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April 13, 2015

Mrs. Barcy McNeal
Commission Secretary
The Public Utilities Commission of Ohio
180 East Broad Street
Columbus, OH 43215

SUBJECT: Case No. Case No. 15-0473-EL-AIS

Dear Mrs. McNeal:

Attached please find an *Amended and Restated Exhibit E* to the Application of American Transmission Systems, Incorporated (the "Applicant") in connection with its request for authority to issue, sell or enter into Debt Transactions pursuant to O.R.C. §4905.02 in Case No. 15-0473-EL-AIS. This *Amended and Restated Exhibit E* is being filed at the request of Staff.

Please file one copy of the *Amended and Restated Exhibit E* in Case Nos. 15-0473-EL-AIS, and provide two copies to the Staff. Thank you.

Regards,

A handwritten signature in blue ink, appearing to read "JA Arcuri".

James A. Arcuri
Senior Corporate Counsel

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED

Financing Parameters

Principal Amount: Up to \$400,000,000

Price to the Company: The Company will receive proceeds equal to the offering price which shall not be less than 96 percent of the aggregate principal amount of the Notes inclusive of any Fees or Commissions indicated below.

Fees or Commissions: For each series or issue, any underwriting or sales commission or placement fee will not exceed 1.65% of the aggregate principal amount of such series.

Interest Rate: The interest rate applicable to the Notes will result in a fixed yield to maturity of the holder thereof which does not exceed 300 basis points above the yield to maturity on United States Treasury Bonds of comparable maturity at the time of pricing or issuance, whichever is earlier.

Maturity: No more than 41 years from the date of issuance.

Redemption Price and Other Terms: For each issue, the optional redemption price will not exceed the greater of (i) 100% of the principal amount of the Notes or Bonds being redeemed and (ii) a make-whole price calculated by reference to the present value of then-remaining scheduled principal and interest payments discounted at a rate derived from the then-current yield on US Treasury securities of comparable maturity. Except to the extent specific limitations are imposed by the terms of the Notes or Bonds as negotiated with the underwriters or purchasers thereof, each series or issue will be redeemable as a whole or in part, at the option of the Company, at any time upon appropriate notice.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

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in

Case No(s). 15-0473-EL-AIS

Summary: Exhibit E(Amended and Restated) electronically filed by Ms. Carrie M Dunn on behalf of American Transmission Systems, Incorporated