

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of)
American Transmission Systems)
Incorporated Authority to Issue, Renew)
or Assume Liability on Notes and)
Other Evidences of Indebtedness)
Pursuant to O.R.C. §4905.401)

Case No. 12-2947- EL-AIS

Applicant, American Transmission Systems Incorporated (the "Company"), respectfully represents:

1. The Company, an Ohio corporation, is a "public utility" as defined in O.R.C. §4905.02 and is subject to the jurisdiction of this Commission. The Company is primarily engaged in the transmission of electric energy for sale.
2. Under provisions of O.R.C. §4905.401, the Company, without action by this Commission, could issue, renew or assume liability on notes and other evidences of indebtedness maturing not more than twelve months after the date of such issuance, renewal or assumption of liability (collectively, "Short-Term Notes") of not more than 5% of the par value of the other outstanding stocks, bonds, notes and other evidences of indebtedness of the Company (the "Statutory Exemption Limit"). The Statutory Exemption Limit for the Company at June 30, 2012, is \$38,702,136. During the period January 1, 2012 through December 31, 2012, this Commission, in its Finding and Order in Case No. 11-5774-EL-AIS, *et al.* (the "2011 Order"), authorized the Company to have short-term notes outstanding including the Statutory Exemption Limit, in the aggregate principal amount of not more than \$100,000,000. During the period January 1, 2013 through December

31, 2013 (the "2013 Fiscal Year"), the Company estimates that it may again need to exceed the Statutory Exemption Limit.

3. Pursuant to the provisions of O.R.C. §4905.401, the Company requests the Commission to authorize the Company to have Short-Term Notes outstanding at any one time during the 2013 Fiscal Year in an aggregate principal amount up to \$100,000,000 (the "Authorized Principal") (such Authorized Principal to include the Statutory Exemption Limit).
4. The Company further requests that the Commission approve that the Authorized Principal, or any part thereof issued, renewed or assumed or to be issued, renewed or assumed, be in addition to any long-term financing that the Company may require during the 2013 Fiscal Year and which this Commission may approve pursuant to O.R.C. §4905.40.
5. The Company respectfully represents that the issuance and renewal of, or assumption of liability on, Short-Term Notes, from time to time, and the money to be procured therefrom, are reasonably required and necessary for the Company's lawful capital purposes. Such Short-Term Notes may be issued to provide funds for regulated utility purposes including: current maturities of existing obligations, retirement of securities through open market purchases, redemption of securities through applicable redemption provisions, loans to the Money Pool (as defined in Paragraph 6 below), working capital and for general corporate purposes. Prior to their use, such funds may be invested in highly liquid short-term investments. Pursuant to O.R.C. §4905.41, the Company incorporates herein by reference the following exhibits:

- a. "Exhibit A," Balance Sheet including Statement of Capitalization as of June 30, 2012, and
 - b. "Exhibit B," Statement of Income for the Twelve Months Ended June 30, 2012.
6. This Commission, in its 2011 Order, previously approved a utility money pool contract (the "Money Pool") in order to establish an intra-system financing arrangement, by and among the Company, Ohio Edison Company ("OE"), OE's wholly-owned subsidiary, Pennsylvania Power Company ("Penn Power"), The Toledo Edison Company ("TE"), The Cleveland Electric Illuminating Company ("CEI"), FirstEnergy Corp., solely as a lender, FirstEnergy Service Company, solely as administrator and not as a lender or borrower, Jersey Central Power & Light Company, Pennsylvania Electric Company, Metropolitan Edison Company, Monongahela Power Company, The Potomac Edison Company, West Penn Power Company, Trans-Allegheny Interstate Line Company and Waverly Electric Power & Light Company (each a "Participating Company", collectively called the "Participating Companies"), and the issuance and acquisition of Short-Term Notes of Participating Companies in connection therewith, through December 31, 2012.
7. The Company hereby requests that the Commission's approval of the Money Pool be extended through December 31, 2013 and that the Authorized Principal shall include Short-Term Notes of the Company outstanding under the Money Pool by the Company.
8. The Participating Companies may contribute funds to the Money Pool from the following sources: (a) surplus funds from Participating Companies ("Internal

Funds"), and (b) proceeds borrowed from external sources by the Participating Companies for loan to the Money Pool ("External Funds").

9. The Commission, in its 2011 Order, authorized the Company, through December 31, 2012, to have short-term notes outstanding including the Statutory Exemption, in the aggregate principal amount of not more than \$100,000,000 at any one time and to participate in the Money Pool. During the 2013 Fiscal Year, the Company estimates that it may again need to exceed the Statutory Exemption Limit. Thus, the Company hereby requests the Commission to permit the Company to have short-term notes outstanding including the Statutory Exemption, in the aggregate principal amount of not more than \$100,000,000 at any one time and to participate in the Money Pool by providing Internal or External Funds to Participating Companies through the Money Pool.
10. The Commission, in its 2011 Order authorized the Company, to provide loans to the Money Pool, so long as the aggregate amount loaned to the Money Pool by the Company, CEI, OE and TE did not exceed \$1,000,000,000 to the Participating Companies at any time. The Company hereby requests Commission authorization for the Company, together with CEI, OE and TE, to make loans in the aggregate to the Money Pool not to exceed \$1,000,000,000 outstanding to the Participating Companies (other than the Company, CEI, OE and TE) at any one time.
11. The Company agrees any loans to Participating Companies (other than CEI, OE and TE) made through the Money Pool shall be made only to those Participating Companies that have investment grade or higher credit ratings on their senior secured debt from at least one nationally recognized rating agency, or in the

absence of such rating, investment grade or higher credit ratings on their corporate credit rating. The Company agrees to continue to report the details of its participation in the Money Pool on a quarterly basis to the Director of the Utilities Department of the Commission.

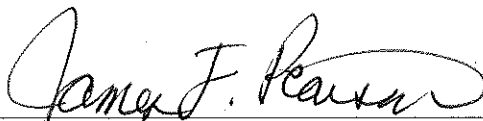
WHEREFORE, the Company prays


(1) That this Commission approves the extension of the Company's participation in the Money Pool through December 31, 2013 and that the Authorized Principal shall include Short-Term Notes of the Company outstanding under the Money Pool by the Company

(2) That this Commission authorizes the Company, during the 2013 Fiscal Year, to issue, renew or assume liability on Short-Term Notes, as requested in this Application, provided however, that the aggregate Short-Term Notes do not exceed \$100,000,000 outstanding at any one time, and provided further that such amount is exclusive of any long-term financing the Company may incur during said period with this Commission's approval.

(3) That this Commission authorizes the Company, during the 2013 Fiscal Year, to provide Internal or External Funds to the Money Pool, as requested in this Application, provided however, that the aggregate amount loaned to the Money Pool by the Company, CEI, OE and TE to the Participating Companies (other than the Company, CEI, OE and TE) does not exceed \$1,000,000,000 outstanding at any one time.

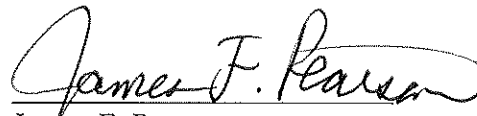
(4) That due to the time sensitive nature of this request, that this Commission issue such Order approving this Application on or before December 21, 2012.

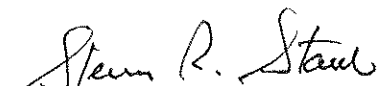
By: 
James F. Pearson
Senior Vice President and Treasurer

By: 
Steven R. Staub
Assistant Treasurer


STATE OF OHIO)
) ss.:
SUMMIT COUNTY)

James F. Pearson and Steven R. Staub, depose and say that they are Senior Vice President and Treasurer, and Assistant Treasurer, respectively, of American Transmission Systems Incorporated, Applicant in the above matter, and that they have read and are fully acquainted and familiar with the contents of the foregoing Application and that the statements therein are true as they verily believe.

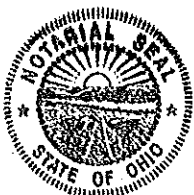

James F. Pearson


Steve R. Staub

Subscribed and sworn to before me
this 9th day of November, 2012


Michele A. Buchtel
Notary Public, State of Ohio
Resident of Summit County
My Commission Expires August 28, 2016


James W. Burk
Attorney for Applicant



Michele A. Buchtel
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 08/28/2016

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED

BALANCE SHEET

(Unaudited)

(In thousands)	June 30, 2012
ASSETS	
CURRENT ASSETS:	
Receivables-	
Associated companies	\$ 450
Other	9,524
Notes receivable from associated companies	134,591
Prepayments and other	1,564
	<u>146,129</u>
UTILITY PLANT:	
In service	1,661,101
Less - Accumulated provision for depreciation	<u>941,641</u>
	719,460
Construction work in progress	<u>116,239</u>
	<u>835,699</u>
DEFERRED CHARGES AND OTHER ASSETS:	
Property taxes	31,700
Regulatory assets	47,267
Other	4,146
	<u>83,113</u>
	<u>\$ 1,064,941</u>
LIABILITIES AND CAPITALIZATION	
CURRENT LIABILITIES:	
Accounts payable to associated companies	\$ 17,696
Accrued taxes	21,301
Accrued interest	9,625
Other	3,017
	<u>51,639</u>
CAPITALIZATION:	
Common stockholder's equity	
Common Stock	1
Other paid-in capital	373,715
Accumulated other comprehensive income	533
Retained earnings	<u>49,017</u>
Total common stockholder's equity	423,266
Long-term debt and other long-term obligations to associated companies	<u>399,728</u>
	<u>822,994</u>
NONCURRENT LIABILITIES:	
Accumulated deferred income taxes	133,666
Accumulated deferred investment tax credits	7,172
Property taxes	31,700
Other	17,770
	<u>190,308</u>
COMMITMENTS, GUARANTEES AND CONTINGENCIES	
	<u>\$ 1,064,941</u>

EXHIBIT A-1

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED
CONSOLIDATED STATEMENT OF CAPITALIZATION
(Unaudited)

<u>(In thousands)</u>	<u>June 30 2012</u>
COMMON STOCKHOLDER'S EQUITY:	
Common stock	\$ 1
Other paid-in capital	373,715
Accumulated other comprehensive loss	533
Retained earnings	49,017
Total	<u>423,266</u>
LONG-TERM DEBT AND OTHER LONG-TERM OBLIGATIONS:	
Unsecured notes-	
5.250% due 2021	400,000
Net unamortized discount on debt	(272)
TOTAL CAPITALIZATION	<u><u>\$ 822,994</u></u>

EXHIBIT A-2

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED

STATEMENT OF INCOME
TWELVE MONTHS ENDED JUNE 30, 2012
(Unaudited)
(In thousands)

REVENUES	\$ 201,600
EXPENSES:	
Operating expenses	55,156
Provision for depreciation	39,562
Amortization of regulatory assets, net	(617)
General taxes	31,797
Total expenses	<u>125,898</u>
OPERATING INCOME	<u>75,702</u>
OTHER INCOME (EXPENSE):	
Miscellaneous income	4,471
Interest expense	(22,464)
Capitalized interest	1,319
Total other expense	<u>(16,674)</u>
INCOME BEFORE INCOME TAXES	59,028
INCOME TAXES	<u>19,395</u>
NET INCOME	<u><u>\$ 39,633</u></u>

EXHIBIT B

This foregoing document was electronically filed with the Public Utilities

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in

Case No(s). 12-2947-EL-AIS

Summary: Application for Authority to Issue, Renew or Assume Liability on Notes and Other Evidences of Indebtedness Pursuant to O.R.C. 4905.401 electronically filed by Ms. Carrie M Dunn on behalf of American Transmission Systems, Incorporated