

ILLINOIS-AMERICAN WATER COMPANY

Illinois-American Water Company's )  
Informational Statement under Section )  
6-102(d) of the Public Utilities Act )

Docket No. 10-0738

**SPECIAL REPORT – 3rd Quarter 2011**

TO THE ILLINOIS COMMERCE COMMISSION:

Pursuant to Administrative Code Section 240.20, Petitioner submits the following report for the period July 1 through September 30, 2011.

a) In respect to the issuance and sale of:

1) Capital Stock

A) and B) Not applicable.

2) Bonds and other securities

A) and B) Petitioner did not issue any securities during the reporting period pursuant to Docket No. 10-0378

3) All classes of securities

A) Reported previously.

B) As of September 30, 2011 the Company has issued total long-term debt in the amount of \$6 million under the approval granted in this docket. This was issued in the form of a Promissory Note to the Company's financing affiliate, American Water Capital Corp. (AWCC). There was no discount or premium associated with the issuance.

C) As of September 30, 2011, the total issuance costs incurred by IAWC associated with the securities issued pursuant to the authority granted in Docket No. 10-0738 have been \$2,432.1. The itemization of this amount is as follows:

<b>Underwriter Fees</b>	<b>Legal Fees</b>	<b>Misc. Fees</b>	<b>ICC Fees</b>	<b>Total Issuance Costs</b>
\$0	\$2,432.1	\$0	\$0	\$2,432.1

b) In respect to application of proceeds:

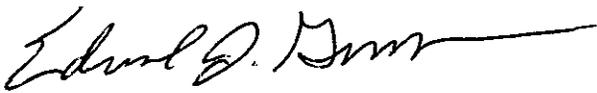
Proceeds from the Promissory Note were used to reduce the Company's outstanding short-term debt balance which, in turn, had been increased by \$6 million to fund the retirement of the original \$6 million 9.625% Note on February 23, 2011.

c) In respect to unapplied proceeds:

As of September 30, 2011, IAWC had remaining unapplied proceeds from the authorization granted in Docket No. 10-0738 in the amount of \$54,085,000. The Company will continue to file reports pursuant to this docket until all debt issues identified as refunding candidates in the ICC's Order in Docket No. 10-0738 have been refunded, or the expiration of the authorization granted in Docket No. 10-0738 expires.

Dated November 28, 2011.

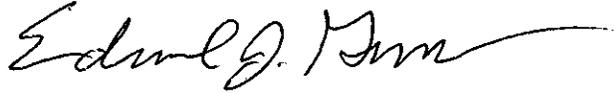
ILLINOIS AMERICAN WATER COMPANY

By: 

Edward J. Grubb  
Assistant Treasurer  
Illinois American Water Company

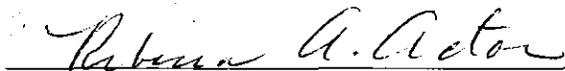
**VERIFICATION**

Edward J. Grubb, Assistant Treasurer of Illinois American Water Company, being first duly sworn, deposes and states that he is familiar with the facts stated in the foregoing Special Report and that said facts are true and correct to the best of his knowledge, information and belief.



Edward J. Grubb  
Assistant Treasurer  
Illinois American Water Company

SUBSCRIBED and SWORN to before me this  
28 day of November, 2011.



Notary Public

