

Edgar Filing: AMERICAN ELECTRIC POWER CO INC - Form 35-CERT

AMERICAN ELECTRIC POWER CO INC  
Form 35-CERT  
January 30, 2003

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

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
File No. 70-9937

REPORT PERIOD  
October 1, 2002 to December 31, 2002

In the matter of:  
AMERICAN ELECTRIC POWER COMPANY, INC.  
FINAL REPORT

American Electric Power Company, Inc. ("AEP") and Central and South West Corporation ("CSW") hereby certify on behalf of themselves and AEP Texas Central Company ("TCC") [formerly known as Central Power and Light Company ("CPL")], Public Service Company of Oklahoma ("PSO"), Southwestern Electric Power Company ("SWEPCO"), AEP Texas North Company ("TNC") [formerly known as West Texas Utilities Company ("WTU")], and Central and South West Services, Inc. ("CSWS"), AEP Generating Company ("AEPGCO"), Columbus Southern Power Company ("CSPCO"), Indiana Michigan Power Company ("IMPCO"), Kentucky Power Company ("KPCO"), Kingsport Power Company ("KGPCO"), Ohio Power Company ("OPCO"), American Electric Power Service Corporation ("AEPSC"), Cedar Coal Company ("CEDAR"), Central Coal Company ("CCCO"), Appalachian Power Company ("APCO"), Central Appalachian Coal Company ("CACCO"), Southern Appalachian Coal Company ("SACCO"), West Virginia Power Company ("WVPCO"), Colomet, Inc. ("COLM"), Simco, Inc. ("SIMCO"), Franklin Real Estate Company ("FRECO"), Indiana Franklin Realty, Inc. ("IFRI"), Blackhawk Coal Company ("BHCCO"), Wheeling Power Company ("WPCO"), and Conesville Coal Preparation Company ("CONESVILLE"), and hereby files the information attached pursuant to the Order of the SEC dated October 26, 2001 in this file:

As the authorization period for transactions in this file expired December 31, 2002, this is the final report. Attached as Exhibit A is a "past tense" opinion of counsel as to the transactions authorized by the order in this file.

Said transactions have been carried out in accordance with the terms and conditions of, and for the purpose represented in, the Form U-1 Application-Declaration, as amended, of CSW, et al, in File Nos. 70-8557 and 70-9937, and in accordance with the terms and conditions of the Commission's order dated October 26, 2001, permitting said Application-Declaration to become effective.

DATED: January 30, 2003

AEP GENERATING COMPANY  
AMERICAN ELECTRIC POWER SERVICE CORPORATION  
BLACKHAWK COAL COMPANY  
APPALACHIAN POWER COMPANY  
CEDAR COAL COMPANY  
CENTRAL COAL COMPANY  
CENTRAL AND SOUTH WEST SERVICES, INC.  
CENTRAL APPALACHIAN COAL COMPANY  
AEP TEXAS CENTRAL COMPANY  
(Formerly known as CENTRAL POWER AND LIGHT COMPANY)  
COLOMET, INC.  
COLUMBUS SOUTHERN POWER COMPANY  
CONESVILLE COAL PREPARATION COMPANY  
FRANKLIN REAL ESTATE COMPANY

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INDIAN FRANKLIN REALTY, INC.  
INDIANA MICHIGAN POWER COMPANY  
KENTUCKY POWER COMPANY  
KINGSFORT POWER COMPANY  
OHIO POWER COMPANY  
PUBLIC SERVICE COMPANY OF OKLAHOMA  
SIMCO, INC.  
SOUTHERN APPALACHIAN COAL COMPANY  
SOUTHWESTERN ELECTRIC POWER COMPANY  
AEP TEXAS NORTH COMPANY  
(Formerly known as WEST TEXAS UTILITIES COMPANY)  
WEST VIRGINIA POWER COMPANY  
WHEELING POWER COMPANY

BY: AMERICAN ELECTRIC POWER COMPANY, INC.  
CENTRAL AND SOUTH WEST CORPORATION

BY: /s/ Armando A. Pena

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Treasurer

AMERICAN ELECTRIC POWER COMPANY, INC., et al.  
QUARTERLY REPORT PER REQUIREMENTS  
OF HOLDING COMPANY ACT RELEASE NO. 27457  
FILE NO. 70-9937 (Supersedes File No. 70-8557)\*  
FOR THE QUARTER ENDED DECEMBER 31, 2002

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1. Money Pool Internal Short-term Borrowings for the Quarter Ended December 31, 2002:

| Applicants  | Balanced Advanced<br>To or (From) the<br>Money Pool As of The<br>Beginning of the Period | Net<br>Funds Provided<br>to Money Pool | Net<br>Funds Received<br>From Money Pool | Balance Adva<br>to or (From)<br>Money Pool As<br>End of The P |
|---|--|--|--|---|
| -----   | -----<br>(in 000's)  | -----<br>(in 000's)                    | -----<br>(in 000's)                      | -----<br>(in 000's)   |
| AEP Gen Co.   | \$ 14,153  | \$ -                                   | \$ (42,188)                              | \$ (28,035)   |
| AEP Service Corp (+CSWS)  | (273,923)  | 1,452                                  | -  | (272,471)   |
| AEP System Sales  | 557  | -                                      | (459)                                    | 98  |
| Appalachian Power Co.   | (182,369)  | 125,806                                | -  | (56,563)  |
| Cedar Coal Co.  | 10,393   | -                                      | (842)                                    | 9,551   |
| Central App. Coal Co.   | 1,903  | 4                                      | -  | 1,907   |
| South App. Coal Co.   | 4,896  | 620                                    | -  | 5,516   |
| Central and South West  | -  | -                                      | -  | -   |
| AEP Texas Central Company<br>(Formerly known as<br>Central Power and Light Co.) | (552,649)  | 417,358                                | -  | (135,291)   |
| Public Service Co. of Okla  | (228,637)  | 142,532                                | -  | (86,105)  |
| Southwestern Electric Pwr Co.   | 14,880   | -                                      | (51,007)                                 | (36,127)  |
| AEP Texas North Company<br>(Formerly known as<br>West Texas Utilities Co.)      | (195,174)  | 115,678                                | -  | (79,496)  |
| Columbus Southern Power Co.   | 25,989   | 5,244                                  | -  | 31,233  |
| Colomet, Inc.   | (3,301)  | 942                                    | -  | (2,359)   |
| Conesville Coal Prep Co.  | 2,119  | -                                      | (124)                                    | 1,995   |
| Simco Inc.  | 310  | 75                                     | -  | 385   |
| Franklin Real Estate Co.  | 8  | 38                                     | -  | 46  |
| Indiana Franklin Realty   | 24   | -                                      | (11)                                     | 13  |
| Indiana & Michigan Power Co.  | 18,243   | 172,612                                | -  | 190,855   |
| Water Transportation  | 14,949   | -                                      | (27,002)                                 | (12,053)  |
| Blackhawk Coal Co.  | 11,903   | 518                                    | -  | 12,421  |
| Kentucky Power Co.  | (92,591)   | 69,203                                 | -  | (23,388)  |
| Kingsport Power Co.   | (9,670)  | 14,458                                 | -  | 4,788   |
| Ohio Power Co.  | (159,850)  | 32,752                                 | -  | (127,098)   |
| Cook Coal Terminal  | (832)  | -                                      | (1,736)                                  | (2,568)   |
| Central Coal Co.  | 316  | 60                                     | -  | 376   |
| Wheeling Power Co.  | (831)  | 3,225                                  | -  | 2,394   |
|   | -----  | -----                                  | -----                                    | -----   |
| Total   | \$ (1,579,184)   | \$ 1,102,577                           | \$ (123,369)                             | \$ (599,976)  |
|   | =====  | =====                                  | =====                                    | =====   |

2. The average interest rate for the Money Pool for the quarter ended December 31, 2002 is 2.07601%.

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3. Money Pool External Short-term Borrowings for the quarter ended December 31, 2002:

| Source of Funds     | Outside Borrowings<br>During the Period | Repayments<br>During the<br>Period | Amount Outstanding<br>at the End of<br>Period |
|---------------------|---|------------------------------------|---|
| -----               | -----                                   | -----                              | -----   |
|                     | (in 000's)                              | (in 000's)                         | (in 000's)                                    |
| Commercial Paper    | \$20,705,727                            | \$21,256,186                       | \$1,416,718                                   |
| Loan Participations | -                                       | -                                  | -   |
|                     | -----                                   | -----                              | -----   |
| Total               | \$20,705,727                            | \$21,256,186                       | \$1,416,718                                   |
|                     | =====                                   | =====                              | =====   |

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4. Detailed listing of Commercial Paper Outstanding by Dealer at the end of quarter ended December 31, 2002:

| Dealer                 | Amount Outstanding<br>(in 000's) |
|------------------------|----------------------------------|
| FNBC/Bank One          | \$ 340,700                       |
| Goldman Sachs          | 282,069                          |
| Lehman Brothers        | 299,483                          |
| Merrill Lynch          | 494,466                          |
|                        | -----                            |
| Total Commercial Paper | \$1,416,718                      |
|                        | =====                            |

614-716-1649

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EXHIBIT A

January 22, 2003

Securities & Exchange Commission  
Washington, D.C. 20549

RE: Opinion of Counsel - Order No. 70-9937

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I have acted as counsel for American Electric Power Company, Inc. ("American") in connection with its short-term financing program to fund a utility money pool ("Money Pool") in effect through December 31, 2002, pursuant to which certain subsidiaries of American, namely, AEP Texas Central Company ("TCC") [formerly known as Central Power and Light Company ("CPL")], Public Service Company of Oklahoma ("PSO"), Southwestern Electric Power Company ("SWEPCO"), AEP Texas North Company ("TNC") [formerly known as West Texas Utility Company ("WTU")], and Central and Southwest Services, Inc. ("CSWS"), AEP Generating Company ("AEPGCO"), Columbus Southern Power Company ("CSPCO"), Indiana Michigan Power Company ("IMPSCO"), Kentucky Power Company ("KPCO"), Kingsport Power Company ("KGPCO"), Ohio Power Company ("OPCO"), American Electric Power Service Corporation ("AEPSC"), Cedar Coal Company ("CEDAR"), Central Coal Company ("CCCO"), Appalachian Power Company ("APCO"), Central Appalachian Coal Company ("CACCO"), Southern Appalachian Coal Company ("SACCO"), West Virginia Power Company ("WVPCO"), Colomet, Inc. ("COLM"), Simco, Inc. ("SIMCO"), Franklin Real Estate Company ("FRECO"), Indiana Franklin Realty, Inc. ("IFRI"), Blackhawk Coal Company ("BHCCO"), Wheeling Power Company ("WPCO"), and Conesville Coal Preparation Company ("CONESVILLE") (collectively "Subsidiaries") borrowed short-term funds through the Money Pool in an aggregate amount not in excess of the maximum amount authorized by the Commission as specified in the Application or Declaration on Form U-1 and all amendments filed thereto with the Commission in File No. 70-9937.

In connection with said financing program, I have examined, among other things, the following: the Application or Declaration on Form U-1 and all amendments thereto filed by American and its Subsidiaries with your Commission in File No. 70-9937; the resolutions adopted by the Board of Directors of American authorizing the short-term financing program and the filing of said Application or Declaration on Form U-1; and the Orders of the Securities and Exchange Commission, the Virginia State Corporation Commission, and the West Virginia Public Service Commission authorizing the foregoing transactions.

In my opinion, (a) all requisite action has been taken that was necessary to make valid the issuance and sale of such commercial paper to dealers, and the making of such unsecured borrowings through the Money Pool; (b) the transactions have been carried out in accordance with the Application or Declaration on Form U-1; (c) American and each of the Subsidiaries are validly organized and duly existing corporations and such commercial paper issued to fund the Money Pool and the borrowings by the Subsidiaries through the Money Pool were valid and binding obligations of American and the Subsidiaries in accordance with their terms; and (d) the consummation of the transactions did not violate the legal rights of the holders of any securities issued by American, Subsidiaries, or any associate company thereof.

Very truly yours,

/s/ Ann B. Graf

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Ann B. Graf