

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 30, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN
(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.
1 Riverside Plaza, Columbus, Ohio 43215
(Name of issuer of the securities held)

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Employee Benefit Trusts Committee

Date: June 25, 2003

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INDEPENDENT AUDITORS' REPORT

American Electric Power Service Corporation, as Plan Administrator:

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2002 and 2001, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Plan management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2002 and 2001, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the Table of Contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

DELOITTE & TOUCHE LLP
Columbus, Ohio
June 25, 2003

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AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | As of | As Of December | |
|---|-------------------|----------------------|--------------------------|
| | December 31, 2002 | Participant Directed | Non-Participant Directed |
| ASSETS: | | | |
| Investments: | | | |
| Group Annuity, Bank Investment and Other Fixed Income Contracts | \$ 848,003,235 | \$ 578,126,683 | \$ |
| American Electric Power Company, Inc. - Common Stock | 478,716,705 | 375,886,712 | 1 |
| Registered Investment Company Funds | 763,651,665 | 702,992,316 | |
| Fidelity Institutional Cash Portfolio Fund | 30,612,743 | 20,533,760 | |
| Participant Loans | 43,986,815 | 15,746,700 | |
| Total Investments | 2,164,971,163 | 1,693,286,171 | 1 |
| Other Receivables | 1,881,506 | - | |
| NET ASSETS AVAILABLE FOR BENEFITS | \$2,166,852,669 | \$1,693,286,171 | \$1 |

See notes to financial statements.

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AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | Year Ended December 31, 2002 | | | Year |
|--|------------------------------|--------------------------|-------|----------------------|
| | Participant Directed | Non-Participant Directed | Total | |
| | | | | Participant Directed |

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NET INVESTMENT INCOME:

| | | | | |
|---|-----------------|---------------|-----------------|----------------|
| Interest | \$ 33,317,009 | \$ - | \$ 33,317,009 | \$ 32,752,47 |
| Dividends | 34,843,399 | - | 34,843,399 | 22,561,65 |
| Net Appreciation (Depreciation) in Fair Value of Investments | (314,703,562) | 849,510 | (313,854,052) | (168,854,01 |
| Total Net Investment Income (Loss) | (246,543,154) | 849,510 | (245,693,644) | (113,539,88 |
| INTERFUND TRANSFERS | (165,961) | 165,961 | - | 149,24 |
| TRANSFERS FROM OTHER QUALIFIED PLANS | - | - | - | 2,907,87 |
| CONTRIBUTIONS: | | | | |
| Participants | 108,595,791 | - | 108,595,791 | 97,738,98 |
| Employer | 25,537,114 | 5,086,876 | 30,623,990 | 14,809,84 |
| Total Contributions | 134,132,905 | 5,086,876 | 139,219,781 | 112,548,82 |
| DISTRIBUTIONS TO PARTICIPANTS | (129,971,864) | (1,758,865) | (131,730,729) | (101,266,53 |
| TRANSFERRED IN FROM CSW PLAN | 603,922,907 | - | 603,922,907 | - |
| TRANSFER TO PARTICIPANT DIRECTED | 112,191,665 | (112,191,665) | - | - |
| INCREASE (DECREASE) IN NET ASSETS | 473,566,498 | (107,848,183) | 365,718,315 | (99,200,48 |
| NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR | 1,693,286,171 | 107,848,183 | 1,801,134,354 | 1,792,486,65 |
| NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR | \$2,166,852,669 | \$ - | \$2,166,852,669 | \$1,693,286,17 |

See notes to financial statements

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AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

1. PLAN DESCRIPTION

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The following description of the American Electric Power System Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

The Plan became effective and commenced operations on January 1, 1978. Employees are eligible to become participants in the Plan on the first day of employment. Generally, eligible employees participating in the Plan may make contributions in 1% increments up to 20% of their salary. Effective August 1, 2002, AEP employees ages 50 and older were able to save an additional \$1,000 in pre-tax dollars for 2002. The employers contribute to the Plan, on behalf of each participant, an amount equal to 75% of the participant's contribution up to 6% of the participant's compensation for each payroll period, subject to certain limitations. All contributions are participant directed. All contributions are deposited to the trust after each pay period. The Tax Reform Act of 1986 restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan. Participants are allowed to change investment elections, change contribution percentages, or move existing fund balances on a daily basis.

Effective June 15, 2000, American Electric Power Company Inc. (the Company) entered into a merger with Central and South West Corporation (CSW). The merger agreement provided that the CSW qualified plans remain in effect until July 1, 2002. The Plan merged with the Central and South West Corporation Retirement Savings (CSW Plan) on December 31, 2002. All assets of the CSW Plan were transferred to the Plan on this date.

Effective January 1, 2002, the AEP Stock Fund, a Plan investment option, was converted to an Employee Stock Ownership Plan (ESOP). As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvesting in the fund. The dividend payouts are made each December and are treated as normal income for tax purposes. The 10 percent early withdrawal penalty for individuals under age 59 1/2 does not apply.

American Electric Power Service Corporation is the Plan Administrator (Plan Administrator). Fidelity Management Trust Company (Fidelity) is the Trustee for all funds except the Fixed Income Fund, and is the Recordkeeper for the entire Plan. Key Trust Company of Ohio, N.A. (Key Trust) is Trustee for the Fixed Income Fund. Effective December 31, 2002, Fidelity replaced Key Trust as trustee for the Managed Income Fund (formerly Fixed Income Fund).

Effective March 1, 2002, participants of any age may direct the investment of a portion or all of the value of the existing employer contributions in the AEP Stock Fund. Also, the employer contributions will be allocated according to the employee's other contribution investment elections. During 2002, participants could direct the investment of their contributions to any combination of the following funds:

The Fixed Income Fund, the objective of which is to invest in contracts with various insurance and financial institutions at varying annual interest rates, maturing over periods approximating five years or less and temporary investments in the Employee Benefits Money Market Fund and the Fidelity Institutional Cash Portfolio.

The AEP Stock Fund, the objective of which is to invest in American Electric Power Company, Inc. (AEP) common stock and temporary investments in the Fidelity Institutional Cash Portfolio Money Market Fund.

The Fidelity Puritan Fund, the objective of which is to invest in a broadly diversified portfolio of domestic and foreign common stocks, and preferred stocks and bonds, including lower-quality, high-yield debt securities. The prospectus for the Puritan Fund indicates that the Puritan Fund is a growth and income fund.

The Fidelity OTC Portfolio, the objective of which is to invest in common stocks, preferred stocks, securities convertible into common stocks, and debt securities that are traded on the over-the-counter (OTC) securities market. The prospectus for the OTC Portfolio indicates that the OTC Portfolio is a growth fund.

The Fidelity Overseas Fund, the objective of which is to invest in foreign securities, including common stocks and securities convertible into common stocks, as well as debt instruments. The prospectus for the Overseas Fund indicates that the Overseas Fund is an international growth fund.

The Fidelity Blue Chip Growth Fund, the objective of which is to invest in a diversified portfolio of common stocks of well-known and established domestic and foreign companies. The prospectus for the Blue Chip Growth Fund indicates that the Blue Chip Growth Fund is a growth fund.

The Fidelity Equity Income Fund, the objective of which is to seek reasonable income and also to consider the potential for capital appreciation. The fund seeks a yield that exceeds the yield on the securities comprising the Standard and Poor's 500 index and normally invests at least 80% of its total assets in income-producing equity securities, while potentially investing in other types of equity securities and debt securities, including lower-quality debt securities.

The Fidelity Low-Priced Stock Fund, the objective of which is to seek capital appreciation by normally investing at least 80% of total assets in low-priced common stocks (\$35 or less at time of purchase), which can lead to investments in small and medium-sized companies.

The Fidelity Freedom Income Fund, the objective of which is to seek high current income and, secondarily, to seek capital appreciation. The fund invests in a combination of Fidelity equity, fixed-income, and money market funds (underlying Fidelity Funds) and allocates its assets among these funds according to a stable asset allocation strategy designed for investors already in retirement.

The Fidelity Freedom 2000 Fund, the objective of which is to seek high total return, by investing in a combination of

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Fidelity equity, fixed-income, and money market funds (underlying Fidelity funds) and allocating its assets among these funds according to an asset allocation strategy that becomes increasingly conservative as Freedom 2000 approaches its target retirement date. Targeted to investors expected to retire around the year 2000.

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The Fidelity Freedom 2010 Fund, the objective of which is to seek high total return, by investing in a combination of Fidelity equity, fixed-income, and money market funds (underlying Fidelity funds) and allocating its assets among these funds according to an asset allocation strategy that becomes increasingly conservative as Freedom 2010 approaches its target retirement date. Targeted to investors expected to retire around the year 2010.

The Fidelity Freedom 2020 Fund, the objective of which is to seek high total return, by investing in a combination of Fidelity equity, fixed-income, and money market funds (underlying Fidelity funds) and allocating its assets among these funds according to an asset allocation strategy that becomes increasingly conservative as Freedom 2020 approaches its target retirement date. Targeted to investors expected to retire around the year 2020.

The Fidelity Freedom 2030 Fund, the objective of which is to seek high total return, by investing in a combination of Fidelity equity, fixed-income, and money market funds (underlying Fidelity funds) and allocating its assets among these funds according to an asset allocation strategy that becomes increasingly conservative as Freedom 2030 approaches its target retirement date. Targeted to investors expected to retire around the year 2030.

The Fidelity Freedom 2040 Fund, the objective of which is to seek high total return, by investing in a combination of Fidelity equity, fixed-income, and money market funds (underlying Fidelity funds) and allocating its assets among these funds according to an asset allocation strategy that becomes increasingly conservative as Freedom 2040 approaches its target retirement date. Targeted to investors expected to retire around the year 2040.

The Fidelity Spartan U.S. Equity Index Portfolio, the objective of which is to invest in a group of common stocks. The prospectus for the Spartan U.S. Equity Index portfolio indicates that the Spartan U.S. Equity Index Portfolio is a growth and income fund which is designed to approximate the composition and total return of the S&P 500. The fund was terminated as an investment option in 2002.

The Fidelity U.S. Equity Index Commingled Pool, the objective of which is to invest 90% of the pools assets in securities of companies which compose the S&P 500 Stock Price Index.

Participants may transfer the value of their own cumulative contributions, in any whole percentage or dollar amount, among

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investments, and change their investment elections on a daily basis. Participants may change their contribution elections coinciding with company payroll periods. Excluding their pre-tax contributions, participants may make an unlimited number of withdrawals of their interest in the Plan, including company matching contributions which are immediately vested. Pre-tax contributions are not eligible for withdrawal by participants not yet age 59-1/2, except under hardship as defined by the Plan or severance of employment.

Participants may borrow from their savings plan accounts, a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from six months to 54 months, or any monthly increment in-between. The loan period cannot extend beyond the date that the participant reaches age 70-1/2. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Eastern edition of the Wall Street Journal, in effect as of the first business day of the calendar quarter in which the loan is taken. Active employees make principal and interest payments through payroll deductions. Retirees/surviving spouses make monthly payments using a coupon book.

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2. ACCOUNTING POLICIES

The accompanying financial statements are prepared on the accrual basis of accounting.

Investments have been recorded based on the trade-date and are reported in the Statements of Net Assets Available for Benefits at fair value or contract value. The AEP Stock Fund investments are valued at year-end quoted closing prices. The year-end valuations for the various Fidelity funds are based on the closing market prices for the underlying securities as provided by the Trustee. The Fixed Income Fund contracts are valued at book value which is equal to cost plus interest, as the contracts are fully benefit responsive.

Dividends and interest income are recorded as earned. These amounts are reinvested by the Trustees in the same funds which generated such income, with the exception of the AEP Stock Fund which pays out or reinvests dividends at the participants' discretion. Investment management fees are accounted for as a reduction in net investment income. All other Plan administration expenses are paid by the employer with the exception of per transaction charges for withdrawals and "minimum required distributions" which are borne by the participants.

Distributions are recorded when paid. There were no amounts due to participants who requested distributions from the Plan for the years ended December 31, 2002 and 2001.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. INVESTMENT CONTRACT VALUATION

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The Plan has a fixed income fund with Key Trust as Trustee, which invests primarily in fully benefit responsive investment contracts. Key Trust maintains the assets in a custodian account. Effective December 31, 2002, Fidelity replaced Key Trust as trustee for the Managed Income Fund (formerly Fixed Income Fund). There are no reserves against contract value for credit risk of the contract issuer or otherwise. The account is credited with earnings on the underlying investments and charged for Plan withdrawals (credited interest rates ranged from 7.53% to 2.21% for both 2002 and 2001). The average yield was 4.61% and 5.82% for fiscal years ending December 31, 2002 and 2001, respectively. The investment is recorded in the financial statements based on the contract value of the underlying investment contracts, which approximates fair value, as reported to the Plan by Fidelity. Contract value represents contributions made under the contract, plus earnings, less withdrawals.

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4. INVESTMENTS EXCEEDING 5% OF THE PLAN NET ASSETS

Investments exceeding five percent of net assets were:

| | Fair Value | |
|--|---------------|---------------|
| | December 31, | |
| | 2002 | 2001 |
| AEP Common Stock - Participant Directed . . . | \$478,716,705 | \$375,886,712 |
| Fidelity Blue Chip Growth Fund. | \$208,225,489 | \$186,856,235 |
| Fidelity US Equity Index Pool | \$163,332,010 | - |
| Fidelity Managed Income Portfolio II. | \$212,009,396 | - |
| AEP Common Stock - Non-Participant Directed . \$ | - | \$103,093,336 |
| Fidelity Spartan U.S. Equity Index Portfolio. \$ | - | \$227,166,030 |
| Fidelity OTC Portfolio. \$ | - | \$124,351,349 |

5. NET DEPRECIATION IN FAIR VALUE OF INVESTMENTS

During 2002 and 2001, the Plan's investments (including investments bought, sold as well as held during the year) depreciated in value by \$(313,854,052) and \$(163,498,266), respectively, as follows:

| | December 31, | |
|---|------------------|-----------------|
| | 2002 | 2001 |
| Investments at Fair Value: | | |
| American Electric Power Company, Inc. - | | |
| Common Stock. | \$ (156,578,770) | \$ (31,587,409) |

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Investments at Estimated Fair Value:

| | | |
|---|---------------------|---------------------|
| Registered Investment Companies and Group Annuity, Bank Investment and Other Fixed Income Contracts | (157,275,282) | (131,910,857) |
| | ----- | ----- |
| Total | \$(313,854,052) | \$(163,498,266) |
| | ===== | ===== |

6. FEDERAL INCOME TAX

The Internal Revenue Service (IRS) has determined that the Plan meets the requirements of Section 401(a) of the Code; therefore, the Plan is exempt from federal income tax pursuant to Section 501(a) of the Code.

The Plan obtained its latest determination letter on November 13, 1997, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Under current income tax laws and regulations, participants are not subject to federal income tax on the employer contributions to their accounts or on the accumulated earnings on employee and employer contributions until such amounts are distributed to participants. Employees have the option to make contributions to the Plan on a pre-tax basis, in which case federal income tax is deferred until such amounts are distributed.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

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8. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

9. LEGAL ISSUES

In the fourth quarter of 2002 and the first quarter of 2003, three lawsuits were filed on behalf of the Plan against American Electric Power Company, Inc. (AEP), certain AEP executives, and AEP's Employee Retirement Income Security Act (ERISA) Plan Administrator alleging violations of ERISA in the selection of AEP stock as an investment alternative, breach of fiduciary duties and breach of contract and in the allocation of assets to AEP Stock. The ERISA actions are pending in federal District Court, Columbus, Ohio. The actions are in the initial pleading stage. AEP intends to vigorously defend against these actions.

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

ASSETS HELD AS OF DECEMBER 31, 2002

| | NUMBER OF SHARES/UNITS | FAIR/CONTRACT VALUE | COST |
|--|---------------------------|------------------------|---------------|
| THE FIXED INCOME FUND: | | | |
| Fixed Income Contract - AIG Life Insurance Company 7.53% effective annual yield to July 31, 2003 | | \$ 24,728,637 | \$ 24,728,637 |
| Fixed Income Contract - Fidelity Managed Income Portfolio II variable annual yield with an indeterminate maturity date. | | 212,009,396 | 212,009,396 |
| Group Annuity Contract - Key Bank EPL Variable annual yield with an indeterminate maturity date. | | 30,031,551 | 30,031,551 |
| Group Annuity Contract - Metropolitan Life Inc. Company 4.58% effective annual yield to April 30, 2003 | | 63,848,718 | 63,848,718 |
| Group Annuity Contract - Monumental Life Insurance Company 5.65% effective annual yield to January 30, 2004 | | 16,219,286 | 16,219,286 |
| Group Annuity Contract - National Westminster Bank 2.21% effective annual yield to October 31, 2005 | | 24,956,496 | 24,956,496 |
| Group Annuity Contract - New York Life Insurance Company 5.83% effective annual yield to January 31, 2003 | | 15,462,103 | 15,462,103 |
| Group Annuity Contract - New York Life Insurance Company 5.44% effective annual yield to April 29, 2005 | | 16,173,464 | 16,173,464 |
| Fixed Income Contract - Norwest Bank Minnesota variable annual yield with an indeterminate maturity date. | | 50,850,206 | 50,850,206 |
| Group Annuity Contract - | | | |

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| | | |
|---|------------|------------|
| Principle Mutual Life 6.00% effective annual yield to October 31, 2003 | 44,928,482 | 44,928,482 |
| Group Annuity Contract - Protective Life Insurance Company 6.39% effective annual yield to April 30, 2004 | 11,259,443 | 11,259,443 |
| Group Annuity Contract - Prudential Insurance Company America 6.00% effective annual yield to indeterminate maturity date. | 11,178,747 | 11,178,747 |
| Group Annuity Contract - Rabobank Nederland variable annual yield with an indeterminate maturity date. | 63,305,201 | 63,305,201 |
| Group Annuity Contract - Rabobank Nederland variable annual yield with an indeterminate maturity date. | 63,301,745 | 63,301,745 |

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AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

ASSETS HELD AS OF DECEMBER 31, 2002 (Continued)

| | NUMBER OF SHARES/UNITS | FAIR/CONTRACT VALUE | COST |
|--|---------------------------|------------------------|------------|
| THE FIXED INCOME FUND (Continued) | | | |
| Group Annuity Contract - Security Life of Denver Insurance Company 6.60% effective annual yield to August 3, 2004 | | 31,095,299 | 31,095,299 |
| Group Annuity Contract - Security Life of Denver Insurance Company 5.25% effective annual yield to May 1, 2006. | | 20,786,084 | 20,786,084 |
| Group Annuity Contract - State Street Bank & Trust Company 6.60% effective annual yield to indeterminate maturity date. | | 55,184,895 | 55,184,895 |
| Group Annuity Contract - Transamerica Life & Annuity variable annual yield with an indeterminate maturity date. | | 61,427,432 | 61,427,432 |
| Group Annuity Contract - Travelers Insurance Co. 4.67% effective annual yield to indeterminate maturity date. | | 31,256,050 | 31,256,050 |

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| | | | |
|--|-------------------|-----------------|-----------------|
| Subtotal. | | 848,003,235 | 848,003,235 |
| Fidelity Institutional Cash | | | |
| Portfolio Fund | 28,862,251 Units | 28,862,251 | 28,862,251 |
| TOTAL - THE FIXED INCOME FUND . . . | | \$ 876,865,486 | \$ 876,865,486 |
| THE AEP STOCK FUND: | | | |
| American Electric Power Company, Inc. | | | |
| Common Stock \$6.50 par value | 12,370,951 Shares | \$ 478,716,705 | \$ 561,925,665 |
| Fidelity Institutional | | | |
| Cash Portfolio Fund | 1,750,492 Units | 1,750,492 | 1,750,492 |
| TOTAL - THE AEP STOCK FUND. | | \$ 480,467,197 | \$ 563,676,157 |
| REGISTERED INVESTMENT COMPANY: | | | |
| The Fidelity Blue Chip Growth Fund . . | 6,519,270 Units | \$ 208,225,489 | \$ 245,513,588 |
| The Fidelity Equity Income Fund. . . . | 2,033,460 Units | 80,667,359 | 83,042,985 |
| The Fidelity Freedom 2000 Fund | 597,456 Units | 6,577,986 | 7,117,959 |
| The Fidelity Freedom 2010 Fund | 1,843,548 Units | 21,090,187 | 25,360,685 |
| The Fidelity Freedom 2020 Fund | 1,850,659 Units | 19,691,012 | 26,057,824 |
| The Fidelity Freedom 2030 Fund | 510,381 Units | 5,226,305 | 6,509,772 |
| The Fidelity Freedom 2040 Fund | 101,343 Units | 593,872 | 682,459 |
| The Fidelity Freedom Income Fund . . . | 1,019,508 Units | 10,806,784 | 11,274,815 |
| The Fidelity Low-Priced Stock Fund . . | 2,275,612 Units | 57,277,157 | 59,792,678 |
| The Fidelity OTC Portfolio | 3,998,483 Units | 95,603,737 | 158,660,055 |
| The Fidelity Overseas Fund | 1,089,668 Units | 23,972,707 | 34,454,475 |
| The Fidelity Puritan Fund. | 4,470,362 Units | 70,587,021 | 76,919,779 |
| The Fidelity U.S. Equity Index Pool. . | 6,217,435 Units | 163,332,010 | 163,331,952 |
| Fidelity Retire MMKT | 30 Units | 39 | 39 |
| TOTAL - REGISTERED INVESTMENT COMPANY | | \$ 763,651,665 | \$ 898,719,065 |
| PARTICIPANT LOANS (interest rate ranging from 7.00% through 10.5% maturing through June 2006) | | \$ 43,986,815 | \$ 43,986,815 |
| TOTAL INVESTMENTS | | \$2,164,971,163 | \$2,383,247,523 |

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|----------------------------------|
| 23 | Consent of Deloitte & Touche LLP |

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Certification Pursuant to Section 1350 of
Chapter 63 of Title 18 of the United States Code

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EXHIBIT 23

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

CONSENT OF INDEPENDENT AUDITORS

American Electric Power Company, Inc.:

We consent to the incorporation by reference in Post-Effective Amendment No. 3 to Registration Statement No. 33-1052 of American Electric Power System Retirement Savings Plan (formerly the American Electric Power System Employees Saving Plan) on Form S-8 of our report dated June 25, 2002 appearing in this Annual Report on Form 11-K of American Electric Power System Retirement Savings Plan for the year ended December 31, 2002.

DELOITTE & TOUCHE LLP
Columbus, Ohio
June 30, 2003

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EXHIBIT 99A

AMERICAN ELECTRIC POWER SYSTEM
RETIREMENT SAVINGS PLAN

This Certification is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. This Certification shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise stated in such filing.

Certification Pursuant to Section 1350 of Chapter 63
of Title 18 of the United States Code

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I, J. Steven Kiser, the secretary of the Employee Benefits Trust Committee of American Electric Power Service Corporation, certify that (i) the Annual Report of the American Electric Power System Retirement Savings Plan (the "Plan") on Form 11-K for the year ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ J. Steven Kiser

J. Steven Kiser
June 30, 2003

A signed original of this written statement required by Section 906 has been provided to the Plan and will be retained by the Plan and furnished to the Securities and Exchange Commission or its staff upon request.