



ILLINOIS
AMERICAN WATER

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ILLINOIS COMMERCE COMMISSION March 4, 2013

Ms. Elizabeth A. Rolando, Chief Clerk
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701

Re: Docket Nos. 12-0576/12-0577 (Consol) – Special Report

Dear Ms. Rolando,

In accordance with Illinois Administrative Code Title 83, Part 240, enclosed for filing on behalf of Illinois American Water Company are an original and three copies of a Special Report in Docket Nos. 12-0576/12-0577 (Consol).

Please file the report and return a file-marked copy to the undersigned in the enclosed return envelope.

Very truly yours,

Scott W. Rungren
Financial Analyst
American Water Company
727 Craig Road
St. Louis, MO 63141

Enclosures

cc: Sheena Kight-Garlich

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STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ILLINOIS-AMERICAN WATER COMPANY

Illinois-American Water Company's)	Docket Nos. 12-0576/12-0577
Informational Statement under Section)	(Consol)
6-102(d) of the Public Utilities Act)	

THIS SPECIAL REPORT INCLUDES THE FOLLOWING:

4rd Quarter 2012 Report

TO THE ILLINOIS COMMERCE COMMISSION:

Pursuant to Administrative Code Section 240.20, Petitioner submits the following report for the period of October 1, 2012 through December 31, 2012.

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) Pursuant to Docket Nos. 12-0576/12-0577 (Consol), Petitioner issued the following security during the reporting period:

Amount & Type of Security	Date Issued	Rate	Price/\$100
\$15,000,000 Promissory Note	12/17/2012	4.30%	99.81% of Principal

3) All classes of securities

A) The security identified above was issued to American Water Capital Corp. ("AWCC"), which is the financing subsidiary of American Water Works Company, and an affiliate of Illinois American Water Company. This amount, \$15,000,000, was part of a \$67,800,000 Promissory issued to AWCC, and has a

maturity date of December 1, 2042. The remaining amount, \$52,800,000, was issued under authority granted in ICC Docket Nos. 10-0738. The Company is also filing a 240 report for 4th quarter 2012 pursuant to the Order in that docket.

B) As of December 31, 2012 the Company has issued total long-term debt in the amount of \$15 million under the approval granted in this docket. This debt was issued in the form of a Promissory Note to the Company's financing affiliate, American Water Capital Corp. (AWCC). The \$15 million was issued on December 17, 2012 at a discount of \$27,300, or at 99.81% of the principal amount.

C) As of December 31, 2012, the total issuance costs incurred by IAWC associated with the securities issued pursuant to the authority granted in Docket Nos. 12-0576/12-0577 (Consol) have been \$193,816. The itemization of this amount is as follows:

Underwriter Fees	Legal Fees	Misc. Fees	ICC Fees	Total Issuance Costs
\$131,250	\$6,295	\$20,271	\$36,000	\$193,816

b) In respect to application of proceeds:

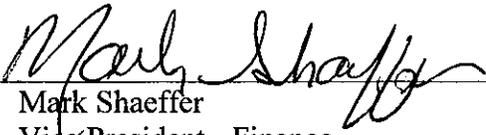
Proceeds from the new issuance, \$15,000,000, were used to reduce the Company's outstanding short-term debt balance.

c) In respect to unapplied proceeds:

As of December 31, 2012, IAWC has no remaining unapplied proceeds from the authorization granted in Docket Nos. 12-0576/12-0577 (Consol). The Company has utilized the full authorization granted by the ICC and, thus, will not issue any additional securities pursuant to this docket. IAWC is expecting to be billed for additional legal fees in the first quarter of 2013, which will be included in the Company's first quarter 2013 report.

Dated March 4, 2013.

ILLINOIS AMERICAN WATER COMPANY

By: 
Mark Shaeffer
Vice President - Finance
Illinois American Water Company

VERIFICATION

Mark Shaeffer, Vice President – Finance 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.



Mark Shaeffer
Vice President - Finance
Illinois American Water Company

SUBSCRIBED and SWORN to before me this
4th day of March, 2013.



Notary Public

