

Re: Aqua Illinois, Inc.
Docket No. 13-0646 and 13-0647 (Cons.)

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL
FINAL REPORT

The following information and documents are furnished pursuant to the Commission's order entered December 18, 2013 as the supplemental report required to be filed pursuant to Title 83 Illinois Administrative Code 240 covering the period December 18, 2013 through June 30, 2014:

- 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;

Bond Refinancing #6662 with Aqua America, Inc.
"2014 Pushdown Debt"
 - Aqua America Senior Unsecured Notes - 5.22%
 - Aqua America Senior Unsecured Notes - 3.57%
 - 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

ILLINOIS COMMERCE
COMMISSION

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other evidences of indebtedness are not sold for 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

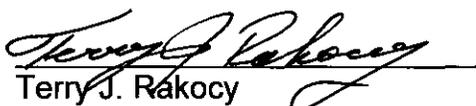
- b) In respect to application of proceeds:
The purpose or the purposes to which the proceeds of the sale of stock, bonds, notes or other evidences of indebtedness have been applied.

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 Nos. 13-0646 and 13-0647 (Cons.).


Terry J. Rakocy
President

State of ILLINOIS County of KANKAKEE

Subscribed and sworn to before me this 30 day of June, 2014

Notary Public: Barb Rusebeck

My Commission expires: May 29, 2016

Aqua Illinois, Inc.
Part 240 Reports of Issuance and Sale or Disposal of Securities
and the Application of Proceeds
Period Ending June 30, 2014
Final Report - All Transactions Completed

Aqua America Senior Unsecured Notes - 5.22%	6/24/2028	\$ 6,500,000
Aqua America Senior Unsecured Notes - 3.57%	6/14/2027	<u>16,575,000</u>
Bond Refinancing #6662 with Aqua America, Inc. "2014 Pushdown Debt"		\$ 23,075,000
Issuance expenses incurred see detail schedule below		<u>\$ 111,886</u>
Legal services - Rooney, Rippie & Ratnaswamy		\$ 20,000
Aqua America Allocated Issuance Costs		<u>91,886</u>
Total Expenses incurred		<u><u>\$ 111,886</u></u>
Application of Bond Proceeds		\$ (23,075,000)
Tax Exempt 5.40% Dated 9/1/2007		\$ 4,370,000
Tax Exempt 4.90% Dated 11/1/2009		\$ 2,640,000
Tax Exempt 5.00% Dated 11/1/2032		9,565,000
FMB 5.20% Dated 12/15/2003		<u>6,500,000</u>
Total Proceeds Applied from Construction Fund		<u><u>\$23,075,000</u></u>
Unapplied Proceeds		\$ -