

**BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION**

In the Matter of the Joint Application of Fortis Inc.,	)	
ITC Holdings Corp., and ITC Midwest LLC for	)	File No. EM-2016-0212
Approval of Merger.	)	

**MOTION FOR PROTECTIVE ORDER**

Come now Fortis Inc., ITC Holdings Corp., and ITC Midwest LLC, (collectively “the Joint Applicants”) by and through their respective undersigned counsel, and pursuant to 4 CSR 240-2.135, hereby move for a protective order covering certain confidential information submitted in support of Joint Applicants’ Application in the above-captioned matter. The confidential information that is the subject of this Motion is redacted portions of Exhibit G to Joint Applicants’ Application, a resolution of the Board of Directors of Fortis, Inc. (the “Resolution”) authorizing and approving the Transaction identified and described therein and authorizing a co-investor’s participation in the Transaction . In support, Joint Applicants submit the following to the Commission:

1. The redacted portions of the Resolution submitted in Exhibit G are not available to the public. Furthermore, the redacted portion of the Resolution is highly confidential and non-public commercial information

2. Public examination or disclosure of the unredacted Resolution would be extremely detrimental to Fortis, Inc. The Resolution is comprehensive and includes references to the strategies employed and conclusions reached by Fortis, Inc. and Joint Applicants in connection with their negotiations toward perfecting the Transaction. See 4 CSR 240-2.135(1)(B)6

3. Due to the sensitive nature of this information, it is appropriate for the Commission to limit access to such information. The confidential information is being

provided for the sole use of the Commission in exercising its governmental functions by examining the Application. There is no legitimate purpose to be served in disclosing this material to any person other than the appropriate reviewing staff of the Commission and other qualified persons as provided by 4 CSR 240-2.135.

4. The redacted portions of the Resolution cannot be found in any format in any other public document.

5. Joint Applicants request that the redacted portions of the Resolution attached as Exhibit G to the Application be held highly confidential indefinitely.

WHEREFORE, Joint Applicants respectfully move that the Commission issue a Protective Order that will limit the availability of Exhibit G to the above-referenced Application as highly confidential to the reviewing staff of the Commission and other persons authorized to review Highly Confidential Information in accordance with 4 CSR 240-2.135.

CURTIS, HEINZ,  
GARRETT & O'KEEFE, P.C.

NEWMAN, COMLEY & RUTH P.C.

**/s/ Carl J. Lumley**

**/s/ Mark W. Comley**

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Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 10th day of May, 2016, to General Counsel's Office at [staffcounsel@psc.mo.gov](mailto:staffcounsel@psc.mo.gov); and Office of Public Counsel at [opc@ded.mo.gov](mailto:opc@ded.mo.gov).

/s/ Mark W. Comley