

Springfield, Illinois

OFFICIAL FILE

ILLINOIS COMMERCE COMMISSION

Re: Aqua Illinois, Inc.

Docket No. 07-0514

ORIGINAL

The following information and documents are furnished pursuant to the Commission's order entered November 28, 2007 as the supplemental report required to be filed pursuant to 83 Illinois Administrative Code 240 covering the period July 1, 2008 through September 30, 2008:

a) In respect to the issuance and sale of:

2) Bonds and other securities

A) The principal amount of bonds, notes or other evidences of indebtedness issued and sold or disposed of, stated separately for each kind of security;

Water Facilities Revenue Bonds – Series 2007 – Tax Exempt – Issued by the Illinois Finance Authority

3) All classes of securities

A) the names of all persons, firms or corporations acquiring such securities, giving a description of the securities acquired by each such person and the consideration furnished by each, from the issuer, insofar as known to the issuer:

i) who either were or thereby became an "affiliated interest" of the issuer within the meaning of Section 8a of the Public Utilities Act of Illinois (including individuals acting as nominees or trustees for such affiliated interest), or

ii) for the purpose of resale;

None

B) the amount of proceeds realized from the sale of stock, bonds, notes, or other evidences of indebtedness; or in case such stock, bonds, notes or other evidences of indebtedness are not sold for

ILLINOIS COMMERCE COMMISSION

2008 NOV 19 10 09 AM

CHIEF CLERK'S OFFICE

cash, the nature and value of the consideration received therefore; and

See attached schedule

- C) a detailed statement of all expenses incurred in connection with the issuance and sale of said stock, bonds, notes or other evidences of indebtedness.

See attached schedule

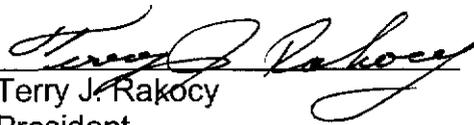
- b) In respect to application of proceeds:
The purpose or the purposes to which the proceeds of the sale of stock, bonds, notes or other evidences of indebtedness have been applied.

See attached schedule

- c) In respect to unapplied proceeds:
Amount or amounts of proceeds remaining unapplied to the purpose or purposes specified in the order of the Commission.

See attached schedule

I hereby verify that the information presented above, to the best of my knowledge, is a true and accurate statement for the period in conjunction with the Company's sale of New Debt authorized by the Commission in Docket No. 07-0514.

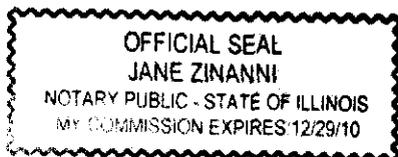

Terry J. Rakocy
President

State of ILLINOIS County of KANKAKEE

Subscribed and sworn to before me this 18th day of NOVEMBER 2008

Notary Public: Jane Zinanni

My Commission expires: 12-29-10



Aqua Illinois, Inc.
Part 240 Reports of Issuance and Sale or Disposal of Securities
and the Application of Proceeds
Quarter Ending September 30, 2008

Water Facilities Revenue Bonds - Series 2007 - Tax Exempt issued by the Illinois Finance Authority	\$ 17,000,000
---	---------------

Total proceeds realized

Interest income received on proceeds (12/1/07 through 9/30/08)	\$ 323,274
--	------------

Issuance expenses incurred with Series 2007 Tax Exempt Bonds
see detail schedule below

\$ 1,218,929

Application Fee to Illinois Finance Authority	\$ 1,500
State commission filing fee - Illinois Commerce Commission	40,800
Legal services - Jones Day	104,703
UPS charges & UCC filing fee - Jones Day	103
Analytical services - Standard & Poors	14,000
Trustee fee - Trustee Council Tim O'Neill	5,000
Counsel to US Bank - Willow Grove Bank	2,500
Printing charges - Cenveo	3,138
Legal services - Chapman & Cutler	51,285
Bond insurance premium - MBIA Insurance Corp.	346,000
Closing costs paid to Illinois Finance Authority	130,900
Underwriter's counsel fee - Charity & Associates PC	9,000
Underwriting Fee (3% of \$17,000,000) - Edward Jones	<u>510,000</u>

Total Expenses incurred	<u>\$ 1,218,929</u>
-------------------------	---------------------

Bond Issuance Expenses Allowed from Bond Proceeds	\$ (686,000)
---	--------------

2% of \$17,000,000 for Issuance Costs	\$ 340,000
MBIA Insurance Costs	<u>346,000</u>

Total Proceeds Applied	<u>\$ 686,000</u>
------------------------	-------------------

Application of Bond Proceeds	\$ (3,073,787)
------------------------------	----------------

Disbursement of funds from Construction Fund-Kankakee Division	\$ 1,152,845
Disbursement of funds from Construction Fund-Hawthorn Woods Division	268,564
Disbursement of funds from Construction Fund-Vermilion Division	<u>1,652,378</u>

Total Proceeds Applied from Construction Fund	<u>\$ 3,073,787</u>
---	---------------------

Unapplied Proceeds	\$ 13,563,487
--------------------	---------------