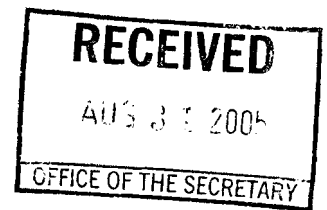


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of

AMERICAN ELECTRIC POWER COMPANY, INC.

Administrative Proceeding
File No. 3-11616

**BRIEF OF
THE NATIONAL RURAL ELECTRIC COOPERATIVE ASSOCIATION
AND THE AMERICAN PUBLIC POWER ASSOCIATION**

The National Rural Electric Cooperative Association (NRECA) and the American Public Power Association (APPA) submit this brief in accordance with the Commission's order of August 9, 2005.

1. On August 8, 2005, the President signed into law the Energy Policy Act of 2005. Section 1263 of the Act repeals the Public Utility Holding Company Act of 1935, 15 U.S.C. §§ 79 *et seq.* (2000) (PUHCA). Subsection 1274(a) of the Act provides that the subtitle containing section 1263 takes effect 6 months after the date of enactment—or February 8, 2006. Until then, the Commission has authority to dispose of the application by American Electric Power Company, Inc., (AEP) for approval under PUHCA of its acquisition of Central and South West Corporation.

2. On February 8, 2006, however, AEP's application will become moot. NRECA and APPA submit that continuing this proceeding and disposing of AEP's application before it becomes moot would be a waste of the resources of the Commission and the parties. In any event, an appellate court would have the duty to vacate the Commission's

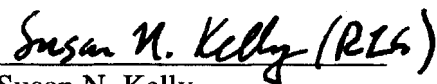
order when the case becomes moot. *A.L. Mechling Barge Lines, Inc. v. United States*, 368 U.S. 324, 329-30 (1961). Accordingly, NRECA and APPA have on this date withdrawn their cross-petition for review of Initial Decision Release No. 283 (May 3, 2005) in this proceeding.

3. There remain the petitions for review of the Initial Decision filed by AEP and the Division of Investment Management. Under these circumstances, NRECA and APPA respectfully submit that the Commission should take no further action in this proceeding.

Respectfully submitted,



Randolph Lee Elliott
Barry Cohen
William Walker Benz
Miller, Balis & O'Neil, P.C.
1140 Nineteenth Street, N.W.
Suite 700
Washington, D.C. 20036
(202) 296-2960
(202) 296-0166 (fax)



Susan N. Kelly
Vice President, Policy Analysis and General
Counsel
American Public Power Association
2301 M Street, N.W., Suite 300
Washington, D.C. 20037
202-467-2933
202-467-2910 (fax)
skelly@appanet.org

Richard Meyer (RM)

Wallace F. Tillman

Vice President, Energy Policy and General
Counsel

Richard Meyer

Senior Regulatory Counsel

National Rural Electric Cooperative
Association

4301 Wilson Blvd.

Arlington, VA 22203

(703) 907-5811

(703) 907-5517 (fax)

richard.meyer@nreca.coop

August 30, 2005