

AMERICAN ELECTRIC POWER CO INC  
Form U-9C-3  
May 30, 2002

File No. 074-00015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM U-9C-3

QUARTERLY REPORT

For the quarter ended March 31, 2002

Filed Pursuant to Rule 58 of the Public Utility Holding Company  
Act of 1935

by  
AMERICAN ELECTRIC POWER COMPANY, INC.  
1 Riverside Plaza, Columbus, Ohio 43215

AMERICAN ELECTRIC POWER COMPANY, INC.  
FORM U-9C-3  
For the Quarter Ended March 31, 2002

CONTENTS

	Page
ITEM 1 - Organization Chart	1
ITEM 2 - Issuances and Renewals of Securities and Capital Contributions	9
ITEM 3 - Associated Transactions	10
ITEM 4 - Summary of Aggregate Investment	11
ITEM 5 - Other Investments	11

## Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

ITEM 6 - Financial Statements and Exhibits	12
Statements of Income	
Balance Sheet	
Exhibits	

### ITEM 1 - ORGANIZATION CHART

Company names are indented and numbered to identify them as subsidiaries of the company that is listed immediately above them at the next tier. Some companies are subsidiaries of more than one company. The reference code for each subsidiary refers to the supplemental schedule to the organization chart that provides details regarding date and state of organization, nature of business, etc. required to be reported under Item 1.

	Reference Code
00. American Electric Power Company, Inc.	
01. American Electric Power Service Corporation	
01. AEP C&I Company, LLC	1
02. AEP Ohio Commercial & Industrial Retail Company, LLC	2
02. AEP Texas Commercial & Industrial Retail GP, LLC	3
03. AEP Texas Commercial & Industrial Retail Limited Partnership	4
02. AEP Texas Commercial & Industrial Retail Limited Partnership	4
02. AEP Gas Power GP, LLC	5
03. AEP Gas Power Systems, LLC	6
01. AEP Coal, Inc.	7
02. Snowcap Coal Company, Inc.	8
02. AEP Kentucky Coal, LLC	9
02. AEP Ohio Coal, LLC	10
02. AEP West Virginia Coal, Inc.	11
01. AEP Energy Services, Inc.	12
02. Energy Trading Platform Holding Company, Inc.	13
02. Intercontinental Exchange Inc.	14
01. AEP Investments, Inc.	
02. AEP EmTech, LLC	15
03. Altra Energy Technologies, Inc.	16
03. Amperion, Inc.	17
03. Universal Supercapacitors, LLC	18
01. Mutual Energy L.L.C.	19
02. Mutual Energy Service Company, L.L.C.	20
02. AEP Ohio Retail Energy, LLC	21
01. AEP Power Marketing, Inc.	22
01. AEP T&D Services, LLC	23
01. AEP Pro Serv, Inc.	
02. Power-span Corp	24
02. PHPK Technologies, Inc.	25
01. AEP Retail Energy LLC	26
01. AEP Texas POLR, LLC	27
02. AEP Texas POLR GP, LLC	28
03. POLR Power, L.P.	29
02. POLR Power, L.P.	29
01. Central and South West Corporation	
02. Public Service Company of Oklahoma	
03. Ash Creek Mining Company	30
03. AEMT, Inc.	31
03. Powerware Solutions, Inc.	32
03. Utility Data Resources, Inc.	33
02. Southwestern Electric Power Company	
03. The Arklahoma Corporation	34
03. Southwest Arkansas Utilities Corporation	35
03. Dolet Hills Lignite Company, LLC	36
02. CSW Energy, Inc.	
03. CSW Development-I, Inc.	37

## Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

04. Polk Power GP II, Inc.	38
05. Polk Power GP, Inc.	39
06. Polk Power Partners, LP	40
07. Mulberry Holdings, Inc.	41
04. CSW Mulberry II, Inc.	42
05. CSW Mulberry, Inc.	43
04. Polk Power Partners, LP	40
05. Mulberry Holdings, Inc.	41
04. Noah I Power GP, Inc.	44
05. Noah I Power Partners, LP	45
06. Brush Cogeneration Partners	46
04. Noah I Power Partners, LP	45
05. Brush Cogeneration Partners	46
04. Orange Cogeneration GP II, Inc.	47
05. Orange Cogeneration G.P., Inc.	48
06. Orange Cogeneration Limited Partnership	49
07. Orange Cogen Funding Corp.	50
08. Orange Holdings, Inc.	51
04. CSW Orange II, Inc.	52
05. CSW Orange, Inc.	53
06. Orange Cogeneration Limited Partnership	49
07. Orange Cogen Funding Corp.	50
08. Orange Holdings, Inc.	51
03. CSW Development-II, Inc.	54
03. CSW Ft. Lupton, Inc.	55
04. Thermo Cogeneration Partnership, L.P.	56
03. CSW Sweeny GP I, Inc.	57
04. CSW Sweeny GP II, Inc.	58
05. Sweeney Cogeneration Limited Partnership	59
03. CSW Sweeny LP I, Inc.	60
04. CSW Sweeny LP II, Inc.	61
05. Sweeney Cogeneration Limited Partnership	59
03. CSW Nevada, Inc.	62
03. CSW Services International, Inc.	63
03. Diversified Energy Contractors Company, LLC	64
04. DECCO II LLC	65
05. Diversified Energy Contractors, LP	66
04. Diversified Energy Contractors, LP	66
04. Industry and Energy Associates, L.L.C.	67
03. CSW Eastex GP I, Inc.	68
04. CSW Eastex GP II, Inc.	69
05. Eastex Cogeneration Limited Partnership	70
03. CSW Eastex LP I, Inc.	71
04. CSW Eastex LP II, Inc.	72
05. Eastex Cogeneration Limited Partnership	70
02. EnerShop Inc.	73
03. Envirotherm, Inc.	74
02. CSW Energy Services, Inc.	75
03. Nuvest, L.L.C.	76
04. National Temporary Services, Inc.	77
05. Octagon, Inc.	78
04. Numanco, L.L.C.	79
05. NuSun, Inc.	80
06. Sun Technical Services, Inc.	81
06. Calibration and Testing Corporation	82
05. ESG Technical Services, L.L.C.	83
05. National Environmental Services Technology, L.L.C.	84
05. ESG Indonesia, L.L.C.	85
05. ESG, L.L.C.	86
05. Numanco Services, LLC	87
02. REP Holdco, Inc.	88
03. Mutual Energy CPL L.P.	89

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

03. Mutual Energy WTU L.P.	90
03. Mutual Energy SWEPCO L.P.	91
03. REP General Partner LLC	92
04. Mutual Energy CPL L.P.	89
04. Mutual Energy WTU L.P.	90
04. Mutual Energy SWEPCO L.P.	91

	Name of Reporting Company	ENERGY OR GAS-RELATED COMPANY	DATE OF ORGANIZATION	STATE OF ORGANIZATION	PERCENTAGE OF VOTING SECURITIES HELD	NATURE
1	AEP C&I Company, LLC	Energy	10/10/00	Delaware	100%	Marketi energy
2	AEP Ohio Commercial & Industrial Retail Company, LLC	Energy	10/10/00	Delaware	100%	Marketi energy
3	AEP Texas Commercial & Industrial Retail GP, LLC	Energy	12/11/00	Delaware	100%	Marketi energy
4	AEP Texas Commercial & Industrial Retail Limited Partnership	Energy	12/12/00	Delaware	100%	Marketi energy
5	AEP Gas Power GP, LLC	Energy	12/19/00	Delaware	100%	Distrib
6	AEP Gas Power Systems, LLC	Energy	07/09/96	Delaware	75%	Distrib
7	AEP Coal, Inc.	Energy	10/29/01	Nevada	100%	Coal Mi
8	Snowcap Coal Company, Inc.	Energy	10/29/01	Delaware	100%	Coal Mi
9	AEP Kentucky Coal, LLC	Energy	10/29/01	Delaware	100%	Coal Mi
10	AEP Ohio Coal, LLC	Energy	10/26/01	Delaware	100%	Coal Mi
11	AEP West Virginia Coal, Inc.	Energy	10/29/01	Nevada	100%	Coal Mi
12	AEP Energy Services, Inc.	Energy	09/24/96	Ohio	100%	Broker
13	Energy Trading Platform Holding Company, Inc.	Energy	04/28/00	Delaware	16.70%	Energy
14	Intercontinental Exchange, Inc.	Energy	06/16/00	Delaware	4.87%	Energy
15	AEP EmTech, LLC	Energy	01/03/01	Delaware	100%	Develop electro
16	Altra Energy Technologies, Inc.	Energy	08/19/97	Delaware	5%	Energy
17	Amperion, Inc.	Energy	02/16/01	Delaware	38.30%	Non-reg project
18	Universal Supercapacitors, LLC	Energy	04/16/02	Delaware	50.00%	Non-reg project
19	Mutual Energy L.L.C.	Energy	12/17/99	Delaware	100%	Marketi energy
20	Mutual Energy Service Company, L.L.C.	Energy	09/05/00	Delaware	100%	Marketi energy
21	AEP Ohio Retail Energy, LLC	Energy	09/05/00	Delaware	100%	Marketi energy
22	AEP Power Marketing, Inc.	Energy	07/22/96	Ohio	100%	Marketi energy
23	AEP T&D Services, LLC	Energy	12/12/00	Delaware	100%	Energy supply distrib
24	Powerspan Corp	Energy	05/14/97	Delaware	9.80%	Polluti
25	PHPK Technologies, Inc.	Energy	07/01/91	Ohio	40.40%	Cryogen & Servi
26	AEP Retail Energy LLC	Energy	06/28/00	Delaware	100%	Marketi energy
27	AEP Texas POLR, LLC (fka AEP Texas Retail GP, LLC)	Energy	12/11/00	Delaware	100%	Marketi energy
28	AEP Texas POLR GP, LLC	Energy	11/14/01	Delaware	100%	Marketi energy
29	POLR Power, L.P.	Energy	11/14/01	Delaware	100.00%	Marketi

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

30	Ash Creek Mining Company	Energy	11/04/76	Oklahoma	100%	energy
31	AEMT, Inc.	Energy	12/23/97	Florida	0%	Coal mi
32	Powerware Solutions, Inc.	Energy	02/15/94	Texas	4.00%	Power c
33	Utility Data Resources, Inc.	Energy	12/30/97	Delaware	4.50%	Energy
34	The Arkklahoma Corporation	Energy	05/16/47	Arkansas	44.20%	utiliti
35	Southwest Arkansas Utilities Corporation	Energy	03/22/28	Arkansas	100.00%	Electri
36	Dolet Hills Lignite Company, LLC	Energy	04/09/01	Delaware	100%	consult
37	CSW Development-I, Inc.	Energy	12/06/90	Delaware	100%	Electri
38	Polk Power GP II, Inc.	Energy	03/20/95	Delaware	50%	Inactiv
39	Polk Power GP, Inc.	Energy	09/18/91	Delaware	100%	Coal Mi
40	Polk Power Partners, LP	Energy	02/19/92	Delaware	50%	Qualify
41	Mulberry Holdings, Inc.	Energy	10/28/99	Delaware	100%	Qualify
42	CSW Mulberry II, Inc.	Energy	03/21/95	Delaware	100%	Qualify
43	CSW Mulberry, Inc.	Energy	02/03/94	Delaware	100%	Qualify
44	Noah I Power GP, Inc.	Energy	05/14/91	Delaware	100%	Qualify
45	Noah I Power Partners, LP	Energy	05/16/91	Delaware	100%	Qualify
46	Brush Cogeneration Partners	Energy	06/17/94	Delaware	50%	Qualify
47	Orange Cogeneration GP II, Inc.	Energy	03/16/95	Delaware	50%	Qualify
48	Orange Cogeneration G.P., Inc.	Energy	02/05/93	Delaware	100%	Qualify
49	Orange Cogeneration Limited Partnership	Energy	02/05/93	Delaware	50.00%	Qualify
50	Orange Cogen Funding Corp.	Energy	06/11/92	Delaware	100%	Qualify
51	Orange Holdings, Inc.	Energy	10/28/99	Delaware	100%	Qualify
52	CSW Orange II, Inc.	Energy	03/16/95	Delaware	100%	Qualify
53	CSW Orange, Inc.	Energy	04/21/93	Delaware	100%	Qualify
54	CSW Development-II, Inc.	Energy	06/11/92	Delaware	100%	Qualify
55	CSW Ft. Lupton, Inc.	Energy	04/01/93	Delaware	50%	Qualify
56	Thermo Cogeneration Partnership, L.P.	Energy	03/17/93	Delaware	100%	Qualify
57	CSW Sweeny GP I, Inc.	Energy	09/06/95	Delaware	100%	Qualify
58	CSW Sweeny GP II, Inc.	Energy	09/06/95	Delaware	100%	Qualify
59	Sweeny Cogeneration Limited Partnership	Energy	10/10/95	Delaware	50%	Qualify
60	CSW Sweeny LP I, Inc.	Energy	09/06/95	Delaware	100%	Qualify
61	CSW Sweeny LP II, Inc.	Energy	09/06/95	Delaware	100%	Qualify
62	CSW Nevada, Inc.	Energy	06/29/93	Delaware	100%	Energy
63	CSW Services International, Inc.	Energy	03/19/97	Delaware	100%	Non-reg
64	Diversified Energy Contractors Company, LLC	Energy	07/03/97	Delaware	100%	project
65	DECCO II LLC	Energy	08/08/97	Delaware	100%	Non-reg
66	Diversified Energy Contractors, LP	Energy	08/18/98	Delaware	100%	project
67	Industry and Energy Associates, L.L.C.	Energy	05/26/98	Delaware	100%	Non-reg
68	CSW Eastex GP I, Inc.	Energy	09/04/98	Delaware	100%	project
69	CSW Eastex GP II, Inc.	Energy	09/04/98	Delaware	100%	Qualify
70	Eastex Cogeneration Limited Partnership	Energy	09/09/98	Delaware	50%	Qualify
71	CSW Eastex LP I, Inc.	Energy	09/04/98	Delaware	100%	Qualify
72	CSW Eastex LP II, Inc.	Energy	09/04/98	Delaware	100%	Qualify
73	EnerShop Inc.	Energy	09/11/95	Delaware	100%	Energy
74	Envirotherm, Inc.	Energy	01/18/82	Texas	100%	Energy
75	CSW Energy Services, Inc.	Energy	09/24/97	Delaware	100%	Energy
76	Nuvest, L.L.C.	Energy	02/20/96	Delaware	92.90%	Staff A
77	National Temporary Services, Inc.	Energy	12/31/90	Pennsylvania	100%	Staff A
78	Octagon, Inc.	Energy	11/05/93	Delaware	100%	Staff A

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

79	Numanco, L.L.C.	Energy	04/08/96	Oklahoma	100%	Staff A
80	NuSun, Inc.	Energy	04/26/88	Delaware	100%	Staff A
81	Sun Technical Services, Inc.	Energy	01/16/91	California	100%	Staff A
82	Calibration and Testing Corporation	Energy	01/02/80	California	100%	Staff A
83	ESG Technical Services, L.L.C.	Energy	07/16/99	Oklahoma	100%	Staff A
84	National Environmental Services Technology, L.L.C.	Energy	11/13/98	Oklahoma	100%	Staff A
85	ESG Indonesia, L.L.C.	Energy	11/13/98	Oklahoma	100%	Staff A
86	ESG, L.L.C.	Energy	11/27/96	Oklahoma	50%	Staff A
87	Numanco Services, LLC	Energy	04/08/96	Oklahoma	100%	Staff A
88	REP Holdco, Inc.	Energy	04/04/01	Delaware	100%	Marketi energy
89	Mutual Energy CPL L.P.	Energy	04/04/01	Delaware	100%	Marketi energy
90	Mutual Energy WTU L.P.	Energy	04/04/01	Delaware	100%	Marketi energy
91	Mutual Energy SWEPCO L.P.	Energy	04/04/01	Delaware	100%	Marketi energy
92	REP General Partner LLC	Energy	04/04/01	Delaware	100%	Marketi energy

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

SECURITIES:

Company Issuing Security	Type of Security Issued	Principal Amount of Security	Issue or Renewal	Cost of Capital	Person to Whom Security Was Issued	Collateral Given With Security
-----	-----	-----	-----	-----	-----	-----
(in thousands)						

NONE

FINANCING AMONG ASSOCIATE COMPANIES:

Company Issuing Security	Type of Security Issued	Principal Amount of Security	Issue or Renewal	Cost of Capital	Person to Whom Security Was Issued
-----	-----	-----	-----	-----	-----
(in thousands)					
Trent Wind Farm	Loan Note	8,077	-	-	CSW Energy, Inc.
CSW Power Marketing, Inc.	Loan Note	183	-	-	CSW Energy, Inc.

CAPITAL CONTRIBUTIONS:

Company Contributing Capital	Company Receiving Capital	Amount of Capital Contributions
-----	-----	-----
(in thousands)		

None

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

ITEM 3 - ASSOCIATED TRANSACTIONS

Part I -- Transactions performed by reporting companies on behalf of associate companies

Reporting Company Rendering Services	Associate Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
-----	-----	-----	-----	-----	-----	-----
(in thousands)						
Nuvest, LLC	South Texas Project	Engineering	\$ 762	-	-	\$ 762
Nuvest, LLC	D.C. Cook	Engineering	14,658	-	-	14,658

Part II -- Transactions performed by associate companies on behalf of reporting companies

Associate Company Rendering Services	Reporting Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged
-----	-----	-----	-----	-----
(in thousands)				
American Electric Power Service Corporation	AEPES	Administrative & Marketing	\$ 7,548	\$3,983
AEP Resources Gas Holding Company	AEPES	Administrative	7,500	-
CSW Energy, Inc.	Polk Power Partners, L.P.	Plant Services	390	192
CSW Energy, Inc.	Orange Cogeneration L.P.	Plant Services	425	189
CSW Energy, Inc.	Eastex Cogeneration L.P.	Plant Services	113	-
CSW Dev I, Inc.	Polk Power Partners, L.P.	Plant Services	90	-
CSW Services International Inc.	Eastex Cogeneration L.P.	Plant Services	405	317
CSW Services International Inc.	Sweeny Cogeneration L.P.	Plant Services	387	401
Total			\$16,858	\$5,082
			=====	=====

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

(in thousands)

Total consolidated capitalization

as of March 31, 2002 \$24,449,595 (a) Line 1

Total capitalization multiplied by 15% (line 1 multiplied by 0.15) 3,667,439 Line 2

## Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

Greater of \$50 million or line 2 \$3,667,439 Line 3

Total current aggregate investment:

(categorized by major line of energy-related business)

Energy-related Category 1: Energy Services	19,475	
Energy-related Category 5: Energy Marketing	1,010,914	
Energy-related Category 7: Maintenance Services	53,140	
Energy-related Category 8: Qualifying Facility	480,164	
Energy-related Category 10: Other Form of Energy	85,716	
Energy-related Category 2,3,4,6,9	42,131	
Total current aggregate investment	1,691,540	Line 4

Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4)	\$1,975,899	Line 5
--	-------------	--------

=====

(a) Includes short-term debt.

Investments in gas-related companies:

NONE

### ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related Business	Other Investment in Last U-9C-3 Report	Other Investment in This U-9C-3 Report	Reason for Difference in Other Investment
(in thousands)			
CSW Energy services Invested prior to April 1, 1997	\$ 2,696	\$ 2,696	Amounts are excluded from Item
Qualifying facility Invested prior to April 1, 1997	\$194,644	\$194,644	Amounts are excluded from Item

### ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

List all financial statements and exhibits filed as a part of this report.

Financial Statements:

Balance sheets and Income Statements for period ended March 31, 2002 are filed confidentially under a separate cover for: AEP C&I Company, LLC

- AEP Coal, Inc.
- AEP EmTech LLC
- AEP Energy Services, Inc.
- AEP Gas Power GP, LLC
- AEP Gas Power System GP, LLC
- AEP Ohio C&I Retail Company
- AEP Power Marketing, Inc.
- AEP Retail Energy, LLC
- AEP T&D Services, LLC
- AEP Texas C&I Retail Limited Partnership
- AEP Texas C&I Retail GP, LLC



Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

AEP Texas Retail GP, LLC  
CSW Development-I, Inc. (consolidated)  
CSW Energy Consolidated  
CSW Energy Services, Inc.  
CSW Ft. Lupton, Inc.  
CSW Power Marketing, Inc.  
CSW Services International Inc.  
CSWI Consolidated  
Diversified Energy Contractors Company (DECCO)  
Dolet Hills Lignite Company  
Eastex Cogeneration LP  
Enershop, Inc.  
Mutual Energy LLC  
Mutual Energy CPL L.P.  
Mutual Energy SWEPCO L.P.  
Mutual Energy WTU L.P.  
Mutual Energy Service Company  
Nuvest, LLC  
POLR Power, L.P.  
REP General Partner LLC  
Sweeny Companies (consolidated)

Exhibits:

1. Certificate stating that a copy of the U-9C-3 for the previous quarter has been filed with the Ohio, Kentucky, Virginia, West Virginia, Tennessee, Indiana, Arkansas, Louisiana, Oklahoma, Michigan and Texas State Commissions.

CERTIFICATE

The undersigned certifies that he is the duly designated and acting Treasurer of American Electric Power Company, Inc., a New York corporation ("AEP"), and that:

AEP's Quarterly Report on Form U-9C-3 filed pursuant to Rule 58 for the quarter ended December 31, 2001 (the "Quarterly Report on Form U-9C-3") was filed with each state commission having jurisdiction over the retail rates of the public utility companies that are associate companies of any of the reporting companies (the "Specific State Commissions").

The names and addresses of the Specific State Commissions are:

Indiana Utility Regulatory Commission  
302 West Washington Street, E 306  
Indianapolis, Indiana 46204

Kentucky Public Service Commission  
730 Schenkel Lane  
P.O. Box 615

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

Frankfort, Kentucky 40602

Michigan Public Service Commission  
6545 Mercantile Way  
P.O. Box 30221  
Lansing, Michigan 48909

Public Service Commission of West Virginia  
201 Brooks Street  
P.O. Box 812  
Charleston, West Virginia 25323

Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

The Public Utilities Commission of Ohio  
180 East Broad Street  
Columbus, Ohio 43215

Virginia State Corporation Commission  
1300 East Main Street  
P.O. Box 2118  
Richmond, Virginia 23216

Arkansas Public Service Commission  
1000 Center  
P.O. Box 400  
Little Rock, AR 72203-0400

Louisiana Public Service Commission  
One American Place  
P.O. Box 91154  
Baton Rouge, LA 70821-9154

Oklahoma Corporation Commission  
2102 N. Lincoln Blvd.  
P.O. Box 52000-2000  
Oklahoma City, OK 73152-2000

Public Utility Commission of Texas  
1701 N. Congress Avenue  
Austin, TX 78701

IN WITNESS WHEREOF, I have hereunto set my hand as of the 29th day of  
May, 2002.

/s/ A. A. Pena  
-----  
A. A. Pena  
Treasurer

SIGNATURE

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form U-9C-3

The undersigned system company has duly caused this quarterly report to be signed on its behalf by the undersigned, thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

AMERICAN ELECTRIC POWER COMPANY, INC.

By /s/ A. A. Pena

-----  
A. A. Pena  
Treasurer

May 29, 2002