

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
November 15, 2013

APPALACHIAN POWER COMPANY

(Exact name of registrant as specified in its charter)

Virginia
(State of other jurisdiction
of incorporation)

333-191392
(Commission
File Number)

54-0124790
(IRS Employer
Identification No.)

1 Riverside Plaza, Columbus, Ohio
(Address of principal executive offices)

43215
(Zip Code)

Registrant's telephone number, including area code

(614) 716-1000

APPALACHIAN CONSUMER RATE RELIEF FUNDING LLC

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction
of incorporation)

333-191392-01
(Commission
File Number)

46-3706150
(IRS Employer
Identification No.)

1 Riverside Plaza, Columbus, Ohio
(Address of principal executive offices)

43215
(Zip Code)

Registrant's telephone number, including area code

(614) 716-3627

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events

On the date hereof Appalachian Power Company (“APCo”) and Appalachian Consumer Rate Relief Funding LLC (the “Issuing Entity”) issued the Senior Secured Consumer Rate Relief Bonds as described in the Preliminary Prospectus Supplement dated November 1, 2013 and the Final Prospectus Supplement dated November 6, 2013. In connection with this issuance APCo and the Issuing Entity are filing the exhibits listed in Item 9.01(d) below.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 5.1 | Opinion of Sidley Austin LLP with respect to legality. |
| 8.1 | Opinion of Sidley Austin LLP with respect to federal tax matters. |
| 23.1 | Consent of Sidley Austin LLP (included in its opinions filed as Exhibits 5.1 and 8.1). |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APPALACHIAN POWER COMPANY

/s/ Thomas G. Berkemeyer

By: Thomas G. Berkemeyer

Title: Assistant Secretary

**APPALACHIAN CONSUMER RATE RELIEF FUNDING
LLC**

/s/ Thomas G. Berkemeyer

By: Thomas G. Berkemeyer

Title: Assistant Secretary

Date: November 15, 2013

INDEX TO EXHIBITS

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Exhibit 5.1

November 15, 2013

Appalachian Power Company
 Appalachian Consumer Rate Relief Funding LLC
 1 Riverside Plaza
 Columbus, Ohio 43215

Re: Appalachian Consumer Rate Relief Funding LLC

Ladies and Gentlemen:

We have acted as special counsel to Appalachian Power Company (“APCo”) and Appalachian Consumer Rate Relief Funding LLC, a Delaware limited liability company (the “Company”), in connection with the issuance and registration of \$380,300,000 aggregate principal amount of Consumer Rate Relief Bonds (the “Consumer Rate Relief Bonds”) of the Company. In that connection, reference is made to the Registration Statement filed on Form S-3 (Registration Nos. 333-191392 and 333-191392-01) filed on September 26, 2013, as amended by Amendment No. 1 filed October 24, 2013 and as further amended by Amendment No. 2 filed October 29, 2013 (collectively, the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). The Consumer Rate Relief Bonds are to be issued under an Indenture (the “Base Indenture”) between the Company and U.S. Bank National Association, a national banking association, as indenture trustee (the “Trustee”), as supplemented by a Series Supplement (the “Series Supplement” and, together with the Base Indenture, the “Indenture”) between the Company and the Trustee, the final form of each of which was filed as an exhibit to a Form 8-K on November 12, 2013.

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We are familiar with the proceedings taken and proposed to be taken by the Company in connection with the proposed authorization, issuance and sale of the Consumer Rate Relief Bonds. We have examined and relied upon originals, or copies of originals, certified or otherwise identified to our satisfaction of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and other instruments, and examined such questions of law and satisfied ourselves to such matters of fact as we deemed relevant or necessary as a basis for this letter. In rendering the opinions expressed in this letter, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals and

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the conformity with the original documents of any copies thereof submitted to us for examination. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company or others.

Based on and subject to the foregoing and the other limitations, qualifications and assumptions set forth herein, we are of the opinion that:

1. The Company is a limited liability company validly existing and in good standing under the laws of the State of Delaware.
2. The Company has limited liability company power and authority to execute and deliver the Indenture and to authorize and issue the Consumer Rate Relief Bonds and to perform its obligations under the Indenture and the Consumer Rate Relief Bonds.
3. The Consumer Rate Relief Bonds are validly issued and binding obligations of the Company.

Our opinion is subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer and other similar laws relating to or affecting creditors' rights generally and to general equitable principles (regardless of whether considered in a proceeding in equity or at law), including concepts of commercial reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief.

This letter is limited to the Limited Liability Company Act of the State of Delaware and the laws of the State of New York (excluding the securities laws of the State of New York). We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to (i) the posting of a copy of this letter to an internet website required under Rule 17g-5 under the Exchange Act and maintained by APCo solely for the purpose of complying with such rule and (ii) the filing of this letter as an exhibit to the Registration Statement and to all references to our firm included in or made a part of the Registration Statement. In giving the foregoing consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP



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Exhibit 8.1

November 15, 2013

Appalachian Power Company
 Appalachian Consumer Rate Relief Funding LLC
 1 Riverside Plaza
 Columbus, Ohio 43215

Re: Appalachian Consumer Rate Relief Funding LLC

Ladies and Gentlemen:

We have acted as special counsel to Appalachian Power Company (“APCo”) and Appalachian Consumer Rate Relief Funding LLC, a Delaware limited liability company (the “Company”), in connection with the issuance and registration of \$380,300,000 aggregate principal amount of Consumer Rate Relief Bonds (the “Consumer Rate Relief Bonds”) of the Company. In that connection, reference is made to the Registration Statement filed on Form S-3 (Registration Nos. 333-191392 and 333-191392-01) filed on September 26, 2013, as amended by Amendment No. 1 filed October 24, 2013 and as further amended by Amendment No. 2 filed October 29, 2013 (collectively, the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”). The Consumer Rate Relief Bonds are to be issued under an Indenture (the “Base Indenture”) between the Company and U.S. Bank National Association, a national banking association, as indenture trustee (the “Trustee”), as supplemented by a Series Supplement (the “Series Supplement” and, together with the Base Indenture, the “Indenture”) between the Company and the Trustee, the final form of each of which was filed as an exhibit to a Form 8-K on November 12, 2013.

We are familiar with the proceedings taken and proposed to be taken by the Company in connection with the proposed authorization, issuance and sale of the Consumer Rate Relief Bonds. We have examined and relied upon originals, or copies of originals, certified or otherwise identified to our satisfaction of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and other instruments, and examined such questions of law and satisfied ourselves to such matters of fact as we deemed relevant or necessary as a basis for this letter. In rendering the opinions expressed in this letter, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original documents of any copies thereof submitted to us for examination. As to any facts material to the opinions expressed herein that we have not

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independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company or others.

Based upon the foregoing, it is our opinion that for U.S. federal income tax purposes, (1) the Company will not be treated as a taxable entity separate and apart from APCo and (2) the Consumer Rate Relief Bonds will be treated as debt of APCo.

Our opinion is limited to the United States federal income tax matters specifically covered hereby, and we have not been asked to address, nor have we addressed, any other tax consequences regarding the transaction referred to above or any other transaction. This opinion is rendered as of the date hereof and is based on the current provisions of the Internal Revenue Code and the Treasury regulations issued or proposed thereunder, Revenue Rulings, Revenue Procedures and other published releases of the Internal Revenue Service and current case law, any of which can change at any time. Any change could apply retroactively and modify the legal conclusions upon which our opinions are based. This opinion is rendered as of the date hereof and we do not undertake, and hereby disclaim, any obligation to advise you of any changes in law or fact, whether or not material, that may be brought to our attention at a later date.

We are furnishing this opinion to you solely in connection with the issuance of the Consumer Rate Relief Bonds described above, and this opinion is not to be relied on, circulated, quoted or otherwise referred to for any other purpose. However, we hereby consent to (i) the posting of a copy of this letter to an internet website required under Rule 17g-5 under the Exchange Act and maintained by APCo solely for the purpose of complying with such rule and (ii) the filing of this opinion as an exhibit to the Registration Statement and to the references to this Firm in the Prospectus under the section captioned "Prospectus Summary— Federal Income Tax Status," the Prospectus under the section captioned "Material U.S. Federal Income Tax Consequences," the Prospectus under the section captioned "Legal Matters," and the Prospectus Supplement under the section captioned "Material U.S. Federal Income Tax Consequences." In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the related rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Sidley Austin LLP
