

# SECURITIES AND EXCHANGE COMMISSION

## FORM U-1/A

Application or declaration under the act 1935 [amend]

Filing Date: **1995-07-28**  
SEC Accession No. **0000018713-95-000006**

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### FILER

#### **CENTRAL OHIO COAL CO**

CIK: **18713** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
Type: **U-1/A** | Act: **35** | File No.: **070-08639** | Film No.: **95556709**

Business Address  
*C/O AMERICAN ELECTRIC  
POWER SERVICE CORP  
1 RIVERSIDE PLAZA  
COLUMBUS OH 43215*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

AMENDMENT NO. 1  
TO  
FORM U-1

---

APPLICATION OR DECLARATION

under the

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

\* \* \*

SOUTHERN OHIO COAL COMPANY  
CENTRAL OHIO COAL COMPANY  
WINDSOR COAL COMPANY

1 Riverside Plaza, Columbus, Ohio 43215  
(Name of company or companies filing this statement  
and address of principal executive office)

\* \* \*

AMERICAN ELECTRIC POWER COMPANY, INC.  
1 Riverside Plaza, Columbus, Ohio 43215  
(Name of top registered holding company  
parent of each applicant or declarant)

\* \* \*

G. P. Maloney, Executive Vice President  
American Electric Power Service Corporation  
1 Riverside Plaza, Columbus, Ohio 43215

Jeffrey D. Cross, Assistant General Counsel  
American Electric Power Service Corporation  
1 Riverside Plaza, Columbus, Ohio 43215  
(Names and addresses of agents for service)

Southern Ohio Coal Company ("SOCCo"), Windsor Coal Company ("Windsor") and Central Ohio Coal Company ("COCCo"), subsidiaries of Ohio Power Company, an electric utility subsidiary of American Electric Power Company, Inc., a registered holding company under the Public Utility Holding Company Act of 1935, as amended, hereby amend their Application or Declaration on Form U-1 in File No. 70-8639 as follows:

1. By amending and restating the last paragraph in Item 1.  
DESCRIPTION OF PROPOSED TRANSACTIONS:

"The Companies propose, subject to the terms and conditions prescribed by Rule 24 promulgated under the 1935 Act, to file certificates within 120 days after the end of each calendar year, beginning with a report for the 1995 calendar year, setting forth the following information: (1) total revenues, including separately identifying revenues attributed to associates and non-associates; and (2) total costs, including separately identifying costs charged to work performed for associates and non-associates. Appendix A is a form of the proposed report."

2. Balance Sheets as of March 31, 1995 and Statements of Income and Retained Earnings for the twelve months ended March 31, 1995, of the Companies and Ohio Power Company, and its subsidiaries consolidated, together with journal entries reflecting the proposed transaction are filed herewith.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this statement to be signed on its behalf by their duly authorized officer.

CENTRAL OHIO COAL COMPANY  
SOUTHERN OHIO COAL COMPANY  
WINDSOR COAL COMPANY

By: /s/ P. J. DeMaria  
Vice President

July 27, 1995

<TABLE>

FINANCIAL STATEMENTS PAGE 1

CENTRAL OHIO COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
<S>	<C>	<C>	<C>
ASSETS			
Mining Plant:			
Mining Plant in Service . . . . .	\$77,207		\$77,207
Construction Work In Progress . . . . .	223		223

Total Mining Plant. . . . .	77,430		77,430
Accumulated Depreciation and Amortization . . . . .	46,660		46,660
Net Mining Plant. . . . .	30,770		30,770
Current Assets:			
Cash and Cash Equivalents . . . . .	4,218		4,218
Accounts Receivable:			
General . . . . .	432		432
Affiliated Companies. . . . .	2,416		2,416
Materials and Supplies. . . . .	7,402		7,402
Other . . . . .	2,871		2,871
Total Current Assets. . . . .	17,339		17,339
Deferred Federal Income Taxes . . . . .	15,482		15,482
Regulatory Assets . . . . .	5,114		5,114
Deferred Charges. . . . .	7,055		7,055
Total . . . . .	\$75,760	\$ -	\$75,760

The Pro Forma Adjustments are shown on Page 3 of these Financial Statements.

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 2

CENTRAL OHIO COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
	<C>	<C>	<C>
<b>CAPITALIZATION AND LIABILITIES</b>			
Shareowner's Equity:			
Common Stock. . . . .	\$ 6,900		\$ 6,900
Paid-in Capital . . . . .	13,069		13,069
Retained Earnings . . . . .	-		-
Total Shareowner's Equity . . . . .	19,969		19,969
Long-term Debt:			
Advances from Parent Company. . . . .	1,500		1,500
Finance Obligations . . . . .	468		468
Total Long-term Debt. . . . .	1,968		1,968
Other Noncurrent Liabilities:			
Obligations Under Capital Leases. . . . .	9,071		9,071
Operating Reserves. . . . .	15,892		15,892
Total Other Noncurrent Liabilities. . . . .	24,963		24,963
Current Liabilities:			

Long-term Debt Due Within One Year. . . . .	104		104
Accounts Payable:			
General . . . . .	1,474		1,474
Affiliated Companies. . . . .	530		530
Taxes Accrued . . . . .	1,674		1,674
Accrued Reclamation Costs . . . . .	7,813		7,813
Accrued Vacation Pay. . . . .	978		978
Workers' Compensation Claims. . . . .	1,397		1,397
Obligations Under Capital Leases. . . . .	5,180		5,180
Other . . . . .	2,546		2,546
Total Current Liabilities . . . . .	21,696		21,696
Deferred Gain on Sale and Leaseback of Plant. .	7,164		7,164
Total . . . . .	\$75,760	\$ -	\$75,760

The Pro Forma Adjustments are shown on Page 3 of these Financial Statements.  
</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 3

CENTRAL OHIO COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Debit	Credit
	(in thousands)	
	<C>	<C>
<S>		
No Balance Sheet journal entries required.		

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 3A

CENTRAL OHIO COAL COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Increase (Decrease) (in thousands)
	<C>
<S>	
Operating Revenues - Unaffiliated Companies	\$3,421
Operating Revenues - Parent Company	(940)
Other Operation Expense	2,481

To reflect the pro forma changes in operating revenues and operating expenses associated with the proposed transactions.

</TABLE>

<TABLE>

CENTRAL OHIO COAL COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
<S>	<C>	<C>	<C>
Operating Revenues. . . . .	\$89,342	\$2,481	\$91,823
Operating Expenses:			
Other Operation . . . . .	72,902	2,481	75,383
Maintenance . . . . .	9,102		9,102
Depreciation, Depletion and Amortization. . .	1,781		1,781
Taxes Other Than Federal Income Taxes . . . .	3,268		3,268
Federal Income Tax Expense. . . . .	856		856
Total Operating Expenses. . . . .	87,909	2,481	90,390
Operating Income. . . . .	1,433	-	1,433
Nonoperating Income . . . . .	1,275		1,275
Income Before Interest Charges. . . . .	2,708	-	2,708
Interest Charges. . . . .	52		52
Net Income. . . . .	\$ 2,656	\$ -	\$2,656

The Pro Forma Adjustments are shown on Page 3A of these Financial Statements.

</TABLE>

<TABLE>

CENTRAL OHIO COAL COMPANY  
STATEMENT OF RETAINED EARNINGS  
TWELVE MONTHS ENDED MARCH 31, 1995  
(in thousands)

<S>	<C>
Balance at Beginning of Period. . . . .	\$ 348
Net Income. . . . .	2,656
Cash Dividends Declared . . . . .	3,004

Balance at End of Period. . . . .

\$ -

</TABLE>

<TABLE>

SOUTHERN OHIO COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
<S>	<C>	<C>	<C>
<b>ASSETS</b>			
Mining Plant:			
Mining Plant in Service . . . . .	\$413,961		\$413,961
Construction Work In Progress . . . . .	67		67
Total Mining Plant. . . . .	414,028		414,028
Accumulated Depreciation and Amortization . . . . .	203,125		203,125
Net Mining Plant. . . . .	210,903		210,903
Other Property and Investments. . . . .	65,702		65,702
Current Assets:			
Cash and Cash Equivalents . . . . .	9,460		9,460
Accounts Receivable:			
General . . . . .	4,589		4,589
Insurance . . . . .	13,079		13,079
Affiliated Companies. . . . .	2,684		2,684
Coal. . . . .	1,134		1,134
Materials and Supplies. . . . .	9,674		9,674
Other . . . . .	5,717		5,717
Total Current Assets. . . . .	46,337		46,337
Regulatory Assets . . . . .	67,555		67,555
Deferred Charges. . . . .	4,598		4,598
Total . . . . .	\$395,095	\$ -	\$395,095

The Pro Forma Adjustments are shown on Page 8 of these Financial Statements.

</TABLE>

<TABLE>

SOUTHERN OHIO COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
<S>	<C>	<C>	<C>
CAPITALIZATION AND LIABILITIES			
Shareowner's Equity:			
Common Stock . . . . .	\$ 5		\$ 5
Paid-in Capital . . . . .	112,689		112,689
Retained Earnings . . . . .	25,792		25,792
Total Shareowner's Equity . . . . .	138,486		138,486
Long-term Debt - Notes Payable . . . . .	81,681		81,681
Other Noncurrent Liabilities:			
Obligations Under Capital Leases . . . . .	26,070		26,070
Operating Reserves . . . . .	32,358		32,358
Total Other Noncurrent Liabilities . . . . .	58,428		58,428
Current Liabilities:			
Long-term Debt Due Within One Year . . . . .	8,319		8,319
Accounts Payable:			
General . . . . .	5,056		5,056
Affiliated Companies . . . . .	1,120		1,120
Taxes Accrued . . . . .	3,076		3,076
Accrued Vacation Pay . . . . .	3,074		3,074
Workers' Compensation Claims . . . . .	9,668		9,668
Obligations Under Capital Leases . . . . .	10,661		10,661
Other . . . . .	7,857		7,857
Total Current Liabilities . . . . .	48,831		48,831
Deferred Federal Income Taxes . . . . .	66,341		66,341
Deferred Credits . . . . .	1,328		1,328
Total . . . . .	\$395,095	\$ -	\$395,095

The Pro Forma Adjustments are shown on Page 8 of these Financial Statements.

</TABLE>

<TABLE>

SOUTHERN OHIO COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Debit	Credit
<S>	(in thousands)	
	<C>	<C>
No Balance Sheet journal entries required.		

</TABLE>



<TABLE>

SOUTHERN OHIO COAL COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Increase (Decrease) (in thousands)
<S>	<C>
Operating Revenues - Unaffiliated Companies	\$ 7,271
Operating Revenues - Parent Company	(3,322)
Other Operation Expense	3,949

To reflect the pro forma changes in operating revenues and operating expenses associated with the proposed transactions.

</TABLE>

<TABLE>

SOUTHERN OHIO COAL COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
<S>	<C>	<C>	<C>
Operating Revenues. . . . .	\$210,974	\$3,949	\$214,923
Operating Expenses:			
Other Operation . . . . .	127,747	3,949	131,696
Maintenance . . . . .	34,301		34,301
Depreciation, Depletion and Amortization. . .	11,962		11,962
Taxes Other Than Federal Income Taxes . . . .	10,968		10,968
Federal Income Taxes. . . . .	6,223		6,223
Total Operating Expenses. . . . .	191,201	3,949	195,150
Operating Income. . . . .	19,773	-	19,773
Nonoperating Loss . . . . .	(3,627)		(3,627)
Income Before Interest Charges. . . . .	16,146	-	16,146

Interest Charges. . . . .	5,778		5,778
Net Income. . . . .	\$ 10,368	\$ -	\$ 10,368

The Pro Forma Adjustments are shown on Page 8A of these Financial Statements.

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 10

SOUTHERN OHIO COAL COMPANY  
STATEMENT OF RETAINED EARNINGS  
TWEVLE MONTHS ENDED MARCH 31, 1995  
(in thousands)

<S>	<C>
Balance at Beginning of Period. . . . .	\$33,025
Net Income. . . . .	10,368
Cash Dividends Declared . . . . .	17,601
Balance at End of Period. . . . .	\$25,792

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 11

WINDSOR COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
<S>	<C>	<C>	<C>
<b>ASSETS</b>			
Mining Plant:			
Mining Plant in Service . . . . .	\$66,102		\$66,102
Construction Work In Progress . . . . .	323		323
Total Mining Plant. . . . .	66,425		66,425
Accumulated Depreciation and Amortization . .	27,194		27,194
Net Mining Plant. . . . .	39,231		39,231
Current Assets:			
Cash and Cash Equivalents . . . . .	12		12
Accounts Receivable . . . . .	164		164

Coal . . . . .	354		354
Materials and Supplies . . . . .	3,937		3,937
Other . . . . .	187		187
Total Current Assets . . . . .	4,654		4,654
Regulatory Assets . . . . .	3,356		3,356
Deferred Charges . . . . .	526		526
Total . . . . .	\$47,767	\$ -	\$47,767

The Pro Forma Adjustments are shown on Page 13 of these Financial Statements.

</TABLE>

<TABLE>

WINDSOR COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
	<C>	<C>	<C>
<b>CAPITALIZATION AND LIABILITIES</b>			
Shareowner's Equity:			
Common Stock . . . . .	\$ 406		\$ 406
Paid-in Capital . . . . .	10,470		10,470
Retained Earnings . . . . .	1,724		1,724
Total Shareowner's Equity . . . . .	12,600		12,600
Long-term Debt:			
Finance Obligations . . . . .	8,637		8,637
Advances from Parent Company . . . . .	225		225
Total Long-term Debt . . . . .	8,862		8,862
Other Noncurrent Liabilities:			
Obligations Under Capital Leases . . . . .	2,689		2,689
Operating Reserves . . . . .	6,441		6,441
Total Other Noncurrent Liabilities . . . . .	9,130		9,130
Current Liabilities:			
Long-term Debt Due Within One Year . . . . .	566		566
Short-term Debt . . . . .	75		75
Accounts Payable - General . . . . .	627		627
Accounts Payable - Affiliated Companies . . . . .	561		561
Taxes Accrued . . . . .	730		730
Accrued Vacation Pay . . . . .	667		667
Workers' Compensation Claims . . . . .	2,167		2,167
Obligations Under Capital Leases . . . . .	1,734		1,734
Other . . . . .	1,439		1,439
Total Current Liabilities . . . . .	8,566		8,566
Deferred Federal Income Taxes . . . . .	3,712		3,712
Amounts Due To Parent Company For Future			

Federal Income Taxes . . . . .	3,860		3,860
Regulatory Liabilities and Deferred Credits . .	1,037		1,037
Total . . . . .	\$47,767	\$ -	\$47,767

The Pro Forma Adjustments are shown on Page 13 of these Financial Statements.

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 13

WINDSOR COAL COMPANY  
BALANCE SHEET  
March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Debit	Credit
	(in thousands)	
<C>	<C>	<C>

<S>

No Balance Sheet journal entries required.

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 13A

WINDSOR COAL COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Increase
	(Decrease)
	(in thousands)

<S>

Operating Revenues - Unaffiliated Companies

<C>  
\$ 4,689

Operating Revenues - Parent Company

(1,579)

Other Operation Expense

3,110

To reflect the pro forma changes in operating revenues and operating expenses associated with the proposed transactions.

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 14

WINDSOR COAL COMPANY

STATEMENT OF INCOME  
 Twelve Months Ended March 31, 1995  
 (in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
<S>	<C>	<C>	<C>
Operating Revenues. . . . .	\$48,922	\$3,110	\$52,032
Operating Expenses:			
Other Operation . . . . .	32,078	3,110	35,188
Maintenance . . . . .	8,301		8,301
Depreciation, Depletion and Amortization. . . . .	1,380		1,380
Taxes Other Than Federal Income Taxes . . . . .	4,947		4,947
Federal Income Taxes. . . . .	848		848
Total Operating Expenses. . . . .	47,554	3,110	50,664
Operating Income. . . . .	1,368	-	1,368
Nonoperating Income . . . . .	8		8
Income Before Interest Charges. . . . .	1,376	-	1,376
Interest Charges. . . . .	13		13
Net Income. . . . .	\$ 1,363	\$ -	\$ 1,363

The Pro Forma Adjustments are shown on Page 13A of these Financial Statements.

</TABLE>

<TABLE>

FINANCIAL STATEMENTS PAGE 15

WINDSOR COAL COMPANY  
 STATEMENT OF RETAINED EARNINGS  
 TWELVE MONTHS ENDED MARCH 31, 1995  
 (in thousands)

<S>	<C>
Balance at Beginning of Period. . . . .	\$ 701
Net Income. . . . .	1,363
Cash Dividends Declared . . . . .	340
Balance at End of Period. . . . .	\$1,724

</TABLE>

<TABLE>

OHIO POWER COMPANY  
BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
<S>	<C>	<C>	<C>
<b>ASSETS</b>			
Electric Utility Plant:			
Production . . . . .	\$2,523,493		\$2,523,493
Transmission . . . . .	790,079		790,079
Distribution . . . . .	794,065		794,065
General . . . . .	173,833		173,833
Construction Work In Progress . . . . .	65,438		65,438
Total Electric Utility Plant . . . . .	4,346,908		4,346,908
Accumulated Depreciation and Amortization . . . . .	1,772,305		1,772,305
Net Electric Utility Plant . . . . .	2,574,603		2,574,603
Other Property and Investments* . . . . .	215,273		215,273
Current Assets:			
Cash and Cash Equivalents . . . . .	10,683		10,683
Accounts Receivable:			
Customers . . . . .	104,277		104,277
Affiliated Companies . . . . .	28,730		28,730
Miscellaneous . . . . .	6,522		6,522
Allowance for Uncollectible Accounts . . . . .	(1,309)		(1,309)
Fuel . . . . .	161,719		161,719
Materials and Supplies . . . . .	49,770		49,770
Accrued Utility Revenues . . . . .	23,513		23,513
Prepayments . . . . .	56,890		56,890
Total Current Assets . . . . .	440,795		440,795
Regulatory Assets . . . . .	480,012		480,012
Deferred Charges . . . . .	105,000		105,000
Total . . . . .	\$3,815,683	\$ -	\$3,815,683

\* Includes Investments in Subsidiaries of \$171,207,000.

The Pro Forma Adjustments are shown on Page 18 of these Financial Statements.

</TABLE>

<TABLE>

OHIO POWER COMPANY  
BALANCE SHEET  
March 31, 1995

(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
<S>	<C>	<C>	<C>
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>Capitalization:</b>			
Common Stock . . . . .	\$ 321,201		\$ 321,201
Paid-in Capital . . . . .	463,100		463,100
Retained Earnings . . . . .	492,248		492,248
Total Common Shareholder's Equity . . . . .	1,276,549		1,276,549
<b>Cumulative Preferred Stock:</b>			
Not Subject to Mandatory Redemption . . . . .	126,240		126,240
Subject to Mandatory Redemption . . . . .	115,000		115,000
Long-term Debt . . . . .	1,042,099		1,042,099
Total Capitalization . . . . .	2,559,888		2,559,888
Other Noncurrent Liabilities . . . . .	93,858		93,858
<b>Current Liabilities:</b>			
Long-term Debt Due Within One Year . . . . .	47,056		47,056
Short-term Debt . . . . .	18,300		18,300
Accounts Payable . . . . .	93,239		93,239
Taxes Accrued . . . . .	133,629		133,629
Interest Accrued . . . . .	29,891		29,891
Obligations Under Capital Leases . . . . .	8,914		8,914
Other . . . . .	50,990		50,990
Total Current Liabilities . . . . .	382,019		382,019
Deferred Federal Income Taxes . . . . .	641,539		641,539
Deferred Investment Tax Credits . . . . .	42,161		42,161
Deferred Credits . . . . .	96,218		96,218
Total . . . . .	\$3,815,683	\$ -	\$3,815,683

The Pro Forma Adjustments are shown on Page 18 of these Financial Statements.

</TABLE>

<TABLE>

OHIO POWER COMPANY  
BALANCE SHEET  
March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Debit	Credit
<S>	(in thousands)	
<S>	<C>	<C>
No Balance Sheet journal entries required.		

</TABLE>

<TABLE>

OHIO POWER COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
PRO FORMA ADJUSTMENTS

<CAPTION>

	Increase (Decrease) (in thousands)
<S>	<C>
Operating Revenues - Fuel Recoveries	\$ (5,841)
Fuel Expense	(5,841)

To reflect the pro forma effects on fuel recovery revenues and fuel expense associated with the proposed transactions.

</TABLE>

<TABLE>

OHIO POWER COMPANY  
STATEMENT OF INCOME  
Twelve Months Ended March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
<S>	-----	-----	-----
	<C>	<C>	<C>
Operating Revenues. . . . .	\$1,677,505	\$ (5,841)	\$1,671,664
Operating Expenses:			
Fuel and Purchased Power. . . . .	711,059	(5,841)	705,218
Other Operation . . . . .	217,089		217,089
Maintenance . . . . .	149,321		149,321
Depreciation and Amortization . . . . .	133,658		133,658
Taxes Other Than Federal Income Taxes . . . . .	182,280		182,280
Federal Income Taxes. . . . .	67,598		67,598
Total Operating Expenses. . . . .	1,461,005	(5,841)	1,455,164
Operating Income. . . . .	216,500	-	216,500
Nonoperating Income . . . . .	24,848		24,848
Income Before Interest Charges. . . . .	241,348	-	241,348
Interest Charges. . . . .	85,215		85,215
Net Income. . . . .	156,133	-	156,133



Preferred Stock Dividend Requirements . . . . .	15,301		15,301
Earnings Applicable to Common Stock . . . . .	\$ 140,832	\$ -	\$ 140,832

The Pro Forma Adjustments are shown on Page 18A of these Financial Statements.

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FINANCIAL STATEMENTS PAGE 20

OHIO POWER COMPANY  
STATEMENT OF RETAINED EARNINGS  
TWELVE MONTHS ENDED MARCH 31, 1995  
(in thousands)

<S>		<C>
Balance at Beginning of Period. . . . .		\$490,259
Net Income. . . . .		156,133
Deductions:		
Cash Dividends Declared:		
Common Stock. . . . .		138,708
Cumulative Preferred Stock. . . . .		15,301
Capital Stock Expense . . . . .		135
Balance at End of Period. . . . .		\$492,248

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FINANCIAL STATEMENTS PAGE 21

AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES  
CONSOLIDATED BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
<S>	<C>	<C>	<C>
ASSETS			
Electric Utility Plant:			
Production. . . . .	\$ 9,194,321		\$ 9,194,321
Transmission. . . . .	3,267,739		3,267,739
Distribution. . . . .	4,004,232		4,004,232
General (including mining assets & nuclear fuel). . . . .	1,476,408		1,476,408

Construction Work In Progress . . . . .	274,611		274,611
Total Electric Utility Plant. . . . .	18,217,311		18,217,311
Accumulated Depreciation and Amortization. . . . .	6,876,038		6,876,038
Net Electric Utility Plant. . . . .	11,341,273		11,341,273
Other Property and Investments. . . . .	760,144		760,144
Current Assets:			
Cash and Cash Equivalents . . . . .	87,498		87,498
Accounts Receivable:			
Customers . . . . .	367,520		367,520
Miscellaneous . . . . .	75,528		75,528
Allowance for Uncollectible Accounts. . . . .	(6,126)		(6,126)
Fuel. . . . .	317,658		317,658
Materials and Supplies. . . . .	220,011		220,011
Accrued Utility Revenues. . . . .	139,936		139,936
Prepayments and Other . . . . .	147,418		147,418
Total Current Assets. . . . .	1,349,443		1,349,443
Regulatory Assets . . . . .	1,951,442		1,951,442
Deferred Charges. . . . .	363,938		363,938
Total . . . . .	\$15,766,240	\$ -	\$15,766,240

The Pro Forma Adjustments are shown on Page 23 of these Financial Statements.

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AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES  
CONSOLIDATED BALANCE SHEET  
March 31, 1995  
(in thousands)

<CAPTION>

	Per Books	Pro Forma Adjustments	Pro Forma
	-----	-----	-----
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CAPITALIZATION AND LIABILITIES			
Capitalization:			
Common Stock. . . . .	\$ 1,264,802		\$ 1,264,802
Paid-in Capital . . . . .	1,650,647		1,650,647
Retained Earnings . . . . .	1,362,170		1,362,170
Total Common Shareholders' Equity . . . . .	4,277,619		4,277,619
Cumulative Preferred Stocks of Subsidiaries:			
Not Subject to Mandatory Redemption . . . . .	233,240		233,240
Subject to Mandatory Redemption . . . . .	590,300		590,300
Long-term Debt. . . . .	4,579,207		4,579,207
Total Capitalization. . . . .	9,680,366		9,680,366
Other Noncurrent Liabilities. . . . .	768,593		768,593



To reflect the pro forma changes in operating revenues and operating expenses associated with the proposed transactions.

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FINANCIAL STATEMENTS PAGE 24

AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF INCOME

Twelve Months Ended March 31, 1995

(in thousands, except per share amounts)

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	Per Books	Pro Forma Adjustments	Pro Forma
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Operating Revenues . . . . .	\$5,432,655	\$9,540	\$5,442,195
Operating Expenses:			
Fuel and Purchased Power . . . . .	1,655,663	9,540	1,665,203
Other Operation . . . . .	1,011,458		1,011,458
Maintenance . . . . .	531,558		531,558
Depreciation and Amortization . . . . .	580,535		580,535
Taxes Other Than Federal Income Taxes . . . . .	498,025		498,025
Federal Income Taxes . . . . .	223,157		223,157
Total Operating Expenses . . . . .	4,500,396	9,540	4,509,936
Operating Income . . . . .	932,259	-	932,259
Nonoperating Income:			
Deferred Zimmer Plant Carrying			
Charges (net of tax) . . . . .	4,089		4,089
Other . . . . .	4,954		4,954
Total Nonoperating Income . . . . .	9,043		9,043
Income Before Interest Charges and Preferred Dividends . . . . .	941,302	-	941,302
Interest Charges . . . . .	390,840		390,840
Preferred Stock Dividend Requirements of Subsidiaries . . . . .	55,554		55,554
Net Income . . . . .	\$ 494,908	\$ -	\$ 494,908
Average Number of Shares Outstanding . . . . .	184,861		184,861
Earnings Per Share . . . . .	\$2.68		\$2.68

Cash Dividends Paid Per Share . . . . . \$2.40 \$2.40

The Pro Forma Adjustments are shown on Page 23A of these Financial Statements.

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FINANCIAL STATEMENTS PAGE 25

AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES  
CONSOLIDATED STATEMENT OF RETAINED EARNINGS  
TWELVE MONTHS ENDED MARCH 31, 1995  
(in thousands)

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Balance at Beginning of Period. . . . .	\$1,311,401
Net Income. . . . .	494,908
Deductions:	
Cash Dividends Declared . . . . .	443,521
Other . . . . .	618
Balance at End of Period. . . . .	\$1,362,170

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<F1> All common stock owned by parent company; no EPS required.	
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WARNING: THE EDGAR SYSTEM ENCOUNTERED ERROR(S) WHILE PROCESSING THIS SCHEDULE.

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<CIK> 0000004904

<NAME> AMERICAN ELECTRIC POWER COMPANY, INC.

<MULTIPLIER> 1,000

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<LEASES-CURRENT>	90,979
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<F1>Represents preferred stock dividend requirements of subsidiaries; deducted before computation of net income.	
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WARNING: THE EDGAR SYSTEM ENCOUNTERED ERROR(S) WHILE PROCESSING THIS SCHEDULE.

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<MULTIPLIER> 1,000

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<CASH-FLOW-OPERATIONS>	961,856
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<EPS-DILUTED>	\$2.68
<FN>	
<F1>Represents preferred stock dividend requirements of subsidiaries; deducted before computation of net income.	
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