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AMERICAN ELECTRIC POWER CO INC
Form 35-CERT
April 10, 2003

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of :
: AMERICAN ELECTRIC POWER COMPANY, INC. :
1 Riverside Plaza : CERTIFICATE OF
Columbus, OH 43215 : NOTIFICATION
: File No. 70-9729 :
: (Public Utility Holding Company Act of 1935) :

American Electric Power Company, Inc. ("AEP"), a registered holding company under the Public Utility Holding Company Act of 1935, as amended, hereby certifies in connection with the Application-Declaration on Form U-1 in the above-entitled matter, that certain of the transactions specified in said Application-Declaration, as amended, have been carried out in accordance with the terms and conditions of, and for the purposes represented by, said Application-Declaration, as amended, and the Order of the Securities and Exchange Commission with respect thereto, dated April 20, 2001 (HCAR No. 35-27382), as follows:

On March 14, 2003, AEP issued and sold to a group of Underwriters, including Barclays Capital Inc. and UBS Warburg LLC, \$250,000,000 aggregate principal amount of 5.375% Senior Notes, Series C, Due 2010.

File No. 333-86050, Form S-3 Registration Statement, filed May 17, 2002, is incorporated herein by reference.

A past-tense opinion of counsel relating to these transactions is filed herewith as Exhibit F-2.

The transactions described herein were consummated within the period designated in said Application-Declaration.

AMERICAN ELECTRIC POWER COMPANY, INC.

By: /s/ Thomas G. Berkemeyer
Assistant Secretary

Dated: April 7, 2003

Exhibit F-2

614/223-1624

Securities and Exchange Commission
Office of Public Utility Regulation

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450 Fifth Street, N.W.
Washington, D.C. 20549

April 7, 2003

Re: American Electric Power Company, Inc.
File No. 70-9729

Gentlemen:

In connection with the transactions proposed and described in the Application or Declaration on Form U-1 filed with this Commission in the captioned proceeding, to which this opinion is an exhibit, I have examined, among other things, the Application or Declaration on Form U-1, as amended.

Based upon such investigation as I have deemed necessary, it is my opinion that:

- (a) all state laws applicable to the proposed transactions have been complied with;
- (b) the notes issued by American Electric Power Company, Inc. ("AEP") are valid and binding obligations of AEP in accordance with their terms; subject, however, to the qualification that the enforceability thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other laws affecting the enforcement of creditors' rights in general and by general principles of equity; and
- (c) the consummation of the proposed transactions have not violated the legal rights of the holders of any securities issued by AEP or any associate company thereof.

I hereby consent to the filing of this opinion as an exhibit to the above-mentioned Application or Declaration.

Very truly yours,

/s/ William E. Johnson

William E. Johnson
Counsel for the Company