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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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June 19, 1998

U.S. Nuclear Regulatory Commission  
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One White Flint North  
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**Re: Merger of Central and South West Corporation and American Electric Power Corporation, Inc. (the parent holding company of Indiana Michigan Power Company, holder of Facility Operating License Nos. DPR-58 and DPR-74 for the Donald C. Cook Nuclear Plant, Units 1 and 2) (Docket Nos. 50-315 and 50-316)**

Ladies and Gentlemen:

In connection with the proposed merger between Central and South West Corporation ("CSW") and American Electric Power Corporation, Inc. ("AEP"), Central Power and Light Company (a wholly-owned subsidiary of CSW) has submitted an application for transfer of control of its interest in Operating Licenses Nos. NPF-76 and NPF-80 for the South Texas Project, Units 1 and 2 (Docket Nos. 50-498 and 50-499). This letter is to advise you that the merger will not result in direct or indirect transfer of control of the licenses for the Donald C. Cook Nuclear Plant, Units 1 and 2. Indiana Michigan Power Company, the sole holder of Facility Operating License Nos. DPR-58 and DPR-74, will remain a wholly-owned subsidiary of AEP. After the merger, the controlling interest in AEP will remain with the present shareholders and the present members of the Board of Directors of AEP will constitute a majority on the Board.

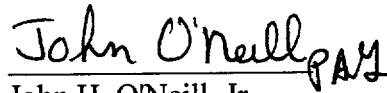
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If you have any questions or require additional information, please contact me at the telephone number below.

Very truly yours,

A handwritten signature in dark ink, reading "John O'Neill" followed by a stylized "Jr." or "AY" monogram.

John H. O'Neill, Jr.  
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cc: Regional Administrator, NRC Region III  
Resident Inspector, D. C. Cook  
NRR Project Manager, D. C. Cook