on February 15, 2028.

From any available moneys, AMP may, at its option, redeem, on any business day, prior to their respective maturities, in whole or in part, the Meldahl 2010A Bonds, the Meldahl 2010B Bonds and the Meldahl 2010C Bonds, at the make whole-redemption price. The Meldahl 2010B Bonds and the Meldahl 2010C Bonds are subject to redemption from any available moneys, at the option of AMP, prior to their maturity, in whole or in part upon the occurrence of certain extraordinary events.

Meldahl 2010D Bonds
The Meldahl 2010D Bonds have been designated as tax-exempt bonds. The Meldahl 2010D Bonds were issued at a par amount of $4,570,000, bear interest at a rate of 5.00% per annum and mature on February 15, 2021.

Meldahl 2010E Bonds

The Meldahl Hydroelectric Project Revenue Bonds, Series 2010E (the "Meldahl 2010E Bonds") were issued on December 17, 2010 with an aggregate par amount of $355,035,000. Until May 23, 2011, the bonds bear interest at the three-month LIBOR rate plus a 2.95% fixed spread per annum, effectively 3.25% at December 31, 2010. After May 23, 2011, the interest rate of the Meldahl 2010E Bonds will convert to a long-term fixed rate which has yet to be determined.

The Meldahl 2010E Bonds are subject to optional redemption, in whole only, at the option of AMP, on May 23, 2011. Also, each holder of the Meldahl 2010E Bonds has the option to tender its Meldahl 2010E Bonds for purchase by the Remarketing Agent, Wells Fargo Bank, National Association, in whole or in part, on May 23, 2011. After May 23, 2011, from any available moneys, AMP may, at its option, redeem, on any business day, prior to their respective maturities, in whole or in part, the Meldahl 2010E Bonds at the make whole-redemption price and in whole or in part upon the occurrence of certain extraordinary events.

The Meldahl 2010E Bonds have been designated as BABs. AMP expects to receive a cash subsidy payment from the United States Treasury over the term of the bonds equal to 35% of the interest payable on each interest payment date for the Meldahl 2010E Bonds. These BABs are subject to the same terms and covenants as the PSEC 2009C Bonds.

The Meldahl 2010E Bonds are due on February 15, 2050, and are subject to mandatory sinking fund redemption on February 15 in the following years in the following principal amounts at a redemption price equal to par, together with interest accrued to the date of redemption:

Year	Principal Amount
2021	$ 2,445,000
2022	10,535,000
2023	11,055,000
2024	7,890,000
2025	8,185,000
2026	8,485,000
2027	2,515,000
2028	145,000
2029	9,425,000
2030	9,765,000
2031	10,110,000
2032	10,465,000
2033	10,825,000
2034	11,190,000
2035	9,155,000
2036	12,470,000
2037	12,890,000
2038	13,325,000
2039	13,755,000
2040	14,195,000
2041	14,635,000
2042	15,080,000
2043	15,525,000
2044	15,975,000
2045	16,420,000
2046	16,860,000
2047	17,295,000
2048	17,725,000
2049	18,145,000
2050	18,550,000
	$ 355,035,000

AMP has entered into a power sales contract dated as of March 1, 2009 with 48 of its members (the "Meldahl Participants") by the terms of which AMP agrees to sell, and the Meldahl Participants agree to buy on a take-or-pay basis, the electric output of a hydroelectric facility with an aggregate capacity of 105MW under construction by AMP on the Ohio River. The take-or-pay obligations of the Meldahl Participants under the Meldahl power sales contract are unconditional and subject to stepup to the same extent as are the obligations of the AMP 368 Participants under PSEC power sales, except that the maximum stepup percentage is 106%.

The proceeds of the Meldahl Bonds are being used to fund the cost of construction of the Meldahl project. Interest on the Meldahl Bonds has been capitalized from the proceeds thereof through the date estimated to be approximately six months after the commercial operation date of the Meldahl project.

Under the terms and conditions of the Meldahl Bonds, AMP is required to maintain a debt service coverage ratio of net Meldahl revenues to net debt service on the Meldahl Bonds of 1.1 or greater so long as the Meldahl Bonds have not been fully repaid.

Gorsuch Station Financing
On August 1, 2008, AMP issued its Multi-Mode Variable Rate Gorsuch Station Taxable Revenue Bonds, Series 2008A and Series 2008B (collectively the “Gorsuch 2008 Bonds") with principal amounts of $91,090,000 and $7,800,000, respectively. AMP applied the proceeds to i) financing the participants' share of the cost of funding pension and post employment benefits, purchasing sulfur dioxide and nitrogen oxide allowances, funding asset retirement obligations, purchasing replacement power, providing working capital and/or funding maintenance and repair costs or other costs at the Richard H. Gorsuch Generating Station, ii) funding debt service reserve funds and iii) paying the costs of issuing the bonds. The interest rate on the Gorsuch 2008 Bonds was variable and reset weekly, and was payable monthly. AMP entered into two interest rate swap agreements on the same date as the bond issuance, one for each series of the Gorsuch 2008 Bonds. Under the interest rate swap agreements, AMP paid interest at a fixed rate of 3.86%. AMP received interest at a variable rate equivalent to the variable interest rate on the Gorsuch 2008 Bonds from its swap counterparty.

On January 21, 2010, AMP fully redeemed the Gorsuch 2008 Bonds at a price equal to the par value of the bonds plus accrued interest to the redemption date. The redemption of the Gorsuch 2008 Bonds was partially funded with funds held by the trustee under the respective indentures for the Gorsuch 2008 Bonds. The remainder of the redemption was funded with two five-year term notes (the "Gorsuch Term Notes") payable to Keybank National Association. The original principal amount of the Gorsuch Term Notes is $40 million. The notes require equal monthly payments of principal plus accrued interest and interest on the Gorsuch Term Notes is variable in nature. AMP amended the terms of the two interest rate swap agreements associated with the Gorsuch 2008 Bonds to match the principal amounts and variable interest rates underlying the Gorsuch Term Notes.

Term Debt on Behalf of Members (non-recourse)

The individual municipality is the primary obligor on term debt issued on its behalf. "On behalf of" financings are non-recourse to AMP and are presented in the consolidated balance sheets with a corresponding receivable from the project or member to which the on-behalf-of financing relates. The receivables are typically less than the on-behalf-of financings as principal on the on-behalf-of financings is collected monthly in advance of the annual due date and is held in trust by AMP. Bonds and notes payable issued on behalf of member communities consist of the following at December 31:

	2010	2009
OMEGA JV2 Project Distributive Generation Bonds, Series 2001	$ 33,445,000	$ 35,670,000
AMP City of Wadsworth Project Electric System Improvement Bonds, Series 2002	8,140,000	8,635,000
AMP Village of Genoa Project Electric System Improvement Bonds, Series 2004	4,890,000	5,055,000
OMEGA JV6 Adjustable Rate Revenue Bonds, Series 2004	4,926,000	5,899,000
Municipal project notes due on various dates through December 31, 2011 with interest from 1.25% to 2.00% at December 31, 2010 (2.00% to 4.00% at December 31, 2009) payable at maturity	23,344,000	31,062,000
	74,745,000	86,321,000
Current portion of on behalf of financings	(58,447,000)	(34,913,000)
Noncurrent portion of on behalf of financings	$ 16,298,000	$ 51,408,000

At December 31, 2010 and 2009, amounts included in accrued interest in the consolidated balance sheets that related to nonrecourse notes payable issued on-behalf-of members were $1,248,365 and $1,505,714, respectively. Interest expense related to nonrecourse term debt issued on behalf of members was $786,159 and $1,087,349 for the years ended December 31, 2010 and 2009, respectively.

The following is a summary of financing receivables from members related to on-behalf-of debt at December 31:

	2010	2009
Financing receivable - OMEGA JV2 members	$ 27,114,583	$ 29,412,937
Financing receivable - Wadsworth	6,727,625	7,227,081
Financing receivable - Genoa	4,330,159	4,486,915
Financing receivable - OMEGA JV6 members	4,518,538	5,494,364
Notes receivable - members	22,460,006	26,962,692
Interest receivable	146,028	315,135
	65,296,939	73,899,124
Current portion of on behalf of notes receivable	(27,871,103)	(31,256,326)
Noncurrent portion of on behalf of notes receivable	$ 37,425,836	$ 42,642,798

Interest income related to financing receivables from members was $893,385 and $1,309,163 for the years ended December 31, 2010 and 2009, respectively. Interest income from financing receivables and interest expense on term debt issued on behalf of members are classified in program and other revenue.

OMEGA JV2 Project Distributive Generation Bonds, Series 2001
The OMEGA JV2 Project Distributive Generation Bonds, Series 2001 (the “OMEGA JV2 Bonds”) outstanding at December 31, 2010 are as follows:

Maturity Date/Mandatory Sinking Fund Redemption Date January 1	**Principal Amount**	**Interest Rate**
2011	$ 2,335,000	5.25 %
2012	2,460,000	5.25 %
2013	2,590,000	5.25 %
2014	2,725,000	5.25 %
2015	2,865,000	5.25 %
2016	3,015,000	5.25 %
2017	3,175,000	5.25 %
2018	3,325,000	4.75 %
2019	3,485,000	4.75 %
2020	3,650,000	4.75 %
2021	3,820,000	4.75 %
	$ 33,445,000	

The OMEGA JV2 Bonds were issued by AMP on January 18, 2001, in the form of serial and term bonds on behalf of 13 of its members who are financing participants in OMEGA JV2. The OMEGA JV2 Bonds mature in various annual installments through January 1, 2021. Interest is payable semiannually at fixed interest rates.

The OMEGA JV2 Bonds are payable solely from the municipal electric utility system revenues of OMEGA JV2 financing participants. The OMEGA JV2 Bonds require compliance by the financing participants with the OMEGA JV2 joint venture agreement, which requires that each financing participant maintain a debt service coverage ratio of 1.1 or greater. There is no recourse to AMP, other than from such revenues. AMP will not be obligated to pay debt service on the OMEGA JV2 Bonds, except from debt service payments received from the OMEGA JV2 financing participants and other funds pledged or assigned therefore under the trust agreement.

The OMEGA JV2 Bonds are not subject to optional redemption before January 1, 2011. The OMEGA JV2 Bonds maturing after January 1, 2011 are subject to redemption in whole or in part on any date on or after January 1, 2011, at a redemption price of 100% of the outstanding principal plus accrued interest. AMP has determined that it will exercise the optional redemption on all the OMEGA JV2 Bonds on January 2, 2011. Accordingly, AMP has recorded the entire OMEGA JV2 Bonds principal amount as a current liability on its consolidated balance sheet at December 31, 2010.

AMP City of Wadsworth Project Electric System Improvement Bonds, Series 2002
The AMP City of Wadsworth Project Electric System Improvement Bonds, Series 2002 (the "Wadsworth Bonds") outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2011	$ 515,000	4.10 %
2012	535,000	4.20 %
2017	3,090,000	5.25 %
2022	4,000,000	5.00 %
	$ 8,140,000	

The Wadsworth Bonds were issued by AMP on March 1, 2002 in the form of serial and term bonds on behalf of the City of Wadsworth, Ohio which is a member of AMP. The Wadsworth Bonds mature in various annual installments through February 15, 2022. Interest is payable semiannually at fixed interest rates.

The Wadsworth Bonds are payable solely from the municipal electric system revenues of the City of Wadsworth. There is no recourse to AMP regarding the Wadsworth Bonds, other than from such revenues. AMP is not obligated to pay debt service on the Wadsworth Bonds, except from debt service payments received from the City of Wadsworth and other funds pledged or assigned therefore under the trust agreement.

The Wadsworth Bonds are not subject to optional redemption prior to February 15, 2012. The Wadsworth Bonds maturing after February 15, 2012 are subject to redemption in whole or in part on any date on or after February 15, 2012, at a redemption price of 100% of the outstanding principal plus accrued interest to the date of redemption.

The Wadsworth Bonds require that the City of Wadsworth maintain a debt service coverage ratio of net electric system revenues to debt service of 1.1 or greater.

AMP Village of Genoa Project Electric System Improvement Bonds, Series 2004
The AMP Village of Genoa Project System Improvement Bonds, Series 2004 (the "Genoa Bonds"), outstanding at December 31, 2010 are as follows:

Maturity Date - February 15	Principal Amount	Interest Rate
2011	$ 165,000	3.25 %
2012	175,000	3.25 %
2013	180,000	3.40 %
2014	185,000	3.50 %
2024	2,435,000	5.25 %
2029	1,750,000	4.625 %
	$ 4,890,000	

The Genoa Bonds were issued by AMP on October 1, 2004 in the form of serial and term bonds on behalf of the Village of Genoa, Ohio which is a member of AMP. The Genoa Bonds mature in various installments through February 15, 2029. Interest is paid semiannually at fixed interest rates.

The Genoa Bonds are payable solely from the municipal electric system revenues of the Village of Genoa. There is no recourse to AMP regarding these bonds, other than from such revenues. AMP is not obligated to pay debt service on the Genoa Bonds, except from debt service payments received from the Village of Genoa and other funds pledged or assigned therefore under the trust agreement.

The Genoa Bonds are not subject to optional redemption prior to February 15, 2014. Genoa Bonds maturing on or after February 15, 2015 are subject to redemption in whole or in part, on any date on or after February 15, 2014, at a redemption price of par, plus accrued interest to the date of redemption.

The Genoa Bonds require that the Village of Genoa maintain a debt service coverage ratio of net electric system revenues to debt service of 1.1 or greater.

OMEGA JV6 Adjustable Rate Revenue Bonds, Series 2004
The OMEGA JV6 Bonds were issued by AMP on July 30, 2004 in the form of serial bonds on behalf of nine of its members who are financing participants in OMEGA JV6. Principal and interest on the OMEGA JV6 Bonds are payable in $500,000 semi-annual installments on February 15 and August 15, beginning February 15, 2005. The OMEGA JV6 Bonds bear interest at an adjustable rate, which shall be established by reference to the Six-Month Municipal Market Data High Grade Index Rate (the “MMD Index Rate”) plus 15 basis points. The adjustable rate will automatically be reset semi-annually, based on the MMD Index Rate as of two business days prior to the beginning of the next interest period. Each installment payment is applied first to the interest due and the balance is applied against the unpaid principal. On August 15, 2019, the balance of the principal of the OMEGA JV6 Bonds, if not theretofore paid or provided for, shall become due and payable.

OMEGA JV6 Adjustable Rate Revenue Bonds, Series 2004 (the “OMEGA JV6 Bonds”) outstanding at December 31, 2010 are as follows:

Maturity Date - February 15 and August 15	Principal Amount	Interest Rate
2011	$ 978,000	0.49 %
2012	976,000	0.49 %
2013	982,000	0.49 %
2014	988,000	0.49 %
2015	995,000	0.49 %
2016	7,000	0.49 %
	$ 4,926,000	

The maturity table assumes a constant interest rate of 0.49%, that was used to calculate the August 15, 2011 and subsequent principal payments.

The OMEGA JV6 Bonds are payable solely from the basic and additional demand charges payable by the OMEGA JV6 financing members. The OMEGA JV6 Bonds require compliance by the financing members with the OMEGA JV6 joint venture agreement, which requires that each financing member maintain a debt service overage ratio of 1.1 or greater. AMP will not be obligated to pay debt service on the OMEGA JV6 Bonds, except from demand charges received from OMEGA JV6 financing participants and other funds pledged or assigned therefor under the trust agreement. There is no recourse to AMP regarding these bonds, other than from such revenues.

The OMEGA JV6 Bonds are subject to optional redemption at any time, at the sole discretion of participants of OMEGA JV6, at the price of par plus accrued interest.

Municipal Project Notes
The municipal project notes are payable solely from revenues received by AMP pursuant to its agreements with municipal members for construction of various electric utility projects. There is no recourse to AMP regarding these notes, other than from such revenues.

The aggregate amounts of future maturities for AMP's revolving credit loan, term debt and on behalf of financings, are as follows:

Years Ending December 31	**AMP Debt**	**On Behalf of Financings**
2011	$ 85,707,962	$ 58,447,000
2012	277,784,416	1,686,000
2013	93,439,416	1,717,000
2014	30,774,396	1,758,000
2015	41,899,412	1,800,000
Thereafter	4,345,329,125	9,337,000
	$ 4,874,934,727	$ 74,745,000

10. Trustee Funds

Bond proceeds and funds collected in advance of contractually scheduled principal and interest payments for certain bond offerings are held in trust. Trustee funds related to these bond offerings consist of the following at December 31:

	2010	2009
Combustion Turbine Bonds	$ 922,247	$ 879,247
Electricity Purchase Revenue Bonds	56,041,863	54,590,424
PSEC Parity Common Reserve	114,166,236	96,417,435
PSEC Revenue 2008A Bonds	63,109,746	214,336,065
PSEC Revenue 2009A Bonds	15,168,088	23,370,643
PSEC Revenue 2009B Bonds	15,435,262	32,012,393
PSEC Revenue 2009C Bonds	196,577,272	364,243,268
PSEC Revenue 2010 Bonds	226,131,216	-
Hydro Parity Common Reserve	122,377,675	44,303,159
Hydro 2009A Bonds	21,338,848	8,113,553
Hydro 2009B Bonds	195,978,523	324,352,703
Hydro 2009C Bonds	26,475,296	23,691,434
Hydro 2009D Bonds	6,427,272	-
Hydro 2010A Bonds	45,877,183	-
Hydro 2010B Bonds	1,026,462,218	-
Hydro 2010C Bonds	133,116,664	-
Meldahl Parity Common Reserve	41,231,774	-
Meldahl 2010A Bonds	16,676,816	-
Meldahl 2010B Bonds	153,295,449	-
Meldahl 2010C Bonds	2,884,145	-
Meldahl 2010D Bonds	912,989	-
Meldahl 2010E Bonds	345,269,483	-
Gorsuch 2008 Bonds	-	34,765,789
OMEGA JV2 Bonds	34,293,931	7,146,187
Wadsworth Bonds	1,563,200	1,567,523
Genoa Bonds	646,655	657,098
OMEGA JV6 Bonds	415,405	416,805
Energy Control Center	998,873	-
	2,863,794,329	1,230,863,726
Current Portion	(465,964,390)	(169,924,964)
Noncurrent Portion	$ 2,397,829,939	$ 1,060,938,762

Combustion Turbine Bonds
The trust agreement executed by AMP in conjunction with the issuance of the Combustion Turbine Bonds dated December 1, 2006 contains, among others, the following provisions:

- AMP will sell the output of the combustion turbine project to 33 of its member municipalities (the "Municipalities").

- AMP is obligated to fix rates and charges sufficient to pay debt service on the Combustion Turbine Bonds.

- The following funds are established: (a) Project Fund (containing amounts from bond proceeds); (b) Bond Fund (containing all debt service payments); (c) Rebate Fund (containing amounts required to be paid, if necessary, to the United States as provided by the IRC of 1986, as applicable; to be maintained in AMP's general accounts); (d) Overhaul Fund (containing amounts for the payment of principal and interest and for major repairs, replacements, renovations, rehabilitation and improvements to the project; and to the extent funds in the Bond Fund are not sufficient to make such payments, for reimbursements of draws under the Credit Facility, and for payments owed for the swap agreement); (e) Reserve and Contingency Fund (containing amounts for principal and interest on the Combustion Turbine Bonds to the extent funds in the Bond Fund are not sufficient to make such payments, for reimbursements of draws under the Credit Facility, for payments owed for the swap agreement and for operating and maintenance expenses of the project).

Funds held by the trustee for the Combustion Turbine Bonds at December 31 are as follows:

	2010	2009
Bond Fund	$ 922,247	$ 879,247
	922,247	879,247
Current portion	(922,247)	(879,247)
Noncurrent portion	$ -	$ -

Electricity Purchase Revenue Bonds

The trust agreement executed by AMP in conjunction with the issuance of the Electricity Purchase Revenue Bonds dated August 1, 2007 contains, among others, the following provisions:

- AMP will at all times fix, establish, maintain and collect fees and charges to the extent permitted under the provisions of the Power Schedules for the sale of electricity. These fees and charges should be equal to the amounts required to be paid during the year for debt service and other costs associated with the Electricity Purchase Revenue Bonds.

- The following subfunds are established: (a) Project Subfund (consisting of the Costs of Issuance Account and the Electricity Purchase Account; containing amounts to be paid for costs incurred by AMP in connection with the issuance of the Electricity Purchase Revenue Bonds and the proceeds from the Electricity Purchase Revenue Bonds offering);
(b) Revenue Subfund (containing the monthly payments from the Participants due under the Participants' Power Schedules); (c) Debt Service Subfund (consisting of the Debt Service Account and the Redemption Account, containing amounts to be paid for debt service and amounts to be paid should a redemption be triggered); (d) Trust Indenture Expense Subfund (containing amounts to be paid for trust indenture expenses); (e) General Subfund (containing amounts to be maintained in AMP's general accounts).

- Amounts deposited into the Debt Service Account will be invested into a collateralized guaranteed investment contract (the "GIC"). The GIC is effective on August 1, 2007, and it guarantees AMP a rate of return of 5.216% on the funds invested. The GIC expires on February 1, 2013, which coincides with the date of the final principal payment of the Revenue Bonds.

Funds held by the trustee for the AMP Electricity Purchase Revenue Bonds at December 31 are as follows:

	2010	**2009**
Bond Fund	$ 53,318	$ 2,662
Revenue Subfund	2,830	7,103
Debt Service Account	55,985,715	54,580,659
	56,041,863	54,590,424
Current portion	(56,041,863)	(54,590,424)
Noncurrent portion	$ -	$ -

PSEC Bonds

The trust agreement dated as of November 1, 2007, executed by AMP, that secures all PSEC Bonds contains the provision, among others, that AMP will at all times fix, charge and collect rates and charges for the use of, and for the services and facilities furnished by, the PSEC. These rates and charges should be at least 110% of the annual debt service requirements of the PSEC Bonds.

As supplemented by supplemental trust agreements executed in connection with each series of the PSEC Bonds, the trust agreement also provides for the creation with the trustee of the following subfunds and accounts for each such series of PSEC Bonds: (a) Acquisition and Construction Subfund (containing amounts to be paid for costs incurred by AMP in connection with the construction of the PSEC); (b) Cost of Issuance Account (containing amounts to be paid for costs incurred by AMP in connection with the issuance of the PSEC Bonds);c) Bond Subfund (consisting of the Capitalized Interest Subaccount, the Interest Subaccount, the Principal Subaccount, the Sinking Subaccount, the Redemption Subaccount, and the Parity Common Reserve Account; (d) Subordinate Obligations Subfund.

Certain of the supplemental trust agreements also create Tracking Interest Subaccounts for the series of BABs and tax-exempt bonds to hold capitalized funds to pay interest on such bonds subsequent to the commercial operation dates of the project units.

Funds held by the trustee at December 31, 2010 and 2009 in the Parity Common Reserve Account that secures all the PSEC Bonds are $114,166,236 and $96,417,435, respectively.

PSEC 2008A Bonds
Under the applicable supplemental trust agreement:

- Amounts deposited into the Acquisition and Construction Account will be invested in a collateralized guaranteed investment contract (the "PSEC GIC"). The PSEC GIC is effective on August 1, 2008, and it guarantees AMP a rate of return of 3.571% on the funds invested. The PSEC GIC expired on June 1, 2010.

Funds held by the trustee for the PSEC 2008A Bonds at December 31, are as follows:

	2010	2009
Acquisition and Construction Account	$ -	$ 118,223,656
Costs of Issuance Account	702,137	726,755
Capitalized Interest Subaccount	62,407,609	95,385,654
	63,109,746	214,336,065
Current portion	(39,097,344)	(39,119,300)
Noncurrent portion	$ 24,012,402	$ 175,216,765

PSEC 2009A Bonds
Amounts held by the trustee for the PSEC 2009A Bonds at December 31 are as follows:

	2010	2009
Acquisition and Construction Account	$ 881	$ 881
Capitalized Interest Subaccount	15,167,207	23,369,762
	15,168,088	23,370,643
Current portion	(8,780,962)	(3,277,170)
Noncurrent portion	$ 6,387,126	$ 20,093,473

PSEC 2009B Bonds
Amounts held by the trustee for the PSEC 2009B Bonds at December 31 are as follows:

	2010	2009
Acquisition and Construction Account	$ 8,815,437	$ 22,365,044
Capitalized Interest Subaccount	6,556,929	9,577,840
Cost of Issuance Account	62,896	69,509
	15,435,262	32,012,393
Current portion	(3,959,440)	(881,288)
Noncurrent portion	$ 11,475,822	$ 31,131,105

PSEC 2009C Bonds
The trust agreement executed by AMP in conjunction with the issuance of the PSEC 2009C Bonds dated November 1, 2007 and supplemented on July 1, 2009, contains, among others, the following covenants:

- AMP will not take any action, or fail to take any action, that would adversely affect either the status of the PSEC 2009C Bonds under Section 54AA of the Internal Revenue Service Code (the "Code") or the credit allowed to AMP with respect to the PSEC 2009C bonds pursuant to Section 6431 of the Code.

- AMP will not make use of the proceeds of the PSEC 2009C bonds or any other funds of AMP, or take or omit to take any other action that would cause the bonds to be federally guaranteed within the meaning of Section 149(b) of the Code.

- AMP shall not use or permit the use of proceeds of the PSEC 2009C Bonds in such a manner that would result in the loss of the federal subsidy on the PSEC 2009C Bonds.

- AMP will obtain written assurance that each of the PSEC Participants will not use its PSEC share for private purposes or enter into contracts that could result in private use, and thereby jeopardize the tax status of the interest on the PSEC 2009C Bonds or any of them.

Amounts held by the trustee for the PSEC 2009C Bonds at December 31 are as follows:

	2010	2009
Acquisition and Construction Account	$ 170,181,314	$ 326,123,447
Capitalized Interest Subaccount	26,282,836	38,000,142
Cost of Issuance Account	113,122	119,679
	196,577,272	364,243,268
Current portion	(23,948,434)	(5,085,368)
Noncurrent portion	$ 172,628,838	$ 359,157,900

PSEC 2010 Bonds

The applicable supplemental trust agreement contains, among others, the covenants similar to the covenants for the PSEC 2009C Bonds.

Amounts held by the trustee for the PSEC 2010 Bonds at December 31, 2010 are as follows:

Acquisition and Construction Account	$ 203,243,924
Capitalized Interest Subaccount	22,781,394
Cost of Issuance Account	105,898
	226,131,216
Current portion	(15,639,367)
Noncurrent portion	$ 210,491,849

Hydro Bonds

The trust agreement dated November 1, 2009 executed by AMP to secure all the Hydro Bonds contains, among others, the provision that AMP will at all times fix, charge and collect rates and charges for the use of, and for the services and facilities furnished by, the Hydro plants. These rates and charges should be at least 110% of the annual debt service requirements of the Hydro Bonds.

As supplemented by supplemental trust agreements executed in connection with each series of the Hydro Bonds, the trust agreement also provides for the creation with the trustee of the following subfunds and accounts for each such series of Hydro Bonds: (a) Acquisition and Construction Account (containing amounts to be paid for costs incurred by AMP in construction of the Hydro plants); (b) Cost of Issuance Account (containing amounts to be paid for costs incurred by AMP in connection with the issuance of the series of Hydro Bonds); (c) Bond Subfund (consisting of the Capitalized Interest Subaccount, the Interest Subaccount, the Derivatives Payments Subaccount, the Principal Subaccount, the Sinking Subaccount, the Redemption Subaccount and the Parity Common Reserve Account; (d) Subordinate Obligations Subfund.

Certain of the supplemental trust agreements also create (i) Tracking Interest Subaccounts for the series of BABs, New CREBs and tax-exempt bonds to hold capitalized funds to pay interest on such bonds subsequent to the commercial operation dates of the project units and (ii) Special Reserve Accounts to hold amounts pledged particular series of BABs and New CREBs.

Funds held by the trustee at December 31, 2010 and 2009 in the Parity Common Reserve Account that secures all the Hydro Bonds, except the 2009D Hydro Bonds, are $122,377,675 and $44,303,159, respectively.

Hydro 2009A Bonds

Amounts held by the trustee for the Hydro 2009A Bonds at December 31 are as follows:

	2010	2009
Acquisition and Construction Account	$ 3,114,578	$ 4,457,516
Capitalized Interest Subaccount	3,910,537	3,637,720
Principal Account	14,311,726	-
Cost of Issuance Account	2,007	18,317
	21,338,848	8,113,553
Current portion	(15,388,391)	(701,783)
Noncurrent portion	$ 5,950,457	$ 7,411,770

Hydro 2009B Bonds

The applicable supplemental trust agreement contains, among others, the covenants similar to the covenants for the PSEC 2009C Bonds.

Amounts held by the trustee for the Hydro 2009B Bonds at December 31 are as follows:

	2010	2009
Acquisition and Construction Account	$ 107,478,977	$ 247,369,263
Capitalized Interest Tracking Subaccount	19,775,541	9,311,718
Special Reserve Account	5,511,938	-
Capitalized Interest Subaccount	62,997,253	67,298,017
Cost of Issuance Account	214,814	373,705
	195,978,523	324,352,703
Current portion	(37,300,176)	(21,859,190)
Noncurrent portion	$ 158,678,347	$ 302,493,513

Hydro 2009C Bonds

Amounts held by the trustee for the Hydro 2009C Bonds at December 31 are as follows:

	2010	2009
Capitalized Interest Tracking Subaccount	$ 5,670,185	$ 2,660,882
Special Reserve Account	20,746,375	20,929,139
Cost of Issuance Account	58,736	101,413
	26,475,296	23,691,434
Current portion	(6,266,165)	(4,338,011)
Noncurrent portion	$ 20,209,131	$ 19,353,423

Hydro 2009D Bonds

Amounts held by the trustee for the Hydro 2009D Bonds at December 31, 2010 are as follows:

Sinking Subaccount	$ 6,427,272
Current portion	(6,427,272)
Noncurrent portion	$ -

Hydro 2010A Bonds

Amounts held by the trustee for the Hydro 2010A Bonds at December 31, 2010 are as follows:

Acquisition and Construction Account	$ 7,754,314
Capitalized Interest Subaccount	38,000,014
Cost of Issuance Account	122,855
	45,877,183
Current portion	(7,183,203)
Noncurrent portion	$ 38,693,980

Hydro 2010B Bonds

The applicable supplemental trust agreement contains, among others, the covenants similar to the covenants for the PSEC 2009C Bonds.

Amounts held by the trustee for the Hydro 2010B Bonds at December 31, 2010 are as follows:

Acquisition and Construction Account	$ 780,356,750
Capitalized Interest Subaccount	203,641,940
Capitalized Interest Tracking Subaccount	26,166,070
Special Reserve Account	15,469,102
Cost of Issuance Account	828,356
	1,026,462,218
Current portion	(58,627,441)
Noncurrent portion	$ 967,834,777

Hydro 2010C Bonds

The applicable supplemental trust agreement contains, among others, the covenant that AMP will not take any action, or fail to take any action, that would adversely affect the status of the Hydro 2010C Bonds as New CREBs under Section 54 of the Internal Revenue Service Code.

Amounts held by the trustee for the Hydro 2010C Bonds at December 31, 2010 are as follows:

Acquisition and Construction Account	$ 115,043,140
Capitalized Interest Subaccount	13,998,652
Capitalized Interest Tracking Subaccount	1,628,767
Special Reserve Account	2,359,447
Cost of Issuance Account	86,658
	133,116,664
Current portion	(5,840,341)
Noncurrent portion	$ 127,276,323

Meldahl Bonds

The trust agreement, dated as of October 1, 2010, executed by AMP, that secures all Meldahl Bonds contains the provision, among others, that AMP will at all times fix, change and collect rates and charges for the use of, and for the services and facilities furnished by, the Meldahl Hydro plant. These rates and charges should be at least 110% of the annual debt service requirements of the Meldahl Bonds.

As supplemented by supplemental trust agreements executed in connection with each series of the Meldahl Bonds, the trust agreement also provides for the creation with the trustee of the following subfunds and accounts for each such series of Meldahl Bonds: (a) Acquisition and Construction Account (containing amounts to be paid for costs incurred by AMP in construction of the Meldahl Hydro plants); (b) Cost of Issuance Account (containing amounts to be paid for costs incurred by AMP in connection with the issuance of the series of Meldahl Bonds); (c) Bond Subfund (consisting of the Capitalized Interest Subaccount, the Interest Subaccount, the Derivatives Payments Subaccount, the Principal Subaccount, the Sinking Subaccount, the Redemption Subaccount and the Parity Common Reserve Account; containing amounts to be paid for debt service and amounts to be paid should a redemption be triggered); (d) Subordinate Obligations Subfund.

Certain of the supplemental trust agreements also create (i) Tracking Interest Subaccounts for the series of BABs, New CREBs and tax-exempt bonds to hold capitalized funds to pay interest on such bonds subsequent to the commercial operation date of the project units and (ii) Special Reserve Accounts to hold amounts pledged to particular series of BABs and New CREBs.

Funds held by the trustee at December 31, 2010 in the Parity Common Reserve Account that secures all the Meldahl Bonds are $41,231,774.

Meldahl 2010A Bonds

Amounts held by the trustee for the Meldahl 2010A Bonds at December 31, 2010 are as follows:

Acquisition and Construction Subfund	$ 8,108,356
Capitalized Interest Subaccount	8,535,354
Cost of Issuance Subfund	33,106
	16,676,816
Current portion	(1,620,847)
Noncurrent portion	$ 15,055,969

Meldahl 2010B Bonds

The applicable supplemental trust agreement contains, among others, covenants similar to the covenants for the PSEC 2009C Bonds.

Amounts held by the trustee for the Meldahl 2010B Bonds at December 31, 2010 are as follows:

Acquisition and Construction Account	$ 99,181,470
Capitalized Interest Subaccount	44,328,188
Capitalized Interest Tracking Subaccount	6,192,877
Special Reserve Account	3,403,700
Cost of Issuance Account	189,214
	153,295,449
Current portion	(13,586,380)
Noncurrent portion	$ 139,709,069

Meldahl 2010C Bonds

Amounts held by the trustee for the Meldahl 2010C Bonds at December 31, 2010 are as follows:

Capitalized Interest Tracking Subaccount	$ 300,706
Capitalized Interest Subaccount	2,190,834
Special Reserve Account	378,043
Cost of Issuance Account	14,562
	2,884,145
Current portion	(958,202)
Noncurrent portion	$ 1,925,943

Meldahl 2010D Bonds

Amounts held by the trustee for the Meldahl 2010D Bonds at December 31, 2010 are as follows:

Capitalized Interest Subaccount	$ 798,592
Capitalized Interest Tracking Subaccount	109,665
Cost of Issuance Account	4,732
	912,989
Current portion	(162,144)
Noncurrent portion	$ 750,845

Meldahl 2010E Bonds

The applicable supplemental trust agreement contains, among others, the covenants similar to the covenants for the PSEC 2009C Bonds.

Amounts held by the trustee for the Meldahl 2010E Bonds at December 31, 2010 are as follows:

Acquisition and Construction Account	$ 331,684,275
Capitalized Interest Tracking Subaccount	8,477,563
Special Reserve Account	4,659,398
Cost of Issuance Account	448,247
	345,269,483
Current portion	(7,558,172)
Noncurrent portion	$ 337,711,311

Gorsuch 2008 Bonds

The trust agreements executed by AMP in conjunction with the issuance of the Gorsuch 2008 Bonds contain, among others, the following provisions:

- AMP will at all times establish and maintain rates and charges sufficient to pay for the Gorsuch participants' share of the Gorsuch project costs, which includes the debt service requirements of the Gorsuch 2008 Bonds.
- The following funds were established pursuant to the trust agreements: Series A and Series B Project Funds (containing amounts from the bond proceeds); Series A and Series B Bond Funds (containing the monthly amounts received for debt service requirements); and Series A and Series B Debt Service Reserve Funds (containing minimum debt service reserve Series A and Series B requirements).
- Bond proceeds are required to be invested in eligible investments at the direction of AMP, except that under the terms of the Letters of Credit and Reimbursement Agreement, KeyBank held the Series A and Series B Debt Service Reserve Funds, which were required to be invested in eligible investments. AMP invested the Series A and Series B Debt Service Reserve Funds, which were $0 and $4,793,061 at December 31, 2010 and 2009, respectively in certificates of deposit outside of the control of the trustee.

Funds held by the Trustee for the Gorsuch 2008 Bonds at December 31, are as follows:

	2010	2009
Series A Project Fund	$ -	$ 32,026,367
Series B Project Fund	-	2,739,422
Series A Bond Fund	-	-
Series B Bond Fund	-	-
	-	34,765,789
Current Portion	-	(34,765,789)
Noncurrent portion	$ -	$ -

OMEGA JV2 Project Distributive Generation Bonds

The trust agreement executed by AMP in conjunction with the issuance of the OMEGA JV2 Bonds dated January 1, 2001 contains, among others, the following provisions:

- The OMEGA JV2 Bonds are payable solely from payments to be made by the OMEGA JV2 financing participants pursuant to a financing agreement dated January 1, 2001. The payment obligations of each financing participant are payable from the revenues of its municipal electric utility system.

- The following funds are established: (a) AMP Proceeds Fund (containing amounts from bond proceeds); (b) Acquisition Fund (consisting of the Bond Proceeds Subfund, the Contributions Subfund and the Costs of Issuance Account; containing the amounts from bond proceeds, proceeds from contributions by nonfinancing participants and costs of bond issuance, respectively); (c) Debt Service Fund (consisting of the Bond Payment Fund and Debt Service Reserve Fund, containing the monthly payments for annual debt service requirements); (d) Reserve and Contingency Fund (containing amounts for improvements and extraordinary operation and maintenance costs to be held by OMEGA JV2); (e) General Reserve Fund (consisting of amounts to be maintained in AMP's general accounts).

- The trustee is to receive on or before the last business day (but not before the twenty-sixth day) of each month, the full bond debt service payments for each month during the term of the financing agreement from AMP. In the event the amounts in the Bond Payment Fund are not sufficient to make scheduled payments, such deficiency would be drawn first from the Reserve and Contingency Fund and then the Debt Service Reserve Fund.

Funds held by the trustee for the OMEGA JV2 Bonds at December 31 are as follows:

	2010	2009
Bond Payment Fund	$ 30,274,007	$ 3,123,142
Debt Service Reserve Fund	4,019,924	4,023,045
	34,293,931	7,146,187
Current portion	(34,293,931)	(3,123,142)
Noncurrent portion	$ -	$ 4,023,045

The Bond Payment Fund and the Debt Service Reserve Fund are restricted for payment of principal and interest on outstanding OMEGA JV2 Bond obligations. Debt service payments are to be made by the trustee in accordance with the trust agreement. Reserve and Contingency Fund amounts held by OMEGA JV2 at December 31, 2010 and 2009 are $535,953 and $534,044, respectively.

AMP City of Wadsworth Project Electric System Improvement Bonds
The trust agreement executed by AMP in conjunction with the issuance of the Wadsworth Bonds contains, among others, the following provisions:

- The Wadsworth Bonds are payable solely from the revenues of the City of Wadsworth's municipal electric utility system, pursuant to an amended and restated loan agreement between AMP and the City of Wadsworth dated as of March 1, 2002.

- The following funds were established: (a) AMP Proceeds Fund (containing amounts from the bond proceeds); (b) Payment Fund (consisting of the Note Repayment Account, the Improvement Account and the Cost of Issuance Account, containing amounts for the repayment of principal of an outstanding note issued by AMP to benefit the City of Wadsworth, the costs of new improvements and the costs of bond issuance, respectively); (c) Bond Fund (containing the monthly payments for semi annual debt service requirements); (d) Rebate Fund (containing amounts required to be paid, if necessary, to the United States as provided by the IRC of 1986, as applicable); (e) Debt Service Reserve Fund (containing reserve amounts to be utilized to pay semi-annual debt service payments in the event that the Bond Fund has deficiencies); (f) General Reserve Fund (amounts, if any, to be held and maintained by AMP and utilized to pay for the costs of new improvements for which the City of Wadsworth is responsible).

- The trustee is to receive on or before the twenty-sixth day of each month, the full bond debt service payments for each month during the term of the amended and restated loan agreement with AMP. In the event the amounts in the Bond Fund are not sufficient to make scheduled payments, such deficiency would be remedied by transferring funds from the Debt Service Reserve Fund.

Funds held by the trustee for the Wadsworth Bonds at December 31 are as follows:

	2010	2009
Bond Fund	$ 636,978	$ 635,461
Debt Service Reserve Fund	926,222	932,062
	1,563,200	1,567,523
Current portion	(636,978)	(635,461)
Noncurrent portion	$ 926,222	$ 932,062

The Bond Fund and the Debt Service Reserve Fund are restricted for payment of principal and interest on outstanding Wadsworth Bonds. Debt service payments are to be made by the trustee in accordance with the trust agreement. There were no amounts held by AMP for the General Reserve Fund at December 31, 2010 and 2009.

AMP Village of Genoa Project Electric System Improvement Bonds
The trust agreement executed by AMP in conjunction with the issuance of the Genoa Bonds, contains, among others, the following provisions:

- The Genoa Bonds are payable solely from the revenues from the Village of Genoa's municipal electric utility system, pursuant to an agreement dated as of October 1, 2004.

- The following funds were established: (a) Proceeds Fund (containing amounts from bond proceeds); (b) Payment Fund (consisting of the Note Repayment Account and the Cost of Issuance Account, containing amounts for the repayment of principal of an outstanding note issued by AMP for the benefit of Village of Genoa and the costs of bond issuance, respectively); (c) Bond Fund (containing the monthly payments for semi-annual debt service requirements); (d) Rebate Fund (containing amounts required to be paid, if necessary, to the United States as provided by the IRC of 1986, as applicable);(e) Debt Service Reserve Fund (containing reserve amounts to be utilized to pay semi-annual debt service payments in the event, if any, the Bond Fund has deficiencies); (f) General Reserve Fund (containing amounts to be held and maintained by AMP and used at the request of the Village of Genoa, to pay any necessary cost or expense of its electric system).

- The trustee is to receive on or before the twenty-sixth day of each month, the full bond debt service payments for each month during the term of the loan agreement with AMP. In the event the amounts in the Bond Fund are not sufficient to make scheduled payments, such deficiency would be remedied by transferring funds from the Debt Service Reserve Fund.

Funds held by the trustee for the Genoa Bonds at December 31 are as follows:

	2010	2009
Bond Fund	$ 243,843	$ 251,986
Debt Service Reserve Fund	402,812	405,112
	646,655	657,098
Current portion	(243,843)	(251,986)
Noncurrent portion	$ 402,812	$ 405,112

The Bond Fund and the Debt Service Reserve Fund are restricted for payment of principal and interest on outstanding Genoa Bonds. Debt service payments are to be made by the trustee in accordance with the trust agreement. There were no amounts held by AMP for the General Reserve Fund at December 31, 2010 and 2009.

OMEGA JV6 Adjustable Rate Revenue Bonds
The trust agreement executed by AMP in conjunction with the issuance of the OMEGA JV6 Bonds dated July 1, 2004, contains, among others, the following provisions:

- The OMEGA JV6 Bonds are payable solely from payments to be made by the OMEGA JV6 financing participants pursuant to a financing agreement dated July 1, 2004.

- The following funds are established: (a) Acquisition Fund (consisting of the Bond Proceeds Sub-Fund, the Contributions Sub-Fund and the Cost of Issuance Account; containing the amounts from bond proceeds, proceeds from contributions by nonfinancing participants, and costs of bond issuance, respectively); (b) Bond Payment Fund (containing the monthly payments for annual debt service requirements); (c) Rebate Fund (containing amounts required to be paid, if necessary, to the United States as provided by the IRC of 1986, as applicable; to be maintained in AMP's general accounts); (d) Reserve and Contingency Fund (containing amounts for improvements and extraordinary operation and maintenance costs to be held by OMEGA JV6); (e) General Reserve Fund (consisting of amounts to be maintained in AMP's general accounts).

- The trustee is to receive on or before the twenty-sixth day of each month, full bond debt service payments for each month during the term of the financing agreement from AMP. In the event the amounts in the Bond Payment Fund are not sufficient to make scheduled payments, such deficiency would be drawn first from the General Reserve Fund and then the Reserve and Contingency Fund.

Funds held by the trustee for the OMEGA JV6 Bonds at December 31 are as follows:

	2010	2009
Bond Payment Fund	$ 415,405	$ 416,805
	415,405	416,805
Current portion	(415,405)	(416,805)
Noncurrent portion	$ -	$ -

Reserve and Contingency Fund amounts held by OMEGA JV6 at December 31, 2010 and 2009 are $82,102 and $80,724, respectively. There were no amounts held by AMP for the Rebate Fund and General Reserve Fund at December 31, 2010 and 2009.

Investments held in the trustee funds consist of the following at December 31:

	2010	2009
Money market funds	$ 846,030,491	$ 90,801,468
Debt securities	1,961,800,152	967,262,819
Guaranteed investment contracts	55,963,686	172,799,439
	$ 2,863,794,329	$ 1,230,863,726

11. Fair Value of Financial Instruments

Financial Instruments	December 31, 2010 Carrying Value	December 31, 2010 Estimated Fair Value	December 31, 2009 Carrying Value	December 31, 2009 Estimated Fair Value
Assets				
Investments	$ 12,874,257	$ 12,874,257	$ 23,755,753	$ 23,755,753
Trustee funds, AMP	2,826,875,139	2,838,336,789	1,221,076,113	1,216,349,886
Trustee funds on behalf of members	36,919,190	36,919,190	9,787,613	9,787,613
Liabilities				
Fixed rate term debt, including current maturities, AMP	4,612,781,616	4,713,803,646	2,311,157,898	2,278,773,234
Fixed rate term debt, including current maturities, on behalf of members	76,541,550	76,607,948	80,422,000	82,552,011
Variable rate term debt, including current maturities, AMP and on behalf of members	48,210,996	48,210,996	96,654,000	96,654,000
Interest rate swaps	3,436,917	3,436,917	3,960,460	3,960,460

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 Gorsuch 2008 Bonds, the Combustion Turbine Bonds and the OMEGA JV6 Bonds approximate their fair value due to their variable rates of interest. 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.

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 primarily consist of debt securities and guaranteed investment contracts. Liabilities in this category include AMP's interest rate swaps. Interest rate 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 sets forth AMP's financial assets and financial liabilities that are accounted for at fair value by level within the fair value hierarchy as of December 31, 2010 and 2009. As required by the fair value measurements 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.

	December 31, 2010			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Equity securities and mutual funds	$ 2,135,876	$ -	$ -	$ 2,135,876
Money market funds	848,558,769	-	-	848,558,769
Guaranteed investment contract	-	55,963,686	-	55,963,686
Debt securities	-	1,979,114,072	-	1,979,114,072
Hedge funds	-	-	2,357,833	2,357,833
Total	850,694,645	2,035,077,758	2,357,833	2,888,130,236
Liabilities				
Interest rate swaps	-	3,436,917	-	3,436,917
Total	$ -	$ 3,436,917	$ -	$ 3,436,917

	December 31, 2009			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Equity securities and mutual funds	$ 1,983,035	$ -	$ -	$ 1,983,035
Money market funds	90,894,794	-	-	90,894,794
Guaranteed investment contract	-	172,799,439	-	172,799,439
Certificates of deposit	12,008,501	-	-	12,008,501
Debt securities		968,025,657	-	968,025,657
Hedge funds	-	-	4,181,826	4,181,826
Total	104,886,330	1,140,825,096	4,181,826	1,249,893,252
Liabilities				
Interest rate swaps	-	3,960,460	-	3,960,460
Total	$ -	$ 3,960,460	$ -	$ 3,960,460

The determination of the above fair value measures takes into consideration various factors required under the fair value measurements 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 2010.

Balance as of January 1, 2010	$ 4,181,826
Settlements	(2,118,709)
Unrealized gains (losses)	294,716
Balance as of December 31, 2010	$ 2,357,833

12. Asset Retirement Obligations

Asset retirement obligations consist of the following:

	General Fund	Gorsuch Station Project Fund	Total
Asset retirement obligation at December 31, 2008	$ 449,742	$ 6,435,059	$ 6,884,801
Revisions to estimated cash flow	(116,008)	(102,105)	(218,113)
Accretion	18,791	213,708	232,499
New asset retirement obligation	448,421	-	448,421
Asset retirement obligation at December 31, 2009	800,946	6,546,662	7,347,608
Revisions to estimated cash flow	(46,260)	-	(46,260)
Accretion	37,968	219,970	257,938
New asset retirement obligation	1,776,867	-	1,776,867
Asset retirement obligation at December 31, 2010	$ 2,569,521	$ 6,766,632	$ 9,336,153

13. Employee Benefits

Pension Plan

AMP has a defined benefit pension plan (the “Pension Plan”) covering substantially all hourly employees at the Gorsuch Project. Benefits for eligible employees at retirement are based primarily on years of service and compensation rates. Assets held by the Pension Plan consist primarily of treasury notes, marketable securities, and alternative investments.

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. The eligible employees’ share of the medical insurance premiums in the postretirement period is increased on the basis of the provisions of the Postretirement Plan. At December 31, 2010 and 2009, $12,874,257 and $11,747,252, respectively, of investments in the accompanying consolidated balance sheets are designated to fund Postretirement Plan benefits.

The following table sets forth the benefit obligations, change in plan assets, funded status, amounts recognized in the consolidated balance sheets, components of net periodic benefit cost, and weighted average assumptions for the Pension Plan and Postretirement Plan at December 31:

	Pension Plan		Postretirement Plan	
	2010	**2009**	**2010**	**2009**
Change in benefit obligation				
Benefit obligation at beginning of year	$ 20,022,309	$ 18,537,410	$ 6,120,045	$ 4,814,998
Service cost	1,184,610	901,214	132,747	125,112
Interest cost	945,363	1,123,138	319,790	282,344
Actuarial loss	10,401,659	1,564,609	424,005	1,456,104
Curtailment gain	(1,621,189)	-	(124,058)	-
Benefits paid	(5,921,506)	(2,104,062)	(611,380)	(558,513)
Benefit obligation at end of year	25,011,246	20,022,309	6,261,149	6,120,045
Change in plan assets				
Fair value of plan assets at beginning of year	29,342,042	29,804,919	-	-
Actual return on plan assets	2,349,973	1,641,185	-	-
Employer contributions	-	-	611,380	558,513
Benefits paid	(5,921,506)	(2,104,062)	(611,380)	(558,513)
Fair value of plan assets at end of year	25,770,509	29,342,042	-	-
Funded status	$ 759,263	$ 9,319,733	$ (6,261,149)	$ (6,120,045)
Amounts recognized in the consolidated balance sheets				
Prepaid pension costs	$ 759,263	$ 9,319,733	$ -	$ -
Current liabilities	-	-	(644,000)	(699,000)
Noncurrent liabilities	-	-	(5,617,149)	(5,421,045)
Net amount recognized	$ 759,263	$ 9,319,733	$ (6,261,149)	$ (6,120,045)
Components of net periodic benefit cost				
Service cost	$ 1,184,610	$ 901,214	$ 132,747	$ 125,112
Interest cost	945,363	1,123,138	319,790	282,344
Expected return on plan assets	(2,110,413)	(2,339,017)	-	-
Amortization of transition obligation	-	-	78,600	78,600
Recognized actuarial loss	1,145,070	981,183	189,565	81,372
Settlement loss	4,189,201	711,807	-	-
Net periodic benefit cost	$ 5,353,831	$ 1,378,325	$ 720,702	$ 567,428
Weighted average assumptions				
Discount rate	4.00%	5.50%	4.50%	5.50%
Expected return on plan assets	8.00%	8.00%	N/A	N/A
Rate of compensation increase	5.00%	5.00%	N/A	N/A
Health care trend rate	N/A	N/A	10.25%	11.25%

Amounts included in regulatory assets as of December 31, 2010 that are expected to be recognized as components of net periodic benefit cost during 2011 are:

	Pension Plan	Postretirement Plan
Actuarial loss	$ 1,489,764	$ 290,000
Transition obligation	-	78,600

The accumulated benefit obligation for the Pension Plan was $24,966,246 and $18,439,922 at December 31, 2010 and 2009, respectively. The accumulated benefit obligation for the Postretirement Plan was $6,261,149 and $6,120,045 at December 31, 2010 and 2009, respectively.

AMP has adjusted the initial unrecognized transition obligation for the Postretirement Plan for the effect of plan amendments. The remaining net unrecognized transition obligation for the Postretirement Plan is being amortized over the remaining transition period (5 years at December 31, 2010).

AMP's expected long-term rate of return on plan assets is based on the expected long-term performance of a portfolio with the current asset mix.

The Pension Plan's weighted-average asset allocations by asset category are as follows at December 31:

Asset Category	2010	2009
Equity securities	4%	14%
Debt securities	45%	39%
Hedge funds	47%	45%
Cash	4%	2%

Accounting guidance 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 accounting guidance 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. Level 1 assets include equity securities, mutual funds and money market funds that are listed on active exchanges.

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. Additionally, Level 2 includes those financial instruments that are valued using models or other valuation methodologies based on assumptions that are observable in the market place 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 market place. 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. Assets in this category include investments in debt securities.

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 in addition to the use of independent appraisers' estimates of fair value on a periodic basis typically determined quarterly, but no less than annually. Assets in this category include investments in hedge funds.

As of December 31, 2010 and December 31, 2009 the pension investments measured at fair value were as follows:

	December 31, 2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Equity securities and mutual funds	$ 980,466	$ -	$ -	$ 980,466
Money market funds	1,065,204	-	-	1,065,204
Debt securities	-	11,613,278	-	11,613,278
Hedge funds	-	-	12,111,561	12,111,561
	$ 2,045,670	$ 11,613,278	$ 12,111,561	$ 25,770,509

	December 31, 2009			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Equity securities and mutual funds	$ 3,943,891	$ -	$ -	$ 3,943,891
Money market funds	612,486	-	-	612,486
Debt securities	-	11,543,295	-	11,543,295
Hedge funds	-	-	13,242,370	13,242,370
	$ 4,556,377	$ 11,543,295	$ 13,242,370	$ 29,342,042

The following table provides a reconciliation of changes in the fair value of pension investments classified as Level 3 in the fair value hierarchy during 2010:

	Hedge Funds
Beginning balance	$ 13,242,370
Unrealized gain	952,657
Withdrawls	(2,083,466)
Ending balance	$ 12,111,561

AMP does not expect to make any contributions to the Pension Plan for the year ended December 31, 2010.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

	Pension Plan	Postretirement Plan
2011	$ 15,625,246	$ 644,000
2012	1,076,000	620,000
2013	1,027,000	586,000
2014	1,074,000	575,000
2015	1,019,000	563,000
2016-2020	4,728,000	2,669,000

AMP expects to make lump sum distribution payments of $14,511,246 during 2011, which is included in the expected 2011 benefit payments balance.

Assumed health care cost trend rates affect the amounts reported for postretirement health care plans. A one-percentage point change in assumed health care cost trend rate would have the following effect on the Postretirement Plan:

	One-Percentage Point Increase	One-Percentage Point Decrease
Effect on total of service and interest cost components	$ 6,360	$ (4,936)
Effect on postretirement benefit obligation	260,647	(212,586)

The assumed rate of increase in per capita cost of health care benefits is 11.25% in 2011. This rate is assumed to decrease gradually to 5.25% by 2015 and remain at that rate thereafter.

14. Project Power Sales Contracts

AMP’s member power sales contracts for the Gorsuch Project energy and power schedules for the Prepaid Agreement are long-term take-and-pay agreements. Under these agreements, member communities must take, and pay for, contracted power and energy when made available by AMP. Accordingly, AMP must make available such contracted power and energy from the projects or replacement power over the same period. AMP's member power sales contracts for AMP Generating Station, PSEC and the hydro projects are long-term take or pay agreements, which must be paid regardless of delivery or availability.

15. 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.

On February 17, 2010, USEPA promulgated the RICE NESHAP Rule establishing emission limits and work practice standards for combustion ignited diesel engines at area sources. The AMP engines are affected by this rule and compliance must be demonstrated by May 2013. AMP is evaluating its compliance options and assessing the impacts on this project.

Many metropolitan and industrialized counties in Ohio have become nonattainment areas under the new ozone and fine particulate matter ambient air quality standards. This may require substantial local reductions of nitrogen oxides, volatile organic compounds, sulfur dioxide, and particulate matter. In addition to emission reductions required to achieve local compliance, additional reductions may be required to achieve compliance in down-wind neighboring states. Cuyahoga Country is a nonattainment area for fine particulate matter' therefore, the Ohio Environmental Protection Agency may restrict the hours of operations or require additional pollution control equipment for this project.

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 standard on derivative instruments. All such purchases are “covered” by corresponding power sales arrangements either with individual members or one of AMP’s power pools.

Energy purchase commitments at December 31 are as follows:

2011	$ 542,893,693
2012	419,638,473
2013	357,355,683
2014	196,857,708
2015	123,258,750
2016-2019	340,732,497
	$ 1,980,736,804

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
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 affect on AMP's financial position or results of operations.

16. Subsequent Events

On January 2, 2011, AMP redeemed all of the $31,110,000 OMEGA JV2 Project Distributive Generation Bonds then outstanding from moneys credited to the related debt service reserve fund and a draw on AMP's Facility, with the result that the remaining outstanding principal of the OMEGA JV2 indebtedness was reduced to zero.

On February 3, 2011 AMP entered into a non-binding memorandum of understanding (the "MOU") with FirstEnergy Corp. ("FE") regarding the Fremont Energy Center, a 707 MW natural gas fired combined cycle generation plant currently under construction by FE and located predominantly in the City of Fremont, Ohio. The Fremont Energy Center is owned by the FE subsidiary, FirstEnergy Generation Corp. Construction on the Fremont Energy Center is largely complete and the plant is expected to be commercially available by year end 2011. Under the MOU, AMP and FE have agreed to enter into exclusive negotiations toward AMP executing a definitive agreement by March 11, 2011, to purchase the facility from FE on or about July 1, 2011. On March 11, AMP and FE executed the definitive asset purchase agreement.

On February 11, 2011, AMP filed a complaint against Bechtel Power Corporation ("Bechtel") which stems from cancellation of the proposed AMPGS Project.

AMP has considered subsequent events through March 31, 2011, the date the consolidated financial statements were available to be issued.