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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

Contents

	Page
Aggregate Amount of Funds Provided to the Money Pool	1
Aggregate Amount of Funds Received from Money Pool	1
Balance Advanced to or from the Money Pool as of the End of the Period	1
Average Interest Rate for the Money Pool over the Period	1
Aggregate Amount of Outside Borrowings and Repayments During the Period for Each Source of Outside Borrowings	2
Amount Outstanding at the End of the Period for Each Source of Outside Borrowings	2
Detailed Listing of Commercial Paper Outstanding by Dealer at the End of the Period	3
Appendix A - Final Opinion	4

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Page 1

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

Applicants	Balanced Advanced To or (From) the Money Pool As of The Beginning of the Period	Net Funds Provided to Money Pool	Net Funds Received From Money Pool	Balance Adva to or (From) Money Pool As End of The P
	(in 000's)	(in 000's)	(in 000's)	(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 (Formerly known as 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 (Formerly known as 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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Page 2

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

Source of Funds	Outside Borrowings During the Period	Repayments During the Period	Amount Outstanding at the End of 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
	=====	=====	=====

Page 3

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

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

614-716-1649

Page 4  
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