

AMERICAN ELECTRIC POWER CO INC
Form U-9C-3
May 28, 2004

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, 2004

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, 2004**

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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. (Parent of Rule 58 Companies shown below)	
01. American Electric Power Service Corporation (Not a Rule 58 Company)	
01. AEP C&I Company, LLC	1
02. AEP Texas Commercial & Industrial Retail GP, LLC	2
03. AEP Texas Commercial & Industrial Retail Limited Partnership	3
02. AEP Texas Commercial & Industrial Retail Limited Partnership	3
02. AEP Gas Power GP, LLC	4
03. AEP Gas Power Systems, LLC	5
02. REP Holdco, LLC	6
03. Mutual Energy SWEPCO LLC	7
03. REP General Partner LLC	8
04. Mutual Energy SWEPCO LLC	7
01. AEP Coal, Inc.	9
02. Snowcap Coal Company, Inc.	10
02. AEP Kentucky Coal, LLC	11
02. AEP Ohio Coal, LLC	12
02. AEP West Virginia Coal, Inc.	13
02. Leesville Land, LLC	14
02. Springdale Land, LLC	15
01. AEP Energy Services, Inc.	16
01. AEP Investments, Inc. (Not a Rule 58 Company)	
02. AEP EmTech, LLC	17
03. Universal Supercapacitors, LLC	18
03. Integrated Fuel Cell Technologies, Inc.	19
03. Distribution Vision 2010, LLC	20
02. Dynelec, Inc.	21
02. Intercontinental Exchange Inc.	22
02. PowerSpan Corp.	23
02. AEMT, Inc.	24
02. Enerwise Global Technologies, Inc.	25
02. Powerware Solutions, Inc.	26
02. PHPK Technologies, Inc.	27
01. Mutual Energy LLC	28
02. AEP Ohio Retail Energy, LLC	29
01. AEP Power Marketing, Inc.	30
02. AEP Coal Marketing, LLC	31
02. AEP Emissions Marketing, LLC	32
01. AEP T&D Services, LLC	33
01. AEP Pro Serv, Inc. (Not a Rule 58 Company)	
02. Diversified Energy Contractors Company, LLC	34
03. DECCO II LLC	35
04. Diversified Energy Contractors, LP	36
03. Diversified Energy Contractors, LP	36
02. United Sciences Testing, Inc.	37
01. AEP Texas POLR, LLC	38
02. AEP Texas POLR GP, LLC	39
03. POLR Power, LP	40
02. POLR Power, LP	40
01. AEP Utilities, Inc. (Not a Rule 58 Company)	
02. Southwestern Electric Power Company (Not a Rule 58 Company)	

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	Reference Code
	<hr/>
03. The Arklahoma Corporation	41
03. Southwest Arkansas Utilities Corporation	42
03. Dolet Hills Lignite Company, LLC	43
02. CSW Energy, Inc. (Not a Rule 58 Company)	
03. CSW Development-I, Inc.	44
04. Polk Power GP II, Inc.	45
05. Polk Power GP, Inc.	46
06. Polk Power Partners, LP	47
07. Mulberry Holdings, Inc.	48
04. CSW Mulberry II, Inc.	49
05. CSW Mulberry, Inc.	50
04. Polk Power Partners, LP	47
05. Mulberry Holdings, Inc.	48
04. Noah I Power GP, Inc.	51
05. Noah I Power Partners, LP	52
06. Brush Cogeneration Partners	53
04. Noah I Power Partners, LP	52
05. Brush Cogeneration Partners	53
04. Orange Cogeneration GP II, Inc.	54
05. Orange Cogeneration GP, Inc.	55
06. Orange Cogeneration Limited Partnership	56
07. Orange Cogen Funding Corp.	57
08. Orange Holdings, Inc.	58
04. CSW Orange II, Inc.	59
05. CSW Orange, Inc.	60
06. Orange Cogeneration Limited Partnership	56
07. Orange Cogen Funding Corp.	57
08. Orange Holdings, Inc.	58
03. CSW Ft. Lupton, Inc.	61
04. Thermo Cogeneration Partnership, LP	62
03. CSW Sweeny GP I, Inc.	63
04. CSW Sweeny GP II, Inc.	64
05. Sweeny Cogeneration Limited Partnership	65
03. CSW Sweeny LP I, Inc.	66
04. CSW Sweeny LP II, Inc.	67
05. Sweeny Cogeneration Limited Partnership	65
03. CSW Power Marketing, Inc.	68
03. CSW Services International, Inc.	69
02. CSW Energy Services, Inc.	70
03. Nuvest, LLC	71
04. National Temporary Services, Inc.	72
05. Octagon, Inc.	73
04. Numanco, LLC	74
05. NuSun, Inc.	75
06. Sun Technical Services, Inc.	76
06. Calibration and Testing Corporation	77
05. ESG, LLC	78
05. Numanco Services, LLC	79

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Item 1 - Organization Chart (Continued)

	NAME OF REPORTING COMPANY	ENERGY OR GAS- RELATED COMPANY	DATE OF ORGAN- IZATION	STATE OF ORGAN- IZATION	PERCENTAGE OF VOTING SECURITIES HELD DIRECTLY OR INDIRECTLY BY AMERICAN ELECTRIC POWER COMPANY	NATURE OF BUSINESS
1	AEP C&I Company, LLC	Energy	10/10/00	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
2	AEP Texas Commercial & Industrial Retail GP, LLC	Energy	12/11/00	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
3	AEP Texas Commercial & Industrial Retail Limited Partnership	Energy	12/12/00	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
4	AEP Gas Power GP, LLC	Energy	12/19/00	Delaware	100.00%	Distributed generation products
5	AEP Gas Power Systems, LLC	Energy	07/09/96	Delaware	75.00%	Distributed generation products
6	REP Holdco, LLC	Energy	04/04/01	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
7	Mutual Energy SWEPCO LLC	Energy	04/04/01	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
8	REP General Partner LLC	Energy	04/04/01	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
9	AEP Coal, Inc.	Energy	10/29/01	Nevada	100.00%	Coal mining
10	Snowcap Coal Company, Inc.	Energy	10/29/01	Delaware	100.00%	Coal mining
11	AEP Kentucky Coal, LLC	Energy	10/29/01	Delaware	100.00%	Coal mining
12	AEP Ohio Coal, LLC	Energy	10/26/01	Delaware	100.00%	Coal mining
13	AEP West Virginia Coal, Inc.	Energy	10/29/01	Nevada	100.00%	Coal mining
14	Leesville Land, LLC	Energy	02/11/03	Delaware	100.00%	Coal mining
15	Springdale Land, LLC	Energy	02/11/03	Delaware	100.00%	Coal mining

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	NAME OF REPORTING COMPANY	ENERGY OR GAS- RELATED COMPANY	DATE OF ORGAN- IZATION	STATE OF ORGAN- IZATION	PERCENTAGE OF VOTING SECURITIES HELD DIRECTLY OR INDIRECTLY BY AMERICAN ELECTRIC POWER COMPANY	NATURE OF BUSINESS
16	AEP Energy Services, Inc.	Energy	09/24/96	Ohio	100.00%	Broker and market energy commodities
17	AEP EmTech, LLC	Energy	01/03/01	Delaware	100.00%	Development + commercialization of electrotechnologies
18	Universal Supercapacitors, LLC	Energy	04/16/02	Delaware	50.00%	Energy investments
19	Integrated Fuel Cell Technologies, Inc.	Energy	04/04/01	Delaware	0.10%	Energy investments
20	Distribution Vision 2010, LLC	Energy	10/02/01	Delaware	20.00%	Energy investments
21	Dynelec, Inc.	Energy	06/03/94	Ohio	1.20%	Energy investments
22	Intercontinental Exchange, Inc.	Energy	06/16/00	Delaware	5.30%	Marketing of natural gas, electricity, or energy-related products
23	Powerspan Corp	Energy	05/15/97	Delaware	9.80%	Pollution control technology development
24	AEMT, Inc.	Energy	12/23/97	Florida	27.00%	Power conditioning product manufacturing and sales
25	Enerwise Global Technologies, Inc.	Energy	03/02/01	Delaware	5.00%	Energy investments
26	Powerware Solutions, Inc.	Energy	02/15/94	Texas	4.00%	Energy management systems for water utilities
27	PHPK Technologies, Inc.	Energy	07/01/91	Ohio	40.40%	Cryogenic and vacuum equipment manufacture + service
28	Mutual Energy LLC	Energy	12/17/99	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
29	AEP Ohio Retail Energy, LLC	Energy	09/05/00	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
30	AEP Power Marketing, Inc.	Energy	07/22/96	Ohio	100.00%	Marketing of natural gas, electricity or energy related products
31	AEP Coal Marketing, LLC	Energy	01/22/03	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
32		Energy	01/22/03	Delaware	100.00%	

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	NAME OF REPORTING COMPANY	ENERGY OR GAS- RELATED COMPANY	DATE OF ORGAN- IZATION	STATE OF ORGAN- IZATION	PERCENTAGE OF VOTING SECURITIES HELD DIRECTLY OR INDIRECTLY BY AMERICAN ELECTRIC POWER COMPANY	NATURE OF BUSINESS
	AEP Emissions Marketing, LLC					Marketing of natural gas, electricity or energy related products
33	AEP T&D Services, LLC	Energy	12/12/00	Delaware	100.00%	Energy services including operations, supply chain, transmission and distribution
34	Diversified Energy Contractors Company, LLC	Energy	07/03/97	Delaware	100.00%	Non-regulated energy-related services and projects
35	DECCO II LLC	Energy	08/08/97	Delaware	100.00%	Non-regulated energy-related services and projects
36	Diversified Energy Contractors, LP	Energy	08/18/97	Delaware	100.00%	Non-regulated energy-related services and projects
37	United Sciences Testing, Inc.	Energy	05/07/97	Delaware	100.00%	Coal cleaning technology
38	AEP Texas POLR, LLC (aka AEP Texas Retail GP, LLC)	Energy	12/11/00	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
39	AEP Texas POLR GP, LLC	Energy	11/14/01	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
40	POLR Power, LP	Energy	11/14/01	Delaware	100.00%	Marketing of natural gas, electricity or energy related products
41	The Arklahoma Corporation	Energy	05/16/47	Arkansas	44.20%	Electric transmission
42	Southwest Arkansas Utilities Corporation	Energy	03/21/28	Arkansas	100.00%	Real estate
43	Dolet Hills Lignite Company, LLC	Energy	04/09/01	Delaware	100.00%	Coal mining
44	CSW Development-I, Inc.	Energy	12/06/90	Delaware	100.00%	Independent power plant/qualifying facility
45	Polk Power GP II, Inc.	Energy	03/20/95	Delaware	50.00%	Independent power plant/qualifying facility
46	Polk Power GP, Inc.	Energy	09/18/91	Delaware	100.00%	Independent power plant/qualifying facility
47	Polk Power Partners, LP	Energy	02/19/92	Delaware	50.50%	Independent power plant/qualifying facility

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					PERCENTAGE OF VOTING SECURITIES HELD DIRECTLY OR INDIRECTLY BY AMERICAN ELECTRIC POWER COMPANY	
NAME OF REPORTING COMPANY	ENERGY OR GAS- RELATED COMPANY	DATE OF ORGAN- IZATION	STATE OF ORGAN- IZATION	STATE OF ORGAN- IZATION	PERCENTAGE OF VOTING SECURITIES HELD DIRECTLY OR INDIRECTLY BY AMERICAN ELECTRIC POWER COMPANY	NATURE OF BUSINESS
48	Mulberry Holdings, Inc.	Energy	10/28/99	Delaware	100.00%	Independent power plant/qualifying facility
49	CSW Mulberry II, Inc.	Energy	03/21/95	Delaware	100.00%	Independent power plant/qualifying facility
50	CSW Mulberry, Inc.	Energy	02/03/94	Delaware	100.00%	Independent power plant/qualifying facility
51	Noah I Power GP, Inc.	Energy	05/14/91	Delaware	100.00%	Independent power plant/qualifying facility
52	Noah I Power Partners, LP	Energy	05/16/92	Delaware	96.00%	Independent power plant/qualifying facility
53	Brush Cogeneration Partners	Energy	11/01/91	Colorado	50.00%	Independent power plant/qualifying facility
54	Orange Cogeneration GP II, Inc.	Energy	03/16/95	Delaware	50.00%	Independent power plant/qualifying facility
55	Orange Cogeneration GP, Inc.	Energy	02/05/93	Delaware	100.00%	Independent power plant/qualifying facility
56	Orange Cogeneration Limited Partnership	Energy	02/05/93	Delaware	50.50%	Independent power plant/qualifying facility
57	Orange Cogen Funding Corp.	Energy	12/23/96	Delaware	100.00%	Independent power plant/qualifying facility
58	Orange Holdings, Inc.	Energy	10/28/99	Delaware	100.00%	Independent power plant/qualifying facility
59	CSW Orange II, Inc.	Energy	03/16/95	Delaware	100.00%	Independent power plant/qualifying facility
60	CSW Orange, Inc.	Energy	04/21/93	Delaware	100.00%	Independent power plant/qualifying facility
61	CSW Ft. Lupton, Inc.	Energy	04/01/93	Delaware	100.00%	Independent power plant/qualifying facility
62	Thermo Cogeneration Partnership, LP	Energy	03/17/93	Delaware	50.00%	Independent power plant/qualifying facility
63	CSW Sweeny GP I, Inc.	Energy	09/06/95	Delaware	100.00%	Independent power plant/qualifying facility

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	NAME OF REPORTING COMPANY	ENERGY OR GAS- RELATED COMPANY	DATE OF ORGAN- IZATION	STATE OF ORGAN- IZATION	PERCENTAGE OF VOTING SECURITIES HELD DIRECTLY OR INDIRECTLY BY AMERICAN ELECTRIC POWER COMPANY	NATURE OF BUSINESS
64	CSW Sweeny GP II, Inc.	Energy	09/06/95	Delaware	100.00%	Independent power plant/ qualifying facility
65	Sweeny Cogeneration Limited Partnership	Energy	10/10/95	Delaware	50.00%	Independent power plant/ qualifying facility
66	CSW Sweeny LP I, Inc.	Energy	09/06/95	Delaware	100.00%	Independent power plant/ qualifying facility
67	CSW Sweeny LP II, Inc.	Energy	09/06/95	Delaware	100.00%	Independent power plant/ qualifying facility
68	CSW Power Marketing, Inc.	Energy	03/08/96	Delaware	100.00%	Energy management
69	CSW Services International, Inc.	Energy	03/19/97	Delaware	100.00%	Energy management
70	CSW Energy Services, Inc.	Energy	09/24/97	Delaware	100.00%	Non-Regulated Energy-Related Services and Projects
71	Nuvest, LLC	Energy	02/20/96	Delaware	92.90%	Staff augmentation to power plants
72	National Temporary Services, Inc.	Energy	12/31/90	Pennsylvania	100.00%	Staff augmentation to power plants
73	Octagon, Inc.	Energy	11/05/93	Delaware	100.00%	Staff augmentation to power plants
74	Numanco, LLC	Energy	04/08/96	Oklahoma	100.00%	Staff augmentation to power plants
75	NuSun, Inc.	Energy	05/24/99	Delaware	100.00%	Staff augmentation to power plants
76	Sun Technical Services, Inc.	Energy	01/16/91	California	100.00%	Staff augmentation to power plants
77	Calibration and Testing Corporation	Energy	01/02/80	California	100.00%	Staff augmentation to power plants
78	ESG, LLC	Energy	11/27/96	Oklahoma	50.00%	Staff augmentation to power plants
79	Numanco Services, LLC	Energy	09/24/00	Oklahoma	100.00%	Staff augmentation to power plants

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

SECURITIES:

<u>Company Issuing Security</u>	<u>Type of Security Issued</u>	<u>Principal Amount of Security</u>	<u>Issue or Renewal</u>	<u>Cost of Capital</u>	<u>Person to Whom Security Was Issued</u>	<u>Collateral Given With Security</u>	<u>Consideration Received for Each Security</u>
(in thousands)							
Dolet Hills Lignite Company, LLC	Notes Payable	\$1,707	Renewal	4.47%	Dolet Hills Lignite Company, LLC	-	-

FINANCING AMONG ASSOCIATE COMPANIES:

<u>Company Issuing Security</u>	<u>Type of Security Issued</u>	<u>Principal Amount of Security</u>	<u>Issue or Renewal</u>	<u>Cost of Capital</u>	<u>Person to Whom Security Was Issued</u>
(in thousands)					
None					

CAPITAL CONTRIBUTIONS:

<u>Company Contributing Capital</u>	<u>Company Receiving Capital</u>	<u>Amount of Capital Contributions</u>
(in thousands)		
None		

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ITEM 3 ASSOCIATED TRANSACTIONS

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

<u>Reporting Company Rendering Services</u>	<u>Associate Company Receiving Services</u>	<u>Types of Services Rendered</u>	<u>Direct Costs Charged</u>	<u>Indirect Costs Charged</u>	<u>Cost of Capital</u>	<u>Total Amount Billed</u>
(in thousands)						
Nuvest, LLC	AEP Texas Central Company - South Texas Project	Engineering	\$1,873	\$-	\$-	\$1,873
Nuvest, LLC	AEP Service Corporation - Regional Service Organization	Engineering	3,848	-	-	3,848
Nuvest, LLC	Indiana Michigan Company - DC Cook Plant	Engineering	3,224	-	-	3,224
Nuvest, LLC	Various AEP Utility Operating Companies	Engineering	3,270	-	-	3,270
	Total		\$12,215	\$-	\$-	\$12,215

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ITEM 3 ASSOCIATED TRANSACTIONS (CONTINUED)

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

<u>Associate Company Rendering Services</u>	<u>Reporting Company Receiving Services</u>	<u>Types of Services Rendered</u>	<u>Direct Costs Charged</u>	<u>Indirect Costs Charged</u>	<u>Cost of Capital</u>	<u>Total Amount Billed</u>
(in thousands)						
American Electric Power Service Corporation	AEP Energy Services, Inc.	Administrative & Marketing	\$1,955	\$1,919	\$-	\$3,874
Houston Pipeline	AEP Energy Services, Inc.	Asset Management	6,250	-	-	6,250
Jefferson Island	AEP Energy Services, Inc.	Asset Management	1,250	-	-	1,250
CSW Energy, Inc.	Polk Power Partners, LP	Plant Services	640	191	-	831
CSW Energy, Inc.	Orange Cogeneration LP	Plant Services	447	182	-	629
CSW Services International Inc.	Sweeny Cogeneration LP	Plant Services	371	1,127	-	1,498
Total			<u>\$10,913</u>	<u>\$3,419</u>	<u>\$-</u>	<u>\$14,332</u>

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

	(in thousands)	
Total consolidated capitalization as of March 31, 2004	\$22,297,000(a)	Line 1
Total capitalization multiplied by 15% (line 1 multiplied by 0.15)	3,345,000	Line 2
Greater of \$50 million or line 2	\$3,345,000	Line 3
Total current aggregate investment: (categorized by major line of energy-related business)		
Energy-related Category 1: Energy Services	-	
Energy-related Category 5: Energy Marketing	1,800,976	
Energy-related Category 7: Maintenance Services	52,513	
Energy-related Category 8: Qualifying Facility	529,960	
Energy-related Category 10: Other Form of Energy	91,620	
Energy-related Category 2,3,4,6,9	62,820	
Total current aggregate investment	<u>2,537,889</u>	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)	<u>\$807,111</u>	Line 5

(a) Includes short-term debt.

Investments in gas-related companies:

NONE

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ITEM 5 OTHER INVESTMENTS

<u>Major Line of Energy-Related Business</u>	<u>Other Investment in Last U-9C-3 Report</u>	<u>Other Investment in This U-9C-3 Report</u>	<u>Reason for Difference in Other Investment</u>
(in thousands)			
CSW Energy Services Invested prior to April 1, 1997	\$2,696	\$2,696	Amounts are excluded from Item 4
Independent power plant/ qualifying facility Invested prior to April 1, 1997	194,644	194,644	Amounts are excluded from Item 4

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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, 2004 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 Power Marketing, Inc.
AEP T&D Services, LLC
AEP Texas C&I Retail LP
AEP Texas C&I Retail GP, LLC
AEP Texas GP, LLC
CSW Development-I, Inc. (consolidated)
CSW Energy, Inc. (consolidated)
CSW Energy Services, Inc.
CSW Ft. Lupton, Inc.
CSW Power Marketing, Inc.
CSW Services International Inc.
Diversified Energy Contractors Company, LLC (DECCO)
Dolet Hills Lignite Company, LLC
Mutual Energy LLC (consolidated)
Mutual Energy SWEPCO LP
Nuvest, LLC
POLR Power, LP
REP General Partner LLC
Sweeny Cogeneration LP

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.

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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 March 31, 2004 (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 State Commission
211 Sower Boulevard
P.O. Box 615
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 28th day of May, 2004.

By /s/ Joseph M. Buonaiuto

Joseph M. Buonaiuto
Controller and Chief Accounting Officer

SIGNATURE

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/ Joseph M. Buonaiuto

Joseph M. Buonaiuto
Controller and Chief Accounting Officer

May 28, 2004