

AMERICAN ELECTRIC POWER COMPANY INC

Form U-1/A

January 11, 2002

Robert P. Wason
Chief Financial Analyst
Office of Public Utility Regulation
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

January 7, 2002

Re: SEC File No. 70-9729

Dear Bob:

In accordance with the recommendation of the Staff, a Certificate of Withdrawal of Post-Effective Amendment Nos. 2 and 3 in the captioned file is transmitted herewith.

Very truly yours,

/s/ Thomas G. Berkemeyer

Thomas G. Berkemeyer

TGB/mms

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

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| In the Matter of | : | |
| | : | CERTIFICATE OF |
| AMERICAN ELECTRIC POWER COMPANY, INC. | : | WITHDRAWAL OF |
| 1 Riverside Plaza | : | APPLICATION |
| Columbus, Ohio 43215 | : | OR |
| | : | DECLARATION |
| File No. 70-9729 | : | ON |
| | : | FORM U-1 |
| (Public Utility Holding Company Act of 1935) | : | |
| ----- | | |

American Electric Power Company, Inc. ("AEP"), a holding company registered under the Public Utility Holding Company Act of 1935, as amended, hereby withdraws Post-Effective Amendment Nos. 2 and 3 in its Application or Declaration on Form U-1 in File No. 70-9729, as heretofore filed with the Commission on August 22, 2001 and November 6, 2001, respectively.

AMERICAN ELECTRIC POWER COMPANY, INC.

By____/s/ Thomas G. Berkemeyer_____
Assistant Secretary

Dated: January 7, 2002

