

**OFFICIAL FILE**  
**ILLINOIS COMMERCE COMMISSION**

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

**ORIGINAL**  
ILLINOIS COMMERCE  
COMMISSION

2011 AUG 26 A 11:02

CHIEF CLERK'S OFFICE

THE PEOPLES GAS LIGHT AND COKE )  
COMPANY )

Informational Statement pursuant to Section )  
6-102(d) of the Public Utilities Act in connection )  
with the proposed issuance and sale of up to \$250 )  
million aggregate principal amount of bonds or )  
notes or a combination thereof, in one or more )  
series. )

01-0655

THIRTY-NINTH REPORT

The Peoples Gas Light and Coke Company ("Company") respectfully submits this thirty-ninth report, for the period ended June 30, 2011 with respect to the bonds authorized by the order of the Commission entered on November 7, 2001, in the above-entitled Docket No. 01-0655. (Reference is made to the initial report to the Commission in this Docket for the period ended December 31, 2001, dated February 27, 2002.)

On February 6, 2003, the Company issued \$50,000,000 in principal amount of its First and Refunding Mortgage Bonds, Series KK, to the Illinois Development Finance Authority ("IDFA"). IDFA contemporaneously sold \$50,000,000 principal amount of its Gas Supply Refunding Revenue Bonds, Series 2003A to the underwriters, LaSalle Capital Markets, A Division of ABN AMRO Financial Services Inc., and Loop Capital Markets, LLC at 98.622% of the principal amount (i.e., \$98.622 per one hundred dollars face amount) for an aggregate consideration of \$49,311,000, which was then loaned by IDFA to the Company. The Series KK Bonds, which will mature on February 1, 2033, bear interest at a rate of 5.00% per annum.

The proceeds realized from the issuance of the Series KK Bonds have been used to redeem the Company's previously issued \$50,000,000, 6.875% First and

## Refunding Mortgage Bonds, Series X.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series KK Bonds.

On February 27, 2003, the Company also issued and sold its \$50,000,000 First and Refunding Mortgage Bonds, Series MM-1, to the initial purchaser, Banc One Capital Markets, Inc., at 99.317% of the principal amount (i.e., \$99.317 per one hundred dollars face amount) for an aggregate consideration of \$49,658,500. The Series MM-1 Bonds, which would have matured on March 1, 2010, bore an interest rate of 4.00% per annum.

The proceeds realized from the sale of the Series MM-1 Bonds have been used for the purpose of refunding short-term indebtedness.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series MM-1 Bonds.

On October 15, 2003, Peoples Gas completed a registered exchange offer of \$50,000,000 principal amount of 4.00% Series MM-2 Bonds due March 1, 2010 for all of the outstanding Series MM-1 Bonds. The Series MM-2 Bonds matured on March 1, 2010.

On April 29, 2003, the Company also issued and sold its \$75,000,000 First and Refunding Mortgage Bonds, Series NN-1, to the initial purchasers, Banc of America Securities LLC and U.S Bancorp Piper Jaffray, Inc., at 99.920% of the principal amount (i.e., \$99.920 per one hundred dollars face amount) for an aggregate consideration of \$74,940,000. The Series NN-1 Bonds, which would have matured on May 1, 2013, bore an interest rate of 4.625% per annum. On October 15, 2003, Peoples Gas completed a registered exchange offer of \$75,000,000 principal amount of 4.625% Series NN-2 bonds due May 1, 2013 for all of the outstanding Series NN-1 bonds.

The proceeds realized from the sale of the Series NN-1 Bonds have been used for the purpose of refunding the \$75,000,000, 6.37% First and Refunding Mortgage Bonds, Series CC.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series NN-1 Bonds.

On November 3, 2008, the Company issued and sold \$45,000,000 in principal amount of its First and Refunding Mortgage Bonds, Series SS, to the initial purchasers, Companion Life Insurance Company, Thrivent Financial For Lutherans, and United of Omaha Life Insurance Company at 100% of the principal amount (i.e., \$100.00 per one hundred dollars face amount) for an aggregate consideration of \$45,000,000. The Series SS Bonds, which will mature on November 1, 2013, bear an interest rate of 7.00% per annum.

The proceeds realized from the sale of the Series SS Bonds have been used for the purpose of refunding short-term indebtedness.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series SS Bonds.

On November 3, 2008, the Company also issued and sold \$5,000,000 in principal amount of its First and Refunding Mortgage Bonds, Series TT, to the initial purchaser, Unum Life Insurance Company of America at 100% of the principal amount (i.e., \$100.00 per one hundred dollars face amount) for an aggregate consideration of \$5,000,000. The Series TT Bonds, which will mature on November 1, 2018, bear an interest rate of 8.00% per annum.

The proceeds realized from the sale of the Series TT Bonds have been used for the purpose of refunding short-term indebtedness.

No entity is or became an "affiliated interest" of the Company within the

meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series TT Bonds.

On September 30, 2009, the Company issued and sold \$75,000,000 in principal amount of its First and Refunding Mortgage Bonds, Series UU, to the initial purchasers, Country Life Insurance Company, Modern Woodmen of America, The Lincoln National Life Insurance Company, Metropolitan Life Insurance Company, Pacific Life Insurance Company, Southern Farm Bureau Life Insurance Company, and Thrivent Financial For Lutherans at 100% of the principal amount (i.e. \$100.00 per one hundred dollars face amount) for an aggregate consideration of \$75,000,000. The Series UU Bonds, which will mature on September 1, 2019, bear an interest rate of 4.63% per annum. \$25,000,000 of the principal amount of these Series UU Bonds were issued by the order of this Docket No. 01-0655 and \$50,000,000 of the principal amount were issued by the order of Docket No. 09-0207. (Reference is made to the Second Report to the Commission to Docket No. 09-0207 for the period ended September 30, 2009, dated November 25, 2009.)

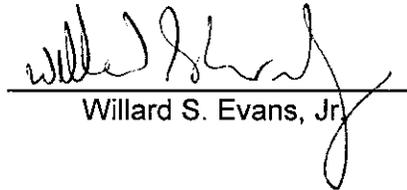
During the period ended June 30, 2011, the Company incurred the following expenses on its books in connection with the issuance and sale of said Series KK, MM-2, NN-2, SS, TT and UU Bonds:

	Docket 01-0655 Three Months Ended <u>June 30, 2011</u>	Total UU Bonds Three Months Ended <u>June 30, 2011</u>	Docket 01-0655 Cumulative Total at <u>June 30, 2011</u>	Cumulative Total UU Bonds at <u>June 30, 2011</u>
<b>Series KK</b>				
-Accounting Fee			\$23,000.00	
-Legal Fees and Expenses			110,694.79	
-Rating Fee			30,000.00	
-Insurance Fee			1,324,642.36	
-Underwriters Discount			381,150.00	
-IDFA Issuance Fee			92,500.00	
-Trustee Fee			7,350.00	
-Acceptance Fee			<u>1,500.00</u>	
			\$1,970,837.15	
<b>Series MM-2 (Matured March 1, 2010)</b>				
-Filing Fee			\$15,867.28	
-Accounting Fee			34,000.00	
-Rating Fee			66,800.00	
-Initial Purchaser's Fee			312,500.00	
-Legal Fees and Expenses			51,881.65	
-SEC Registration Fee			4,045.00	
-Acceptance Fee			1,500.00	
-ICC Issuance Fee			<u>100,000.00</u>	
			\$586,593.93	
<b>Series NN-2</b>				
-Filing Fee			\$15,867.28	
-Accounting Fee			25,000.00	
-Rating Fee			86,250.00	
-Legal Fees and Expenses			29,488.42	
-Acceptance Fee			1,500.00	
-SEC Registration Fee			6,068.00	
-Underwriters Discount			487,500.00	
-ICC Issuance Fee			<u>150,000.00</u>	
			\$801,673.70	
<b>Series SS</b>				
-Accounting Fee			\$10,350.00	
-Placement Agent Fee			272,599.19	
-Legal Fees and Expenses			198,664.36	
-ICC Issuance Fee			90,000.00	
-Trustee Fee			<u>2,700.00</u>	
			\$574,313.55	
<b>Series TT</b>				
-Accounting Fee			\$1,150.00	
-Placement Agent Fee			30,288.80	
-Legal Fees and Expenses			22,073.83	
-ICC Issuance Fee			10,000.00	
-Trustee Fee			<u>300.00</u>	
			\$63,812.63	
<b>Series UU (1)</b>				
-ICC Issuance Fee			\$50,000.00	\$170,000.00
-Legal Fees and Expenses			35,563.13	106,689.40
-Placement Agent Fee			135,839.61	407,518.82
-Accounting Fee			6,500.00	19,500.00
-Rating Fee			21,000.00	63,000.00
-Trustee Acceptance Fee			<u>500.00</u>	<u>1,500.00</u>
			\$249,402.74	\$768,208.22

Note: (1) \$75 million Series UU Bonds were issued under docket 01-0655 (\$25 million) and 09-0207 (\$50 million). Other than the ICC issuance fee, which was directly charged under each docket, other issuance costs are split 1/3 and 2/3 between the docket.

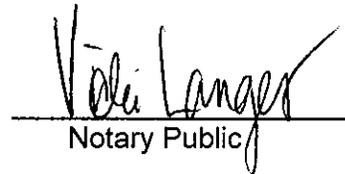
STATE OF ILLINOIS        )  
                                      ) SS  
COUNTY OF COOK         )

Willard S. Evans, Jr., being first duly sworn, on oath states that he is President of The Peoples Gas Light and Coke Company, that he has read the foregoing report and knows the contents thereof, and that the facts stated therein are true to the best of his knowledge, information and belief.

  
\_\_\_\_\_  
Willard S. Evans, Jr.

Subscribed and sworn to before me this 24th day of August, 2011.



  
\_\_\_\_\_  
Notary Public