



South Texas Project Electric Generating Station P.O. Box 289 Wadsworth, Texas 77483

December 12, 2001
NOC-AE-01001229
10CFR50.80

U.S. Nuclear Regulatory Commission
Attention: Samuel J. Collins
Director, Office of Nuclear Reactor Regulation
Washington, DC 20555-0001

South Texas Project
Units 1 and 2
Docket Nos. STN 50-498 and STN 50-499
Supplemental Information Regarding Application for Order and
Conforming Administrative Amendments for Transfer of Licenses

Reference: Letter, W. T. Cottle to S. J. Collins, "Application for Order and Conforming
Administrative Amendments for Transfer of Licenses," June 28, 2001
(NOC-AE-01001123)

On behalf of Central Power and Light Company (CPL), STP Nuclear Operating Company (STPNOC) submits the following supplemental information regarding its Application for Order and Conforming Administrative Amendments for Transfer of Licenses (Application) submitted in the referenced letter. The purpose of this letter is to inform the NRC of a delay in CPL's planned restructuring and the associated transfer of CPL's interests in the South Texas Project Electric Generating Station, Units 1 and 2 and STPNOC to CPL Genco LP. The attached Business Separation Plan Update, filed with the Public Utility Commission of Texas on November 16, 2001, identifies the status of state and federal approvals required prior to completing the planned transfer. Accordingly, STPNOC requests that NRC continue its review of the license transfer application and grant its approval as soon as possible so that the transaction may proceed upon receipt of the remaining regulatory approvals.

STPNOC will inform the NRC if there are any significant changes in the status of the other required approvals or any other developments that have an impact on the schedule. In addition, STPNOC will provide the NRC with the date of the transfer to CPL Genco LP and the name selected for this entity no later than seven days prior to the respective transfer date so that appropriate license amendments may be issued.

If NRC requires additional information concerning this supplemental information to the license transfer request, please contact Mr. Scott Head, Manager, Licensing at (361) 972-7136.

J. J. Sheppard
Vice President
Engineering & Technical Services

Attachment: Business Separation Plan Update

Accol

Rec'd
11/17/02

STI: 31386822

cc:

Ellis W. Merschoff
Regional Administrator, Region IV
U.S. Nuclear Regulatory Commission
611 Ryan Plaza Drive, Suite 400
Arlington, Texas 76011-8064

Mike Dusaniwskyj
U. S. Nuclear Regulatory Commission
Mail Stop OWFN/11-F-1
Washington, DC 20555-0001

Mohan C. Thadani
U. S. Nuclear Regulatory Commission
1 White Flint North
11555 Rockville Place
Rockville, MD 20852-2738
Mail Stop: O-7D1

Cornelius F. O'Keefe
U. S. Nuclear Regulatory Commission
P. O. Box 289, Mail Code: MN116
Wadsworth, TX 77483

A. H. Gutterman
Morgan, Lewis & Bockius
1800 M. Street, N.W.
Washington, DC 20036-5869

M. T. Hardt/W. C. Gunst
City Public Service
P. O. Box 1771
San Antonio, TX 78296

A. Ramirez/C. M. Canady
City of Austin
Electric Utility Department
721 Barton Springs Road
Austin, TX 78704

Institute of Nuclear Power
Operations – Records Center
700 Galleria Parkway
Atlanta, GA 30339-5957

Kenneth C. Raney
Assistant General Counsel
American Electric Power Company
P.O. Box 660164
Dallas, TX 75266-0164

Jon C. Wood
Matthews & Branscomb
112 East Pecan, Suite 1100
San Antonio, Texas 78205-3692

Steven R. Hom
U. S. Nuclear Regulatory Commission
Mail Stop OWFN/15-D-21
Washington, DC 20555-0001

Richard A. Ratliff
Bureau of Radiation Control
Texas Department of Health
1100 West 49th Street
Austin, TX 78756-3189

D. G. Tees/R. L. Balcom
Reliant Energy, Inc.
P. O. Box 1700
Houston, TX 77251

C. A. Johnson/A. C. Bekken III
AEP - Central Power and Light Company
P. O. Box 289, Mail Code: N5012
Wadsworth, TX 77483

U. S. Nuclear Regulatory Commission
Attention: Document Control Desk
Washington, D.C. 20555-0001

Robert S. Wood
U. S. Nuclear Regulatory Commission
Mail Stop OWFN/11-F-1
Washington, DC 20555-0001

Jeffrey D. Cross
Senior Vice President and Deputy General Counsel
American Electric Power Company
1 Riverside Plaza
Columbus, OH 43215

George L. Edgar
Morgan, Lewis & Bockius, LLP
1800 M Street, NW
Washington, DC 20036

ATTACHMENT

DOCKET NO. 25025

AMERICAN ELECTRIC POWER
COMPANY, INC. BUSINESS
SEPARATION PLAN UPDATE

§
§
§

BEFORE THE
PUBLIC UTILITY COMMISSION
OF TEXAS

RECEIVED
OCT 16 PM 4:47
FILING CLERK
COMMISSION

AMERICAN ELECTRIC POWER COMPANY, INC.
BUSINESS SEPARATION PLAN UPDATE

Pursuant to the instructions for Section K of the Business Separation Plan Filing Package,¹ American Electric Power Company, Inc. hereby updates the Business Separation Plan ("BSP") of its Texas operating companies, Central Power and Light Company ("CPL"), Southwestern Electric Power Company ("SWEPCO"), and West Texas Utilities Company ("WTU") (collectively, the "Texas operating companies" or "AEP"), to reflect developments since that plan was approved pursuant to an interim order issued by the Public Utility Commission of Texas ("PUC" or "Commission") on July 7, 2000 in Docket No. 21953.² The following items are identified and explained in this update:

A. Recent modifications to the structure of the plan

1. Certification of five retail electric providers
2. Inclusion of transmission and distribution engineering services within a separate division of AEP Service Corporation ("AEPSC")
3. Unbundling of SWEPCO Texas transmission assets
4. Implementation of information technology and systems

¹ Section K of the Business Separation Plan Filing Package, adopted in Project No. 21083 (Dec. 16, 1999) states: This section shall list all proposed changes and shall describe in detail proposed significant changes to the plan after the plan is approved and before the plan is implemented. Utilities are obligated to make supplemental filings that shall note the proposed changes and address the effect of the proposed changes on each of the sections above. Any such filing shall be made no later than 45 days prior to the proposed date of implementation.

² On July 7, 2000, the Commission issued a written Interim Order approving a Stipulation and Settlement between AEP and a number of parties (including the Commission's Office of Regulatory Affairs, the Office of Public Utility Counsel, and South Texas Electric Cooperative) that approved the BSP of CPL, WTU, and SWEPCO. The Commission later issued final orders in CPL's and WTU's unbundled cost of service ("UCOS") cases approving the BSPs of CPL (on October 5, 2001) and WTU (on October 25, 2001). CPL filed a motion for rehearing in its UCOS case on October 23, 2001. WTU filed a motion for rehearing in its UCOS case on November 14, 2001.

B. Delays in unbundling due to delay in obtaining regulatory approvals within non-Texas jurisdictions

1. Federal
 - a. Federal Energy Regulatory Commission
 - b. Securities and Exchange Commission
 - c. Nuclear Regulatory Commission
2. State
 - a. Arkansas Public Service Commission
 - b. Louisiana Public Service Commission³
3. Summary of federal and state approval proceedings

C. Recent regulatory developments at the Commission

1. Designation of a provider of last resort ("POLR") for customers in portions of the CPL, WTU, and SWEPCO service areas⁴
2. Determinations of readiness for retail competition in the portions of Texas within the Southwest Power Pool⁵

Necessary decisions from non-Texas jurisdictions will affect the timing of AEP's unbundling efforts. In particular, a delay in receiving the necessary regulatory approvals from the non-Texas commissions, as well as the abatement of retail competition in the Southwest Power Pool ("SPP"), will prevent full implementation of the plan by January 1, 2002. These developments are more fully described below.

An updated version of the corporate structure diagram referenced in AEP's approved separation plan is attached (Attachment 1, "AEP Corporate Structure") to reflect the structural changes discussed herein.

A. Recent modifications to the structure of the plan

³ Because SWEPCO's service territory includes Louisiana and Arkansas, approval from those states of the transfer of transmission and distribution assets is necessary before SWEPCO can fully unbundle.

⁴ See *Petition to Appoint Provider of Last Resort Pursuant to PURA § 39.106 for Residential and Small Non-Residential Customers in the Entergy and TXU East-DFW Service Areas, and for Large Non-Residential Customers in the CPL Gulf Coast, CPL Valley, WTU, and SWEPCO Service Areas*, Docket No. 24840, Petition (October 16, 2001).

1. *Certification of five retail electric providers*

In its approved separation plan, AEP indicated that one retail electric provider ("REP") would be created to perform the requirements of the affiliated REPs under SB 7. Since the approval of the stipulation described above, AEP has formed additional REPs to serve customers. Mutual Energy CPL, L.P. ("CPL REP"), Mutual Energy WTU, L.P. ("WTU REP"), Mutual Energy SWEPCO, L.P. ("SWEPCO REP"), and the AEP Texas Commercial and Industrial Retail Limited Partnership ("C&I REP") will operate as the affiliated REPs. The Mutual Energy REPs will operate as the affiliated REPs of the three AEP Texas operating companies, respectively. The Commission approved the certification requests of the first three REPs on May 30, 2001. AEP formed the C&I REP to serve retail customers with loads greater than one megawatt. The Commission approved the certification request for this REP on October 22, 2001.

Additionally, pursuant to Commission approval of a stipulation and agreement in Docket No. 24840, AEP applied on November 16, 2001 for certification of a fifth REP ("POLR REP") to serve as the provider of last resort for residential and small non-residential customers in the TXU East-DFW POLR service area and for large non-residential customers in the CPL Gulf Coast, CPL Valley, and WTU service areas.⁶ A hearing in this docket was held on November 9, 2001 at which time the Commission voted to approve the stipulation and agreement.

The five REPs will be held directly or indirectly through an intermediate holding company, "Retail Holdco." The formation of multiple REPs does not materially alter the fundamental components of AEP's approved business separation plan.

⁵ See *Public Utility Commission of Texas Staff Petition to Determine Readiness for Retail Competition in the Portions of Texas within the Southwest Power Pool*, Docket No. 24468, Petition (August 3, 2001).

⁶ Docket No. 24840, Stipulation and Agreement Regarding Mutual Energy-CPL Serving as POLR (November 1, 2001).

2. *Inclusion of transmission and distribution engineering services within a separate division of AEPSC*

AEP's approved BSP contemplated that the transmission and distribution engineering services would be performed by a subsidiary company within the energy delivery company ("EDC"). As a result of the merger between CSW and AEP, these transmission and distribution engineering services will now be provided by a separate division of AEPSC (subject to SEC approval, if any is required). The Texas operating companies will continue to apply applicable codes of conduct to the activities of this division in the same manner that those codes of conduct would have been applied to the subsidiary company within the EDC, had that structure been implemented. The inclusion of these services within AEPSC does not materially alter AEP's approved separation plan.

3. *Unbundling of SWEPCO Texas transmission assets*

In its approved separation plan, AEP indicated that the transmission and distribution ("T&D") assets of SWEPCO that are physically located in Texas would be transferred to the EDC subsidiary formed to provide T&D utility services in the Texas service area currently served by SWEPCO. Based on negotiations among AEP and the public service commissions of Arkansas and Louisiana, the Texas jurisdictional (load ratio) share of SWEPCO's transmission assets will now be transferred to a subsidiary company, SWEPCO Texas Transco, that will be wholly owned by the integrated SWEPCO. This transfer is consistent with ratemaking treatment afforded to these assets in previous rate cases. In accordance with the approved separation plan, the remaining SWEPCO transmission assets will continue to be held by the SWEPCO integrated utility. The SWEPCO Texas distribution assets will continue to be held by a SWEPCO Texas EDC that is not owned by the integrated SWEPCO. This change in transmission asset ownership

does not materially alter AEP's approved separation plan, nor does it impact the T&D utility cost of service established in AEP's UCOS cases.

4. Implementation of information technology and systems

Section F of the BSP filing described the access controls or firewalls to be used to prevent employees of a competitive affiliate from gaining access to information about transmission or distribution system operations and other confidential information. As a result of the merger between CSW and AEP, and the impact of new rules that have been put in place since the original BSP was filed, some of the technical aspects described in this section of the BSP used to accomplish separation of information have changed. The new systems will continue to meet the requirement regarding information flow between affiliates and AEP will continue to comply with its internal code of conduct and the requirements of PURA §§ 39.157(d) and (g) and P.U.C. SUBST. R. 25.272. This change in information systems implementation does not materially alter AEP's approved separation plan.

B. Delays in unbundling due to delay in obtaining regulatory approvals within non-Texas jurisdictions

In the stipulation that the Commission approved in its July 7, 2000 interim order in AEP's BSP case⁷ and its final orders in the WTU and CPL UCOS cases,⁸ the Texas operating companies agreed to notify the Commission of any delay in obtaining necessary approvals from other jurisdictions if such delay affects the companies' ability to implement their BSP by January

⁷ *Application of Central Power and Light Company, Southwestern Electric Power Company, and West Texas Utilities Company for Approval of Proposed Business Separation Plan Pursuant to P.U.C. SUBST. R. 25.342*, Docket No. 21953, Interim Order Approving Stipulation and Settlement Regarding Approval of Business Separation Plan (July 7, 2000).

⁸ *Application of Central Power & Light Company for Approval of Unbundled Cost of Service Rate Pursuant to PURA § 39.201 and P.U.C. SUBST. R. 25.344*, Docket No. 22352, Order (Oct. 5, 2001); *Application of West Texas Utilities Company for Approval of Unbundled Cost of Service Rate Pursuant to PURA § 39.201 and P.U.C. SUBST. R. 25.344*, Docket No. 22354, Final Order (Oct. 25, 2001).

1, 2002.⁹ This filing updates the status of the following proceedings currently pending before other regulatory bodies:

1. Federal

a. Federal Energy Regulatory Commission ("FERC")

In order to implement its corporate restructuring plan in response to state restructuring statutes in Texas and Ohio, AEP (through AEPSC) filed an application under Section 203 of the Federal Power Act seeking FERC approval for the transfer among its subsidiaries of facilities subject to FERC jurisdiction.¹⁰ In a separate docket, AEP also filed initial and amended rate schedules pursuant to Section 205 of the Federal Power Act providing for changes to its system agreements and to establish or alter power supply arrangements consistent with the restructuring plan.¹¹

On September 27, 2001, FERC consolidated the two dockets and directed the Chief Administrative Law Judge to appoint a judge to oversee settlement discussions.¹² FERC also directed the parties to file a joint report 30 days after the appointment of the settlement judge "identifying the issues they have settled and any issues they have not settled, as well as the parties' positions on the latter issues."¹³ On September 28, 2001, the Chief Administrative Law Judge appointed Judge Carmen Cintron as the Settlement Judge. Under Judge Cintron's guidance, the parties have participated in a number of settlement conferences, as well as in discussions among themselves.

⁹ *Application of Central Power and Light Company, Southwestern Electric Power Company, and West Texas Utilities Company for Approval of Proposed Business Separation Plan Pursuant to 25.342*, Docket No. 21953, Stipulation at 3 (June 8, 2000).

¹⁰ FERC Docket No. EC01-130-000, *Application of American Electric Power Service Corporation for Authorization to Transfer Jurisdictional Assets*, Application (July 24, 2001).

¹¹ FERC Docket No. ER01-2668-000, *Application of American Electric Power Company, Inc. for Approval of Rate Schedules Related to Corporate Restructuring*, Application (July 24, 2001).

¹² *Order Consolidating Dockets and Establishing Settlement Procedures*, 96 FERC ¶ 61,333 (2001).

¹³ *Id.* at 62,276.

On October 29, 2001, AEP filed a Preliminary Report in Light of Ongoing Settlement Discussions on behalf of all the parties, requesting an extension of the settlement discussions and deferral of the joint settlement report until the week of November 5, 2001. The Commission granted the request for extension to and including November 9, 2001.¹⁴

The parties have engaged in further settlement negotiations since October 29, 2001. On November 8, 2001, the Settlement Judge issued an Order in which she noted that “[s]ubstantial progress is being made in the continuing settlement discussions” and ordered the parties to file a further preliminary report requesting additional time to continue settlement discussions until no later than November 16, 2001.¹⁵ The parties accordingly filed a Further Preliminary Report in Light of Ongoing Settlement Discussions on November 9, 2001, and negotiations continued under the supervision of the Settlement Judge. On November 14, 2001, the Commission issued an order directing the parties to file a comprehensive joint settlement report on November 16, 2001.

Substantial progress has been made in many of the settlement discussions. In its applications to FERC, AEP requested that the Commission approve AEP’s corporate separation proposals by January 1, 2002. Because the settlement process has taken longer than AEP had hoped, AEP does not believe that it will be possible for the Commission to review and approve the results of that process by January 1, 2002. However, assuming it continues to make progress in the settlement discussions, AEP is hopeful that it will be able to submit to the Commission in relatively short order an Offer of Settlement that will permit FERC to summarily dispose of any issues remaining before it and rule upon AEP’s applications as early in 2002 as possible. Were

¹⁴ Notice of Extension of Time (Nov. 5, 2001).

¹⁵ Order By Settlement Judge (Nov. 8, 2001).

FERC to decide to resolve the matter via a hearing, its final decision could be significantly prolonged.

b. *Securities and Exchange Commission ("SEC")*

AEP filed an application on Form U-1 with the SEC requesting authority to perform certain transactions necessary to comply with the restructuring provisions of Texas and Ohio state law.¹⁶ AEP filed an amended application on August 22, 2001. AEP filed a second amended application on October 12, 2001. Notice of this proceeding must be published in the Federal Register before the SEC may grant approval. Such notice has not yet been published. AEP and SEC Staff continue to hold discussions regarding this application.

c. *Nuclear Regulatory Commission ("NRC")*

On behalf of CPL, STP Nuclear Operating Company ("STPNOC") filed an application on June 28, 2001 with the NRC for authority to transfer control of CPL's 25.2% undivided ownership interest in Units 1 and 2 of the South Texas Project Electric Generating Station ("STPEGS") to CPL Genco LP, a Texas partnership indirectly wholly owned by AEP. The NRC established Docket Nos. STN50-498 and STN50-499 and noticed the filing in the Federal Register on September 28, 2001.¹⁷ Petitions to intervene in the filing were due October 18, 2001. No parties intervened. The NRC requested supplemental information from STPNOC, which has been provided. AEP has requested that the NRC act on the application by November 30, 2001. An order is expected before December 31, 2001 approving the license transfer.

2. State

¹⁶ SEC File No. 70-9785, *Application or Declaration Under the Public Utility Holding Company Act of 1935—American Electric Power Company*, Application (Nov. 1, 2000).

¹⁷ NRC Docket Nos. STN50-498 and STN50-499, *Application for Order and Conforming Administrative Amendments for Transfer of Licenses*, Application (June 28, 2001). This transfer of ownership involves no change in the operation of Units 1 and 2 of the STPEGS. STPNOC will at all times remain the operator of the facilities under the NRC licenses.

a. *Arkansas Public Service Commission ("APSC")*

The APSC opened Docket No. 01-212-U on September 13, 2001 to investigate SWEPCO's reorganization and transfer of assets.¹⁸ The APSC required SWEPCO to file certain prescribed information and testimony relating to its proposed unbundling activities by September 25, 2001, which SWEPCO filed on that date. No formal procedural schedule has been issued. AEP has conducted a technical conference with Staff, and discovery is currently ongoing.

Arkansas has intervened in AEP's corporate separation docket filed at the FERC. Negotiations are ongoing with Arkansas in that Docket. In February 2001, the Arkansas legislature recently postponed the start of retail electric competition in Arkansas to a date no earlier than October 1, 2003 and no later than October 1, 2005.

b. *Louisiana Public Service Commission ("LPSC")*

The LPSC opened Docket Nos. U-21453, U-20925, and U-22092 (Subdocket C) on December 14, 1999 and required AEP to identify the changes in corporate structure and the potential impact on Louisiana retail ratepayers resulting from AEP restructuring activities in Texas and anticipated restructuring activities in Arkansas.¹⁹ AEP filed various information and testimony relating to its proposed unbundling activities in this docket on September 8, 2000, May 25, 2001, June 29, 2001, and September 5, 2001. Parties are currently in negotiation.

Louisiana has intervened in AEP's corporate separation docket at the FERC. Negotiations are ongoing with Louisiana in that docket.

3. Summary of federal and state approval proceedings

¹⁸ APSC Docket No. 01-212-U, *In the Matter of a Motion by the General Staff to Establish a Docket to Investigate the Reorganization and Transfer of Assets of American Electric Power/Southwestern Electric Power Company*.

¹⁹ LPSC Docket Nos. U-21453, U-20925, U-22092 (Subdocket C), *Southwestern Electric Power Company's Separation Plan* (December 14, 1999).

Given the status of the filings pending at the federal and state commissions and the approvals necessary to implement the separation plan, the AEP Texas operating companies will not unbundle into separate legal entities by January 1, 2002. Once the necessary approvals are obtained, AEP anticipates it will take two to three months to reacquire debt and transfer the assets required to implement the approved business structure. AEP will continue to work as expeditiously as possible to obtain the required approvals.

Although full structural separation will not occur on the January 1, 2002 retail competition date, AEP will have satisfied the objectives of the unbundling requirements found in PURA § 39.051, because, as of January 1, 2002, the retail, generation, and transmission and distribution components of the formerly integrated Texas operating companies will each be functionally unbundled. These functionally unbundled components will comply with AEP's internal code of conduct and the PUC's affiliate transaction rules.

C. Recent regulatory developments at the Commission

1. *Designation of a POLR for customers in portions of the WTU and SWEPCO service areas*

As discussed in Section A.1 above, pursuant to the Commission's approval of a stipulation and agreement in Docket No. 24840, AEP applied on November 16, 2001 for certification of a fifth REP to serve as POLR for residential and small non-residential customers in the TXU East-DFW service area and for large non-residential customers in the CPL Gulf Coast, CPL Valley, and WTU service areas.

2. *Determinations of readiness for retail competition in the portions of Texas within the SPP*

Pursuant to the Commission's interim order in Docket No. 24468, which delays customer choice and extends the pilot project within the SPP, SWEPCO will not separate its business

activities on January 1, 2002. Upon the development of (1) the "steps necessary to transition to competition, identify milestones, monitor progress, and report to the Commission on a regular basis," in Project No. 24869,²⁰ and/or (2) a FERC-approved regional transmission organization or a PUC-approved qualifying power region, the Commission will determine whether SPP is able to offer fair competition and reliable service to all customer classes. At that time, the Commission will assess whether SWEPCO's BSP should be approved and implemented²¹ and whether retail competition will begin in SWEPCO service territory.

Pursuant to (1) the Commission's interim order in Docket No. 24468, discussed above, which concluded that a delay of competition in SPP should not delay the issuance of a final order in WTU's UCOS case²² and (2) the Commission's final order in WTU's UCOS case, which approved WTU's BSP, WTU will proceed with its separation plan.

CONCLUSION

This update is being provided to comply with Section K of the Commission's Business Separation Plan Filing Package. The amended structure described in Section A of this update complies with P.U.C. SUBST. R. 25.342(d)(2). CPL and WTU will be functionally unbundled on January 1, 2002 and prepared to implement retail competition pursuant to the requirements of PURA § 39.051. AEP remains committed to bringing retail competition to its Texas service areas, and AEP's Texas operating companies will continue to work diligently to expedite the process of obtaining the federal and state approvals necessary to implement their BSP.

²⁰ *Staff's Petition to Determine Readiness for Retail Competition in the Portions of Texas Within the Southwest Power Pool*, Docket No. 24468, Interim Order at 2 (Oct. 22, 2001) (initiating *Southwest Power Pool Market Readiness Implementation Project*, Project No. 24869).

²¹ *Application of Southwestern Electric Power Company for Approval of Unbundled Cost of Service Rate Pursuant to PURA §39.201 and Public Utility Commission Substantive Rule 25.344*, Docket No. 22355 (pending).

²² *Application of West Texas Utilities Company for Approval of Unbundled Cost of Service Rate Pursuant to PURA §39.201 and P.U.C. SUBST. R. 25.344*, Docket No. 22354, Order (Oct. 25, 2001).

Respectfully submitted,

Marc Lewis
Larry Brewer
AMERICAN ELECTRIC POWER COMPANY
400 W. 15th Street, Suite 610
Austin, Texas 78701
512/481-3321 (Telephone)
512/481-4591 (Fax)

Walter Demond
State Bar No. 05736600
Robert M. Blunt IV
State Bar No. 24027345
CLARK, THOMAS & WINTERS
A Professional Corporation
700 Lavaca Street, Suite 1200
Austin, Texas 78701
512/472-8800 (Telephone)
512/474-1129 (Fax)

ATTORNEYS FOR AMERICAN
ELECTRIC POWER COMPANY, INC.

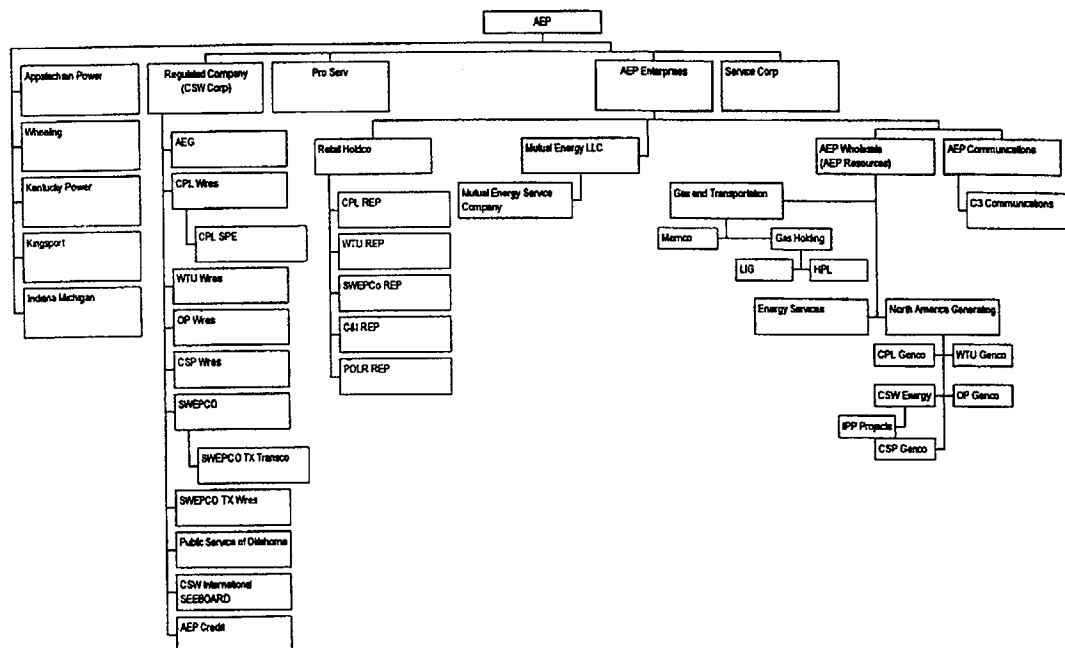
By: *TLW*

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of this document was served by facsimile, hand-delivery, overnight delivery, or first-class U.S. mail on all parties of record in this proceeding on November 16th, 2001.

 TLW

AEP Corporate Structure*



* This diagram is attached for illustration purposes only and may not necessarily represent the exact AEP legal entity structure.