

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

|                                     |   |                    |
|-------------------------------------|---|--------------------|
| In the Matter of the Application of | ) |                    |
| American Transmission Systems,      | ) |                    |
| Incorporated for Authority          | ) |                    |
| to Issue, Sell, or Enter into       | ) | No. 14-0777-EL-AIS |
| Debt Transactions                   | ) |                    |

Applicant, American Transmission Systems, Incorporated (the “Company”) hereby submits this Application, pursuant to O.R.C. §4905.40, and 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 the Public Utilities Commission of Ohio (the “Commission”). The Company is primarily engaged in the transmission of electric energy for sale to consumers within the State of Ohio and Commonwealth of Pennsylvania under rates and tariffs approved by the Federal Energy Regulatory Commission (“FERC”).
2. The Company has authorized capital stock as set forth in **Exhibit A** filed herewith, incorporated herein and made a part hereof, the number of shares of which are outstanding as of recent date is also set forth in **Exhibit A**.
3. The Company has issued and there is outstanding as of a recent date evidence of indebtedness maturing more than twelve months after its date of issuance in the aggregate principal amount set forth in **Exhibit A**, duly authorized by order of the Commission.
4. The Company proposes, subject to the authorization of the Commission, to issue new bonds, notes and other evidence of indebtedness maturing more than twelve

months after their date of issuance in an amount not to exceed \$450 million in the aggregate (the “New Debt”). The New Debt may be issued in one or more issuances, and each issuance is expected to be issued in one or more series of the Company’s unsecured notes or debentures. The New Debt will be issued by no later than June 30, 2015 or within one year of Commission approval, whichever occurs later. The purpose of the New Debt as requested in this Application is to enable the Company to provide funds for the acquisition of property, for the construction, completion, extension, repair, replacement, relocation, or improvement of its facilities, to reimburse its treasury, in part, for monies expended for such purposes, for the refinancing of existing debt, to meet working capital needs, to fund the day-to-day operations of the Company, including to fund loans to the FirstEnergy utility money pool; and for other corporate purposes permitted by law.

5. On December 11, 2013, the Commission authorized the Company to 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”) 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 FirstEnergy utility money pool, working capital and for general corporate purposes, in aggregate principal amounts at any one time outstanding not to exceed \$500 million. That authorization to issue Short-Term Notes will terminate on December 31, 2014. The authorization to

issue the New Debt requested in this Application is in addition to the Company's existing authorization to issue Short-Term Notes.

6. The New Debt is proposed to be offered through negotiated private placements. Each series of such New Debt will mature in not less than one or more than 31 years from the date of issuance. The Company proposes that the Commission authorize the issuance of the New Debt based on the financial parameters (including financial terms and underwriting fees, discounts and commissions) set forth in **Exhibit E** so as to assure that the terms of the New Debt are within reasonable limits. The Company proposes to consummate the sale of the New Debt, in one or more issuances, as market conditions appear to be appropriate, or as the need arises, after the Commission's approval thereof but not later than June 30, 2015.
7. The New Debt will be issued pursuant to one or more note purchase agreements. In addition, the New Debt will be issued under either that certain Indenture dated as of December 15, 2009, from the Company to The Bank of New York Mellon Trust Company, N.A., as trustee, or one or more indentures for unsecured debt securities between the Company and a trustee selected by the Company. The financing terms and underwriting, placement or arrangement fees and commissions of the New Notes will be within the parameters described in **Exhibit E**. The New Debt may also contain provisions limiting or restricting the incurrence of secured debt by the Company or may contain provisions subordinating the rights of holders of such New Debt to payment thereunder to outstanding senior indebtedness of the Company (including, but not limited to, in

connection with offerings of preferred securities by subsidiary trusts or other entities supported by subordinated notes). Any series of New Debt may be issued with the benefit of letters of credit, bond insurance or other similar forms of credit enhancement issued by banks, bond insurance firms or other appropriate financial institutions.

8. The Company hereby undertakes, upon the granting of the authority herein requested, to keep the Commission advised of each issuance of New Debt by providing the Staff with such documents and other information as the Commission Staff may request, and will submit a report following each such issuance showing that the financial terms of such issuance do not exceed the parameters with respect thereto that were approved by the Commission.

9. The Company incorporates herein by reference the following exhibits:

**Exhibit A** Balance sheets of the Company at December 31, 2013, actual and pro forma.

**Exhibit B** Statement of income of the Company for the twelve months ended December 31, 2013, actual and pro forma.

**Exhibit C** Statement of capitalization of the Company at December 31, 2013.

**Exhibit D** Cash requirements of the Company for 2013 (actual) and 2014 (estimated).

**Exhibit E** Financing parameters for the New Debt.

**WHEREFORE**, the Company prays, consistent with the Applications and Exhibits filed herein, that an Order be issued by the Commission without hearing as follows:

- (1) That the Commission approves the Company's application to issue and sell or otherwise incur, from time to time by means of negotiated private placements or otherwise, up to \$450 million principal amount of New Debt (exclusive of any other debt authorized by any other order of the Commission or permitted to be

issued without authorization by the Commission) consistent with the provisions set forth in this Application at the best terms reasonably obtainable by the Company, provided that in all cases such terms are within the parameters described in Exhibit E;

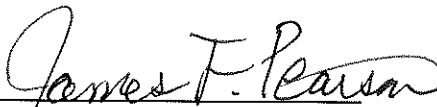
- (2) That the Commission finds that the amount of New Debt (or any proceeds thereof) is just and reasonable and provided further that such amount is exclusive of any short-term financing the Company may incur during said period with the Commission's approval;
- (3) That the Commission finds that the purpose to which at least a portion of the New Debt (or any proceeds thereof) shall be applied is reasonably required by the Company to meet its present and prospective public utility obligations;
- (4) That the Commission grants such other relief as it may deem proper; and
- (5) That due to the time sensitive nature of this request, that the Commission issue such Order approving this Application on or before June 30, 2014.


By: James F. Pearson  
James F. Pearson  
Senior Vice President and Chief Financial Officer

By: Steven R. Staub  
Steven R. Staub  
Vice President and Treasurer

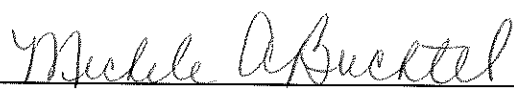
STATE OF OHIO     )  
                              ) ss.:  
SUMMIT COUNTY    )

James F. Pearson and Steven R. Staub, depose and say that they are Senior Vice President and Chief Financial Officer, and Vice President and 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 25<sup>th</sup> day of April, 2014

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

  
James A. Arcuri  
Attorney for Applicant



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

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
(Unaudited)  
Corporate Balance Sheet  
As of December 31, 2013  
(In thousands)

| <u>ASSETS</u>                                 | <u>Actual</u>       | Effect of Proposed<br>Transactions<br><u>Current Filing</u> | <u>Pro Forma</u>    |
|---|---------------------|---|---------------------|
| UTILITY PLANT:                                |                     |   |                     |
| In service                                    | \$ 2,087,776        | \$ -  | \$ 2,087,776        |
| Less - Accumulated provision for depreciation | 839,042             | -   | 839,042             |
|   | <u>1,248,734</u>    | <u>-</u>  | <u>1,248,734</u>    |
| Construction work in progress                 | 89,651              | -   | 89,651              |
|   | <u>1,338,385</u>    | <u>-</u>  | <u>1,338,385</u>    |
| CURRENT ASSETS:                               |                     |   |                     |
| Cash and cash equivalents                     | -                   | 416,250   | 416,250             |
| Receivables-                                  |                     |   |                     |
| Customer                                      | -                   | -   | -                   |
| Associated companies                          | 14,889              | -   | 14,889              |
| Other   | 7,960               | -   | 7,960               |
| Notes receivable from associated companies    | -                   | -   | -                   |
| Prepayments and other                         | 11,865              | -   | 11,865              |
|   | <u>34,714</u>       | <u>416,250</u>  | <u>450,964</u>      |
| DEFERRED CHARGES:                             |                     |   |                     |
| Regulatory assets                             | -                   | -   | -                   |
| Property taxes                                | 52,500              | -   | 52,500              |
| Other   | 4,936               | 4,350   | 9,286               |
|   | <u>57,436</u>       | <u>4,350</u>  | <u>61,786</u>       |
|   | <u>\$ 1,430,535</u> | <u>\$ 420,600</u>   | <u>\$ 1,851,135</u> |

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
(Unaudited)  
Corporate Balance Sheet  
As of December 31, 2013  
(In thousands)

| <u>CAPITALIZATION AND LIABILITIES</u>   | <u>Actual</u>       | <u>Effect of Proposed<br/>Transactions<br/>Current Filing</u> | <u>Pro Forma</u>    |
|---|---------------------|---|---------------------|
| <b>CAPITALIZATION:</b>  |                     |   |                     |
| Common stockholder's equity-  |                     |   |                     |
| Common stock, \$1,000 without par value, authorized 850 shares -<br>1 share outstanding | \$ 1                | \$ -  | \$ 1                |
| Other paid in capital   | 533,719             | -   | 533,719             |
| Accum. Other comprehensive income (loss)  | 454                 | -   | 454                 |
| Retained earnings   | 68,562              | (18,929)  | 49,633              |
| Total common stockholder's equity   | <u>602,736</u>      | <u>(18,929)</u>   | <u>583,807</u>      |
| Long-term debt-   |                     |   |                     |
| Long-term debt and other long-term obligations  | 399,771             | 450,000   | 849,771             |
|   | <u>1,002,507</u>    | <u>431,071</u>  | <u>1,433,578</u>    |
| <b>CURRENT LIABILITIES:</b>   |                     |   |                     |
| Currently payable long-term debt to affiliated companies                                | -                   | -   | -                   |
| Accounts payable-   |                     |   |                     |
| Affiliated companies  | 4,408               | -   | 4,408               |
| Short-term borrowings - affiliated companies  | 537                 | -   | 537                 |
| Accrued taxes   | 38,718              | (10,471)  | 28,247              |
| Interest accrued  | 9,625               | -   | 9,625               |
| Other   | 1,154               | -   | 1,154               |
|   | <u>54,442</u>       | <u>(10,471)</u>   | <u>43,971</u>       |
| <b>NONCURRENT LIABILITIES:</b>  |                     |   |                     |
| Accumulated deferred income taxes   | 212,055             | -   | 212,055             |
| Accumulated deferred investment tax credits   | 6,158               | -   | 6,158               |
| Asset retirement obligation   | 1,333               | -   | 1,333               |
| Retirement benefits   | 874                 | -   | 874                 |
| Property tax credits  | 52,500              | -   | 52,500              |
| Regulatory liabilities  | 81,620              | -   | 81,620              |
| Other   | 19,046              | -   | 19,046              |
|   | <u>373,586</u>      | <u>-</u>  | <u>373,586</u>      |
|   | <u>\$ 1,430,535</u> | <u>\$ 420,600</u>   | <u>\$ 1,851,135</u> |



AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
Pro Forma Journal Entries  
Current Filing  
(In thousands)

|  | <u>Debit</u> | <u>Credit</u> |
|--|--------------|---------------|
| <b>Current Assets:</b>   |              |               |
| Cash and Cash Equivalents  | \$ 445,500   |               |
| <b>Deferred Charges:</b>   |              |               |
| Unamortized Debt Expense   | 4,500        |               |
| <b>Capitalization:</b>   |              |               |
| Long-Term Debt   |              | \$ 450,000    |
| <p>To record the proposed issuances of \$450,000,000, principal amount of long-term debt with an interest rate of 6.5% and related debt issuance costs.<br/>To also record the redemption of associated company long-term debt and currently payable long-term debt.</p> |              |               |
| <b>Capitalization:</b>   |              |               |
| Retained Earnings  | \$ 18,929    |               |
| <b>Current Liabilities:</b>  |              |               |
| Accrued Taxes  | 10,471       |               |
| <b>Current Assets:</b>   |              |               |
| Cash and Cash Equivalents  |              | \$ 29,250     |
| <b>Deferred Charges:</b>   |              |               |
| Unamortized Debt Expense   |              | 150           |
| <p>To record the annual effect on retained earnings resulting from the increase in interest requirements and the amortization of debt expense associated with the above transaction.</p>   |              |               |

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
(Unaudited)  
Corporate Statement of Income  
For the Twelve Months Ended December 31, 2013  
(In thousands)

|   | <u>Actual</u>     | Effect of Proposed<br>Transactions<br><u>Current Filing</u> | <u>Pro Forma</u>  |
|---|-------------------|---|-------------------|
| OPERATING REVENUES                                    | <u>\$ 208,642</u> | <u>\$ -</u>   | <u>\$ 208,642</u> |
| OPERATING EXPENSES AND TAXES:                         |                   |   |                   |
| Other operating costs                                 | 47,586            | -   | 47,586            |
| Provision for depreciation and amortization           | 44,076            | -   | 44,076            |
| General taxes   | 38,810            | -   | 38,810            |
| Income taxes  | 19,672            | (10,471)  | 9,201             |
| Total operating expenses and taxes                    | <u>150,144</u>    | <u>(10,471)</u>   | <u>139,673</u>    |
| OPERATING INCOME                                      | 58,498            | 10,471  | 68,969            |
| OTHER INCOME:   |                   |   |                   |
| Miscellaneous, net                                    | 9,818             | -   | 9,818             |
| OTHER INCOME  | <u>9,818</u>      | <u>-</u>  | <u>9,818</u>      |
| INCOME BEFORE NET INTEREST CHARGES                    | <u>68,316</u>     | <u>10,471</u>   | <u>78,787</u>     |
| NET INTEREST CHARGES:                                 |                   |   |                   |
| Interest on long-term debt                            | 20,853            | 29,250  | 50,103            |
| Allowance for borrowed funds used during construction | (4,006)           | -   | (4,006)           |
| Other interest expense                                | 2,340             | 150   | 2,490             |
| Net interest charges                                  | <u>19,187</u>     | <u>29,400</u>   | <u>48,587</u>     |
| NET INCOME  | <u>\$ 49,129</u>  | <u>\$ (18,929)</u>  | <u>\$ 30,200</u>  |

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
Statement of Income  
For the Twelve Months Ended December 31, 2013  
Estimated Effect of Proposed Transactions  
Current Filing  
(In thousands)

|   |              |                         |
|---|--------------|-------------------------|
| Interest on long-term debt:   |              |                         |
| Annual increase in interest requirements resulting from the proposed issuance of \$450,000,000 of long-term debt with an interest rate of 6.5%. |              | \$ 29,250               |
| Other interest expense:   |              |                         |
| Annual decrease in interest requirements resulting from the redemption of long-term debt to associated companies                                |              | -                       |
| Annual increase in the amortization of debt expense   |              | 150                     |
|   |              | <u>\$ 29,400</u>        |
| Operating Income Taxes:   |              |                         |
| Decrease in state and local income taxes based on 2.004% of the increase in interest expense.   | \$ 589       |                         |
| Decrease in Federal income tax at 34.2978% on a net decrease of income before Federal income taxes of \$28,811,000.                             | <u>9,882</u> | <u>10,471</u>           |
| Decrease in earnings on common stock due to proposed debt issuance  |              | <u><u>\$ 18,929</u></u> |

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
(Unaudited)  
SCHEDULE OF PREFERRED STOCK,  
PREFERENCE STOCK AND LONG-TERM DEBT

PREFERRED STOCK:

The Company is not authorized to issue preferred stock.

| <u>Series</u> | <u>Number of Shares</u> |                    | <u>Redemption<br/>Price<br/>Per Share</u> | <u>Aggregate<br/>Redemption<br/>Amount</u> | <u>Outstanding</u> |
|---------------|-------------------------|--------------------|---|--|--------------------|
|               | <u>Authorized</u>       | <u>Outstanding</u> |   |  |                    |
| No Par Value: |                         |                    |   |  |                    |
| Undesignated  | --                      | --                 |   | --   | --                 |

PREFERENCE STOCK:

The Company is not authorized to issue preference stock.

| <u>Series</u> | <u>Number of Shares</u> |                    | <u>Redemption<br/>Price<br/>Per Share</u> | <u>Aggregate<br/>Redemption<br/>Amount</u> | <u>Involuntary<br/>Liquidation<br/>Value</u> |
|---------------|-------------------------|--------------------|---|--|--|
|               | <u>Authorized</u>       | <u>Outstanding</u> |   |  |  |
| No Par Value: |                         |                    |   |  |  |
| Undesignated  | --                      | --                 |   | --   | --   |

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED  
(Unaudited)  
SCHEDULE OF PREFERRED STOCK,  
PREFERENCE STOCK AND LONG-TERM DEBT (Continued)

LONG-TERM DEBT AND OTHER LONG-TERM OBLIGATIONS:

Long-term debt outstanding at December 31, 2013 consists of the following:

(In thousands)

Long term debt:

5.250% Due 2022

|    |         |
|----|---------|
| \$ | 400,000 |
| \$ | 400,000 |

Long-term debt  
due within one year

|    |   |
|----|---|
| \$ | - |
|----|---|

Total long-term debt

|    |         |
|----|---------|
| \$ | 400,000 |
|----|---------|

## EXHIBIT D

American Transmission Systems, Incorporated  
2013 to 2014  
Sources and Uses of Funds  
(\$ millions)

**SOURCES OF FUNDS**

|                               | <b>Actual</b>        | <b>Forecast</b>        |
|-------------------------------|----------------------|------------------------|
|                               | <b><u>2013</u></b>   | <b><u>2014</u></b>     |
| Debt Obligations              | \$ -                 | \$ 450                 |
| Equity from the Parent        | 160                  | 600                    |
| Retained Earnings             | 35                   | 31                     |
| Non-cash Charges to Income    |                      |                        |
| Prov for Depr & Amort         | 44                   | 53                     |
| Prov for Deferred Taxes & ITC | 42                   | -                      |
|                               | <b><u>\$ 281</u></b> | <b><u>\$ 1,134</u></b> |

**DISPOSITION OF FUNDS**

|                           |                      |                        |
|---------------------------|----------------------|------------------------|
| Construction Expenditures | 275                  | 956                    |
| Long-term Redemptions     | -                    | -                      |
| Common Dividends          | 25                   | -                      |
| Short-term Debt           | -                    | -                      |
| Working Capital and Other | (19)                 | 178                    |
|                           | <b><u>\$ 281</u></b> | <b><u>\$ 1,134</u></b> |

AMERICAN TRANSMISSION SYSTEMS, INCORPORATED

Financing Parameters

**Principal Amount:** Up to \$450,000,000

**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 yield to maturity of the holder thereof which does not exceed 300 basis points about the yield to maturity on United States Treasury Bonds or Bonds of comparable maturity at the time of pricing or issuance, whichever is earlier.

**Maturity:** No more than 31 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**

**4/25/2014 4:38:36 PM**

**in**

**Case No(s). 14-0777-EL-AIS**

Summary: Application for Authority to Issue, Sell, or Enter into Debt Transactions electronically filed by Ms. Carrie M Dunn on behalf of American Transmission Systems, Incorporated