

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Rel. No. 27982 / June 13, 2005

Admin. Proc. File No. 3-11616

In the Matter of

AMERICAN ELECTRIC POWER COMPANY, INC.
c/o J.A. Bouknight, Jr., Esq.
Steptoe & Johnson LLP
1330 Connective Avenue, N.W.
Washington, D.C. 20036

ORDER DENYING
PETITION FOR
REVIEW AND
GRANTING LEAVE
TO PARTICIPATE ON
A LIMITED BASIS

On June 6, 2005, the Commission granted the petitions of the Division of Investment Management and American Electric Power Company, Inc. for review of the administrative law judge's initial decision. 1/ Public Citizen, Inc. ("Public Citizen") submits a cross-petition for review of that decision. We deny Public Citizen's cross-petition for review.

Commission Rule of Practice 410(a) establishes the standards under which petitions for review of a hearing officer's initial decision may be filed with the Commission. Such petitions may be filed by "any party, and any other person who would have been entitled to judicial review of the decision . . . if the Commission itself had made the decision." 2/

Public Citizen is not a party to the proceedings. The law judge granted Public Citizen's motion to participate in the proceedings on a limited basis but denied Public Citizen's request to intervene as a full party. The Commission affirmed this denial. 3/ Public Citizen may file a

1/ American Electric Power Company, Inc., Initial Decision Rel. No. 283 (May 3, 2005), ___ SEC Docket ___; American Electric Power Company, Inc., Order Granting Petitions for Review (June 6, 2005), Admin. Proc. File No. 3-11616.

2/ 17 C.F.R. § 201.410(a).

3/ American Electric Power Company, Inc., Order Denying Intervention as a Party and Granting Right of Cross-Examination (Jan. 10, 2005), Admin. Proc. File No. 3-11616.

petition for review, therefore, only if it would be entitled to judicial review of the law judge's decision had the Commission itself rendered that decision.

Section 24(a) of the Public Utility Holding Company Act of 1935 ("PUHCA") provides that "any person or party aggrieved by an order issued by the Commission under this title" may obtain judicial review of such order. ^{4/} Public Citizen requested a finding that the merger of American Electric Power Company, Inc. ("AEP") and Central and South West Corporation ("CSW") could not be approved under PUHCA. It argued that the proposed merger failed to meet the requirements that an integrated public utility be "physically interconnected or capable of physical interconnection" and be "confined in its operations to a single area or region." The law judge found that the proposed merger satisfied the "interconnection" requirement but did not meet the "single area or region" requirement. The law judge concluded that the combined AEP/CSW system did not constitute a "single integrated public-utility system" and thus denied AEP's application to acquire CSW. Public Citizen, therefore, is not aggrieved by the order since the law judge rendered a decision substantively favorable to Public Citizen. ^{5/} Accordingly, Public Citizen could not obtain judicial review of the law judge's decision had the Commission itself issued that decision, and it consequently cannot file a petition for review. ^{6/}

We will treat Public Citizen's petition as a request to continue participating in the proceedings on a limited basis and grant that request. In its petition, Public Citizen challenges the law judge's finding that the proposed merger satisfied the "interconnection" requirement. We note that interveners National Rural Electric Cooperative Association and American Public Power Association filed a cross-petition for review of this finding.

^{4/} 15 U.S.C. § 79x(a).

^{5/} Cf. AirTouch Paging v. FCC, 234 F.3d 815, 818 (2d Cir. 2000) ("A party's mere disagreement with an agency's rationale for a substantively favorable decision, even where such disagreement focuses on an interpretation of law to which a party objects, does not constitute the sort of injury necessary for purposes of Article III standing.").

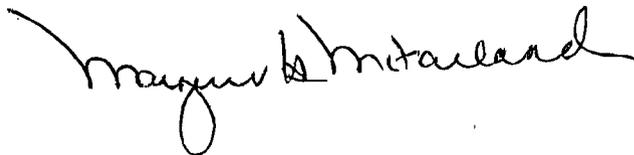
^{6/} Cf. Enron Corp., Holding Company Act Rel. No. 27685 (June 11, 2003), 80 SEC Docket 1524 (granting petitions for review of limited participants who were aggrieved by law judge's initial decision).

Accordingly, it is ORDERED that the cross-petition of Public Citizen, Inc. for review of the law judge's initial decision, be, and it hereby is, denied; and it is further

ORDERED that the cross-petition for review of Public Citizen, Inc. be deemed a motion to continue participating in the proceedings on a limited basis and that the motion be, and it hereby is, granted.

By the Commission.

Jonathan G. Katz
Secretary

A handwritten signature in black ink, appearing to read "Margaret H. McFarland". The signature is written in a cursive style with a large, looped initial 'M'.

By: **Margaret H. McFarland**
Deputy Secretary



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
OFFICE OF THE SECRETARY
Washington D.C 20549

FACSIMILE COVER SHEET

Date: June 13, 2005

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Message: Order Denying Petition for Review and Granting Leave to Participate on a Limited Basis in the matter of American Electric Power Company, Inc.; 3-11616; 35-27982.

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