

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

Certificate of compliance with terms by public utility company under Rule 24

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FILER

AEP GENERATING CO /OH/

CIK: **857571** | IRS No.: **311033833** | State of Incorpor.: **OH** | Fiscal Year End: **1231**
Type: **35-CERT** | Act: **35** | File No.: **070-08237** | Film No.: **94500556**
SIC: **4911** Electric services

Business Address
1 RIVERSIDE PLZ
COLUMBUS OH 43215
6142231000

UNITED STATES OF AMERICA

BEFORE THE

SECURITIES AND EXCHANGE COMMISSION

In the matter of	:	
	:	
AEP GENERATING COMPANY	:	
AMERICAN ELECTRIC POWER COMPANY, INC.	:	
1 Riverside Plaza	:	CERTIFICATE OF
Columbus, Ohio 43215	:	NOTIFICATION
	:	
(70-8237)	:	
Public Utility Holding Company	:	
Act of 1935	:	

THIS IS TO CERTIFY THAT AEP GENERATING COMPANY ("Generating") and AMERICAN ELECTRIC POWER COMPANY, INC. ("AEP"), in accordance with the terms and conditions of, and for the purposes represented by, the Application - Declaration herein and the Order of the Securities and Exchange Commission with respect thereto, dated December 10, 1993, HCAR No. 35-25943, have carried out the transactions set forth below:

On November 18, 1993, the Board of Directors of AEP Generating Company authorized the payment of a \$1,300,000 dividend out of paid-in capital to American Electric Power Company, Inc., subject to approval of this Commission. Such dividend was paid on December 15, 1993.

Generating and AEP will file a "past tense" opinion of counsel as to all the transactions authorized by the aforementioned Order of the Commission in this proceeding at the time the last of such transactions has been carried out.

AEP GENERATING COMPANY
AMERICAN ELECTRIC POWER COMPANY, INC.

By: _____/s/ G. P. Maloney _____
Vice President

Dated: January 4, 1994

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