FORM U-1/A

Application or declaration under the act 1935 [amend]

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FILER

APPALACHIAN POWER CO

CIK:**6879**| IRS No.: **540124790** | State of Incorp.:**VA** | Fiscal Year End: **1231**
Type: **U-1/A** | Act: **35** | File No.: **070-08347** | Film No.: **94522845**
SIC: **4911** Electric services

Mailing Address
1 RIVERSIDE PLAZA
COLUMBUS OH 43215

Business Address
40 FRANKLIN RD SW
ROANOKE VA 24011
7039852300

File No. 70-8347

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3
TO
FORM U-1

APPLICATION OR DECLARATION

under the

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

* * *

APPALACHIAN POWER COMPANY
40 Franklin Road, Roanoke, Virginia 24022

COLUMBUS SOUTHERN POWER COMPANY
215 North Front Street, Columbus, Ohio 43215

OHIO POWER COMPANY
301 Cleveland Avenue, S.W., Canton, Ohio 44702
(Name of companies filing this statement and
addresses of principal executive offices)

* * *

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

A. Joseph Dowd, General Counsel
AMERICAN ELECTRIC POWER SERVICE CORPORATION

1 Riverside Plaza, Columbus, Ohio 43215
(Names and addresses of agents for service)

Appalachian Power Company ("APCo"), Columbus Southern Power Company ("CSPCo") and Ohio Power Company ("OPCo") (sometimes individually referred to herein as "Company" and collectively as "Companies"), hereby amend their Application or Declaration in File No. 70-8347 as follows:

1. By adding the following sentence to the end of ITEM 1. Description of Proposed Transactions:

"The Companies request that the Commission reserve jurisdiction over the issuance of $75,000,000 aggregate par value of cumulative preferred stock of CSPCo."

2. The following exhibits are filed as part of this statement:

Exhibit A-4	Copy of APCo's proposed form of Articles of Amendment for the cumulative preferred share
Exhibit A-8	Copy of CSPCo's proposed form of Certificate of Amendment for the cumulative preferred shares
Exhibit A-12	Copy of OPCo's proposed form of Certificate of Amendment for the cumulative preferred shares
Exhibit D-1	Copy of APCo's Application to the Tennessee Public Service Commission
Exhibit D-2	Copy of APCo's Application to the State Corporation Commission of Virginia
Exhibit D-3	Copy of APCo's Order of the Tennessee Public Service Commission
Exhibit D-4	Copy of APCo's Order of the State Corporation Commission of Virginia
Exhibit D-5	Copy of CSPCo's Application to The Public Utilities Commission of Ohio
Exhibit D-6	Copy of CSPCo's Order of The Public Utilities Commission of Ohio
Exhibit D-7	Copy of OPCo's Application to The Public Utilities Commission of Ohio
Exhibit D-8	Copy of OPCo's Order of The Public Utilities Commission of Ohio (see Exhibit D-6)

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 their behalf by the undersigned thereunto duly authorized.

APPALACHIAN POWER COMPANY
COLUMBUS SOUTHERN POWER COMPANY
OHIO POWER COMPANY

By_/s/ G. P. Maloney_____
Vice President

Dated: April 15, 1994

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Exhibit A-4

APPALACHIAN POWER COMPANY

ARTICLES OF AMENDMENT

to the

RESTATED ARTICLES OF INCORPORATION, AS AMENDED

1. The name of the corporation is APPALACHIAN POWER COMPANY.

2. The amendment is to create a new Series of __________ shares of Cumulative Preferred Stock, without par value, consisting of shares of such Cumulative Preferred Stock with designation, description and terms as follows:

(a) The distinctive serial designation of such series shall be "______% Cumulative Preferred Stock".

(b) The annual dividend rate for such series shall be ______% per share per annum, which dividend shall be calculated, per share, at such percentage multiplied by $______, and the date from which dividends on all shares of said series issued prior to the record date for the dividend payable ____________, ____, shall be cumulative, shall be the date of initial issuance of the shares of such series.

[(c) Such series shall not be subject to redemption prior to _______________; the regular redemption price for shares of such series shall be $______ per share on or after _______________, plus an amount equal to accrued and unpaid dividends to the date of redemption.]

(d) The preferential amounts to which the holders of shares of such series shall be entitled upon any liquidation, dissolution or winding up of the Corporation shall be the regular redemption price in effect at the date of any voluntary liquidation, dissolution or winding up of the Corporation; or $______ per share, in the event of any involuntary liquidation, dissolution or winding up of the Corporation.

[(e)(1) A sinking fund shall be established for the retirement of the shares of such series. So long as there shall remain outstanding any shares of such series, the Corporation shall, to the extent permitted by law, on ____________, and on each __________ 1 thereafter to and including _______________, redeem as and for a sinking fund requirement, out of funds legally available therefor, a number of shares equal to ______% of the total number of shares initially classified as ______% Cumulative Preferred Stock in these Articles of Amendment at a sinking fund redemption price of $______ per share plus accrued unpaid dividends to the date of redemption. The sinking fund requirement shall be cumulative so that if on any such __________ 1 the sinking fund requirement shall not have been met, then such sinking fund requirement, to the extent not met, shall become an additional sinking fund requirement for the next succeeding __________ 1 on which such redemption may be effected.

(2) The remaining shares of such series outstanding on ____________, ____ will be redeemed, to the extent permitted by law, by mandatory redemption, out of funds legally available therefor, on such date at a mandatory redemption price of $______ per share plus accrued and unpaid dividends to the date of redemption.

(3) The Corporation shall be entitled, at its election, to credit against the sinking fund requirement due on __________ 1 of any year pursuant to subparagraph (e)(1) shares of such series theretofore purchased or otherwise acquired by the Corporation and not previously credited against any such sinking fund requirement.]

(f) The shares of such series shall not have any rights to convert the same into and/or purchase stock of any other series or class or any other securities, or any special rights other than those specified herein.

3. The amendment was adopted on ____________, ____.

4. The amendment was duly adopted by the Board of Directors of the Corporation without shareholder action and shareholder action was not required.

5. The amendment, and the certificate issued by the Virginia State Corporation Commission related thereto, shall be effective on ____________, ____.

APPALACHIAN POWER COMPANY

By_______________________
(Jeffrey D. Cross)
Assistant Secretary

____________, ____

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Exhibit A-8

CERTIFICATE OF AMENDMENT

TO AMENDED ARTICLES OF INCORPORATION OF

COLUMBUS SOUTHERN POWER COMPANY

BY THE BOARD OF DIRECTORS

The undersigned, Vice President and Assistant Secretary, of Columbus Southern Power Company, an Ohio corporation, with its principal office located in Columbus, Ohio, do hereby certify that a meeting of the Board of Directors of said corporation was duly called and held on the ______ day of __________, ____, at which meeting a quorum of such Directors was present, and that at such meeting the following Resolution of Amendment to Amended Articles of Incorporation was duly adopted under authority of subdivision (B)(1) of Ohio Revised Code Section 1701.70:

RESOLVED, that the Amended Articles of Incorporation of Columbus Southern Power Company, dated and filed in the office of the Secretary of State of the State of Ohio on November 14, 1990, subsequently as amended, be further amended by adding at the end of Article IV thereof, the following new Divisions __ and __:

[__] The Corporation hereby classifies $__________ par value of the Cumulative Preferred Stock ($______ non-voting) as a series of such Cumulative Preferred Stock ($______ non-voting), which shall be designated as "______% Cumulative Preferred Stock", consisting of __________ shares of the par value of $______ per share.

[__] The preferences, rights, restrictions or qualifications and the description and terms of the ______% Cumulative Preferred Stock, in the respects in which the shares of such series vary from shares of other series of the Cumulative Preferred Stock, ($______ non-voting), shall be as follows:

(a) The annual dividend rate for such series shall be ______% per annum, which dividend shall be calculated, per share, at such percentage multiplied by $______. Dividends on all shares of said series issued prior to the record date for the initial dividend payable on all shares of such series shall be cumulative from the date of initial issuance of the shares of such series.

(b) Such series shall not be subject to redemption prior to _______________; the regular redemption price for shares of such series shall be $______ per share on or after _______________, plus an amount equal to accrued and unpaid dividends to the date of redemption.

(c) The preferential amounts to which the holders of shares of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be $______ per share, plus an amount equal to accrued and unpaid dividends to the date of redemption.

[(d)(1) A sinking fund shall be established for the retirement of the shares of such series. So long as there shall remain outstanding any shares of such series, the Corporation shall, to the extent permitted by law, on _______________, and on each __________ 1 thereafter to and including _______________, redeem as and for a sinking fund requirement, out of funds legally available therefor, a number of shares equal to ______% of the total number of shares initially classified in Division __ hereof, at a sinking fund redemption price of $______ per share plus accrued and unpaid dividends to the date of redemption. The sinking fund requirement shall be cumulative so that if on any such __________ 1 the sinking fund requirement shall not have been met, then such sinking fund requirement, to the extent not met, shall become an additional sinking fund requirement for the next succeeding __________ 1 on which such redemption may be effected.

(2) The remaining shares of such series outstanding on __________, ____ will be redeemed, to the extent permitted by law, by mandatory redemption, out of funds legally available therefor, on such date at a mandatory redemption price of $______ per share plus accrued and unpaid dividends to the date of redemption.

(3) The Corporation shall be entitled, at its election, to credit against the sinking fund requirement due on __________ 1 of any year pursuant to clause (d)(1) of this Division __, shares of such series theretofore purchased or otherwise acquired by the Corporation and not previously credited against any such sinking fund requirement.]

(e) The shares of such series shall not have any rights to convert the same into and/or purchase stock of any other series or class or any other securities, or any special rights other than those specified herein.

FURTHER RESOLVED, that a certificate signed by the Chairman of the Board, the President, or a Vice President and the Secretary or an Assistant Secretary of the Corporation, containing a copy of this resolution and a statement of the manner of its adoption, be filed in the Office of the Secretary of State of the State of Ohio.

IN WITNESS WHEREOF, the undersigned Vice President and Assistant Secretary of Columbus Southern Power Company, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this ______ day of __________, ____.

COLUMBUS SOUTHERN POWER COMPANY

By________________________________
Vice President

By________________________________
Assistant Secretary

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Exhibit A-12

CERTIFICATE OF AMENDMENT

TO AMENDED ARTICLES OF INCORPORATION OF

OHIO POWER COMPANY

BY THE BOARD OF DIRECTORS

The undersigned, Vice President and Assistant Secretary, of Ohio Power Company, an Ohio corporation, with its principal office located in Canton, Ohio, do hereby certify that a meeting of the Board of Directors of said corporation was duly called and held on the ______ day of __________, ____, at which meeting a quorum of such Directors was present, and that at such meeting the following Resolution of Amendment to Amended Articles of Incorporation was duly adopted under authority of subdivision (B)(1) of Ohio Revised Code Section 1701.70:

RESOLVED, that Article Fourth of the Amended Articles of Incorporation of Ohio Power Company, dated and filed in the office of the Secretary of State of the State of Ohio on March 7, 1977, subsequently as amended, be further amended, by the addition thereto of the following new paragraphs (__) and (__), which new paragraphs shall read as follows:

(__) The Corporation hereby classifies $__________ par value of the Cumulative Preferred Stock ($______ non-voting) as a series of such Cumulative Preferred Stock ($______ non-voting), which shall be designated as "______% Cumulative Preferred Stock", consisting of __________ shares of the par value of $______ per share.

(__) The preferences, rights, restrictions or qualifications and the description and terms of the ______% Cumulative Preferred Stock, in the respects in which the shares of such series vary from shares of other series of the Cumulative Preferred Stock, ($______ non-voting), shall be as follows:

(a) The annual dividend rate for such series shall be ______% per annum, which dividend shall be calculated, per share, at such percentage multiplied by $______. Dividends on all shares of said series issued prior to the record date for the initial dividend payable on all shares of such series shall be cumulative from the date of initial issuance of the shares of such series.

(b) Such series shall not be subject to redemption prior to _______________; the regular redemption price for shares of such series shall be $______ per share on or after _______________, plus an amount equal to accrued and unpaid dividends to the date of redemption.

(c) The preferential amounts to which the holders of shares of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be $______ per share, plus an amount equal to accrued and unpaid dividends to the date of redemption.

[(d)(1) A sinking fund shall be established for the retirement of the shares of such series. So long as there shall remain outstanding any shares of such series, the Corporation shall, to the extent permitted by law, on _______________, and on each __________ 1 thereafter to and including _______________, redeem as and for a sinking fund requirement, out of funds legally available therefor, a number of shares equal to ______% of the total number of shares initially classified in Paragraph __ hereof, at a sinking fund redemption price of $______ per share plus accrued and unpaid dividends to the date of redemption. The sinking fund requirement shall be cumulative so that if on any such __________ 1 the sinking fund requirement shall not have been met, then such sinking fund requirement, to the extent not met, shall become an additional sinking fund requirement for the next succeeding __________ 1 on which such redemption may be effected.

(2) The remaining shares of such series outstanding on __________, ____ will be redeemed, to the extent permitted by law, by mandatory redemption, out of funds legally available therefor, on such date at a mandatory redemption price of $______ per share plus accrued and unpaid dividends to the date of redemption.

(3) The Corporation shall be entitled, at its election, to credit against the sinking fund requirement due on __________ 1 of any year pursuant to clause (d)(1) of this Paragraph __, shares of such series theretofore purchased or otherwise acquired by the Corporation and not previously credited against any such sinking fund requirement.]

(e) The shares of such series shall not have any rights to convert the same into and/or purchase stock of any other series or class or any other securities, or any special rights other than those specified herein.

FURTHER RESOLVED, that a certificate signed by the Chairman of the Board, the President, or a Vice President and the Secretary or an Assistant Secretary of the Corporation, containing a copy of this resolution and a statement of the manner of its adoption, be filed in the Office of the Secretary of State of the State of Ohio.

IN WITNESS WHEREOF, the undersigned Vice President and Assistant Secretary of Ohio Power Company, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this ______ day of __________, ____.

OHIO POWER COMPANY

By________________________________
Vice President

By________________________________
Assistant Secretary

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Exhibit D-1

Before the

TENNESSEE PUBLIC SERVICE COMMISSION

In the Matter of the :

APPLICATION :

of : DOCKET NO.__________

APPALACHIAN POWER COMPANY :

TO THE HONORABLE PUBLIC SERVICE COMMISSION

OF THE STATE OF TENNESSEE:

ONE. Your petitioner, Appalachian Power Company ("Appalachian"), respectfully shows that:

(a) It is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having its principal office in said Commonwealth in the City of Roanoke, and is properly qualified to transact business in the State of Tennessee.

(b) A true copy of its Restated Articles of Incorporation was filed with your Honorable Commission in Docket No. U-6533.

(c) Appalachian maintains its principal office in the State of Tennessee in the City of Kingsport, Sullivan County.

TWO. With the consent and approval of the Virginia State Corporation Commission and the further consent and approval of your Honorable Commission, Appalachian proposes to issue and sell, from time to time up to $225,000,000 aggregate principal amount of First Mortgage Bonds (the "New Bonds"), in one or more new series, through December 31, 1995.

In Docket No. 93-06777, by Order dated August 17, 1993, Appalachian was authorized to issue and sell up to $175,000,000 aggregate principal amount of its First Mortgage Bonds in one or more transactions through June 30, 1994. Pursuant to such authority, Appalachian has issued $50,000,000 aggregate principal amount of its First Mortgage Bonds, Designated Secured Medium Term Notes. Because of the volatility of interest rates and market conditions generally, it may be necessary to delay issuing some of the additional $125,000,000 of bonds until after June 30, 1994. Appalachian, therefore, requests that the authority previously granted be extended until December 31, 1995. In addition to the extension of such previous authority, Appalachian proposes to issue an additional $100,000,000 of its First Mortgage Bonds, for a total of up to $225,000,000.

Each such series of New Bonds will mature in not less than 9 months and not more than 42 years. The interest rate of the New Bonds is to be fixed either by (i) competitive bidding or (ii) through negotiation with underwriters or agents, in which case the New Bonds will be offered for sale at an initial public offering price resulting in a yield to maturity which shall not exceed by more than 3.0% the yield to maturity on United States Treasury Bonds of comparable maturity at the time of pricing of the New Bonds.

It is difficult to determine, under present market conditions, whether it would be more advantageous to Appalachian to sell its New Bonds with a 42-year or some shorter maturity. It is in the public interest, however, that Appalachian be afforded the necessary flexibility to adjust its financing program to developments in the markets for medium and long-term debt securities when and as they occur in order to obtain the best possible price, interest rate and terms for its New Bonds. It is proposed, therefore, that Appalachian will decide at a subsequent date whether there will be more than one series, and on the maturity of each series, of the New Bonds. Appalachian will agree to specific redemption provisions, if any, at the time of the pricing of the New Bonds.

THREE. The New Bonds will be issued under and secured, together with the presently outstanding First Mortgage Bonds, by the Mortgage and Deed of Trust dated as of December 1, 1940, made by Appalachian to Bankers Trust Company and R. Gregory Page, as Trustees, as heretofore supplemented and amended (on file in Docket Nos. 2460, 2855, U-3044, U-3178, U-3321, U-3468, U-3973, U-4163, U-4524, U-5069, U-5255, U-5319, U-5394, U-5547, U-5646, U-5732, U-5800, U-5893, U-6134, U-6139, U-6266, U-6321, U-6360, U-6533, U-6761, U-6791, U-6885, U-6984, U-82-7153, U-83-7257, U-86-7481, U-87-7519, 89-11869, 91-05060, 91-08689, 92-13376, 93-01795 and 93-06777, and as to be further supplemented and amended by one or more Indentures Supplemental to the Mortgage and Deed of Trust. There are attached hereto as Exhibits A and B the forms of Supplemental Indenture proposed to be utilized by Appalachian for one or more series of the New Bonds (except for provisions such as interest rate, maturity, redemption terms and certain administrative matters). Such forms of Supplemental Indenture contain a more complete description of the terms of the New Bonds.

FOUR. Appalachian further proposes to issue and sell from time to time through December 31, 1995, in one or more series, shares of its no par Cumulative Preferred Stock with an aggregate involuntary liquidation price of up to $30,000,000 (the "new Cumulative Preferred Stock"). Each series of the new Cumulative Preferred Stock would have an involuntary liquidation price of $25 per share or $100 per share. The dividend rate (which will be expressed in a multiple of $.01 in the case of series with an involuntary liquidation price of $25 per share and in a multiple of .01% in the case of series with an involuntary liquidation price of $100 per share) and the amount per share to be paid by Appalachian as compensation to the purchasers of the new Cumulative Preferred Stock will be determined at the time of the sale or sales by competitive bidding. If market conditions should not be propitious for the sale of the new Cumulative Preferred Stock on a competitive bidding basis, Appalachian proposes to place the new Cumulative Preferred Stock privately with institutional investors or to negotiate with underwriters for the sale of the new Cumulative Preferred Stock. The dividend rate (based on the involuntary liquidation price) on the new Cumulative Preferred Stock will be a rate which will result in a yield, calculated by dividing (a) the annual dividend (expressed in dollars) by (b) an amount equal to (i) the price to be paid to Appalachian less (ii) the underwriting compensation or the commission or similar fee paid by Appalachian, which will not exceed by more than 3.0% the yield to maturity on United States Treasury Bonds, the maturity of which is closest to the average life of the new Cumulative Preferred Stock based on amounts to be retired pursuant to the sinking fund provisions, if any, at the date of pricing (for purposes of perpetual cumulative preferred stock, the 30 year United States Treasury Bond will be used). The dividend rate would be determined by negotiation with institutional investors or with underwriters for the sale of the new Cumulative Preferred Stock and would, in Appalachian's judgment, represent the lowest cost available to it. If Appalachian determines to issue the new Cumulative Preferred Stock in more than one series, Appalachian may wish to sell one or more series on a competitive bid basis and one or more series on a negotiated basis.

Appalachian will agree to specific redemption provisions, if any, and sinking fund provisions, if any, at the time of the pricing of the new Cumulative Preferred Stock.

The new Cumulative Preferred Stock will be issued pursuant to resolutions to be adopted by the Board of Directors of Appalachian setting forth the designations and relative rights, preferences, qualifications, limitations or restrictions of each series of new Cumulative Preferred Stock. A copy of the Articles of Amendment to the Restated Articles of Incorporation filed with the State Corporation Commission of the Commonwealth of Virginia by Appalachian in its most recent offering of cumulative preferred stock in November 1993 (Docket No. 93-06777) is attached hereto as Exhibit C. It is proposed that substantially the same form of Articles of Amendment (except for obvious variable terms such as involuntary liquidation price, dividend rate, sinking fund provisions, if any, and redemption provisions, if any), will be used by Appalachian for each series of the new Cumulative Preferred Stock. Such form of Articles of Amendment contains a more complete description of the terms of the new Cumulative Preferred Stock.

FIVE. Any proceeds realized from the sale of the New Bonds and/or the new Cumulative Preferred Stock, together with any other funds which may become available to Appalachian, will be used to refund directly or indirectly long-term debt, to repay short-term debt at or prior to maturity and for other corporate purposes.

Appalachian's First Mortgage Bonds, 9-7/8% Series due December 1, 2020, ($50,000,000 principal amount outstanding), 9.35% Series due August 1, 2021 ($50,000,000 principal amount outstanding) and 9-1/8% Series due November 1, 2019 ($50,000,000 principal amount outstanding) are not redeemable prior to December 1, 1995, August 13, 1996 and November 1, 1994, respectively. Appalachian may purchase such bonds and any other bonds through tender offer, negotiated, open market or other forms of purchase or otherwise by means other than redemption, if they can be refunded at a lower effective cost.

The tender offers will occur if Appalachian considers that the payment of any premium is prudent in the light of the substantial amounts of interest expense that could be saved by early redemption of any of this series, and proposes to treat said premium as an issuance expense of the New Bonds to be amortized over the life of the New Bonds. Appalachian intends to utilize deferred tax accounting for the premium expense, in order properly to match the amortization of the expense and the related tax effect.

SIX. The issuance of the New Bonds and/or the new Cumulative Preferred Stock will be effected in compliance with all applicable indenture, charter and other standards relating to debt and equity securities and capitalization ratios of Appalachian.

SEVEN. Balance Sheets, Statements of Income, and Retained Earnings for the twelve months ended December 31, 1993 are attached hereto as Exhibit D.

EIGHT. No franchise or right is to be capitalized directly or indirectly by Appalachian except as may be authorized by your Commission.

WHEREFORE, your Petitioner respectfully prays that your Honorable Commission enter an order (1) consenting to and approving the issuance, sale and delivery by Appalachian of up to $225,000,000 aggregate principal amount of New Bonds as in this Application proposed, to be secured by its Mortgage and Deed of Trust, dated as of December 1, 1940, as amended and supplemented and as to be further amended and supplemented by one or more new Supplemental Indentures in substantially the forms filed as exhibits hereto; the issuance and sale by Appalachian of one or more new series of its no par Cumulative Preferred Stock with an involuntary liquidation price of $30,000,000 and an involuntary liquidation price per share of $25 or $100; and (2) granting to your Petitioner such other, further or general relief as, in the judgment of your Honorable Commission, your Petitioner may be entitled to have upon the facts hereinabove set forth.

APPALACHIAN POWER COMPANY

By__/s/ G. P. Maloney_________
Vice President

Dated: February 24, 1994

Attorneys for Applicant:

_/s/ T. Arthur Scott, Jr._____
T. Arthur Scott, Jr., Esq.
Hunter, Smith & Davis
P.O. Box 3740
Kingsport, TN 37664

_/s/ Thomas G. Berkemeyer_____
Thomas G. Berkemeyer, Esq.
American Electric Power Service Corporation
P.O. Box 16631
Columbus, OH 43216-6631

apfinan.94\stateapp.tn

STATE OF OHIO :
: ss:
COUNTY OF FRANKLIN :

Before me, Mary M. Soltesz, a Notary Public in and for the State and County aforesaid, this 24th day of February, 1994, personally appeared G. P. Maloney, to me known to be the person whose name is signed to the foregoing Application, and after being first duly sworn made oath and said that he is Vice President of Appalachian Power Company and that he has read the Application and knows the contents thereof, that the allegations therein are true and correct to the best of his knowledge, information and belief, and that he is duly authorized to make, verify and file this Application for Appalachian Power Company.

Subscribed and sworn to before me this 24th day of February, 1994.

_/s/ Mary M. Soltesz___
Notary Public
My Commission expires 7-13-94

Exhibit D-2

Before the

STATE CORPORATION COMMISSION

APPLICATION	:	
of	:	Case No.
APPALACHIAN POWER COMPANY	:	

APPLICATION UNDER TITLE 56,
CHAPTER 3, OF THE CODE OF VIRGINIA

APPALACHIAN POWER COMPANY, a corporation duly organized under the laws of the Commonwealth of Virginia (hereinafter referred to as "Appalachian"), respectfully shows:

1. Appalachian is a public service corporation organized in Virginia as a public utility, subject to regulation, inter alia, as to rates, service and security issues by this Commission and doing business under the laws of the Commonwealth of Virginia and duly qualified to transact a public utility business in the State of West Virginia.

2. Appalachian proposes to issue and sell, from time to time through December 31, 1995, up to $275,000,000 aggregate principal amount of First Mortgage Bonds, in one or more new series (the "New Bonds"). In Case No. PUF 930035, by Order dated August 30, 1993, Appalachian was authorized to issue and sell up to $175,000,000 aggregate principal amount of its First Mortgage Bonds in one or more transactions through June 30, 1994. Pursuant to such authority, Appalachian has issued $50,000,000 aggregate principal amount of its First Mortgage Bonds, Designated Secured Medium Term Notes. Because of the volatility of interest rates and market conditions generally, it may be necessary to delay issuing some of the additional $125,000,000 of bonds until after June 30, 1994. Appalachian, therefore, requests that the authority previously granted be extended until December 31, 1995. In addition to the extension of such previous authority, Appalachian proposes to issue an additional $150,000,000 of its First Mortgage Bonds, for a total of up to $275,000,000.

Each such series to mature in not less than 9 months and not more than 42 years. The interest rate of the New Bonds is to be fixed either by (i) competitive bidding or (ii) through negotiation with underwriters or agents, in which case the New Bonds will be offered for sale at an initial public offering price resulting in a yield to maturity which shall not exceed by more than 3.0% the yield to maturity on United States Treasury Bonds of comparable maturity at the time of pricing of the New Bonds.

It is difficult to determine, under present market conditions, whether it would be more advantageous to Appalachian to sell its New Bonds with a 42-year or some shorter maturity. It is in the public interest, however, that Appalachian be afforded the necessary flexibility to adjust its financing program to developments in the markets for medium and long-term debt securities when and as they occur in order to obtain the best possible price, interest rate and terms for its New Bonds. It is proposed, therefore, that Appalachian will decide at a subsequent date whether there will be more than one series, and on the maturity of each series, of the New Bonds. Appalachian will agree to specific redemption provisions, if any, at the time of the pricing of the New Bonds.

The New Bonds will be issued under and secured, together with the presently outstanding First Mortgage Bonds, by the Mortgage and Deed of Trust dated as of December 1, 1940, made by Appalachian to Bankers Trust Company and R. Gregory Page, as Trustees, as heretofore supplemented and amended (on file in Cases No. 7118, 9022, 9947, 10555, 11183, 11908, 13367, 13857, 15683, S-270, S-352, A-28, A-42, A-118, A-147, A-209, A-254, A-297, A-394, A-397, A-444, A-483, A-513, A-614, A-739, A-753, PUA 800002, PUA 800065, PUA 820008, PUA 830066, PUA 860088, PUA 870041, PUA 890040, PUF 910025, PUF 910047, PUF 920035, PUF 930008 and PUF 930035), and as to be further supplemented and amended by one or more Indentures Supplemental to the Mortgage and Deed of Trust. There are attached hereto as Exhibits A and B the forms of Supplemental Indenture proposed to be utilized by Appalachian for one or more series of the New Bonds (except for provisions such as interest rate, maturity, redemption terms and certain administrative matters). Such forms of Supplemental Indenture contain a more complete description of the terms of the New Bonds.

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3. Appalachian further proposes to issue and sell from time to time through December 31, 1995, in one or more series, shares of its no par Cumulative Preferred Stock with an aggregate involuntary liquidation price of up to $30,000,000 (the "new Cumulative Preferred Stock"). Each series of the new Cumulative Preferred Stock would have an involuntary liquidation price of $25 per share or $100 per share. The dividend rate (which will be expressed in a multiple of $.01 in the case of series with an involuntary liquidation price of $25 per share and in a multiple of .01% in the case of series with an involuntary liquidation price of $100 per share) and the amount per share to be paid by Appalachian as compensation to the purchasers of the new Cumulative Preferred Stock will be determined at the time of the sale or sales by competitive bidding. If market conditions should not be propitious for the sale of the new Cumulative Preferred Stock on a competitive bidding basis, Appalachian proposes to place the new Cumulative Preferred Stock privately with institutional investors or to negotiate with underwriters for the sale of the new

Cumulative Preferred Stock. The dividend rate (based on the involuntary liquidation price) on the new Cumulative Preferred Stock will be a rate which will result in a yield, calculated by dividing (a) the annual dividend (expressed in dollars) by (b) an amount equal to (i) the price to be paid to Appalachian less (ii) the underwriting compensation or the commission or similar fee paid by Appalachian, which will not exceed by more than 3.0% the yield to maturity on United States Treasury Bonds, the maturity of which is closest to the average life of the new Cumulative Preferred Stock based on amounts to be retired pursuant to the sinking fund provisions, if any, at the date of pricing (for purposes of perpetual cumulative preferred stock, the 30 year United States Treasury Bond will be used). The dividend rate would be determined by negotiation with institutional investors or with underwriters for the sale of the new Cumulative Preferred Stock and would, in Appalachian's judgment, represent the lowest cost available to it. If Appalachian determines to issue the new Cumulative Preferred Stock in more than one series, Appalachian may wish to sell one or more series on a competitive bid basis and one or more series on a negotiated basis.

Appalachian will agree to specific redemption provisions, if any, and sinking fund provisions, if any, at the time of the pricing of the new Cumulative Preferred Stock.

The new Cumulative Preferred Stock will be issued pursuant to resolutions to be adopted by the Board of Directors of Appalachian setting forth the designations and relative rights, preferences, qualifications, limitations or restrictions of each series of new Cumulative Preferred Stock. A copy of the Articles of Amendment to the Restated Articles of Incorporation filed with the State Corporation Commission in its most recent offering of cumulative preferred stock in November 1993 (PUF 930035) is attached hereto as Exhibit C. It is proposed that substantially the same form of Articles of Amendment (except for obvious variable terms such as involuntary liquidation price, dividend rate, sinking fund provisions, if any, and redemption provisions, if any), will be used by Appalachian for each series of the new Cumulative Preferred Stock. Such form of Articles of Amendment contains a more complete description of the terms of the new Cumulative Preferred Stock.

4. Any proceeds realized from the sale of the New Bonds and/or the new Cumulative Preferred Stock, together with any other funds which may become available to Appalachian, will be used to refund directly or indirectly long-term debt, to repay short-term debt at or prior to maturity and for other corporate purposes.

Appalachian's First Mortgage Bonds, 9-7/8% Series due December 1, 2020, ($50,000,000 principal amount outstanding), 9.35% Series due August 1, 2021 ($50,000,000 principal amount outstanding) and 9-1/8% Series due November 1, 2019 ($50,000,000 principal amount outstanding) are not redeemable prior to December 1, 1995, August 13, 1996 and November 1, 1994, respectively. Appalachian may purchase such bonds and any other bonds through tender offer, negotiated, open market or other forms of purchase or otherwise by means other than redemption, if they can be refunded at a lower effective cost.

The tender offers will occur if Appalachian considers that the payment of any premium is prudent in the light of the substantial amounts of interest expense that could be saved by early redemption of any of these series, and proposes to treat said premium as an issuance expense of the New Bonds to be amortized over the life of the New Bonds. Appalachian intends to utilize deferred tax accounting for the premium expense, in order properly to match the amortization of the expense and the related tax effect.

5. The issuance of the New Bonds and/or the new Cumulative Preferred Stock will be effected in compliance with all applicable indenture, charter and other standards relating to debt and equity securities and capitalization ratios of Appalachian.

6. Balance Sheets, Statements of Income, and Retained Earnings for the twelve months ended December 31, 1993 are attached hereto as Exhibit D.

Appalachian, therefore, asks that an Order be entered by this Commission granting all requisite authorization under the laws of Virginia for the transactions herein proposed.

Dated: March 7, 1994

APPALACHIAN POWER COMPANY

By /s/ G. P. Maloney
Vice President

and By /s/ Jeffrey D. Cross
Assistant Secretary

Attorneys for Applicant - Appalachian Power Company:

Thomas G. Berkemeyer, Esq.
American Electric Power Service Corporation
1 Riverside Plaza
Columbus, Ohio 43215

H. Allen Glover, Jr., Esq.
George J. A. Clemo, Esq.
Woods, Rogers & Hazlegrove
Dominion Tower, Suite 1400
10 South Jefferson Street
Roanoke, Virginia 24011

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STATE OF OHIO)
COUNTY OF FRANKLIN)

Before me, Mary M. Soltesz, a Notary Public in and for the State and County aforesaid, this 7th day of March, 1994, personally appeared G. P. Maloney and Jeffrey D. Cross, to me known to be the persons whose names are signed to the foregoing Application, and after being first duly sworn made oath and said that they are Vice President and Assistant Secretary of Appalachian Power Company, respectively, that they have read the Application and know the contents thereof, that the allegations therein are true and correct to the best of their knowledge, information and belief, and that they are duly authorized to make, verify and file the Application for Appalachian Power Company.

Subscribed and sworn to before me this 7th day of March, 1994.

/s/ Mary M. Soltesz
Notary Public
My Commission expires 7-13-94

Exhibit D-3

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee
April 8, 1994

IN RE: APPLICATION OF APPALACHIAN POWER COMPANY FOR PERMISSION TO ISSUE AND SELL FIRST MORTGAGE BONDS AND CUMULATIVE PREFERRED STOCK

DOCKET NO. 94-00634

ORDER

This matter is before the Tennessee Public Service Commission upon the application of Appalachian Power Company (the "Company") for permission to issue and sell, at competitive bidding or negotiated sale, from time to time through December 31, 1995, up to $275,000,000 aggregate principal amount of its First Mortgage Bonds, in one or more new series, each such series to mature in not less than nine (9) months and not more than forty-two (42) years. Additionally, the Company proposed, subject to receipt of appropriate authorization, to issue and sell from time to time through December 31, 1995, in one or more series, shares of its no par Cumulative Preferred Stock with an aggregate involuntary liquidation price of up to $30,000,000, and an involuntary liquidation price per share of $25 per share or $100 per share.

This matter was considered at the Commission Conference on April 5, 1994.

Appalachian sells no electricity to Tennessee ratepayers, but owns property in this state and provides wholesale power to Kingsport Power Company, a sister corporation. Appalachian is a distributor of electric power in Virginia and has filed a similar petition before that state's regulatory commission which has approved such petition.

The Commission Staff has submitted memorandum recommending approval of the proposed use of Bonds and Stocks.

IT IS THEREFORE ORDERED:

1. That Appalachian Power Company be, and the same is hereby authorized to issue and sell from time to time, through

December 31, 1995, up to $275,000,000 principal amount of First Mortgage Bonds, in one or more new series to mature in not less than nine (9) months and not more than forty-two (42) years, to be secured by its Mortgage and Deed of Trust as amended and supplemented and as to be amended and supplemented by the new Indenture Supplemental with terms substantially similar to those contained in the representative forms attached as exhibits to the Application;

2. That Appalachian Power Company be and the same is hereby authorized to issue and sell from time to time through December 31, 1995, in one or more series, shares of its no par Cumulative Preferred Stock with an aggregate involuntary liquidation price of $30,000,000 and involuntary liquidation price per share of $25 per share or $100 per share;

3. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order;

4. That any party aggrieved by the Commission's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.

__/s/ Frank D. Cochran______
CHAIRMAN

__/s/ Keith Bussell_________
COMMISSIONER

ATTEST

__/s/ Paul Allen_________
EXECUTIVE DIRECTOR

__/s/ Stephen Hewlett_______
COMMISSIONER

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Exhibit D-4

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 31, 1994

APPLICATION OF

APPALACHIAN POWER COMPANY CASE NO. PUF940002

For authority to issue debt
and preferred stock

ORDER GRANTING AUTHORITY

On March 8, 1994, Appalachian Power Company ("Appalachian" or "Applicant") filed an application under Chapter 3 of Title 56 of the Code of Virginia for authority to issue and sell first mortgage bonds ("New Bonds") and cumulative preferred stock ("Preferred"). Applicant paid the requisite fee of $250.

Applicant requests authority to issue and sell up to $275 million of New Bonds and up to $30 million of Preferred, from time to time, through December 31, 1995. In Case No. PUF930035, by order dated August 30, 1993, Applicant was authorized to issue and sell up to $175,000,000 aggregate principal amount of bonds through June 30, 1994. Pursuant to that authority, Applicant has issued $50,000,000 aggregate principal amount of bonds. Applicant requests that such authority be extended until December 31, 1995. In addition, Applicant proposes to issue an additional $150,000,000 of first mortgage bonds, resulting in the requested amount of $275,000,000.

Applicant proposes to issue the New Bonds in one or more series with maturities of not less than nine (9) months and not more than forty-two (42) years, depending on market conditions and Applicant's needs at the time of issuance. The respective interest or dividend rates on the New Bonds and Preferred will be set at the time of issuance by competitive bidding or negotiated underwriting. Any proceeds realized from the sale of New Bonds and/or Preferred will be used to refund long-term debt, to repay short-term debt, and to accomplish other proper corporate purposes.

The Commission, upon consideration of the application and having been advised by Staff, is of the opinion and finds that approval of the application will not be detrimental to the public interest. The Commission is also of the opinion that the authority granted in Case No. PUF930035 for the unissued portion of $175,000,000 aggregate principal amount of bonds, or $125,000,000, should be terminated and superseded by authority granted herein. Accordingly,

IT IS ORDERED:

1) That Applicant is hereby authorized to issue and sell New Bonds up to an aggregate principal amount of $275 million, and to issue and sell Preferred up to an aggregate principal amount of $30 million, through December 31, 1995, all in a manner, under the terms and conditions, and for the purposes as set forth in the application;

2) That the authority granted in Case No. PUF930035 for the unissued portion of $175,000,000 aggregate principal amount of bonds, or $125,000,000, shall be terminated and superseded by authority granted herein;

3) That Applicant shall submit a preliminary report within seven (7) days after issuing any New Bonds or Preferred pursuant to this Order, which shall include the issuance and maturity date, security type, amount issued, price to public, net proceeds to Applicant, interest rate or dividend yield thereon, and the comparable term Treasury yield (or interpolated yield if there are no comparable Treasuries) at the time of sale of any New Bonds or Preferred;

4) That within sixty (60) days after the end of each calendar quarter through December 31, 1995, Applicant shall file a more detailed report with respect to all securities herein authorized and sold during the calendar quarter, to include:

a. a copy of the prospectus for the security issued, and a list describing any other contracts or agreements executed for the purpose of issuing the security,

b. the security type, date of issue, date of maturity, principal amount, interest rate, or dividend yield, comparable Treasury yield (or interpolated yield) at the time of issue, underwriters' names, underwriters' fees, other issuance expenses, and net proceeds to the Applicant,

c. the cumulative principal amount issued to date under the authority granted herein, and the amount remaining to be issued,

d. a general statement of the purposes for which the securities were issued, and if the purpose is to refund an outstanding issue, a detailed analysis of the savings due to the new issue which shows the effective cost rate of the redeemed issue compared to the new issue,

e. a detailed account of any gain or loss on debt or preferred stock that is reacquired by proceeds from securities herein authorized and issued;

5) That Applicant shall file a Final Report of Action on or before June 30, 1996, to provide the information outlined in ordering paragraph 4 for the quarter ended December 31, 1995, along with a detailed schedule of all issuance expenses incurred to date, including an explanation of any variance to the estimated expenses contained in the application, and a balance sheet reflecting the action taken;

6) That approval of the application shall have no implications for ratemaking purposes; and

7) That this case shall be continued, subject to the continuing review, audit, and appropriate directive of the Commission.

AN ATTESTED COPY hereof shall be sent to Applicant, attention of Thomas G. Berkemeyer, Attorney, American Electric Power Service Corporation, 1 Riverside Plaza, Columbus, Ohio 43215; and to the Division of Economics and Finance of the Commission.

/s/ William J. Bridge
Clerk of the State Corporation Commission

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Exhibit D-5

Before
THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of The application of COLUMBUS SOUTHERN POWER COMPANY for authority to (A) issue and sell First Mortgage Bonds of one or more new series and (B) issue and sell one or more series of Cumulative Preferred Stock	Case No. 94-____-EL-AIS

APPLICATION AND STATEMENT

TO THE HONORABLE

THE PUBLIC UTILITIES COMMISSION OF OHIO:

Your Applicant, Columbus Southern Power Company, respectfully shows:

FIRST: Applicant is an Ohio corporation engaged in the business of supplying to consumers within the State of Ohio electricity for light, heat and power purposes and is a public utility as defined by the Ohio Revised Code.

SECOND: Applicant's authorized and outstanding capital stock as of December 31, 1993 was as follows:

(1) 24,000,000 shares of Common Stock without par value authorized, of which there were 16,410,426 shares issued and outstanding;

(2) 2,500,000 Cumulative Preferred Shares (par value $100) authorized, of which there were issued and outstanding a 9.50% Series consisting of 750,000 shares and a 7-7/8% Series consisting of 500,000 shares; and

(3) 7,000,000 Cumulative Preferred Shares (par value $25) authorized, of which there were none issued and outstanding.

THIRD: The outstanding funded debt of the Applicant as of December 31, 1993 consisted of the following issues, all issued pursuant to former orders of your Honorable Commission:

1. First Mortgage Bonds, 6-1/4% Series due 1997 . . $ 14,640,000
2. First Mortgage Bonds, 7% Series due 1998 . . . . $ 24,750,000
3. First Mortgage Bonds, 9% Series due 1999 . . . . $ 20,000,000

4. First Mortgage Bonds, 8-5/8% Series due 1996 . . $100,000,000
5. First Mortgage Bonds, 9% Series due 2017 . . . . $100,000,000
6. First Mortgage Bonds, 8.95% Series due 1995 . . $ 30,000,000
7. First Mortgage Bonds, 9.15% Series due 1998 . . $ 57,000,000
8. First Mortgage Bonds, 9.625% Series due 2021 . . $ 50,000,000
9. First Mortgage Bonds, 9.31% Series due 2001 . . $ 30,000,000
10. First Mortgage Bonds, 7.95% Series due 2002 . . $ 40,000,000
11. First Mortgage Bonds, 8.70% Series due 2022 . . $ 35,000,000
12. First Mortgage Bonds, 8.55% Series due 2022 . . $ 15,000,000
13. First Mortgage Bonds, 8.40% Series due 2022 . . $ 70,000,000
14. First Mortgage Bonds, 7.25% Series due 2002 . . $ 75,000,000
15. First Mortgage Bonds, 7.15% Series due 2002 . . $ 20,000,000
16. First Mortgage Bonds, 7.90% Series due 2023 . . $ 50,000,000
17. First Mortgage Bonds, 6.80% Series due 2003 . . $ 50,000,000
18. First Mortgage Bonds, 6.60% Series due 2003 . . $ 40,000,000
19. First Mortgage Bonds, 7.75% Series due 2023 . . $ 40,000,000
20. First Mortgage Bonds, 6.10% Series due 2003 . . $ 20,000,000

Other Long-Term Debt (including capital leases) . . $___________

Applicant had approximately $__________ of short-term debt outstanding at December 31, 1993. Since December 31, 1993, Applicant has issued $50,000,000 principal amount of First Mortgage Bonds, 7.45% Series due 2024, and $50,000,000 principal amount of First Mortgage Bonds, 6.55% Series due 2004. In addition, Applicant has called the First Mortgage Bonds, 8-5/8% Series due 1996, for redemption at their regular redemption price of 100.00% on February 12, 1994 and the First Mortgage Bonds, 9% Series due 1999, for redemption at their regular redemption price of 101.74% on February 12, 1994.

FOURTH: There is attached hereto as Exhibit A financial statements, including balance sheets and statements of income and retained earnings, of the Applicant as of September 30, 1993.

FIFTH: To provide Applicant with necessary capital for the purposes set forth herein, Applicant proposes, with the consent and approval of your Honorable Commission, to extend the authority granted to Applicant in Case No. 93-1229-EL-AIS, by Order dated September 16, 1993, to issue and sell up to $255,000,000 aggregate principal amount of its First Mortgage Bonds (the "New Bonds") through June 30, 1995. Applicant was authorized to issue and sell up to $255,000,000 aggregate principal amount of its First Mortgage Bonds in one or more transactions through June 30, 1994. Pursuant to such authority, Applicant has issued $100,000,000 aggregate principal amount of its First Mortgage Bonds, Designated Secured Medium Term Notes. Because of the volatility of interest rates and market conditions generally, it may be necessary to delay issuing some of the additional bonds until after June 30, 1994. Applicant, therefore, requests that the authority previously granted be extended until June 30, 1995.

Each series of New Bonds will mature in not less than 9 months and not more than 42 years. The interest rate of the New

Bonds is to be fixed either by (i) competitive bidding or (ii) through negotiation with underwriters or agents, in which case the New Bonds will be offered for sale at an initial public offering price resulting in a yield to maturity which shall not exceed by more than 2.5% the yield to maturity on United States Treasury Bonds of comparable maturity at the time of pricing of the New Bonds. The commission payable to agents or underwriters will not exceed 1.25% of the principal amount of the New Bonds sold.

It is difficult to determine, under present market conditions, whether it would be more advantageous to Applicant to sell its New Bonds with a 42-year or some shorter maturity. It is in the public interest, however, that Applicant be afforded the necessary flexibility to adjust its financing program to developments in the markets for medium and long-term debt securities when and as they occur in order to obtain the best possible price, interest rate and terms for its New Bonds. It is proposed, therefore, that Applicant will decide at a subsequent date whether there will be more than one series, and on the maturity of each series of the New Bonds. Applicant will agree to specific redemption provisions, if any, at the time of the pricing of the New Bonds.

SIXTH: The New Bonds will be issued under and secured, together with the Applicant's presently outstanding First Mortgage Bonds, and any Bonds of other series hereafter issued, by the Indenture of Mortgage and Deed of Trust, dated as of September 1, 1940, as supplemented and amended (the "Mortgage"), as to be further supplemented and amended by one or more Supplemental Indentures. Copies of the forms of Supplemental Indenture for New Bonds proposed to be utilized by Applicant for one or more series of the New Bonds (except for provisions such as interest rate, maturity, redemption terms and certain administrative matters are attached hereto as Exhibits B and C, respectively). Such forms of Supplemental Indenture contain a more complete description of the terms of the New Bonds.

* * *

SEVENTH: In addition to the issuance of the New Bonds, Applicant further proposes, subject to necessary authorization, to issue and sell from time to time through June 30, 1995, in one or more series, up to $30,000,000 aggregate par value of its Cumulative Preferred Stock, par value $25 per share and/or par value $100 per share (the "New Stock").

The dividend rate (which will be expressed in a multiple of $.01 in the case of $25 par value series and in a multiple of .01% in the case of $100 par value series) and the amount per share to be paid by Applicant as compensation to the purchasers of the New Stock will be determined at the time of the sale or sales by competitive bidding. If market conditions should not be propitious for the sale of the New Stock on a competitive bidding basis, Applicant proposes to place the New Stock privately with institutional investors or to negotiate with underwriters for the sale of the New Stock. If Applicant sells the New Stock on a negotiated or private basis, it may pay as underwriting compensation or a commission or similar fee an amount not greater than 3.0% of the aggregate par value of the New Stock.

The dividend rate (based on the par value) of the New Stock will be a rate which will result in a yield, calculated by dividing (a) the annual dividend (expressed in dollars) by (b) an amount equal to (i) the price to be paid to Applicant less (ii) the underwriting compensation or the commission or similar fee paid by Applicant, which will not exceed by more than 3.0% the yield to maturity on United States Treasury Bonds, the maturity of which is closest to the average life of the New Stock based on amounts to be retired pursuant to any mandatory retirement provisions at the date of pricing (for purposes of perpetual cumulative preferred stock, the 30 year United States Treasury Bond will be used). The dividend rate would be determined by negotiation with institutional investors or with underwriters for the sale of the New Stock and would, in Applicant's judgment, represent the lowest cost available to it. If Applicant determines to issue the New Stock in more than one series, Applicant may wish to sell one or more series on a competitive bid basis and one or more series on a negotiated basis.

Applicant will agree to specific redemption provisions, if any, and sinking fund provisions, if any, at the time of the pricing of the New Stock.

The New Stock will be issued pursuant to an Amendment to the Amended Articles of Incorporation of the Applicant to be adopted by the Board of Directors of the Applicant setting forth the designations and relative rights, preferences, qualifications, limitations or restrictions of each series of New Stock. A copy of the Certificate of Amendment filed with this Commission in its most recent offering of cumulative preferred stock in 1992 is attached hereto as Exhibit D. It is proposed that substantially the same form of Certificate of Amendment (except for obvious variable terms such as par value, dividend rate, sinking fund provisions, if any, and redemption provisions, if any), will be used by Applicant for each series of the New Stock. Such form of Certificate of Amendment contains a more complete description of the terms of the New Stock.

EIGHTH: The issuance of the New Bonds and/or the New Stock will be effected in compliance with all applicable indenture, charter and other standards relating to debt and equity securities and capitalization ratios of the Applicant.

NINTH: Any proceeds realized from the sale of the New Bonds and New Stock will be used to refund directly or indirectly long-term debt, to repay short-term indebtedness or for other corporate purposes. At December 31, 1993, Applicant had approximately $___________ of short-term debt outstanding.

Applicant's First Mortgage Bonds, 9% Series due 2017, ($100,000,000 principal amount outstanding) may be redeemed at their regular redemption price of 105.40% beginning March 1, 1994. Applicant may redeem said series of Bonds if they can be refunded at a lower effective cost. Applicant's First Mortgage Bonds, 9.625% Series due June 1, 2021, ($50,000,000 principal amount outstanding) and 9.31% Series due August 1, 2001 ($30,000,000 principal amount outstanding) are not redeemable prior to June 12, 1996 and August 1, 1996, respectively. Applicant may purchase such bonds through tender offer, negotiated, open market or other forms of purchase or otherwise by means other than redemption, if they can be refunded at a lower effective cost. Applicant proposes to treat said premiums as an issuance expense of the New Bonds, to be amortized over the life of the New Bonds. Applicant intends to utilize deferred tax accounting for the premium expense, in order to properly match the amortization of the expense and the related tax effect.

TENTH: The actual cost of the New Bonds and New Stock will be determined at the time of the sale or sales thereof. The net effect on revenue requirements resulting from issuance of the New Bonds and New Stock will be reflected in the determination of required revenue in rate proceedings in which all factors affecting rates are taken into account according to law.

ELEVENTH: This application is filed pursuant to Sections 4905.40 and 4905.41 of the Ohio Revised Code.

WHEREFORE: Applicant prays for authority from your Honorable Commission to issue and sell in the manner set forth herein up to $155,000,000 principal amount of its First Mortgage Bonds, in one or more new series, with a maturity of not less than nine months and not more than forty-two years, to be secured by the Mortgage and up to $30,000,000 aggregate par value of its Cumulative Preferred Stock, in one or more series, and to apply the proceeds of the sale thereof, all as proposed and described in this Application.

Applicant prays for all other and further relief necessary and appropriate in the premises.

Respectfully submitted this 4th day of February, 1994.

COLUMBUS SOUTHERN POWER COMPANY

By /s/ G. P. Maloney
Vice President

By /s/ John F. Di Lorenzo, Jr.
Secretary

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STATE OF OHIO)
) SS:
COUNTY OF FRANKLIN)

Before me, a Notary Public in and for Franklin County in the State of Ohio, personally appeared G. P. Maloney and John F. Di Lorenzo, Jr., Vice President and Secretary, respectively, of Columbus Southern Power Company, the Applicant in the foregoing application, and each being duly sworn says that the facts and allegations herein contained are true to the best of his knowledge and belief.

/s/ Mary M. Soltesz
Notary Public
My Commission expires 7-13-94

Dated: February 4, 1994

EXHIBIT A

Financial Statements of Applicant as of September 30, 1993

EXHIBIT B

Form of Supplemental Indenture - New Bonds

EXHIBIT C

Form of Supplemental Indenture - MTNs

EXHIBIT D

Form of Certificate of Amendment for the New Stock

Exhibit D-6

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of OHIO POWER COMPANY for Authority to (A) Issue and Sell First Mortgage Bonds of One or More New Series and (B) Issue and Sell One or More New Series of Cumulative Preferred Stock.	))))))	Case No. 94-151-EL-AIS
In the Matter of the Application of COLUMBUS SOUTHERN POWER COMPANY for Authority to (A) Issue and Sell First Mortgage Bonds of One or More New Series and (B) Issue and Sell One or More Series of Cumulative Preferred Stock.	)))))))	Case No. 94-237-EL-AIS

FINDING AND ORDER

The Commission finds:

(1) Applicants, Ohio Power Company and Columbus Southern Power Company, are Ohio corporations and public utilities, as defined in Section 4905.02, Revised Code, subject to the jurisdiction of this Commission.

(2) These Applications (hereinafter referred to as the "Application") are filed under the provisions of Section 4905.401, Revised Code.

(3) Applicants are requesting consent and authority through June 30, 1995, to issue and sell, from time to time, in one more new series of their Cumulative Preferred Stock, par value $25 per share and/or par value $100 per share (the "New Stock"), in aggregate principal amounts of up to $70 million and $25 million, respectively, pursuant to the terms and conditions as set forth in the Application and Exhibits.

(4) The New Stock will be sold either through competitive bidding, negotiation with underwriters or private placement with institutional investors. The New Stock may contain

mandatory or optional redemption provisions.

(5) The proceeds from the sale of the New Stock will be used by the Companies to refund long-term debt and cumulative preferred stock, to repay short-term debt and for other corporate purposes.

(6) The proposed guidelines or parameters set forth in the Application are intended to facilitate the issuance of the New Stock on the best terms possible and at the lowest cost. The authorization of the sale of the New Stock within the parameters set forth in the Application in no way relieves the Applicants of their responsibilities to negotiate and obtain the best terms available.

(7) The effect on the Applicants' revenue requirements resulting from the issuance of the New Stock will be reflected in the determination of required revenue in rate proceedings in which all factors affecting rates are taken into account according to law.

(8) The amount of the New Stock, the cost to Applicants and all other terms, to be determined by means of private arm's length negotiations between the Applicants and their underwriters, purchasers or agents, consistent with the parameters set forth in the Application, do not appear to be unjust or unreasonable.

(9) Based on information contained in the Applications, as supplemented and amended, the exhibits thereto, and other documentary information to which the Commission has access, the purposes to which the proceeds from the issue and sale of the New Stock shall be applied appear to be reasonably required by the Applicants to meet their present and prospective obligations to provide utility service and the Commission is satisfied that consent and authority should be granted.

It is, therefore,

ORDERED, That Applicants, Ohio Power Company and Columbus Southern Power Company, are authorized to issue and sell, from time to time, through March 29, 1995, in one or more new series of their Cumulative Preferred Stock, par value $25 per share and/or par value $100 per share, in aggregate principal amounts of up to $70 million and $25 million, respectively, consistent with the parameters set forth in the respective Applications and Exhibits. It is, further,

ORDERED, That Applicants are authorized to apply the net proceeds from the sale of their New Stock for the purposes set forth in this Order and otherwise pursuant to Section 4905.40, Revised Code. It is, further,

ORDERED, That Applicants shall account for the issuance of the New Stock as prescribed by the Federal Energy Regulatory Commission Uniform System of Accounts as currently in effect. It is, further,

ORDERED, That after the New Stock authorized by this Order are issued, Applicants shall report to this Commission as soon as practicable, the terms and full particulars regarding each sale of the New Stock. It is, further,

ORDERED, That nothing in this Order shall be construed to imply any guaranty or obligation by the Commission to assure completion of any specific construction project of the Applicants. It is, further,

ORDERED, That nothing in this Order shall be construed to imply any guaranty, obligation or endorsement of the New Stock or the associated dividend, on the part of the State of Ohio. It is, further,

ORDERED, That nothing in this Order shall be deemed to be binding upon this Commission in any future proceeding or investigation involving the justness or reasonableness of any rate, charge, rule or regulation of the Applicants. It is, further,

ORDERED, That a copy of this Order be served upon all parties of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO

/s/ Craig A. Glazer
Craig A. Glazer, Chairman

/s/ J. Michael Biddison
J. Michael Biddison

/s/ Jolynn Barry Butler
Jolynn Barry Butler

/s/ Richard M. Fanelly
Richard M. Fanelly

/s/ David W. Johnson
David W. Johnson

Entered in the Journal
March 30, 1994
A True Copy

/s/ Gary E. Tigorito
Secretary

cspcocps.94\pucorder

Exhibit D-7

Before
THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of The application of OHIO POWER COMPANY for authority to (A) issue and sell First Mortgage Bonds of one or more new series and (B) issue and sell one or more series of Cumulative Preferred Stock	Case No. 94-___-EL-AIS

APPLICATION AND STATEMENT

TO THE HONORABLE

THE PUBLIC UTILITIES COMMISSION OF OHIO:

Your Applicant, Ohio Power Company, respectfully shows:

FIRST: Applicant is an Ohio corporation engaged in the business of supplying to consumers within the State of Ohio electricity for light, heat and power purposes and is a public utility as defined by the Ohio Revised Code.

SECOND: Applicant's authorized and outstanding capital stock as of December 31, 1993 was as follows:

(1) 40,000,000 shares of Common Stock without par value authorized, of which there were 27,952,473 shares issued and outstanding;

(2) 3,762,403 shares of Cumulative Preferred Stock (par value $100) authorized, of which the following were issued and outstanding: a 4-1/2% Series consisting of 202,403 shares; a 4.40% Series consisting of 100,000 shares; a 4.08% Series consisting of 50,000 shares; a 4.20% Series consisting of 60,000 shares; a 8.04% Series consisting of 150,000 shares; a 7.60% Series consisting of 350,000 shares; a 7-6/10% Series consisting of 350,000 shares; a 6.35% Series consisting of 300,000 shares; a 6.02% Series consisting of 400,000 shares; a 5.90% Series consisting of 450,000 shares; and

(3) 4,000,000 shares of Cumulative Preferred Stock (par value $25) authorized, none of which are issued and outstanding.

THIRD: The outstanding funded debt of the Applicant as of December 31, 1993 consisted of the following issues, all issued pursuant to former orders of your Honorable Commission:

1.	First Mortgage Bonds, 5% Series due 1996	$ 38,759,000
2.	First Mortgage Bonds, 6-1/2% Series due 1997 . .	$ 46,620,000
3.	First Mortgage Bonds, 6-3/4% Series due 1998 . .	$ 55,661,000
4.	First Mortgage Bonds, 7-5/8% Series due 2002 . .	$ 16,910,000
5.	First Mortgage Bonds, 7-3/4% Series due 2002 . .	$ 24,000,000
6.	First Mortgage Bonds, 9-7/8% Series due 2020 . .	$ 50,000,000
7.	First Mortgage Bonds, 9.625% Series due 2021 . .	$ 50,000,000
8.	First Mortgage Bonds, 8.10% Series due 2002 . .	$ 50,000,000
9.	First Mortgage Bonds, 8.80% Series due 2022 . .	$ 50,000,000
10.	First Mortgage Bonds, 8.25% Series due 2002 . .	$ 50,000,000
11.	First Mortgage Bonds, 8.75% Series due 2022 . .	$ 50,000,000
12.	First Mortgage Bonds, 6.75% Series due 2003 . .	$ 40,000,000
13.	First Mortgage Bonds, 7.75% Series due 2023 . .	$ 40,000,000
14.	First Mortgage Bonds, 6.875% Series due 2003 . .	$ 40,000,000
15.	First Mortgage Bonds, 7.85% Series due 2023 . .	$ 40,000,000
16.	First Mortgage Bonds, 7.375% Series due 2023 . .	$ 40,000,000
17.	First Mortgage Bonds, 6.55% Series due 2003 . .	$ 40,000,000
18.	First Mortgage Bonds, 6.00% Series due 2003 . .	$ 25,000,000
19.	First Mortgage Bonds, 7.10% Series due 2023 . .	$ 25,000,000
20.	First Mortgage Bonds, 6.15% Series due 2003 . .	$ 50,000,000
21.	First Mortgage Bonds, 7.30% Series due 2024 . .	$ 25,000,000

Other Long-Term Debt (including capital leases; excluding premiums and discounts) . . $290,893,000

Applicant had $38,000,000 of short-term debt outstanding at December 31, 1993.

FOURTH: There is attached hereto as Exhibit A financial statements, including balance sheets and statements of income and retained earnings of the Applicant as of September 30, 1993.

FIFTH: To provide Applicant with necessary capital for the purposes set forth herein, Applicant proposes, with the consent and approval of your Honorable Commission, to extend the authority granted to Applicant in Case No. 93-1230-EL-AIS, by Order dated September 9, 1993, to issue and sell up to $160,000,000 aggregate principal amount of its First Mortgage Bonds (the "New Bonds") through June 30, 1995. Applicant was authorized to issue and sell up to $160,000,000 aggregate principal amount of its First Mortgage Bonds in one or more transactions through June 30, 1994. Pursuant to such authority, Applicant has issued $75,000,000 aggregate principal amount of its First Mortgage Bonds, Designated Secured Medium Term Notes. Because of the volatility of interest rates and market conditions generally, it may be necessary to delay issuing some of the additional bonds until after June 30, 1994. Applicant, therefore, requests that the authority previously granted be extended until June 30, 1995.

Each series of New Bonds will mature in not less than 9 months and not more than 42 years (the "New Bonds"). The interest rate of the New Bonds is to be fixed either by (i) competitive bidding or (ii) through negotiation with underwriters or agents, in which case the New Bonds will be offered for sale at an initial public offering price resulting in a yield to maturity which shall not exceed by more than 2.5% the yield to maturity on United States Treasury Bonds of comparable maturity at the time of pricing of the New Bonds. The commission payable to agents or underwriters will not exceed 1.25% of the principal amount of the New Bonds sold.

It is difficult to determine, under present market conditions, whether it would be more advantageous to Applicant to sell its New Bonds with a 42-year or some shorter maturity. It is in the public interest, however, that Applicant be afforded the necessary flexibility to adjust its financing program to developments in the markets for medium and long-term debt securities when and as they occur in order to obtain the best possible price, interest rate and terms for its New Bonds. It is proposed, therefore, that Applicant will decide at a subsequent date whether there will be more than one series, and on the maturity of each series of the New Bonds. Applicant will agree to specific redemption provisions, if any, at the time of the pricing of the New Bonds.

SIXTH: The New Bonds will be issued under and secured, together with the Applicant's presently outstanding First Mortgage Bonds, and any Bonds of other series hereafter issued, by the Mortgage and Deed of Trust, dated as of October 1, 1938, as supplemented and amended (the "Mortgage"), as to be further supplemented and amended by one or more Supplemental Indentures. Copies of the forms of Supplemental Indenture for New Bonds proposed to be utilized by Applicant for one or more series of the New Bonds (except for provisions such as interest rate, maturity, redemption terms and certain administrative matters are attached hereto as Exhibits B and C, respectively). Such forms of Supplemental Indenture contain a more complete description of the terms of the New Bonds.

* * *

SEVENTH: In addition to the issuance of the New Bonds, Applicant further proposes, subject to necessary authorization, to issue and sell from time to time through June 30, 1995, in one or more series, up to $85,000,000 aggregate par value of its Cumulative Preferred Stock, par value $25 per share and/or par value $100 per share (the "New Stock"). In Case No. 93-1230-EL-AIS, by Order dated September 9, 1993, Applicant was authorized to issue and sell through June 30, 1994, up to $100,000,000 aggregate par value of its Cumulative Preferred Stock. Pursuant to that authority, Applicant has issued $85,000,000 aggregate par value of its Cumulative Preferred Stock. Because of the volatility of rates and market conditions generally, it may be necessary to delay issuance of the remaining $15,000,000 aggregate par value of Cumulative Preferred Stock until after June 30, 1994; therefore, such amount has been included in this Application.

The dividend rate (which will be expressed in a multiple of $.01 in the case of $25 par value series and in a multiple of .01% in the case of $100 par value series) and the amount per share to be paid by Applicant as compensation to the purchasers of the New Stock will be determined at the time of the sale or sales by competitive bidding. If market conditions should not be propitious for the sale of the New Stock on a competitive bidding basis, Applicant proposes to place the New Stock privately with institutional investors or to negotiate with underwriters for the sale of the New Stock. If Applicant sells the New Stock on a negotiated or private basis, it may pay as underwriting compensation or a commission or similar fee an amount not greater than 3.0% of the aggregate par value of the New Stock.

The dividend rate (based on the par value) of the New Stock will be a rate which will result in a yield, calculated by dividing (a) the annual dividend (expressed in dollars) by (b) an amount equal to (i) the price to be paid to Applicant less (ii) the underwriting compensation or the commission or similar fee paid by Applicant, which will not exceed by more than 3.0% the yield to maturity on United States Treasury Bonds, the maturity of which is closest to the average life of the New Stock based on amounts to be retired pursuant to any mandatory retirement provisions at the date of pricing (for purposes of perpetual cumulative preferred stock, the 30 year United States Treasury Bond will be used). The dividend rate would be determined by negotiation with institutional investors or with underwriters for the sale of the New Stock and would, in Applicant's judgment, represent the lowest cost available to it. If Applicant determines to issue the New Stock in more than one series, Applicant may wish to sell one or more series on a competitive bid basis and one or more series on a negotiated basis.

Applicant will agree to specific redemption provisions, if any, and sinking fund provisions, if any, at the time of the pricing of the New Stock.

The New Stock will be issued pursuant to an Amendment to the Amended Articles of Incorporation of the Applicant to be adopted by the Board of Directors of the Applicant setting forth the designations and relative rights, preferences, qualifications, limitations or restrictions of each series of New Stock. A copy of the Certificate of Amendment filed with this Commission in its most recent offering of cumulative preferred stock in November 1993 is attached hereto as Exhibit D. It is proposed that substantially the same form of Certificate of Amendment (except for obvious variable terms such as par value, dividend rate, sinking fund provisions, if any, and redemption provisions, if any), will be used by Applicant for each series of the New Stock. Such form of Certificate of Amendment contains a more complete description of the terms of the New Stock.

EIGHTH: The issuance of the New Bonds and/or the New Stock will be effected in compliance with all applicable indenture, charter and other standards relating to debt and equity securities and capitalization ratios of Applicant.

NINTH: Any proceeds realized from the sale of the New Bonds and/or New Stock (collectively, the "Securities") will be used to refund directly or indirectly long-term debt and cumulative preferred stock, to repay short-term indebtedness or for other corporate purposes. At December 31, 1993, Applicant had approximately $38,000,000_ of short-term debt outstanding.

Applicant's First Mortgage Bonds, 9-7/8% Series due 2020, ($50,000,000 principal amount outstanding) are not redeemable prior to August 1, 1995 if the redemption is to refund the bonds through the use of funds borrowed by the Company at an effective interest cost of less than 9.92% per annum. Applicant's First Mortgage Bonds, 9.625% Series due 2021 ($50,000,000 principal amount outstanding) are not redeemable prior to June 25, 1996. Applicant may purchase such bonds through tender offer, negotiated, open market or other forms of purchase or otherwise by means other than redemption, if they can be refunded at a lower effective cost. Applicant proposes to treat said premiums as an issuance expense of the New Bonds to be amortized over the life of the New Bonds.

Applicant's Cumulative Preferred Stock ($100 voting) 8.04% Series (150,000 shares outstanding) may be redeemed at their regular redemption price of $102.58 per share; Applicant's Cumulative Preferred Stock ($100 voting) 7.60% Series (350,000 shares outstanding) may be redeemed at their regular redemption price of $102.26 per share; Applicant's Cumulative Preferred Stock ($100 voting) 7-6/10% Series (350,000 shares outstanding) may be redeemed at their regular redemption price of $102.11 per share. Applicant may redeem said series of cumulative preferred stock if they can be refunded at a lower effective cost and proposes to treat said premiums and the unamortized premiums of the 8.04% Series, 7.60% Series and 7-6/10% Series as an issuance expense of the New Stock to be amortized over the life of the New Stock. Applicant intends to utilize deferred tax accounting for the premium expense, in order to properly match the amortization of the expense and the related tax effect.

TENTH: The actual cost of the Securities will be determined at the time of the sale or sales thereof. The net effect on revenue requirements resulting from issuance of the Securities will be reflected in the determination of required revenue in rate proceedings in which all factors affecting rates are taken into account according to law.

* * *

WHEREFORE: Applicant prays for authority from your Honorable Commission to issue and sell in the manner set forth herein up to $85,000,000 principal amount of its First Mortgage Bonds, in one or more new series, with a maturity of not less than nine months and not more than forty-two years, to be secured by the Mortgage and up to $85,000,000 aggregate par value of its Cumulative Preferred Stock, in one or more series, and to apply the proceeds of the sale thereof, all as proposed and described in this Application.

Applicant prays for all other and further relief necessary and appropriate in the premises.

Respectfully submitted this 26th day of January, 1994.

OHIO POWER COMPANY

By _/s/ G. P. Maloney_________
Vice President

By /s/ John F. Di Lorenzo, Jr.
Secretary

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STATE OF OHIO   )
) SS:
COUNTY OF FRANKLIN   )

Before me, a Notary Public in and for Franklin County in the State of Ohio, personally appeared G. P. Maloney and John F. Di Lorenzo, Jr., Vice President and Secretary, respectively, of Ohio Power Company, the Applicant in the foregoing application, and each being duly sworn says that the facts and allegations herein contained are true to the best of his knowledge and belief.

_/s/ Mary M. Soltesz_____
Notary Public
My Commission expires 7-13-94

Dated: January 26, 1994

EXHIBIT A

Financial Statements of Applicant as of September 30, 1993

EXHIBIT B

Form of Supplemental Indenture - New Bonds

EXHIBIT C

Form of Supplemental Indenture - MTNs

EXHIBIT D

Form of Certificate of Amendment for the New Stock