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November 13, 2015

Mrs. Barcy McNeal
Commission Secretary
The Public Utilities Commission of Ohio
180 East Broad Street
Columbus, OH 43215**SUBJECT: Case No. 15-0473 -EL-AIS**

Dear Mrs. McNeal:

On April 29, 2015, the Public Utilities Commission of Ohio ("**Commission**") issued an order authorizing *American Transmission Systems, Incorporated* ("**ATSI**"), to issue promissory notes or debentures in an aggregate amount not to exceed \$450 million (the "**April 29 Order**"). Ordering Paragraph No. 4 of the April 29 Order provided: "[t]hat after the New Debt authorized by this Order are issued, Applicant shall report to the Commission, as soon as practicable, but no later than 60 days after debt issuance, the terms and full particulars regarding the Securities." By this letter, ATSI provides the report pursuant to Ordering Paragraph No. 4 of the April 29 Order. All capitalized terms used in this letter, without definition, have the meanings assigned to them in the April 29 Order.

On October 21, 2015, ATSI completed an issuance of New Debt comprised of two tranches of its Senior Notes, which mature on April 15, 2026 and October 15, 2045, respectively, pursuant to an Indenture dated as of September 25, 2015, by and between ATSI and U.S. Bank National Association, as trustee. The aggregate principal amount of New Debt issued was \$150,000,000, which has the following terms:

1. \$75 million in 4.00% Senior Notes maturing April 15, 2026 (the "**2026 Notes**") and \$75 million in 5.23% Senior Notes maturing October 15, 2045 (the "**2045 Notes**" and, together with the 2026 Notes, the "**Notes**"); the coupon and issue price on the Notes was determined as follows:

	<u>2026 Notes</u>	<u>2045 Notes</u>
Benchmark	2.000% due 8/15/2025	2.875% due 8/15/2045
Quoted Yield	2.10%	2.93%
Credit spread (bps)	190	230
Final Coupon	4.00%	5.23%

2. Interest on the Notes is payable semi-annually on each April 15 and October 15, beginning April 15, 2016.

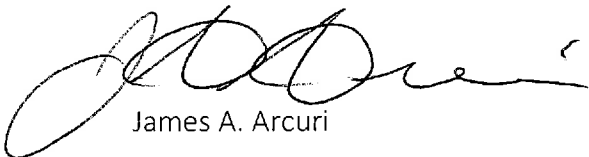
3. The 2026 Notes, will be redeemable, in whole or in part, at ATSI's option, at any time prior to January 15, 2026, at 100% of the principal amount so prepaid, plus the make-whole amount determined for the prepayment date with respect to such principal amount and (ii) at any time on or after January 15, 2026, all the 2026 Notes at 100% of the principal amount so prepaid, together with, in each case, accrued interest to the redemption date.
4. The 2045 Notes, will be redeemable, in whole or in part, at ATSI's option, at any time prior to April 15, 2045, at 100% of the principal amount so prepaid, plus the make-whole amount determined for the prepayment date with respect to such principal amount and (ii) at any time on or after April 15, 2045, all the 2045 Notes at 100% of the principal amount so prepaid, together with, in each case, accrued interest to the redemption date.
5. The Notes are senior unsecured general obligations of ATSI and rank equally with all of ATSI's existing and future unsecured and unsubordinated indebtedness.
6. The net proceeds resulting from the issuance of the Notes were used to (i) to repay short term borrowings (ii) to fund capital expenditures, including with respect to our transmission expansion plans, and (iii) for working capital needs and other general business purposes.
7. ATSI's net proceeds of \$148,892,935 from the sale of the Notes reflects the following fees and expenses:

Placement Agent fees	\$ 825,000
Trustee's fees and expenses	\$ 5,470
Counsel fees and expense*	\$ 268,890
Electronic data room fees	\$ 7,705

*Amount includes legal fees and expenses of placement agent, purchasers and ATSI.

Please file the letter in this proceeding and provide two copies to the Staff. Thank you.

Regards,



James A. Arcuri

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

Summary: Correspondence electronically filed by Ms. Carrie M Dunn on behalf of American Transmission Systems, Incorporated