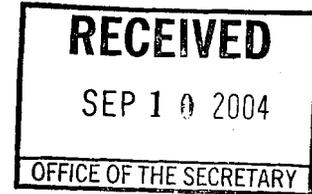


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September 8, 2004



The Honorable Robert G. Mahony
Administrative Law Judge
Securities and Exchange Commission
Headquarters Offices
450 5th Street, N.W.
Washington D.C. 20549

Re: American Electric Power Company
File No. 3-11616

Dear Judge Mahony:

Attached please find a Notice of Appearance and Motion to Intervene in the above captioned docket by the American Public Power Association (APPA) and the National Rural Electric Cooperative Association (NRECA). We have filed an original and three copies of this intervention with the Secretary and served it on all parties to the case in accordance with Rules 150 and 151 of the Commission's Rules of Practice and Procedure. We have included an extra copy of the Motion [and a stamped self addressed envelope]. Please date stamp this copy and return it to our messenger [and send it back in the pre-stamped envelope] so that we will have it for our files.

Respectfully submitted,

A handwritten signature in cursive script that reads "Carolyn Elefant" followed by the initials "CA" in a smaller font.

Carolyn Elefant
Law Offices of Scott Hempling
Counsel to APPA, NRECA

cc: Service List

**BEFORE THE UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

In the Matter of)	
)	Administrative Proceeding
)	File No. 3-11616
AMERICAN ELECTRIC POWER COMPANY, INC.)	
)	
)	
)	
)	
)	

**NOTICE OF APPEARANCE AND MOTION TO INTERVENE
OF THE AMERICAN PUBLIC POWER ASSOCIATION (APPA) AND
NATIONAL RURAL ELECTRIC COOPERATIVE ASSOCIATION (NRECA)**

Pursuant to Rule 102 and Rule 210 (b) of the SEC Rules of Practice and Procedure, 17 C.F.R. §102 and § 201.210 (b) (2004), the American Public Power Association (APPA) and the National Rural Electric Cooperative Association (NRECA), through undersigned counsel, hereby file this Notice of Appearance and Motion to Intervene in the above captioned proceeding.

APPA and NRECA intervened in the initial proceeding in American Electric Power Co., Inc., and Central and South West Corp., Holding Co. Act Release No. 27186 (June 14, 2000) where the Commission approved AEP's acquisition of CSW under the Public Utility Holding Company Act. Subsequently, APPA and NRECA successfully challenged the Commission's in National Rural Electric Cooperative Association et. al. v. Securities and Exchange Commission, 276 F.3d 609 (D.C. Cir. 2002), where the court vacated the Commission's order and remanded the matter to the Commission for further proceedings. APPA and NRECA now seek to intervene in this remand proceeding.

I. COMMUNICATIONS

The following persons should be included on the service list in these proceedings and all notices and communications with respect to these proceedings should be addressed to:

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Richard Geltman
Susan Kelly
Allan Mosher
American Public Power Association
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Washington D.C. 20037

II. STATEMENT OF INTEREST

APPA is the national service organization representing the interests of not-for-profit, publicly owned electric utilities throughout the United States. More than 2000 public power systems provide over 16 percent of all kilowatt-hour sales to ultimate customers in the United States. Approximately, 1870 of these systems are cities and municipal governments that currently own and control the day-to-day operations of their electric systems. Two thirds of public power systems do not generate their own electricity and instead buy it on the wholesale

market for distribution for customers. On balance, public power systems buy much more energy and transmission than they sell to third parties. APPA members are located in every state except Hawaii and specifically, in the geographic areas now served by AEP-CSW.

NRECA is a not-for-profit national service organization representing approximately 930 not-for-profit, member-owned rural electric cooperatives. The great majority of these cooperatives are distribution cooperatives that provide retail electric service to over 36 million consumer-owners in 47 states. Kilowatt-hour sales by rural electric cooperatives account for approximately 10 percent of total electricity sales in the United States. In addition, NRECA members include approximately 65 generation and transmission cooperatives that supply wholesale power to their distribution cooperative-owner members. Numerous NRECA members are located in the same region served by AEP-CSW.

Given that APPA and NRECA represent publicly owned and non-profit utilities located in the same geographic region served by AEP-CSW, their participation serves the public interest and further, is necessary for the protection of those consumers served by the affected APPA and NRECA members. APPA's and NRECA's interest in this matter remains as substantial as it was over four years ago when they intervened in the initial merger proceeding and successfully sought review of the Commission's initial order in NRECA v. SEC, supra, the judicial case that led to this remand. Further, in light of APPA's and NRECA's past participation in this longstanding matter, no other party shares similar familiarity with the issues nor can represent their interests as effectively.

Accordingly, for the foregoing reasons, APPA and NRECA respectfully request that the Commission ACCEPT this Notice of Appearance and GRANT this motion to intervene.

Respectfully submitted,

A handwritten signature in cursive script, reading "Carolyn Elefant", is written over a horizontal line.

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September 8, 2004