UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended September 30, 2012

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from to

Commission File Number 1-6659

AQUA AMERICA, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of incorporation or organization)	**23-1702594** (I.R.S. Employer Identification No.)
762 W. Lancaster Avenue, Bryn Mawr, Pennsylvania (Address of principal executive offices)	**19010 -3489** (Zip Code)

(610) 527-8000
(Registrant's telephone number, including area code)

(Former Name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12(b)-2 of the Exchange Act.:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of October 24, 2012: 139,941,476

AQUA AMERICA, INC. AND SUBSIDIARIES

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AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In thousands of dollars, except per share amounts)
(UNAUDITED)

	September 30, 2012	December 31, 2011
Assets		
Property, plant and equipment, at cost	$4,953,049	$4,517,966
Less: accumulated depreciation	1,089,684	987,024
Net property, plant and equipment	3,863,365	3,530,942
Current assets:		
Cash and cash equivalents	6,122	8,204
Accounts receivable and unbilled revenues, net	103,715	75,546
Deferred income taxes	10,422	37,758
Inventory, materials and supplies	12,178	11,014
Prepayments and other current assets	13,045	9,775
Assets of discontinued operations held for sale	85,503	263,061
Total current assets	230,985	405,358
Regulatory assets	244,606	240,032
Deferred charges and other assets, net	73,894	56,239
Funds restricted for construction activity	35,575	88,905
Goodwill	38,729	26,944
	$4,487,154	$4,348,420
Liabilities and Equity		
Aqua America stockholders' equity:		
Common stock at $.50 par value, authorized 300,000,000 shares,issued 140,697,726 and 139,525,580 in 2012 and 2011	$ 70,348	$ 69,762
Capital in excess of par value	713,627	686,106
Retained earnings	544,802	508,334
Treasury stock, at cost, 767,178 and 710,482 shares in 2012 and 2011	(14,446)	(13,145)
Accumulated other comprehensive income	76	256
Total Aqua America stockholders' equity	1,314,407	1,251,313
Noncontrolling interest	518	504
Total equity	1,314,925	1,251,817
Long-term debt, excluding current portion	1,519,694	1,395,457
Commitments and contingencies (See Note 13)	—	—
Current liabilities:		
Current portion of long-term debt	40,897	80,429
Loans payable	97,650	107,771
Accounts payable	45,078	67,595
Accrued interest	21,743	14,563
Accrued taxes	32,411	16,694
Dividends payable	24,488	—
Other accrued liabilities	25,385	22,595
Liabilities of discontinued operations held for sale	27,458	137,171
Total current liabilities	315,110	446,818
Deferred credits and other liabilities:		
Deferred income taxes and investment tax credits	634,444	596,644
Customers' advances for construction	75,906	66,198
Regulatory liabilities	48,601	41,292
Other	123,003	122,038
Total deferred credits and other liabilities	881,954	826,172
Contributions in aid of construction	455,471	428,156
	$4,487,154	$4,348,420

See notes to consolidated financial statements beginning on page 9 of this report.

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AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF NET INCOME
(In thousands, except per share amounts)
(UNAUDITED)

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Operating revenues	$570,279	$520,498
Operating expenses:		
Operations and maintenance	199,664	190,241
Depreciation	82,736	77,645
Amortization	3,773	4,041
Taxes other than income taxes	34,700	31,431
	320,873	303,358
Operating income	249,406	217,140
Other expense (income):		
Interest expense, net	58,384	58,460
Allowance for funds used during construction	(3,484)	(5,689)
Gain on sale of other assets	(826)	(475)
Equity earnings in joint venture	(931)	—
Income from continuing operations before income taxes	196,263	164,844
Provision for income taxes	77,310	54,667
Income from continuing operations	118,953	110,177
Discontinued operations:		
Income from discontinued operations before income taxes	18,813	10,454
Provision for income taxes	7,758	11,567
Income (loss) from discontinued operations	11,055	(1,113)
Net income attributable to common shareholders	$130,008	$109,064
Income from continuing operations per share:		
Basic	$ 0.85	$ 0.80
Diluted	$ 0.85	$ 0.79
Income from discontinued operations per share:		
Basic	$ 0.08	$ (0.01)
Diluted	$ 0.08	$ (0.01)
Net income per common share:		
Basic	$ 0.93	$ 0.79
Diluted	$ 0.93	$ 0.79
Average common shares outstanding during the period:		
Basic	139,185	138,081
Diluted	139,751	138,625
Cash dividends declared per common share	$ 0.67	$ 0.63

See notes to consolidated financial statements beginning on page 9 of this report.

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AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF NET INCOME
(In thousands, except per share amounts)
(UNAUDITED)

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011
Operating revenues	$214,565	$191,083
Operating expenses:		
Operations and maintenance	71,268	66,502
Depreciation	28,251	26,129
Amortization	1,320	979
Taxes other than income taxes	13,191	10,771
	114,030	104,381
Operating income	100,535	86,702
Other expense (income):		
Interest expense, net	19,597	19,561
Allowance for funds used during construction	(919)	(1,794)
Gain on sale of other assets	(320)	(216)
Equity earnings in joint venture	(682)	—
Income from continuing operations before income taxes	82,859	69,151
Provision for income taxes	32,575	24,290
Income from continuing operations	50,284	44,861
Discontinued operations:		
Income from discontinued operations before income taxes	819	6,206
Provision for income taxes	444	9,944
Income (loss) from discontinued operations	375	(3,738)
Net income attributable to common shareholders	$ 50,659	$ 41,123
Income from continuing operations per share:		
Basic	$ 0.36	$ 0.32
Diluted	$ 0.36	$ 0.32
Income (loss) from discontinued operations per share:		
Basic	$ 0.00	$ (0.03)
Diluted	$ 0.00	$ (0.03)
Net income per common share:		
Basic	$ 0.36	$ 0.30
Diluted	$ 0.36	$ 0.30
Average common shares outstanding during the period:		
Basic	139,676	138,297
Diluted	140,487	138,951
Cash dividends declared per common share	$ 0.34	$ 0.32

See notes to consolidated financial statements beginning on page 9 of this report.

AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands of dollars)
(UNAUDITED)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Net income attributable to common shareholders	$130,008	$109,064	$50,659	$41,123
Other comprehensive income, net of tax:				
Unrealized holding gain (loss) on investments (1) (2)	139	(277)	42	(373)
Reclassification adjustment for gain reported in net income (3) (4)	(319)	(156)	(153)	(83)
Comprehensive income	$129,828	$108,631	$50,548	$40,667

(1) amounts are net of tax of $73 and $149 for the nine months ended September 30, 2012 and 2011, respectively
(2) amounts are net of tax of $22 and $200 for the three months ended September 30, 2012 and 2011, respectively
(3) amounts are net of tax of $172 and $84 for the nine months ended September 30, 2012 and 2011, respectively
(4) amounts are net of tax of $82 and $45 for the three months ended September 30, 2012 and 2011, respectively

See notes to consolidated financial statements beginning on page 9 of this report.

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AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CAPITALIZATION
(In thousands of dollars, except per share amounts)
(UNAUDITED)

		September 30, 2012	December 31, 2011
Aqua America stockholders' equity:			
Common stock, $.50 par value		$ 70,348	$ 69,762
Capital in excess of par value		713,627	686,106
Retained earnings		544,802	508,334
Treasury stock, at cost		(14,446)	(13,145)
Accumulated other comprehensive income		76	256
Total Aqua America stockholders' equity		1,314,407	1,251,313
Noncontrolling interest		518	504
Total equity		1,314,925	1,251,817
Long-term debt:			
Long-term debt of subsidiaries (substantially secured by utility plant):			
Interest Rate Range	Maturity Date Range		
0.00% to 0.99%	2024 to 2031	3,411	6,777
1.00% to 1.99%	2014 to 2035	35,668	30,030
2.00% to 2.99%	2024 to 2031	12,482	12,798
3.00% to 3.99%	2016 to 2030	24,971	26,593
4.00% to 4.99%	2020 to 2043	367,846	367,226
5.00% to 5.99%	2012 to 2043	381,880	429,128
6.00% to 6.99%	2015 to 2036	64,898	63,253
7.00% to 7.99%	2012 to 2027	36,040	28,995
8.00% to 8.99%	2021 to 2025	24,716	33,957
9.00% to 9.99%	2013 to 2026	34,547	38,447
10.40%	2018	6,000	6,000
		992,459	1,043,204
Notes payable to bank under revolving credit agreement, variable rate, due March 2017		83,000	38,212
Unsecured notes payable:			
Notes at 3.57% due 2027		50,000	—
Notes ranging from 4.62% to 4.87%, due 2013 through 2024		193,000	193,000
Notes ranging from 5.01% to 5.95%, due 2014 through 2037		242,132	242,132
		1,560,591	1,516,548
Less: long-term debt of discontinued operations		—	40,662
		1,560,591	1,475,886
Current portion of long-term debt		40,897	80,429
Long-term debt, excluding current portion		1,519,694	1,395,457
Total capitalization		$2,834,619	$2,647,274

See notes to consolidated financial statements beginning on page 9 of this report.

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AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF EQUITY
(In thousands of dollars)
(UNAUDITED)

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income	Noncontrolling Interest	Total
Balance at December 31, 2011	$69,762	$686,106	$508,334	$(13,145)	$ 256	$ 504	$1,251,817
Net income	—	—	130,008	—	—	14	130,022
Other comprehensive loss net of income tax of $99	—	—	—	—	(180)	—	(180)
Dividends paid	—	—	(68,932)	—	—	—	(68,932)
Dividends declared	—	—	(24,488)	—	—	—	(24,488)
Sale of stock (436,861 shares)	215	9,354	—	163	—	—	9,732
Repurchase of stock (62,997 shares)	—	—	—	(1,464)	—	—	(1,464)
Equity compensation plan (15,518 shares)	8	(8)	—	—	—	—	—
Exercise of stock options (726,068 shares)	363	12,370	—	—	—	—	12,733
Stock-based compensation	—	4,049	(120)	—	—	—	3,929
Employee stock plan tax benefits	—	1,756	—	—	—	—	1,756
Balance at September 30, 2012	$70,348	$713,627	$544,802	$(14,446)	$ 76	$ 518	$1,314,925

See notes to consolidated financial statements beginning on page 9 of this report.

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AQUA AMERICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOW
(In thousands of dollars)
(UNAUDITED)

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Cash flows from operating activities:		
Net income	$ 130,008	$ 109,064
Income (loss) from discontinued operations	11,055	(1,113)
Income from continuing operations	118,953	110,177
Adjustments to reconcile income from continuing operations to net cash flows from operating activities:		
Depreciation and amortization	86,509	81,686
Deferred income taxes	59,498	57,476
Provision for doubtful accounts	3,072	3,382
Stock-based compensation	4,020	2,786
Gain on sale of utility system	—	(3,946)
Gain on sale of other assets	(826)	(475)
Net increase in receivables, inventory and prepayments	(18,254)	(12,561)
Net increase in payables, accrued interest, accrued taxes and other accrued liabilities	25,896	497
Other	(2,649)	(2,580)
Operating cash flows from continuing operations	276,219	236,442
Operating cash flows (used in) from discontinued operations, net	(10,005)	10,661
Net cash flows from operating activities	266,214	247,103
Cash flows from investing activities:		
Property, plant and equipment additions, including allowance for funds used during construction of $3,484 and $5,689	(262,832)	(222,354)
Acquisitions of utility systems and other, net	(116,050)	(6,934)
Additions to funds restricted for construction activity	(2,086)	(135)
Release of funds previously restricted for construction activity	55,416	34,644
Net proceeds from the sale of utility system and other assets	3,766	12,628
Proceeds from note receivable	—	5,289
Investment in joint venture	(19,156)	—
Other	(1,701)	(631)
Investing cash flows used in continuing operations	(342,643)	(177,493)
Investing cash flows from (used in) discontinued operations, net	74,009	(6,636)
Net cash flows used in investing activities	(268,634)	(184,129)
Cash flows from financing activities:		
Customers' advances and contributions in aid of construction	5,742	2,587
Repayments of customers' advances	(3,840)	(1,577)
Net (repayments) proceeds of short-term debt	(10,121)	13,310
Proceeds from long-term debt	179,166	24,974
Repayments of long-term debt	(109,265)	(46,477)
Change in cash overdraft position	(14,108)	(4,122)
Proceeds from issuing common stock	9,732	9,401
Proceeds from exercised stock options	12,733	5,835
Stock-based compensation windfall tax benefits	603	—
Repurchase of common stock	(1,464)	(1,001)
Dividends paid on common stock	(68,932)	(64,266)
Financing cash flows from (used in) continuing operations	246	(61,336)
Financing cash flows from discontinued operations, net	92	416
Net cash flows from (used in) financing activities	338	(60,920)
Net (decrease) increase in cash and cash equivalents	(2,082)	2,054
Cash and cash equivalents at beginning of period	8,204	5,934
Cash and cash equivalents at end of period	$ 6,122	$ 7,988

See notes to consolidated financial statements beginning on page 9 of this report.

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands of dollars, except per share amounts)
(UNAUDITED)

Note 1 Basis of Presentation

The accompanying consolidated balance sheets and statements of capitalization of Aqua America, Inc. and subsidiaries (the "Company") at September 30, 2012, the consolidated statements of net income and comprehensive income for the nine and three months ended September 30, 2012 and 2011, the consolidated statements of cash flow for the nine months ended September 30, 2012 and 2011, and the consolidated statement of equity for the nine months ended September 30, 2012, are unaudited, but reflect all adjustments, consisting of only normal recurring accruals, which are, in the opinion of management, necessary to present fairly the consolidated financial position, the consolidated changes in equity, the consolidated results of operations, and the consolidated cash flow for the periods presented. Because they cover interim periods, the statements and related notes to the financial statements do not include all disclosures and notes normally provided in annual financial statements and, therefore, should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2011. The results of operations for interim periods may not be indicative of the results that may be expected for the entire year. The December 31, 2011 consolidated balance sheet data presented herein was derived from the Company's December 31, 2011 audited consolidated financial statements, but does not include all disclosures and notes normally provided in annual financial statements. Certain prior period amounts have been reclassified to conform to the reporting of discontinued operations (see Note 4).

Note 2 Goodwill

The following table summarizes the changes in the Company's goodwill, by business segment:

	Regulated Segment	Other	Consolidated
Balance at December 31, 2011	$22,823	$4,121	$ 26,944
Goodwill acquired	12,254	—	12,254
Reclassifications to utility plant acquisition adjustment	(491)	—	(491)
Other	22	—	22
Balance at September 30, 2012	$34,608	$4,121	$ 38,729

Included within the Company's assets of discontinued operations held for sale as of December 31, 2011 is $12,316 of goodwill, and as of September 30, 2012 there was no goodwill associated with the Company's assets of discontinued operations held for sale.

(In thousands of dollars, except per share amounts)

The reclassification of goodwill to utility plant acquisition adjustment in the table above results from a mechanism approved by the applicable public utility commission. The mechanism provides for the transfer over time, and the recovery through customer rates, of goodwill associated with certain acquisitions upon achieving certain objectives.

As of July 31, 2012, management performed its annual test of goodwill for impairment, in conjunction with the timing of the Company's annual five-year financial plan. Based on the Company's comparison of the estimated fair value of its reporting units to their respective carrying amounts, management concluded that the estimated fair value of each reporting unit, which has goodwill recorded, was substantially in excess of the reporting unit's carrying amount.

Note 3 Acquisitions

As part of the Company's growth-through-acquisition strategy, in July 2011, the Company entered into a definitive agreement with American Water Works Company, Inc. ("American Water") to purchase all of the stock of the subsidiary that holds American Water's regulated water and wastewater operations in Ohio. American Water's Ohio operations served approximately 57,000 customers. On May 1, 2012, the Company completed its acquisition of American Water's water and wastewater operations in Ohio. The total purchase price at closing consisted of $101,083 in cash plus certain assumed liabilities, including debt of $14,281, which is subject to certain post-closing adjustments. The transaction has been accounted for as a business combination. The Company has included the results of its acquisition in Ohio in our consolidated financial statements as part of our Regulated segment since the date of acquisition. The proforma impact of the Company's Ohio acquisition was not material to our results of operations for the quarters and nine months ended September 30, 2012 and 2011, respectively, and to our financial condition as of September 30, 2012. The preliminary purchase price allocation is as follows:

	May 1, 2012
Property, plant and equipment, net	$119,595
Current assets	6,852
Other long-term assets	7,525
Goodwill	12,254
Total assets acquired	146,226
Current liabilities	3,409
Long-term debt, excluding current portion	14,233
Other long-term liabilities	27,501
Total liabilities assumed	45,143
Net assets acquired	$101,083

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

Note 4 Discontinued Operations and Other Dispositions

Discontinued Operations – In September 2012, the Company began to market for sale its water and wastewater operations in Florida, which serves approximately 38,000 customers, and the Company's waste water treatment facility in Georgia. The Company has accounted for these operations as business held for sale. The sale of the Company's water and wastewater operations in Florida and Georgia will conclude the Company's operations in these states.

In July 2011, the Company entered into a definitive agreement with Connecticut Water Service, Inc. to sell its operations in Maine, which served approximately 16,000 customers, for cash at closing plus certain assumed liabilities, including debt of $17,364. On January 1, 2012, the Company completed the sale for net proceeds of $36,870, and recognized a gain on sale of $17,699 ($10,821 after-tax). Beginning in the third quarter of 2011, the Company recognized income tax expense of $4,008 for the additional deferred tax liabilities that arose from the difference between the stock and tax basis of the Company's investment in its Aqua Maine subsidiary.

In July 2011, the Company entered into a definitive agreement with American Water to sell its operations in New York for its book value at closing plus certain assumed liabilities, including debt of approximately $23,000. On May 1, 2012, the Company completed the sale for net proceeds of $39,274 at closing, which is subject to certain post-closing adjustments.
During the second quarter of 2012, the Company recognized a loss on sale of $2,736 ($1,874 after-tax), resulting from charges incurred from the sale. Beginning in the third quarter of 2011, the Company recognized income tax expense of $3,245 for the additional deferred tax liabilities that arise from the difference between the stock and tax basis of the Company's investment in its Aqua New York subsidiary. The Company's New York operations served approximately 51,000 customers.

The operating results, cash flows, and financial position of the Company's subsidiaries named above, during the periods owned, have been presented in the Company's consolidated statements of net income, consolidated statements of cash flow, and consolidated balance sheets as discontinued operations. These subsidiaries were included in the Company's "Regulated" segment.

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AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

A summary of discontinued operations presented in the consolidated statements of net income include the following:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Operating revenues	$ 25,308	$50,607	$5,934	$20,469
Total operating expenses	20,212	37,211	4,206	12,457
Operating income	5,096	13,396	1,728	8,012
Other (income) expense:				
Gain on sale	(17,699)	—	—	—
Loss on sale	2,981	—	—	—
Other expense, net	1,001	2,942	909	1,806
Income from discontinued operations before income taxes	18,813	10,454	819	6,206
Provision for income taxes	7,758	11,567	444	9,944
Income (loss) from discontinued operations	$ 11,055	$ (1,113)	$ 375	$ (3,738)

The assets and liabilities of discontinued operations presented in the consolidated balance sheets include the following:

	September 30, 2012	December 31, 2011
Property, plant and equipment, at cost	$ 128,578	$ 299,689
Less: accumulated depreciation	49,112	104,889
Net property, plant and equipment	79,466	194,800
Current assets	3,626	16,341
Regulatory assets	2,282	36,656
Goodwill	—	12,316
Other assets	129	2,948
Assets of discontinued operations held for sale	85,503	263,061
Long-term debt, excluding current portion	—	40,326
Current liabilities	5,897	8,235
Deferred income taxes and investment tax credits	5,127	28,690
Contributions in aid of construction	15,554	25,940
Other liabilities	880	33,980
Liabilities of discontinued operations held for sale	27,458	137,171
Net assets	$ 58,045	$ 125,890

Other Dispositions – The following dispositions have not been presented as discontinued operations in the Company's consolidated financial statements as the Company does not believe that disclosure of the following disposed water and wastewater utility systems as discontinued operations is meaningful to the reader of the financial statements for making investment decisions either individually or in the aggregate. The gains disclosed below are reported in the consolidated statements of net income as a reduction to operations and maintenance expense.

In May 2012, the Company sold a water and wastewater utility system in Florida for net proceeds of $2,505. The sale resulted in the recognition of a gain on the sale of these assets, net of expenses, of $328. The utility systems represented approximately 0.05% of the Company's total assets.

In June 2011, the Company sold a water and wastewater utility system in North Carolina for net proceeds of $4,106. The sale resulted in the recognition of a gain on the sale, net of expenses, of $2,692. In May 2011, the Company sold its regulated water and wastewater operations in Missouri for net proceeds of $3,225. The sale resulted in the recognition of a gain on the sale of these assets, net of expenses, of $280. This sale of the Company's Missouri operations concluded its regulated utility operations in Missouri. In January 2011, the Company sold a water and wastewater utility system in Texas for net proceeds of $3,118. The sale resulted in the recognition of a gain on the sale of these assets, net of expenses, of $2,452. Theses utility systems represented approximately 0.11% of the Company's total assets.

The City of Fort Wayne, Indiana ("the City") has authorized the acquisition by eminent domain of the northern portion of the utility system of one of the Company's operating subsidiaries in Indiana. In January 2008, the Company reached a settlement with the City to transition the northern portion of the system in February 2008 upon receipt of the City's initial valuation payment of $16,911. The settlement agreement specifically stated that the final valuation of the northern portion of the Company's system will be determined through a continuation of the legal proceedings that were filed challenging the City's valuation. On February 12, 2008, the Company turned over the northern portion of the system to the City upon receipt of the initial valuation payment. The proceeds received by the Company are in excess of the book value of the assets relinquished. No gain has been recognized due to the contingency over the final valuation of the assets. The net book value of the assets relinquished has been removed from the consolidated balance sheet and the difference between the net book value and the initial payment received has been deferred and is recorded in other accrued liabilities on the Company's consolidated balance sheet. Once the contingency is resolved and the asset valuation is finalized, through the finalization of the litigation between the Company and the City of Fort Wayne, the amounts deferred will be recognized in the Company's consolidated statement of net income. On March 16, 2009, oral argument was held on certain procedural aspects with respect to the valuation evidence that may be presented and whether the Company is entitled to a jury trial. On October 12, 2010, the Wells County Indiana Circuit Court ruled that the Company is not entitled to a jury trial, and that the Wells County judge should review the City of Fort Wayne Board of Public Works' assessment based upon a "capricious, arbitrary or an abuse of discretion" standard.

The Company disagreed with the Court's decision and appealed the Wells County Indiana Circuit Court's decision to the Indiana Court of Appeals. On January 13, 2012, the Indiana Court of Appeals reached a decision upholding the Wells County Indiana Circuit Court decision. On February 10, 2012, the Company filed a petition for transfer requesting that the Indiana Supreme Court review the matter. The Supreme Court of Indiana accepted transfer and the matter is pending the Court's decision. The Company continues to evaluate its legal options with respect to this decision. Depending upon the outcome of all of the legal proceedings the Company may be required to refund a portion of the initial valuation payment, or may receive additional proceeds. The northern portion of the utility system relinquished represents approximately 0.40% of the Company's total assets.

Note 5 Fair Value of Financial Instruments

The Company follows the Financial Accounting Standards Board's ("FASB") accounting guidance for fair value measurements and disclosures, which defines fair value and establishes a framework for using fair value to measure assets and liabilities. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted market prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in non-active markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: inputs that are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation techniques used to measure fair value for the quarter ended September 30, 2012.

Financial instruments are recorded at carrying value in the financial statements and approximate fair value as of the dates presented. The fair value of these instruments is disclosed below in accordance with current accounting guidance related to financial instruments.

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

The fair value of funds restricted for construction activity and loans payable are determined based on their carrying amount and utilizing level 1 methods and assumptions. As of September 30, 2012 and December 31, 2011, the carrying amount of the Company's funds restricted for construction activity was $35,575 and $88,905, which equates to their estimated fair value. As of September 30, 2012 and December 31, 2011, the carrying amount of the Company's loans payable was $97,650 and $107,771, which equates to their estimated fair value. The fair value of cash and cash equivalents, which is comprised of a money market fund, is determined based on the net asset value per unit utilizing level 2 methods and assumptions. As of September 30, 2012 and December 31, 2011, the carrying amounts of the Company's cash and cash equivalents was $6,122 and $8,204, which equates to their fair value.

The carrying amounts and estimated fair values of the Company's long-term debt is as follows:

	September 30, 2012	December 31, 2011
Carrying Amount	$1,560,591	$1,516,548
Estimated Fair Value	1,701,866	1,592,411

Included in the carrying amount of the Company's long-term debt as of December 31, 2011, is long-term debt associated with discontinued operations of $40,662. The fair value of the Company's long-term debt as of December 31, 2011 for its discontinued operations is $43,068.

The fair value of long-term debt has been determined by discounting the future cash flows using current market interest rates for similar financial instruments of the same duration utilizing level 2 methods and assumptions. The Company's customers' advances for construction and related tax deposits have a carrying value of $75,906 as of September 30, 2012, and $66,198 as of December 31, 2011. Their relative fair values cannot be accurately estimated because future refund payments depend on several variables, including new customer connections, customer consumption levels, and future rate increases. Portions of these non-interest bearing instruments are payable annually through 2027 and amounts not paid by the contract expiration dates become non-refundable. The fair value of these amounts would, however, be less than their carrying value due to the non-interest bearing feature.

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

Note 6 Net Income per Common Share

Basic net income per common share is based on the weighted average number of common shares outstanding. Diluted net income per common share is based on the weighted average number of common shares outstanding and potentially dilutive shares. The dilutive effect of employee stock-based compensation is included in the computation of diluted net income per common share. The dilutive effect of stock-based compensation is calculated using the treasury stock method and expected proceeds upon exercise or issuance of the stock-based compensation. The following table summarizes the shares, in thousands, used in computing basic and diluted net income per common share:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Average common shares outstanding during the period for basic computation	139,185	138,081	139,676	138,297
Dilutive effect of employee stock-based compensation	566	544	811	654
Average common shares outstanding during the period for diluted computation	139,751	138,625	140,487	138,951

For the nine and three months ended September 30, 2012, employee stock options to purchase 427,952 shares of common stock, were excluded from the calculations of diluted net income per share as the calculated proceeds from the options' exercise were greater than the average market price of the Company's common stock during these periods. For the nine and three months ended September 30, 2011, employee stock options to purchase 933,800 shares of common stock, were excluded from the calculations of diluted net income per share as the calculated proceeds from the options' exercise were greater than the average market price of the Company's common stock during these periods.

Note 7 Capitalization

In June 2012, the Company issued $50,000 of senior unsecured notes due in 2027 with an interest rate of 3.57%. In May 2012, in connection with the Company's acquisition in Ohio, the Company assumed $14,281 of long-term debt, which includes a purchase accounting fair value adjustment of $3,578, increasing the carrying value of the long-term debt. The long-term debt assumed has maturity dates ranging from 2026 to 2029 and interest rates ranging from 4.14% to 7.18%.

On March 23, 2012, the Company entered into a five-year $150,000 unsecured revolving credit facility with three banks that expires in March 2017. Included within this facility is a $15,000 sublimit for daily demand loans. Funds borrowed under this facility are classified as long-term debt and are used to provide working capital. The Company's $150,000 unsecured revolving credit facility replaced the Company's prior $95,000 unsecured revolving credit facility, which expired in May 2012.

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

In February 2012, the Company renewed its universal shelf registration statement, which expired in December 2011, through a filing with the Securities and Exchange Commission ("SEC"), which allows for the potential future offer and sale by the Company, from time to time, in one or more public offerings, of an indeterminate amount of the Company's common stock, preferred stock, debt securities, and other securities specified therein at indeterminate prices. The Company's Board of Directors has authorized the Company to issue up to $500,000 of the Company's common stock, preferred stock, debt securities, and other securities specified therein under this universal shelf registration statement. No issuances have been completed to date under this shelf registration statement.

Note 8 Stock-based Compensation

Under the Company's 2009 Omnibus Equity Compensation Plan (the "2009 Plan"), as approved by the Company's shareholders to replace the 2004 Equity Compensation Plan (the "2004 Plan"), stock options, stock units, stock awards, stock appreciation rights, dividend equivalents, and other stock-based awards may be granted to employees, non-employee directors, and consultants and advisors. The 2009 Plan authorizes 5,000,000 shares for issuance under the plan. A maximum of 50% of the shares available for issuance under the 2009 Plan may be issued as restricted stock and the maximum number of shares that may be subject to grants under the Plan to any one individual in any one year is 200,000. Awards under the 2009 Plan are made by a committee of the Board of Directors. At September 30, 2012, 3,894,179 shares underlying stock-based compensation awards were still available for grants under the 2009 Plan. No further grants may be made under the 2004 Plan.

In the first quarter of 2012, the Company recognized a tax benefit of $588 associated with stock-based compensation that vested or was exercised during the fiscal year ended December 31, 2011, which, as a result of the Company's 2011 Federal cumulative net operating loss, was not recognized in 2011, because the deduction did not reduce income taxes payable. The recognition in the first quarter of 2012 of the tax benefit resulted in a reduction to income taxes payable and an increase in stockholders' equity.

Performance Share Units – A performance share unit ("PSU") represents the right to receive a share of the Company's common stock if specified performance goals are met over the three year performance period specified in the grant, subject to certain exceptions through the respective vesting period, which range from two to three years. Each grantee is granted a target award of PSUs, and may earn between 0% and 200% of the target amount depending on the Company's performance against the performance goals. The following table provides compensation costs for stock-based compensation related to performance share units:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Stock-based compensation for performance share units within operations and maintenance expenses	$1,635	$697	$ 578	$336

(In thousands of dollars, except per share amounts)

The following table summarizes nonvested PSU transactions for the nine months ended September 30, 2012:

	Number of Share Units	Weighted Average Fair Value
Nonvested share units at beginning of period	137,584	$ 24.38
Granted	127,950	23.89
Performance criteria adjustment	43,961	23.67
Forfeited	(11,494)	23.87
Vested	—	—
Share unit awards issued	—	—
Nonvested share units at end of period	298,001	$ 23.67

The fair value of PSUs was estimated at the grant date based on the probability of satisfying the performance conditions associated with the PSUs using the Monte Carlo valuation method. The per unit weighted-average fair value at the date of grant for PSUs granted during the nine months ended September 30, 2012 and 2011 was $23.89 and $24.38, respectively. The fair value of each PSU grant is amortized monthly into compensation expense on a straight-line basis over their respective vesting periods, which range from 24 to 36 months. The accrual of compensation costs is based on our estimate of the final expected value of the award, and is adjusted as required. The Company assumes that forfeitures will be minimal, and recognizes forfeitures as they occur, which results in a reduction in compensation expense. The recording of compensation expense for PSUs has no impact on net cash flows.

Restricted Stock Units – A restricted stock unit ("RSU") represents the right to receive a share of the Company's common stock. RSUs are eligible to be earned at the end of a specified restricted period, generally three years, beginning on the date of grant. The Company assumes that forfeitures will be minimal, and recognizes forfeitures as they occur, which results in a reduction in compensation expense. The following table provides compensation costs for stock-based compensation related to restricted stock units:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Stock-based compensation for restricted stock units within operations and maintenance expenses	$ 468	$ 243	$ 167	$ 102

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

The following table summarizes nonvested RSU transactions for the nine months ended September 30, 2012:

	Number of Stock Units	Weighted Average Fair Value
Nonvested stock units at beginning of period	44,342	$ 22.21
Granted	37,850	22.49
Vested	(11,000)	22.21
Forfeited	(2,148)	22.21
Nonvested stock units at end of period	69,044	$ 22.36

The per unit weighted-average fair value at the date of grant for RSUs granted during the nine months ended September 30, 2012 and 2011 was $22.49 and $22.21, respectively

Stock Options – The fair value of stock options is estimated at the grant date using the Black-Scholes option-pricing model. The following table provides compensation costs for stock-based compensation related to stock options granted in prior periods:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Stock-based compensation for stock options within operations and maintenance expenses	$494	$ 1,105	$ 123	$ 337
Income tax benefit	524	561	229	141

There were no stock options granted during the nine months ended September 30, 2012 or 2011.

(In thousands of dollars, except per share amounts)

The following table summarizes stock option transactions for the nine months ended September 30, 2012:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life (years)	Aggregate Intrinsic Value
Options:				
Outstanding at beginning of period	3,376,960	$20.03		
Granted	—	—		
Forfeited	(9,015)	17.60		
Expired	(36,726)	24.18		
Exercised	(726,068)	17.54		
Outstanding at end of period	2,605,151	$20.67	4.4	$12,670
Exercisable at end of period	2,462,402	$20.87	4.2	$11,583

Restricted Stock –During the nine and three months ended September 30, 2012 and 2011, the Company recorded stock-based compensation related to restricted stock awards as a component of operations and maintenance expense as follows:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Stock-based compensation for restricted stock within operations and maintenance expenses	$1,449	$1,451	$ 313	$ 351

The following table summarizes nonvested restricted stock transactions for the nine months ended September 30, 2012:

	Number of Shares	Weighted Average Fair Value
Nonvested shares at beginning of period	207,989	$ 18.66
Granted	17,600	23.09
Vested	(105,473)	18.80
Forfeited	(2,082)	17.25
Nonvested share units at end of period	118,034	$ 19.23

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

Note 9 Pension Plans and Other Postretirement Benefits

The Company maintains qualified defined benefit pension plans, nonqualified pension plans and other postretirement benefit plans for certain of its employees. The net periodic benefit cost is based on estimated values and an extensive use of assumptions about the discount rate, expected return on plan assets, the rate of future compensation increases received by the Company's employees, mortality, turnover, and medical costs. The following tables provide the components of net periodic benefit costs:

	Pension Benefits			
	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Service cost	$ 3,794	$ 3,469	$ 1,258	$ 1,382
Interest cost	9,807	10,160	3,284	4,232
Expected return on plan assets	(10,327)	(9,842)	(3,595)	(4,651)
Amortization of prior service cost	188	260	69	173
Amortization of actuarial loss	5,160	3,057	1,644	1,024
Capitalized costs	(2,808)	(2,761)	(998)	(954)
Settlement charge	4,980	—	—	—
Curtailment (credit) charge	(480)	100	—	100
	10,314	4,443	1,662	1,306
Less discontinued operations	4,876	930	—	344
Net periodic benefit cost	$ 5,438	$ 3,513	$ 1,662	$ 962

	Other Postretirement Benefits			
	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Service cost	$ 1,008	$ 927	$ 349	$ 176
Interest cost	1,981	2,071	665	447
Expected return on plan assets	(1,602)	(1,523)	(535)	(281)
Amortization of transition obligation	9	78	(9)	9
Amortization of prior service cost	(202)	(201)	(98)	(23)
Amortization of actuarial loss	797	627	261	216
Amortization of regulatory asset	69	102	1	34
Capitalized costs	(515)	(528)	(184)	(185)
Settlement charge	325	—	—	—
Curtailment charge	—	27	—	27
	1,870	1,580	450	420
Less discontinued operations	390	188	—	61
Net periodic benefit cost	$ 1,480	$ 1,392	$ 450	$ 359

The Company made cash contributions of $15,370 to its defined benefit pension plans during the first six months of 2012, which represented the completion of the Company's 2012 cash contributions. In addition, the Company expects to make cash contributions of $2,685 for the funding of its other postretirement benefit plans during the remainder of 2012.

Note 10 Water and Wastewater Rates

During the first nine months of 2012, the Company's operating divisions in Texas, Ohio, Illinois, New Jersey, Pennsylvania (wastewater) Virginia, and Indiana were granted base rate increases designed to increase total operating revenues on an annual basis by $17,923.

On June 7, 2012, the Pennsylvania Public Utility Commission granted the Company's operating subsidiary in Pennsylvania ("Aqua Pennsylvania") a water rate increase designed to increase total operating revenues by $16,700, on an annualized basis. The rates in effect at the time of the filing included $27,449 in Distribution System Improvement Charges ("DSIC") or 7.5% above prior base rates. Consequently, the total base rates increased by $44,149 since the last base rate increase and the DSIC was reset to zero. In addition, the rate case settlement provides for the flow-through accounting treatment of certain income tax benefits if the Company elects a change to its tax accounting method to permit the expensing of selected utility asset improvement costs that are presently being capitalized and depreciated for tax purposes (the "Repair Election"). The Company is presently evaluating the Repair Election for adoption in Aqua Pennsylvania in 2012 or 2013.

During the first nine months of 2012, the Company's operating division in Pennsylvania received infrastructure rehabilitation surcharges of $2,764. Infrastructure rehabilitation surcharges are capped as a percentage of base rates, generally at 5% to 9% of base rates, and are reset to zero when new base rates that reflect the costs of those additions become effective or when a utility's earnings exceed a regulatory benchmark. The Company's other subsidiaries received infrastructure rehabilitation surcharges of $1,390 during the first nine months of 2012. In June 2012, the New Jersey Board of Public Utilities approved a rulemaking to implement an infrastructure rehabilitation surcharge for regulated water utilities; as a result, the Company's operating subsidiary in New Jersey is in the process of implementing an infrastructure rehabilitation surcharge.

In February 2012, two of the Company's operating divisions in Texas began to bill interim rates in accordance with authorization from the Texas Commission on Environmental Quality (the "TCEQ"). The additional revenue billed and collected prior to the TCEQ's final ruling is subject to refund based on the outcome of the rate case. As of September 30, 2012, the Company had billed revenue of $3,419, which is subject to refund based on the outcome of the TCEQ's final ruling. Based on the Company's review of the present circumstances, a reserve of $1,197 has been established for the billings to date.

In October 2010, one of the Company's operating divisions in Texas began to bill interim rates in accordance with authorization from the TCEQ. The additional revenue billed and collected prior to the TCEQ'S final ruling is subject to refund based on the outcome of the rate case. The rate case concluded with the issuance of an order on May 20, 2012, and no refunds of revenue previously billed and collected were required.

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

Note 11 Taxes Other than Income Taxes

The following table provides the components of taxes other than income taxes:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Property	$19,796	$20,782	$ 6,511	$ 6,930
Capital stock	2,394	2,668	746	895
Gross receipts, excise and franchise	7,752	7,818	3,276	2,881
Payroll	5,550	5,523	1,586	1,583
Other	4,403	4,584	1,625	1,875
	39,895	41,375	13,744	14,164
Less discontinued operations	5,195	9,944	553	3,393
Total taxes other than income	$34,700	$31,431	$13,191	$10,771

Note 12 Segment Information

The Company has identified twelve operating segments and has one reportable segment named the “Regulated” segment. The reportable segment is comprised of ten operating segments for the Company’s water and wastewater regulated utility companies which are organized by the states where we provide these services. In addition, two segments are not quantitatively significant to be reportable and are comprised of the businesses that provide on-site septic tank pumping, sludge hauling services and certain other non-regulated water and wastewater services, and serving the clean water needs of firms in the shale oil and gas exploration industry. These segments are included as a component of “Other” in the tables below. Also included in “Other” are corporate costs that have not been allocated to the Regulated segment and intersegment eliminations.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
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The following table presents the Company's segment information for its continuing operations:

	Three Months Ended September 30, 2012			Three Months Ended September 30, 2011		
	Regulated	Other	Consolidated	Regulated	Other	Consolidated
Operating revenues	$209,674	$ 4,891	$214,565	$187,823	$ 3,260	$191,083
Operations and maintenance expense	68,351	2,917	71,268	64,607	1,895	66,502
Depreciation	28,764	(513)	28,251	26,402	(273)	26,129
Operating income	98,503	2,032	100,535	85,444	1,258	86,702
Interest expense, net of AFUDC	16,915	1,763	18,678	16,334	1,433	17,767
Income tax expense (benefit)	32,682	(107)	32,575	24,386	(96)	24,290
Income from continuing operations	48,971	1,313	50,284	44,804	57	44,861

	Nine Months Ended September 30, 2012			Nine Months Ended September 30, 2011		
	Regulated	Other	Consolidated	Regulated	Other	Consolidated
Operating revenues	$556,847	$13,432	$570,279	$511,006	$ 9,492	$520,498
Operations and maintenance expense	190,276	9,388	199,664	183,089	7,152	190,241
Depreciation	83,772	(1,036)	82,736	78,660	(1,015)	77,645
Operating income	245,871	3,535	249,406	215,168	1,972	217,140
Interest expense, net of AFUDC	50,401	4,499	54,900	48,478	4,293	52,771
Income tax expense (benefit)	78,652	(1,342)	77,310	55,826	(1,159)	54,667
Income (loss) from continuing operations	117,133	1,820	118,953	111,042	(865)	110,177
Capital expenditures	262,104	728	262,832	221,286	1,068	222,354

AQUA AMERICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
(In thousands of dollars, except per share amounts)
(UNAUDITED)

	September 30, 2012	December 31, 2011
Total assets:		
Regulated	$4,285,923	$4,183,758
Other and eliminations	201,231	164,662
Consolidated	$4,487,154	$4,348,420

Included within the Company's regulated segment total assets for September 30, 2012 and December 31, 2011 are total assets of discontinued operations of $85,503 and $263,061, respectively.

Note 13 Commitments and Contingencies

The Company is routinely involved in various disputes, claims, lawsuits and other regulatory and legal matters, including both asserted and unasserted legal claims, in the ordinary course of business. The status of each such matter, referred to herein as a loss contingency, is reviewed and assessed in accordance with applicable accounting rules regarding the nature of the matter, the likelihood that a loss will be incurred, and the amounts involved. As of September 30, 2012, the aggregate amount of $12,254 is accrued for loss contingencies and is reported in the Company's consolidated balance sheet as other accrued liabilities and other liabilities. These accruals represent management's best estimate of probable loss (as defined in the accounting guidance) for loss contingencies or the low end of a range of losses if no single probable loss can be estimated. For some loss contingencies, the Company is unable to estimate the amount of the probable loss or range of probable losses. While the final outcome of these loss contingencies cannot be predicted with certainty, and unfavorable outcomes could negatively impact the Company, at this time in the opinion of management, the final resolution of these matters are not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows. Further, the Company has insurance coverage for certain of these loss contingencies, and as of September 30, 2012, estimates that approximately $1,884 of the amount accrued for these matters are probable of recovery through insurance, which amount is also reported in the Company's consolidated balance sheet as deferred charges and other assets, net.

Note 14 Income Taxes

During the nine and three months ended September 30, 2012, the Company utilized $76,593 and $24,611, respectively of its Federal net operating loss ("NOL") carryfoward that was recognized in 2011 and 2010 to reduce its 2012 Federal tax liability. In addition, during the nine and three months ended September 30, 2012, the Company utilized $25,111 and $8,909, respectively of its state NOL carryfoward that was recognized in 2011 and 2010 to reduce its 2012 state tax liability. As of September 30, 2012, the balance of the Company's Federal NOL is $20,665. The Company believes its Federal NOL carrryfoward is more likely than not to be recovered and requires no valuation allowance.

As of September 30, 2012, the balance of the Company's state NOL is $101,426, a portion of which is offset by a valuation allowance of $9,068 because the Company does not believe the NOLs are more likely than not to be realized. The Company's Federal and state NOL carryfowards do not begin to expire until 2030 and 2021, respectively.

Note 15 Recent Accounting Pronouncements

In September 2011, the FASB issued revised accounting guidance for accounting for intangible assets, which is intended to reduce the cost and complexity of the annual goodwill impairment test by permitting an entity the option of performing a qualitative assessment to determine whether further impairment testing is necessary. The revised guidance is effective for annual periods beginning after December 15, 2011. In the third quarter of 2012, the Company adopted the provisions of the revised guidance for its 2012 annual goodwill impairment test, and the adoption of the revised guidance did not have an impact on the Company's consolidated results of operations or consolidated financial position.

In May 2011, the FASB issued updated accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. Generally Accepted Accounting Principles ("GAAP") and International Financial Reporting Standards. This new guidance amends current fair value measurement and disclosure guidance to increase transparency around valuation inputs and investment categorization. This guidance is effective for interim and annual periods beginning on January 1, 2012 and is required to be applied prospectively. The adoption of this guidance did not have a significant impact on the Company's consolidated results of operations or consolidated financial position.

AQUA AMERICA, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(In thousands of dollars, except per share amounts)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of this Quarterly Report contain, in addition to historical information, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements address, among other things: our belief in our ability to renew our short-term lines of credit; the impact and the actions we may need to take if we are unable to obtain sufficient capital; the projected impact of various legal proceedings; the projected effects of recent accounting pronouncements; prospects, plans, objectives, expectations and beliefs of management, as well as information contained in this report where statements are preceded by, followed by or include the words "believes," "expects," "anticipates," "plans," "future," "potential," "probably," "predictions," "intends," "will," "continue" or the negative of such terms or similar expressions. Forward-looking statements are based on a number of assumptions concerning future events, and are subject to a number of risks, uncertainties and other factors, many of which are outside our control, which could cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include, among others: the effects of regulation, abnormal weather, changes in capital requirements and funding, acquisitions, changes to the capital markets, and our ability to assimilate acquired operations, as well as those risks, uncertainties and other factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in such report. As a result, readers are cautioned not to place undue reliance on any forward-looking statements. We undertake no obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

General Information

Nature of Operations - Aqua America, Inc. ("we" or "us"), a Pennsylvania corporation, is the holding company for regulated utilities providing water or wastewater services to what we estimate to be approximately 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Florida, Indiana, Virginia, and Georgia. Our largest operating subsidiary, Aqua Pennsylvania, Inc., provides water or wastewater services to approximately one-half of the total number of people we serve, who are located in the suburban areas in counties north and west of the City of Philadelphia and in 25 other counties in Pennsylvania. Our other subsidiaries provide similar services in 9 other states.

In July 2011, we entered into a definitive agreement to sell our operations in Maine, which served approximately 16,000 customers. The sale of our utility in Maine closed in January 2012, concluding our regulated operations in Maine. Also, in July 2011, we entered into a definitive agreement to purchase all of American Water Works Company, Inc.'s regulated operations in Ohio (the "Ohio acquisition"), which served approximately 57,000 customers, and to simultaneously sell our regulated water and wastewater operations in New York, which served approximately 51,000 customers. In May 2012, we completed this transaction, concluding our regulated operations in New York. The Ohio acquisition was financed by short-term debt. The proceeds from the dispositions of our operations in New York and Maine were used to paydown a portion of our short-term debt and other general corporate purposes. In September 2012, we began to market for sale our water and wastewater operations in Florida, which serves approximately 38,000 customers, and our waste water treatment facility in Georgia. We have accounted for the sale of our water and wastewater operations in New York and Maine and planned disposition of our water and wastewater operations in Florida and Georgia as discontinued operations. In addition, we provide water and wastewater service through operating and maintenance contracts with municipal authorities and other parties close to our utility companies' service territories, as well as sludge hauling, septage and grease services, backflow prevention services, and certain other non-regulated water and wastewater services.

Aqua America, Inc., which prior to its name change in 2004 was known as Philadelphia Suburban Corporation, was formed in 1968 as a holding company for its primary subsidiary, Aqua Pennsylvania, Inc., formerly known as Philadelphia Suburban Water Company. Since the early 1990s, we have embarked on a growth-through-acquisition strategy focused on water and wastewater operations. Our most significant transactions to date have been the merger with Consumers Water Company in 1999, the acquisition of the regulated water and wastewater operations of AquaSource, Inc. in 2003, the acquisition of Heater Utilities, Inc. in 2004, and the acquisition of American Water Works Company, Inc.'s regulated operations in Ohio in 2012. Since the early 1990s, our business strategy has been primarily directed toward the regulated water and wastewater utility industry and has extended our regulated operations from southeastern Pennsylvania to include operations in nine other states.

Beginning in 2010, and continuing into 2012, we are following a portfolio rationalization strategy to focus in areas where we have critical mass and to prune operations that do not fit into our future growth plans. In 2012 we sold our operations in Maine and New York, in 2011 we sold our operations in Missouri, and in 2010 we sold our operations in South Carolina. In connection with the sale of our New York and Missouri operations, we acquired additional utility systems (and customers) in Ohio and Texas.

In 2011, one of our subsidiaries entered into a joint venture with a third-party investor for the construction and operation of a private pipeline system to supply fresh water to certain natural gas well drilling operations in Pennsylvania. The operation of the private pipeline system commenced in the second quarter of 2012 and marks an expansion of our growth venture in serving the clean water needs of drillers in the shale oil and gas drilling industry.

AQUA AMERICA, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)
(In thousands of dollars, except per share amounts)

Financial Condition

During the first nine months of 2012, we had $262,832 of capital expenditures, issued $179,166 of long-term debt, and repaid debt and made sinking fund contributions and other loan repayments of $109,265. The capital expenditures were related to improvements to treatment plants, new and rehabilitated water mains, tanks, hydrants, and service lines, well and booster improvements, and other enhancements and improvements. The issuance of $179,166 of long-term debt was comprised principally of the funds borrowed under our revolving credit facility of $114,000 and the proceeds received from the June 2012 issuance of senior unsecured notes payable of $50,000, which were utilized to fund the Company's capital expenditures. In May 2012, in connection with our acquisition in Ohio, we assumed $14,281 of long-term debt, which includes a purchase accounting fair value adjustment of $3,578, increasing the carrying value of the long-term debt.

At September 30, 2012, we had $6,122 of cash and cash equivalents compared to $8,204 at December 31, 2011. During the first nine months of 2012, we used the proceeds from internally generated funds, the sale of our Maine subsidiary, the sale of other assets, and the sale or issuance of common stock through our equity compensation plan and dividend reinvestment plan, to fund the cash requirements discussed above and to pay dividends.

On March 23, 2012, Aqua America, Inc. entered into a five-year $150,000 unsecured revolving credit facility with three banks that expires in March 2017. As of September 30, 2012, funds available for borrowing under this facility were $48,786. The Company's $150,000 unsecured revolving credit facility replaced the Company's prior $95,000 unsecured revolving credit facility, which expired in May 2012. At September 30, 2012, we had short-term lines of credit of $160,500, of which $62,850 was available. One of our short-term lines of credit is an Aqua Pennsylvania $100,000 364-day unsecured revolving credit facility with three banks, which is used to provide working capital, and as of September 30, 2012, $14,791 was available.

Our short-term lines of credit of $160,500 are subject to renewal on an annual basis. Although we believe we will be able to renew these facilities, there is no assurance that they will be renewed, or what the terms of any such renewal will be. The United States credit and liquidity crisis that occurred in 2008 and 2009 caused substantial volatility in capital markets, including credit markets and the banking industry, generally reduced the availability of credit from financing sources, and could reoccur in the future. If in the future, our credit facilities are not renewed or our short-term borrowings are called for repayment, we would have to seek alternative financing sources; however, there can be no assurance that these alternative financing sources would be available on terms acceptable to us. In the event we are not able to obtain sufficient capital, we may need to reduce our capital expenditures and our ability to pursue acquisitions that we may rely on for future growth could be impaired.

The Company's consolidated balance sheet historically has had a negative working capital position whereby routinely our current liabilities exceed our current assets. Management believes that internally generated funds along with existing credit facilities and the proceeds from the issuance of long-term debt and common stock will be adequate to provide sufficient working capital to maintain normal operations and to meet our financing requirements for at least the next twelve months.

In February 2012, we renewed our universal shelf registration statement, which expired in December 2011, through a filing with the SEC, which allows for the potential future offer and sale by the Company, from time to time, in one or more public offerings, of an indeterminate amount of our common stock, preferred stock, debt securities, and other securities specified therein at indeterminate prices. The Company's Board of Directors has authorized the Company to issue up to $500,000 of our common stock, preferred stock, debt securities, and other securities specified therein under this universal shelf registration statement. No issuances have been completed to date under this shelf registration statement.

On June 7, 2012, the Company's Pennsylvania operating subsidiary ("Aqua Pennsylvania") reached a settlement agreement in its rate filing with the Pennsylvania Public Utility Commission, which in addition to a water rate increase, provides for the flow-through accounting treatment of certain income tax benefits if the Company elects a change to its tax accounting method to permit the expensing of selected utility asset improvement costs that are presently being capitalized and depreciated for tax purposes (the "Repair Election"). The Company is presently evaluating the Repair Election for adoption in Aqua Pennsylvania in 2012 or 2013. If adopted, prior to the receipt of Aqua Pennsylvania's next rate order, the change will result in a substantial reduction in income tax expense and greater net income and cash flow, and as a result will allow the Company to discontinue any Distribution System Improvement Charges and lengthen the amount of time until the next Aqua Pennsylvania rate case is filed.

Results of Operations

Analysis of First Nine Months of 2012 Compared to First Nine Months of 2011

Unless specifically noted, the following discussion of the Company's results of operations for the first nine months of 2012 refers to the Company's results of operations from continuing operations.

Revenues increased $49,781 or 9.6% primarily due to additional revenues associated with increased water and wastewater rates of $26,534, additional water and wastewater revenues of $18,578 associated with a larger customer base due to acquisitions, and an increase in revenues from non-regulated water and wastewater services of $4,210.

Operations and maintenance expenses increased by $9,423 or 5.0% primarily due to operating costs associated with acquired utility systems and other growth ventures of $8,895, the effect of the gain on the sale in the first quarter of 2011 of our utility system in Texas of $2,452 and the gain on sale in the second quarter of 2011 of our utility system in North Carolina of $1,580, an increase in postretirement benefits expenses of $1,977, an increase in stock-based compensation of $1,271, and normal increases in other operating costs. Offsetting these increases was a decrease in water production costs of $5,098, and the effect of the recognition of a regulatory asset resulting from a completed rate case which reduced operations and maintenance expense by $3,356. The decrease in water production costs results primarily from a decrease in the contractual rate of one of our purchased water contracts, and the non-renewal of another purchased water contract.

Depreciation expense increased $5,091 or 6.6% due to the utility plant placed in service since September 30, 2011.

Amortization decreased $268 primarily due to the effect of additional amortization expense recognized during the first quarter of 2011 of $245 resulting from a rate case adjustment.

Taxes other than income taxes increased by $3,269 or 10.4% primarily due to an increase in excise taxes associated with our acquisition in Ohio, offset by a favorable adjustment related to the gross receipts, excise and franchise taxes return for one of our operating subsidiaries of $824.

Interest expense decreased by $76 or 0.1% primarily due to decreased interest rates on long-term debt and reduced borrowings as a result of the proceeds received from the sale of our operations in Maine.

Allowance for funds used during construction ("AFUDC") decreased by $2,205 primarily due to a decrease in the average balance of proceeds held from tax-exempt bond issuances that are restricted to funding certain capital projects.

Gain on sale of other assets totaled $826 during the first nine months of 2012 and $475 during the first nine months of 2011. The increase of $351 is principally due to the timing of sales of an equity investment, land and other property.

Equity earnings in joint venture totaled $931 during the first nine months of 2012, and reflect our earnings in serving the clean water needs of firms in the shale oil and gas exploration industry.

Our effective income tax rate was 39.4% during the first nine months of 2012 and 33.3% during the first nine months of 2011. The effective income tax rate increased as a result of the effect of the recognition in 2011 of the net state income tax benefit of $11,193 associated with 100% bonus depreciation for qualifying capital additions. The net state income tax benefit reduced the Company's 2011 state income tax expense as a result of the flow-through treatment afforded by a state's regulatory commission.

Income from continuing operations increased by $8,776 or 8.0%, in comparison to the same period in 2011 primarily as a result of the factors described above, which includes the effect of the recognition in 2011 of the net state income tax benefit of $11,193 associated with 100% bonus depreciation for qualifying capital additions. On a diluted per share basis, income from continuing operations increased $0.06 reflecting the change in income from continuing operations and a 0.8% increase in the average number of common shares outstanding. As compared to the first nine months of 2011, income from continuing operations adjusted to exclude the net state income tax benefit associated with 100% bonus depreciation, a non-GAAP financial measure, would have increased by $0.14 per share. The increase in the number of shares outstanding is primarily a result of the additional shares sold or issued through our dividend reinvestment plan and our equity compensation plan.

Income from discontinued operations increased by $12,168 or $0.09 per diluted share, in comparison to the same period in 2011 primarily as a result of the recognition in the second quarter of 2012 of the gain on sale of our Maine operating subsidiary, net of income taxes, of $10,821, the effect of the income tax expense recognized in the third quarter of 2011 of $7,438 for the additional deferred tax liability that arose from the difference between the stock and tax basis of the Company's investment in its New York and Maine operating subsidiaries, a reduction in interest expense, net of tax, of $765 as a result of debt assumed in 2012 by the acquirer(s) in the sale of our New York and Maine operating subsidiaries, offset by charges incurred from the disposal of our New York subsidiary of $2,090, and an asset impairment recognized in the third quarter of 2012, net of tax, of $592.

Net income attributable to common shareholders increased by $20,944 or 19.2%, in comparison to the same period in 2011 primarily as a result of the factors described above. On a diluted per share basis, earnings increased $0.14 reflecting the change in net income attributable to common shareholders and a 0.8% increase in the average number of common shares outstanding. The increase in the number of shares outstanding is primarily a result of the additional shares sold or issued through our dividend reinvestment plan and equity compensation plan.

Results of Operations

Analysis of Third Quarter of 2012 Compared to Third Quarter of 2011

Unless specifically noted, the following discussion of the Company's results of operations for the third quarter of 2012 refers to the Company's results of operations from continuing operations.

Revenues increased $23,482 or 12.3 % primarily due to additional revenues associated with increased water and wastewater rates of $11,046, additional water and wastewater revenues of $10,505 associated with a larger customer base due to acquisitions, and an increase in revenues from non-regulated water and wastewater services of $1,723.

Operations and maintenance expenses increased by $4,766 or 7.2% primarily due to operating costs associated with acquired utility systems and other growth ventures of $5,538, an increase in postretirement benefits expenses of $1,050, an increase in insurance expense of $970, and normal increases in other operating costs. Offsetting these increases was a decrease in water production costs of $1,609. The decrease in water production costs results primarily from a decrease in the contractual rate of one of our purchased water contracts, and the non-renewal of another purchased water contract.

Depreciation expense increased $2,122 or 8.1% due to the utility plant placed in service since September 30, 2011.

Amortization increased $341 primarily due to the amortization of costs associated with, and other costs being recovered in, various rate filings.

Taxes other than income taxes increased by $2,420 or 22.5% primarily due to an increase in excise taxes associated with our acquisition in Ohio.

AFUDC decreased by $875 primarily due to a decrease in the average balance of proceeds held from tax-exempt bond issuances that are restricted to funding certain capital projects.

Gain on sale of other assets totaled $320 in the third quarter of 2012 and $216 in the third quarter of 2011. The increase of $104 is principally due to the timing of sales of land and other property.

Equity earnings in joint venture totaled $682 during the third quarter of 2012, and reflect our earnings in serving the clean water needs of firms in the shale oil and gas exploration industry.

Our effective income tax rate was 39.3% in the third quarter of 2012 and 35.1% in the third quarter of 2011. The effective income tax rate increased as a result of the effect of the recognition in 2011 of the net state income tax benefit of $3,382 associated with 100% bonus depreciation for qualifying capital additions. The net state income tax benefit reduced the Company's third quarter 2011 state income tax expense as a result of the flow-through treatment afforded by a state's regulatory commission.

Income from continuing operations increased by $5,423 or 12.1%, in comparison to the same period in 2011 primarily as a result of the factors described above, which includes the effect of the recognition in 2011 of the net state income tax benefit of $3,382 associated with 100% bonus depreciation for qualifying capital additions. On a diluted per share basis, income from continuing operations increased $0.04 reflecting the change in income from continuing operations and a 1.1% increase in the average number of common shares outstanding. As compared to the third quarter of 2011, income from continuing operations adjusted to exclude the net state income tax benefit associated with 100% bonus depreciation, a non-GAAP financial measure, would have increased by $0.06 per share. The increase in the number of shares outstanding is primarily a result of the additional shares sold or issued through our dividend reinvestment plan and our equity compensation plan.

Income from discontinued operations increased by $4,113 or $0.03 per diluted share, in comparison to the same period in 2011 primarily as a result of the effect of the income tax expense recognized in the third quarter of 2011 of $7,438 for the additional deferred tax liability that arose from the difference between the stock and tax basis of the Company's investment in its New York and Maine operating subsidiaries, a reduction in interest expense, net of tax, of $350 as a result of debt assumed in 2012 by the acquirer(s) in the sale of our New York and Maine operating subsidiaries, offset by an asset impairment in the third quarter of 2012, net of tax, of $592.

Net income attributable to common shareholders increased by $9,536 or 23.2%, in comparison to the same period in 2011 primarily as a result of the factors described above. On a diluted per share basis, earnings increased $0.06 reflecting the change in net income attributable to common shareholders and a 1.1% increase in the average number of common shares outstanding. The increase in the number of shares outstanding is primarily a result of the additional shares sold or issued through our dividend reinvestment plan and equity compensation plan.

Impact of Recent Accounting Pronouncements

We describe the impact of recent accounting pronouncements in Note 15, *Recent Accounting Pronouncements*, of the consolidated financial statements.

(In thousands of dollars, except per share amounts)

Non-Generally Accepted Accounting Principle ("GAAP") Financial Measures

In addition to reporting "income from continuing operations" and "income from continuing operations per common share", U.S. GAAP financial measures, we are presenting below "income from continuing operations before net state income tax benefit associated with 100% bonus depreciation" and "income from continuing operations per common share before net state income tax benefit associated with 100% bonus depreciation", which are considered non-GAAP financial measures. The Company is providing disclosure of the reconciliation of these non-GAAP measures to their most comparable GAAP financial measures. The Company believes that the non-GAAP financial measures provide investors the ability to measure the Company's financial operating performance excluding the net state income tax benefit associated with 100% bonus depreciation, which is more indicative of the Company's ongoing performance, and is more comparable to measures reported by other companies. The Company further believes that the presentation of these non-GAAP financial measures is useful to investors as a more meaningful way to compare the Company's operating performance against its historical financial results and to assess the underlying profitability of our core business. 100% bonus depreciation was in effect for qualifying capital additions placed in service from September 8, 2010 through December 31, 2011.

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2012	2011	2012	2011
Income from continuing operations (GAAP financial measure)	$118,953	$110,177	$50,284	$44,861
Less: Net state income tax benefit associated with 100% bonus depreciation	—	11,193	—	3,382
Income from continuing operations before net state income tax benefit associated with 100% bonus depreciation (Non-GAAP financial measure)	$118,953	$ 98,984	$50,284	$41,479
Income from continuing operations per common share (GAAP financial measure):				
Basic	$ 0.85	$ 0.80	$ 0.36	$ 0.32
Diluted	$ 0.85	$ 0.79	$ 0.36	$ 0.32
Income from continuing operations per common share before net state income tax benefit associated with 100% bonus depreciation (Non-GAAP financial measure):				
Basic	$ 0.85	$ 0.72	$ 0.36	$ 0.30
Diluted	$ 0.85	$ 0.71	$ 0.36	$ 0.30

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to market risks in the normal course of business, including changes in interest rates and equity prices. There have been no significant changes in our exposure to market risks since December 31, 2011. Refer to Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for additional information.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

(b) Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

The City of Fort Wayne, Indiana (the "City") authorized the acquisition by eminent domain of the northern portion of the utility system of one of the Company's operating subsidiaries in Indiana. In January 2008, we reached a settlement with the City to transition this portion of the system in February 2008 upon receipt of the City's initial valuation payment of $16,910,500. The settlement agreement specifically stated that the final valuation of the system will be determined through a continuation of the legal proceedings that were filed challenging the City's valuation. On February 12, 2008, we turned over the northern portion of the system to the City upon receipt of the initial valuation payment. The proceeds received by the Company are in excess of the book value of the assets relinquished. No gain has been recognized due to the contingency over the final valuation of the assets. The net book value of the assets relinquished has been removed from the consolidated balance sheet and the difference between the net book value and the initial payment received has been deferred and is recorded in other accrued liabilities on the Company's consolidated balance sheet. Once the contingency is resolved and the asset valuation is finalized, through the finalization of the litigation between the Company and the City of Fort Wayne, the amounts deferred will be recognized in the Company's consolidated income statement. On March 16, 2009, oral argument was held before the Allen County Circuit Court on certain procedural aspects with respect to the valuation evidence that may be presented and whether we are entitled to a jury trial. On October 12, 2010, the Wells County Indiana Circuit Court ruled that the Company is not entitled to a jury trial, and that the Wells County judge should review the City of Fort Wayne Board of Public Works' assessment based upon a "capricious, arbitrary or an abuse of discretion" standard. The Company appealed the Wells County Indiana Circuit Court's decision to the Indiana Court of Appeals. On January 13, 2012, the Indiana Court of Appeals reached a decision upholding the Wells County Indiana Circuit Court decision. On February 10, 2012, the Company filed a petition for transfer requesting that the Indiana Supreme Court review the matter. The Supreme Court of Indiana accepted transfer and the matter is pending the Court's decision. The Company continues to evaluate its legal options with respect to this decision. Depending upon the outcome of all of the legal proceedings we may be required to refund a portion of the initial valuation payment, or may receive additional proceeds. The northern portion of the system relinquished represented approximately 0.40% of Aqua America's total assets.

One of the Company's subsidiaries, South Haven Sewer Works, acquired in 2008 has been operating under a Consent Decree with the EPA and the United States Department of Justice entered into in 2003. The Consent Decree addresses the elimination of sanitary sewer overflows from the subsidiary's sewer system. Although substantial improvements to the system have been made to significantly reduce the number of sanitary sewer overflows at the sewer system since the Company's acquisition of the subsidiary, the EPA and Department of Justice proposed on May 11, 2010, a revised Consent Decree, including new dates for completing work to address sanitary sewer overflows in the system and a proposed civil penalty of $364,000 for purported sanitary sewer overflow violations since the date of the original Consent Decree, which was entered into by the original owner. The Company's subsidiary has contested the appropriateness of calculating the proposed penalty based on sanitary sewer violations occurring prior to the acquisition of the subsidiary and the amount of the proposed penalty. The Company continues to negotiate a proposed modification with the EPA and Department of Justice to resolve the matter. The Company intends to seek indemnification from the seller for this matter for any applicable penalty amounts.

Item 1A. Risk Factors

There have been no material changes to the risks disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011 ("Form 10-K") under "Part 1, Item 1A – Risk Factors."

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes Aqua America's purchases of its common stock for the quarter ended September 30, 2012:

	Issuer Purchases of Equity Securities			
Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plan or Programs (2)
July 1 - 31, 2012	9,226	$ 25.94	—	548,278
August 1 - 31, 2012	3,544	$ 25.64	—	548,278
September 1 - 30, 2012	—	$ —	—	548,278
Total	12,770	$ 25.86	—	548,278

(1) These amounts consist of the following: (a) shares we purchased from employees who elected to have us withhold shares to pay certain withholding taxes upon the vesting of restricted stock awards granted to such employees; and (b) shares we purchased from employees who elected to pay the exercise price of their stock options (and then hold shares of the stock) upon exercise by delivering to us (and, thus, selling) shares of Aqua America common stock in accordance with the terms of our equity compensation plans that were previously approved by our shareholders and disclosed in our proxy statements. These features of our equity compensation plan are available to all employees who receive stock-based compensation under the plans. We purchased these shares at their fair market value, as determined by reference to the closing price of our common stock on the day of vesting of the restricted stock awards or on the day prior to the option exercise.

(2) On August 5, 1997, our Board of Directors authorized a common stock repurchase program that was publicly announced on August 7, 1997, for up to 1,007,351 shares. No repurchases have been made under this program since 2000. The program has no fixed expiration date. The number of shares authorized for purchase was adjusted as a result of the stock splits affected in the form of stock distributions since the authorization date.

Item 4. Mine Safety Disclosures

Not applicable

Item 6. Exhibits

The information required by this Item is set forth in the Exhibit Index hereto which is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be executed on its behalf by the undersigned thereunto duly authorized.

November 5, 2012

Aqua America, Inc.
Registrant

Nicholas DeBenedictis
Nicholas DeBenedictis
Chairman, President and
Chief Executive Officer

David P. Smeltzer
David P. Smeltzer
Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934.
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934.
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRES	XBRL Taxonomy Extension Presentation Linkbase Document

Exhibit 31.1

Certification

I, Nicholas DeBenedictis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Aqua America, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2012

Nicholas DeBenedictis

Nicholas DeBenedictis
Chairman, President and Chief Executive Officer

Exhibit 31.2

Certification

I, David P. Smeltzer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Aqua America, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2012

David P. Smeltzer

David P. Smeltzer
Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2012 of Aqua America, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nicholas DeBenedictis, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m(a) or Section 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Nicholas DeBenedictis

Nicholas DeBenedictis
Chairman, President and Chief Executive Officer
November 5, 2012

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2012 of Aqua America, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David P. Smeltzer, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m(a) or Section 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

David P. Smeltzer

David P. Smeltzer
Executive Vice President and Chief Financial Officer
November 5, 2012