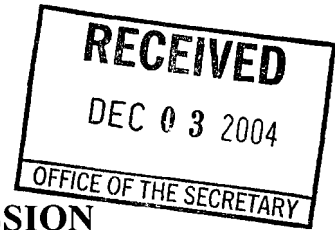


**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**



In the Matter of:

Administrative Proceeding

American Electric Power Company, Inc.

File No. 3-11616

**NOTICE OF APPEARANCE
AND MOTION TO INTERVENE
OF THE
NATIONAL ASSOCIATION
OF REGULATORY UTILITY COMMISSIONERS**

Pursuant to Rules 102 and 210(b) of the Rules of Practice and Procedure of the Securities and Exchange Commission ("SEC" or "Commission"), 17 C.F.R. secs. 201.102 and 201.210 (b)(2004), the National Association of Regulatory Utility Commissioners ("NARUC"), through undersigned counsel, hereby respectfully submits this Notice of Appearance and Motion to Intervene in the proceeding captioned above. Because of the extremely significant national regulatory policy implications of the SEC's decision in this case, NARUC respectfully requests that the Commission grant its motion to intervene as a party because participating as a limited participant is inadequate to protect its interests or the interests of its State regulatory utility commission members.

NARUC is a quasi-governmental nonprofit organization founded in 1889. The Congress of the United States, as well as federal courts, have recognized NARUC as a proper

representative of the collective interests of the State's public utility regulatory commissions.¹ NARUC's members include the administrative agencies of all fifty States and the District of Columbia that are engaged in the economic, rate, safety, and the reliability regulation of public utilities that provide electric, natural gas, and telephone services and, in some States, water and transportation services, as well.

NARUC's members regulate the retail rates and services of shareholder-owned electric, gas, water and telephone utilities operating within their geographic jurisdictions. These regulatory agencies must assure that energy services are established and maintained as required by the public convenience and necessity. They must also ensure that these services are provided at rates and conditions that are just, reasonable and non-discriminatory for all consumers.

As discussed in further detail below, the determinations of the SEC in this proceeding may directly affect the comity between the SEC and State regulatory jurisdiction, as well as the State-federal balance of regulation generally. Because the SEC's determinations in this case may directly affect the ability of NARUC's member commissions to uphold their statutory obligations to advance the public interest in their respective jurisdictions, as set forth below, NARUC respectfully urges the SEC to grant this motion to intervene.

I. COMMUNICATIONS

NARUC respectfully requests that all notices and communications with respect to this proceeding should be addressed to the following person, who should also be included on the service list in this proceeding:

¹ See, e.g., 47 U.S.C. § 410(c) (NARUC is "the national organization of the State commissions" responsible for the economic and safety regulation of utilities). See also, *USA v. Southern Motor Carrier Rate Conference, et al.*, 467 F.Supp. 471 (N.D. Ga. 1979), *aff'd*, 672 F.2d 469 (5th Cir. 1982); *aff'd en banc*, 702 F.2d 532 (5th Cir. 1983), *rev'd*, 471 U.S. 48 (1985). See also *Indianapolis Power and Light Co. v. ICC*, 587 F.2d 1098 (7th Cir. 1982); *Washington Utilities and Transportation Commission v. FCC*, 513 F.2d 1142 (9th Cir. 1976).

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II. STATEMENT OF INTEREST

The United States Court of Appeals for the District of Columbia Circuit vacated the Commission's June 14, 2000 Order approving the merger of American Electric Power Company, Inc. ("AEP") and the Central and Southwest Corporation ("CSW") (Holding Co. Act Release No. 27186) and remanded the matter to the SEC for additional findings with respect to two of the statutory requirements for an "integrated public-utility system." *National Rural Electric Cooperative Association v. SEC*, 276 F.3d 609 (D.C. Cir. 2002).

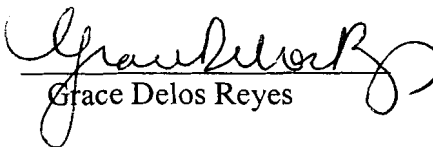
The key issues on appeal, as analyzed in the opinion of the D.C. Circuit Court, are two requirements of an "integrated public-utility system," interconnection and single area or region. 15 U.S.C. sec. 79b(a)(29)(A). The integration and single area or region requirements are integral to the requirements under §11(b)(1)(C) of the Public Utility Holding Company Act, which emphasizes localized management, efficient operation and the effectiveness of regulation. Without the representation of the interests of State regulators, the issue of the effectiveness of State regulation will not receive the attention that it requires. Granting this motion will enable the SEC to have the benefit of the immediate perspective of State regulators that no other party to this proceeding can adequately represent.

Accordingly, for the reasons outlined above, NARUC respectfully requests that the Commission accept this notice of appearance and grant this motion to intervene.

Dated: December 3, 2004

Respectfully submitted,

James Bradford Ramsey
General Counsel
Grace Delos Reyes
Assistant General Counsel

By: 
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