

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application)	
of Entergy Arkansas, Inc., Mid South)	
TransCo LLC, Transmission Company)	
Arkansas, LLC and ITC Midsouth LLC)	
for Approval of Transfer of Assets and)	File No. _____
Certificate of Convenience and Necessity,)	
and Merger and, in connection therewith,)	
Certain Other Related Transactions)	

JOINT APPLICATION

COME NOW Entergy Arkansas, Inc. (“EAI”), Mid South TransCo LLC (“Mid South TransCo”), Transmission Company Arkansas, LLC (“TC Arkansas”) and ITC Midsouth LLC (“ITC Midsouth”) (collectively, “Joint Applicants”), pursuant to Sections 393.170 and 393.190 RSMo, 4 CSR 240-2.060, 4 CSR 240-3.105, 4 CSR 240-3.110 and 4 CSR 240-3.115, and for their Joint Application to the Public Service Commission of the State of Missouri (“Commission”) respectfully state as follows:

I. OVERVIEW

1. On December 4, 2011, Entergy Corporation, ITC Holdings Corp., and certain of their respective subsidiaries entered into agreements to transfer ownership of the transmission assets of the Entergy Operating Companies¹ to a subsidiary of ITC Holdings Corp. (the “Transaction”). The result of the transfer of ownership will be ownership of the Entergy Operating Companies’ transmission assets² by an independent transmission-only company with no generation or distribution assets. The Transaction will create value for customers in four general categories of benefits that are cumulative and progressive: independence, financial strength, operational excellence, and the facilitation of the benefits of a Day 2 regional market.³ These benefits are described in greater detail below.

2. The Transaction will be accomplished through a number of steps, as more fully described herein, pursuant to the Separation Agreement, the Merger Agreement, and the Employee Matters Agreement attached hereto as **Appendix 1** (collectively, the “Transaction Agreements”). Joint Applicants seek

¹ The Entergy Operating Companies include EAI; Entergy Gulf States Louisiana, L.L.C.; Entergy Louisiana, LLC; Entergy Mississippi, Inc.; Entergy New Orleans, Inc.; and Entergy Texas, Inc.

² Generally speaking, the “transmission assets” include facilities which are operated at and above 69 kV, except certain assets, none of which is located in Missouri, such as step-up transformers located at generating stations owned by the Entergy Operating Companies.

³ Day 2 Markets are centralized region-wide markets operated by Regional Transmission Organizations (“RTOs”) that include day ahead unit commitments, a real time balancing market, and an integrated ancillary services market. In a Day 2 Market, generators are required to schedule or bid into the market, locational marginal prices are used to price the use of the transmission grid, congestion charges replace “first come, first served” transmission service, and financial transmission rights are used to hedge congestion. The “Day 2” label arose because RTOs began to implement these markets after they initially began to operate, or in the “Day 2” of their creation.

the Commission's approval of the matters described herein by May 2013 in order to allow them to consummate the Transaction by June 30, 2013.

II. JOINT APPLICANTS

3. EAI is a corporation organized and existing under the laws of the State of Arkansas and holds a certificate of convenience and necessity from the Missouri Commission. EAI recently obtained the certificate from the Commission in File No. EA-2012-0321 with respect to the limited transmission and distribution assets it currently owns in Missouri. As set forth in File No. EA-2012-0321, EAI has limited facilities located in Missouri within Dunklin, New Madrid, Oregon, Pemiscot, and Taney Counties consisting of electric transmission and distribution facilities used to furnish wholesale electric service in Missouri to various cities and electric cooperatives subject to the rate jurisdiction of the Federal Energy Regulatory Commission ("FERC") and electric service to EAI's retail customers in north Arkansas subject to the retail rate jurisdiction of the Arkansas Public Service Commission ("APSC").⁴ EAI's principal place of business is the Metropolitan National Bank Building, 425 West Capitol Avenue, Little Rock, Arkansas 72201. Service of process may be made to Janan Honeysuckle via: Email [jhoney@entergy.com](mailto:jhoneys@entergy.com), Fax (501) 377-5814, Telephone (501) 377-5886. A

⁴ EAI does not hold itself out as providing electric service to the general public in Missouri and, indeed, it has no retail customers in Missouri. Accordingly, EAI and ITC do not believe the Transaction falls within those contemplated by Section 393.190.1, RSMo. However, out of an abundance of caution and without waiving any assertion that the Commission lacks jurisdiction or that the FERC has preemptive jurisdiction over such matters, EAI and ITC respectfully seek the relief requested herein.

certificate from the Missouri Secretary of State indicating that EAI is authorized to do business in Missouri was filed with the Commission in File No. EA-2012-0321, and said document is incorporated by reference in accordance with 4 CSR 240-2.060(1)(G). EAI is a wholly-owned subsidiary of Entergy Corporation and, as part of the Transaction described herein, will be reorganized as a limited liability company.⁵

4. Mid South TransCo is a limited liability company organized and existing under the laws of the State of Delaware. Its principal address is 2001 Timberloch Place, The Woodlands, Texas 77380. Service of process may be made to Janan Honeysuckle via: Email [jhoney@entergy.com](mailto:jhoneys@entergy.com), Fax (501) 377-5814, Telephone (501) 377-5886. It is a wholly owned subsidiary of Entergy Corporation. Mid South TransCo itself does not and will not as a result of the Transaction conduct business in Missouri. Accordingly, Joint Applicants seek waiver of Commission Rule 4 CSR 240-2.060 for Mid South TransCo. No public utility will be affected by such waiver.

5. TC Arkansas is a limited liability company organized and existing under the laws of the State of Michigan. It is not yet an active business, so its principal address is The Corporation Company, 30600 Telegraph Road, Bingham

⁵ Although not part of the Transaction, that new limited liability company will be an indirect subsidiary of Entergy Corporation. Entergy Corporation is a holding company subject to the Public Utility Holding Company Act of 2005 that owns the Entergy Operating Companies and numerous other corporate subsidiaries that are engaged in competitive enterprises. See *supra* footnote 1.

Farms, Michigan 48025. Service of process may be made to Janan Honeysuckle via: Email jhoneys@entergy.com, Fax (501) 377-5814, Telephone (501) 377-5886. A certificate from the Missouri Secretary of State indicating that TC Arkansas is authorized to do business in Missouri is attached hereto as **Appendix 2**. TC Arkansas is a subsidiary of EAI and thereby an indirect subsidiary of Entergy Corporation. As explained below, TC Arkansas will become a subsidiary of Mid South TransCo, and Mid South TransCo will be spun off to Entergy Corporation shareholders and then merged with ITC Midsouth. As more fully described herein, TC Arkansas will own and operate EAI's transmission assets that are located in Missouri and Arkansas. After the Transaction is complete, TC Arkansas plans to change its name to ITC Arkansas LLC, subject to applicable regulations, and its principal business address and contact information will change to match that of ITC Midsouth as stated below.

6. ITC Midsouth is a limited liability company organized and existing under the laws of the State of Delaware. It is a wholly-owned subsidiary of ITC Holdings Corp.⁶ which is the first, largest, and only publicly-traded company

⁶ ITC Holdings Corp. (ITC Midsouth's parent company) and its operating subsidiaries are in the business of planning, constructing, owning, operating, maintaining, and investing in electric transmission infrastructure. ITC Holdings Corp.'s operating subsidiaries currently serve a network system peak load of more than 26,000 MW in seven states along approximately 15,000 circuit miles of transmission lines. Its subsidiary, ITC Midwest, LLC, operates limited transmission facilities in northeastern Missouri as approved in File No. EO-2007-0485. ITC Holdings Corp. and its operating subsidiaries are independent of wholesale energy market participants and have no ownership or financial interest in electric generation or distribution assets. A map showing the extent of their transmission facilities is attached hereto as **Appendix 3**. ITC Holdings Corp. is not and will not be a public utility in Missouri, is not a party to this Joint Application, and is described herein to explain the relationship of the Joint Applicants and their respective roles in the Transaction.

engaged exclusively in transmission of electricity in the United States. Its principal place of business is 27175 Energy Way, Novi, Michigan 48377. Service of process may be made to Simon Whitelocke, Vice President, Regulatory and External Affairs for ITC Holdings Corp, via: Email: swhitelocke@itctransco.com, Fax Number: 248-946-3490 Telephone Number: 248-946-3356. It does not and will not as a result of the Transaction directly conduct business in Missouri. Accordingly, Joint Applicants seek waiver of Commission Rule 4 CSR 240-2.060 for ITC Midsouth. No public utility will be affected by such waiver.

7. EAI and TC Arkansas do not have any pending complaints or final unsatisfied judgments or decisions against them from any state or federal agency or court that relate to the transmission business that is the subject of the Transaction that involve customer service or rate complaints that occurred within three years prior to the date of this Application sufficient to affect the Transaction described herein. To the extent Rule 4 CSR 240-2.060(1)(K) might require reporting of any minor matter(s), EAI and TC Arkansas request waiver thereof. Such waiver will not have any impact on any public utility. ITC Midsouth likewise has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or rate complaints that occurred within three years prior to the date of this Application that pertain to the transmission assets that are the subject of the instant Transaction. EAI and TC Arkansas have no annual reports or assessment fees that are overdue to the Commission.

III. SERVICE LIST

8. All pleadings, notices, orders and other communications and correspondence regarding this Joint Application and proceeding should be directed to the undersigned counsel as well as to:

Steven K. Strickland
Vice President, Regulatory Affairs – Arkansas
Entergy Arkansas, Inc.
425 West Capital Avenue
P.O. Box 551
Little Rock, Arkansas 72203
Telephone: (501) 377-4457
sstrick@entergy.com

Laura Landreaux
Manager of Regulatory Affairs
Entergy Services, Inc.
P.O. Box 551
Little Rock, Arkansas 72203
Telephone: (501) 377-5876
lrffae@entergy.com

Matthew Suffern
Kimberly Bennett
Counsel – Entergy Services, Inc.
425 West Capitol Avenue
P.O. Box 551
Little Rock, Arkansas 72203
Telephone: (501) 377-5715
msuffer@entergy.com
kbenne3@entergy.com

Christine Soneral
Vice President & General Counsel – Utility Operations
ITC Holdings, Corp.
27175 Energy Way
Novi, Michigan 48377
Telephone: (248) 946-3551
Facsimile: (248) 946-3552
csoneral@itctransco.com

Simon Whitelocke
Vice President, Regulatory and External Affairs
ITC Holdings Corp
27175 Energy Way
Novi, Michigan 48377
Telephone Number: 248-946-3356
Fax Number: 248-946-3490
swhitelocke@itctransco.com,

IV. MISSOURI FACILITIES

9. As set forth in File No. EA-2012-0321, EAI owns limited transmission and distribution facilities in Missouri that are used to furnish only wholesale electric service to various cities and electric cooperatives in Missouri subject to rate jurisdiction of the FERC and retail electric service to EAI's customers in north Arkansas subject to the retail rate jurisdiction of the APSC. These assets include high voltage transmission and distribution facilities, and new additions and improvements thereto, that are described in the documents submitted in File No. EA-2012-0321, which are incorporated herein by reference. The assets are located in the Missouri Counties of Dunklin, New Madrid, Oregon, Pemiscot, and Taney. EAI does not have retail customers in Missouri.

V. THE TRANSACTION AND REQUESTED APPROVALS

10. Joint Applicants propose a series of steps comprising the Transaction, which will result in the transmission assets of EAI being transferred to an independent transmission company whose business model is solely focused on the provision of transmission services. EAI will retain its generation

and distribution businesses, although EAI does not operate any generation business in Missouri and only will operate its distribution business in Missouri on a very limited basis and will continue not to serve retail customers in Missouri. Specifically, and as more fully described in **Appendix 4**,⁷ EAI's transmission assets will be transferred pursuant to the Transaction, and EAI will retain limited distribution facilities in Missouri that will not be used to provide service to EAI retail customers located in Missouri for the reason that EAI does not have retail customers in Missouri.⁸

11. For purposes of consummating the Transaction, Joint Applicants seek any necessary, appropriate, and applicable approvals related to the following steps: (a) for EAI to reorganize as a limited liability company;⁹ (b) for EAI to transfer its Missouri transmission assets including both the aforesaid facilities and all related franchises, permits, and operating rights to its subsidiary, TC Arkansas;¹⁰ (c) for TC Arkansas to become a subsidiary of Mid South

⁷ As indicated in Appendix 4, the parties continue to work to identify which assets are to be transferred and which are to be retained, and Section 3.12 of the Separation Agreement provides the process for resolving such matters including any items that are discovered after closing of the Transaction.

⁸ As set forth herein, EAI's existing facilities certificate will need to be amended to accurately reflect the remaining distribution facilities and EAI's new name resulting from its reorganization as Entergy Arkansas, LLC.

⁹ EAI will accomplish the reorganization through a merger with the surviving entity being a limited liability company (Entergy Arkansas, LLC). For convenience, this Application refers consistently to EAI except for those provisions pertaining to the amended facilities certificate for EAI's distribution facilities located in Missouri remaining after the Transaction. EAI's amended facilities certificate should reflect the name, "Entergy Arkansas, LLC."

¹⁰ Correspondingly, upon the transfer to ITC of the portion of EAI's existing authority regarding transmission facilities or grant of similar new authority to TC Arkansas, Joint Applicants request the amendment of EAI's existing facilities certificate issued under the name "Entergy Arkansas, LLC" to apply to EAI's distribution facilities that are located in Missouri and identified herein.

TransCo (which also will serve as a holding company for the transmission businesses of the other Entergy Operating Companies in other states); (d) for Mid South TransCo (including its subsidiary TC Arkansas) to be spun off from Entergy Corporation to Entergy Corporation shareholders and then merged with ITC Midsouth, at which point Mid South TransCo, as survivor of the merger, will be a subsidiary of ITC Holdings Corp.; (e) for Mid South TransCo to change its name to ITC Midsouth LLC and for TC Arkansas to change its name to ITC Arkansas; and (f) pursuant to the foregoing steps, for EAI's existing transmission assets in Missouri to be transferred to the ITC corporate structure – an organization focused solely on the provision of transmission service.¹¹

12. Joint Applicants request that the Commission, upon a finding that the Transaction is not detrimental to the public interest, also authorize the transfer to TC Arkansas (which will change its name to ITC Arkansas) of the portion of the Certificate of Convenience and Necessity granted to EAI in Commission File No. EA-2012-0321 pursuant to Section 393.170, RSMo. with respect to the transmission assets being transferred as part of the Transaction or, in the alternative, grant to TC Arkansas a new Certificate commensurate with the authority granted to EAI with respect to its transmission assets in Missouri. TC Arkansas' ownership of the Missouri transmission facilities being transferred as part of the Transaction is both necessary and convenient for the public service,

¹¹ As previously set forth, EAI and ITC respectfully seek the relief requested herein out of an abundance of caution and without waiving any assertion they have with respect to the jurisdictional nature of the facilities.

as fully set forth herein. Based on the information set forth in this Application and in File No. EA-2102-0321, TC Arkansas has complied with the applicable requirements of 4 CSR 240-3.105. It seeks waiver of the remaining, inapplicable aspects of that rule. TC Arkansas also seeks a waiver of the requirements of 4 CSR 240-3.145 (tariffs), 3.165 (annual reports), 3.175 (depreciation studies) and 3.190(1)-(3) (reports). These regulations have no applicability to TC Arkansas and, therefore, good cause exists for such waivers. No public utility will be affected by such waivers. As indicated above, EAI should contemporaneously be granted an amended certificate under the name “Entergy Arkansas, LLC,” to operate its remaining distribution facilities located in Missouri, and EAI should be authorized to abandon the provision of electric transmission service in Missouri pursuant to the above-referenced Certificate of Convenience and Necessity upon the closing of the Transaction.

VI. SUPPORTING DOCUMENTATION

13. As noted previously, copies of the Transaction Agreements are attached hereto as Appendix 1. In accordance with Commission Rule 4 CSR 240-3.115(3), organizational charts depicting the relationships of the merging entities before and after the Transaction are attached as **Appendix 5**. Certified corporate resolutions of the Joint Applicants, with the exception of TC Arkansas,

authorizing the Transaction are attached hereto as **Proprietary Appendix 6**.¹² A Motion for Protective Order has been filed together with this Joint Application.

14. A balance sheet and an income statement for EAI are attached hereto as **Appendices 7 and 8**.¹³ Joint Applicants seek waiver of Rule 4 CSR 240-3.110(E) and 3.115(C) regarding submittal of balance sheets and income statements for Mid South TransCo and ITC Midsouth, on the grounds that these entities do not and will not directly conduct business in Missouri. No public utility will be affected by such waiver.

VII. PUBLIC INTEREST

15. The Transaction is not detrimental to the public interest. Most significantly, TC Arkansas will become an indirect subsidiary of ITC Holdings Corp., which has demonstrated its ability to effectively and efficiently manage and operate transmission facilities through its various other subsidiaries. The benefits of the Transaction include:

(A) The transfer of EAI's and the other Entergy Operating Companies' collective transmission businesses to an independent transmission company is consistent with their ongoing efforts to institute operation of such transmission

¹² As TC Arkansas was not formed at the time the Transaction Agreements were approved and as TC Arkansas is not a party to those agreements, no resolutions approving the Transaction exist for TC Arkansas.

¹³ Audited financial statements are not available for TC Arkansas which does not yet own the EAI transmission assets that TC Arkansas was created to own. Further, EAI does not expect material changes to its financial statements as a result of the transfer of its limited Missouri transmission assets.

assets through RTO participation and ownership through an independent transmission company.

(B) The Transaction offers the financial strength of ITC and improves that of EAI and the other Entergy Operating Companies to support the escalating capital expenditure requirements facing the Entergy Operating Companies and their customers over the next decade and beyond due to challenges and opportunities associated with increasing regulatory requirements and modernization of the U.S. electric grid.

(C) ITC has a demonstrated capability to operate transmission systems at a high level of quality of service, and its singular focus on transmission has been proven to improve transmission performance and reliability.

(D) ITC will bring a regional view to transmission planning that will facilitate and build on the benefits of a Day 2 Market.

16. Considering EAI's limited transmission facilities in Missouri, which are to remain in the State, Joint Applicants do not anticipate any significant impact on the tax revenues of the political subdivisions in which the facilities are located.

17. Consistent with Commission Rule 3.105(1)(C) and (D), Joint Applicants state that EAI already possesses any necessary authority to use public roads and rights-of way for its transmission facilities located in Missouri

and will obtain any necessary consents to assign that authority to TC Arkansas in conjunction with the Transaction described herein.

18. There will be a seamless transition of ownership and operation of the transmission assets through the proposed Transaction. Joint Applicants have formed a Project Management Office involving senior executives from the Entergy Operating Companies, their affiliates, and ITC and have established teams representing all involved business areas to facilitate the integration of the transmission assets into ITC's systems. A regional transmission headquarters will remain in Jackson, Mississippi for at least three years, and there will be service offices, warehouses, and field crew offices throughout the affected region. The Joint Applicants have contacted interested associations and municipal stakeholders to assure them that the proposed Transaction will not interrupt service. While EAI does not have transmission service employees based in Missouri, approximately 750 employees from EAI¹⁴ and other Entergy Corporation subsidiaries, in total, will become ITC employees as part of the Transaction, thereby further ensuring continuity of system operations. The proposed Transaction also includes other processes designed to ensure continuity of all critical functions necessary for the safe and reliable operation of the transmission assets. Transition services agreements, which have been submitted for FERC approval, will support a smooth and efficient transfer of the transmission assets. (See the form agreements in **Appendix 9**.) The Entergy

¹⁴ The EAI employees who will become ITC employees are located in Arkansas.

Operating Companies and affiliates will provide services in the areas of field support, engineering support, site access, and corporate support services to ITC, and likewise ITC will provide services in such areas to the Entergy Operating Companies during the term of the Transition Services Agreements. The Joint Applicants are committed to completing the Transaction in a responsible manner with a goal of providing uninterrupted services to Missouri wholesale customers and EAI's retail customers in north Arkansas.

19. No intrastate revenues are involved in the Transaction.

VIII. CONTINGENT REQUEST FOR WAIVER

20. This case is not likely to be a contested case within the meaning of Commission rule 4 CSR 240-4.020(2). This Commission has held that an application regarding a transfer of assets pursuant to Section 393.190, RSMo, which is the crux of the instant Application, is not a contested case:

Moreover, this is not a contested case pursuant to 536.010(2) because it does not involve a proceeding before an agency in which legal rights, duties or privileges of specific parties are required by law to be **determined after hearing**. (Emphasis added). Neither Section 393.190, nor Section 393.106, nor any other provision of law requires a hearing be held for these determinations. *In the Matter of the Application of The Empire*

District Electric Company for Authority to Sell and Transfer Part of its Works or System to the City of Monett, Missouri, Case No. EO-2009-0159, Order Approving The Transfer Of Assets, Footnote 4, February 11, 2009.

See also, *In the Matter of the Application of Atmos Energy Corporation for Authority to Sell Part of its Works or System Located at the Hannibal, Missouri Propane Air Plant*, File No. GO-2011-0281, Order Authorizing Sale of Propane Air Plant Facility Located in Hannibal, Missouri (“Order”), April 19, 2011:

The company also requests a waiver of Commission rule 4 CSR 240-4.020(2), which requires a 60-day notice prior to filing what will be a contested case. A contested case “means a proceeding before an agency . . . required by law to be determined after hearing.” Section 393.190.1 does not require the Commission to hold a hearing prior to ruling on this application. This is therefore not a contested case. The Commission’s rule regarding contested cases is inapplicable and a waiver of the rule is unnecessary.¹⁵

21. Accordingly, Joint Applicants were not required to file a 60-day Notice of Filing pursuant to 4 CSR 240-4.020(2). However, in an abundance of caution, Joint Applicants respectfully request that such notice requirement be

¹⁵ Order at 4.

waived for good cause given the Commission precedent cited above.¹⁶

IX. COMPLETION DATE OF TRANSACTION

22. Joint Applicants respectfully request approval of the Transaction by May 2013 in order to consummate the Transaction by June 30, 2013 as contemplated by the Transaction Agreements.

WHEREFORE, EAI, Mid South TransCo, TC Arkansas, and ITC Midsouth respectfully request, out of an abundance of caution and without waiver of any assertion as to the jurisdictional nature of the facilities as noted herein, that the Commission issue, to the extent applicable, its order:

- A. Finding that the Transaction (including the transfer of the transmission assets and all of the corporate restructuring steps necessary to consummate the Transaction and any future transfers of property pursuant to Section 3.12 of the Separation Agreement) is not detrimental to the public interest;
- B. Authorizing Joint Applicants to execute any and all documents necessary to effectuate the Transaction, including the transfer of EAI's transmission assets to TC Arkansas consistent with the Transaction

¹⁶ 4 CSR 240-4.020(2)(B). See also, Order Approving Unanimous Stipulation and Agreement, March 14, 2012, File No. GM-2012-0037, Ordered Paragraph 7: "The Motion for Waiver of the 60-day notice of filing contained in Commission Rule 4 CSR 240-4.020(2) is granted."

Agreements, including any future transfers of property pursuant to Section 3.12 of the Separation Agreement;

- C. Authorizing EAI to reorganize, via a merger, as a new limited liability company and, to the extent any authorization is needed, to transfer ownership of EAI/the new limited liability company to a holding company subsidiary of Entergy Corporation;
- D. Authorizing the partial transfer of the certificate of convenience and necessity held by EAI to TC Arkansas or, in the alternative, granting a new certificate of convenience and necessity to TC Arkansas commensurate with the authority granted to EAI to own, operate, control, manage, maintain, construct and install the transmission facilities being transferred as part of this Transaction and other such electrical plant as needed in the future and granting a waiver from the requirements of Commission Rules 4 CSR 240-3.105 (except as to those provisions applicable hereto and addressed herein), 3.145, 3.165, 3.175 and 3.190(1)-(3);
- E. Authorizing the amendment of EAI's certificate to be in the name of "Entergy Arkansas, LLC" and to reflect EAI's remaining distribution facilities located in Missouri after consummation of the Transaction;
- F. Authorizing TC Arkansas (1) to become a subsidiary of Mid South TransCo; (2) to change its name to ITC Arkansas LLC; (3) to operate as an electric public utility that is subject to Missouri utility statutes and regulations applicable to a transmission-only business, including any

transmission siting requirements; and (4) to be certificated to own and operate transmission facilities within the State of Missouri.

G. Authorizing TC Arkansas to become an indirect subsidiary of ITC Holdings Corp. by means of the spin-off of Mid South TransCo to Entergy Corporation shareholders and the merger of Mid South TransCo with ITC Midsouth after which Mid South TransCo, as the surviving entity of the merger, will change its name to ITC Midsouth, LLC;

H. Granting the requested waivers from the requirements of Commission Rules 4 CSR 240-2.060(1), 4 CSR 240-3.110(E) and 3.115(C);

I. Authorizing EAI to abandon the provision of electric transmission service in Missouri upon the closing of the Transaction;

J. Granting, if necessary, the Joint Applicants' request for waiver of Commission Rule 4 CSR 240-4.020(2);

K. Granting the relief requested in a timely manner to allow the Joint Applicants to consummate the Transaction by June 30, 2013; and

L. Issuing such other orders as are appropriate in the circumstances and granting all other necessary and proper relief including without limitation finding that the Transaction either satisfies all applicable and lawful requirements or otherwise is exempt therefrom.

Respectfully submitted,

/s/ Larry W. Dority

James M. Fischer MBN 27543

Larry W. Dority MBN 25617

FISCHER & DORITY, P.C.

101 Madison Street, Suite 400

Jefferson City, Missouri 65101

Telephone: (573) 636-6758

Facsimile: (573) 636-0383

jfischerpc@aol.com

lldority@sprintmail.com

Attorneys for Entergy Arkansas, Inc.,
Mid South TransCo LLC, and
Transmission Company Arkansas, LLC

/s/ Carl J. Lumley

Carl J. Lumley #32869

Curtis, Heinz, Garrett, and O'Keefe P.C.

130 S. Bemiston Ave., Suite 200

Clayton, Missouri 63105

(314) 725-8788

(314) 725-8789 facsimile

clumley@lawfirmemail.com

Brett D. Leopold

Senior Counsel

ITC HOLDINGS CORP.

3500 SW Fairlawn Road, Suite 101

Topeka, KS 66614

Telephone: (785) 783-2226

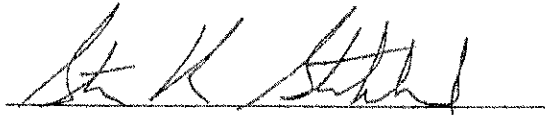
Fax: (785) 783-2230

bleopold@itcTransCo.com

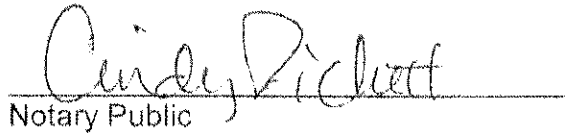
Attorneys for ITC Midsouth LLC

VERIFICATION

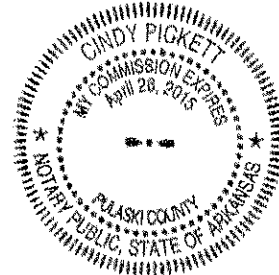
Steven K. Strickland, of lawful age, being duly sworn, deposes and says that he is Vice President Regulatory Affairs, of Entergy Arkansas, Inc., has knowledge of the facts stated in the forgoing Joint Application, and that said facts are true to the best of his knowledge, information and belief.



Subscribed and sworn to before me this 14th day of February, 2013.



Notary Public



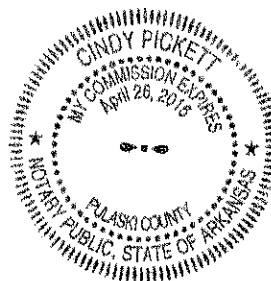
VERIFICATION

Steven K. Strickland, of lawful age, being duly sworn, deposes and says that he is Vice President Regulatory Affairs, of Mid South TransCo LLC, that he has knowledge of the facts stated in the forgoing Joint Application, and that said facts are true to the best of his knowledge, information and belief.

Steven K. Strickland

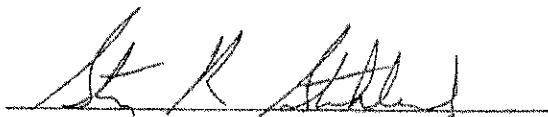
Subscribed and sworn to before me this 14th day of February, 2013.

Cindy Pickett
Notary Public

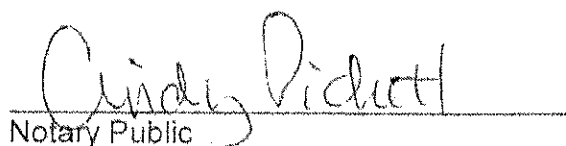
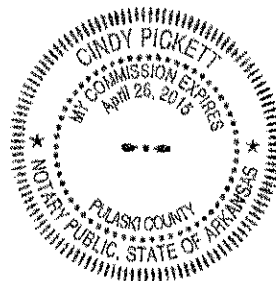


VERIFICATION

Steven K. Strickland, of lawful age, being duly sworn, deposes and says that he is Vice President Regulatory Affairs, of Transmission Company Arkansas, LLC, that he has knowledge of the facts stated in the forgoing Joint Application, and that said facts are true to the best of his knowledge, information and belief.



Subscribed and sworn to before me this 14th day of February, 2013.


Notary Public

VERIFICATION

SIMON WHITELOCKE, of lawful age, being duly sworn, deposes and says that he/she is Vice President, Regulatory & External Affairs of ITC Midsouth LLC, that he/she has knowledge of the facts stated in the forgoing Joint Application, and that said facts are true to the best of his/her knowledge, information and belief.

Simon White Locke

Subscribed and sworn to before me this 14th day of February, 2013.

Sandra K. Biggar
Notary Public

SANDRA K. BIGGAR
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Jun 22, 2016
ACTING IN COUNTY OF Oakland



CERTIFICATE OF SERVICE

The undersigned does hereby certify that a copy of the foregoing has been served upon all parties of record by forwarding the same by electronic mail and/or first class mail, postage prepaid this 14th day of February 2013 to the following:

Office of the Public Counsel
PO Box 2230
Jefferson City, Missouri 65102
opcservice@ded.mo.gov

Office of General Counsel
Missouri Public Service Commission
PO Box 360
Jefferson City, Missouri 65102
shelley.brueggemann@psc.mo.gov

/s/ Larry W. Dority
Larry W. Dority

LIST OF APPENDICES

Appendix 1	Transaction Agreements
Appendix 2	TC Arkansas authority to do business in Missouri
Appendix 3	ITC Facilities Map
Appendix 4	Facilities located in Missouri
Appendix 5	Organizational charts depicting the merging entities before and after the Transaction
Appendix 6	Proprietary – Resolutions approving the Transaction
Appendices 7 and 8	EAI Balance Sheet and Income Statement
Appendix 9	Transition Service Agreement Forms