

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

<b>IN THE MATTER OF THE APPLICATION OF</b>	)	
<b>INTERSTATE POWER AND LIGHT COMPANY,</b>	)	<b>Case No. EO-2007-0485</b>
<b>f/k/a IES UTILITIES INC., AND ITC MIDWEST</b>	)	
<b>LLC FOR APPROVAL TO TRANSFER</b>	)	
<b>CERTIFICATE OF CONVENIENCE AND</b>	)	
<b>NECESSITY AND TRANSMISSION LINE</b>	)	
<b>FACILITIES IN CLARK COUNTY, MISSOURI</b>	)	
<b>AND MOTION FOR EXPEDITED TREATMENT</b>	)	

**FILING OF ITC MIDWEST LLC IN RESPONSE TO COMMISSION ORDER**

1. In ordered paragraph 4 of the Commission's August 30, 2007 Order, the Commission conditioned the authority granted to ITC Midwest LLC upon ITC Midwest LLC obtaining a certificate to do business as a foreign corporation in Missouri from the Missouri Secretary of State and filing a certified copy of that certificate with the Commission.

2. ITC Midwest LLC has obtained such certificate and attaches it as Exhibit A to this pleading.

Respectfully submitted,

/s/ Roger W. Steiner

Karl Zobrist, MBN 28325

Roger W. Steiner, MBN 39586

Sonnenschein Nath & Rosenthal LLP

4520 Main Street, Suite 1100

Kansas City, MO 64111

Telephone: (816) 460-2545

Facsimile: (816) 531-7545

email: kzobrist@sonnenschein.com

email: rsteiner@sonnenschein.com

Attorneys for ITC Midwest LLC

**CERTIFICATE OF SERVICE**

A copy of the foregoing was served via email to counsel of record in the above referenced case on this 10th day of January, 2008.

/s/ Roger W. Steiner  
Attorney for ITC Midwest LLC

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

FL0862838

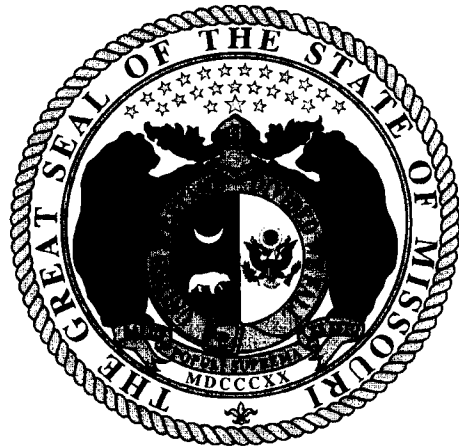
## CERTIFICATE OF CORPORATE RECORDS

ITC MIDWEST LLC

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of January, 2008

*Robin Carnahan*  
Secretary of State



Certification Number: 10344522-1 Reference: BMW  
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

*ITC MIDWEST LLC*  
*FL0862838*

Using in Missouri the name

*ITC MIDWEST LLC*

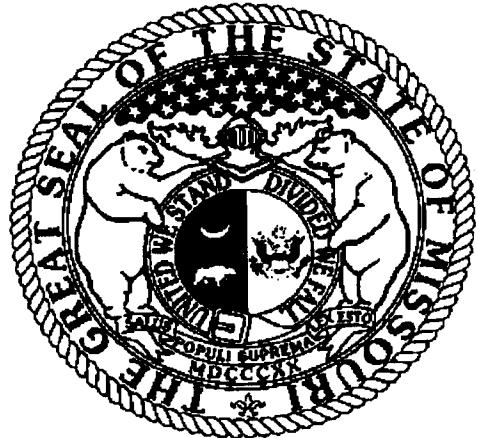
and existing under the laws of the State of Michigan has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 19th day of December, 2007, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
19th day of December, 2007.

*Robin Carnahan*

Secretary of State





**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number:  
**FL0862838**  
Date Filed: 12/19/2007  
Robin Carnahan  
Secretary of State

**Application for Registration of a Foreign  
Limited Liability Company**  
(Submit with filing fee of \$105.00)

- (1) The name of the foreign limited liability company is:  
ITC Midwest LLC
- (2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):  
ITC Midwest LLC
- (3) The foreign limited liability company was formed under the laws of Michigan on the  
date of January 16, 2007  
(state or jurisdiction) (month/day/year)
- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:  
to engage in any activity within the purposes for which a limited liability company is permitted under the laws of the State of Missouri
- (5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):  
CT Corporation System, 120 South Central Avenue, Clayton, MO 63105  
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

*The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent.  
Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*

- (6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:  
c/o ITC Holdings Corp. 39500 Orchard Hill Place, Suite 200 Novi, MI, 48375  
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip
- (7) This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

Please see next page

Name and address to return filed document:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State, and Zip Code: \_\_\_\_\_

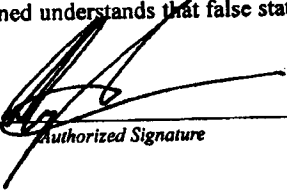
State of Missouri  
Creation - LLC/LP 3 Page(s)

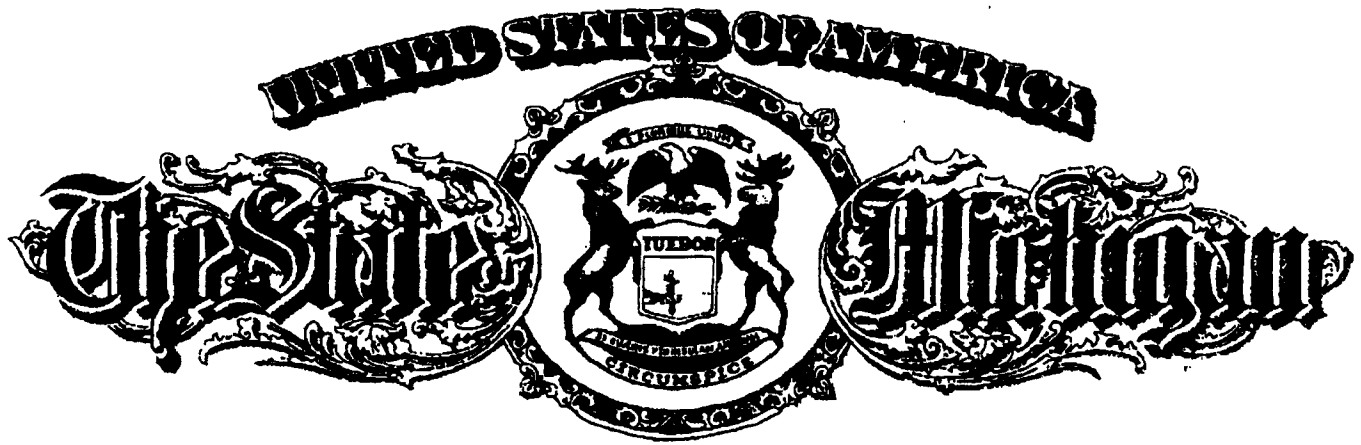


T0735301157

LLC- 4 (01/05)

In Affirmation thereof, the facts stated above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	ANDREW CALDER	12/17/07
Authorized Signature	Printed Name	Date
Authorized Signature	Printed Name	Date
Authorized Signature	Printed Name	Date



**Michigan Department of Labor & Economic Growth**

**Lansing, Michigan**

*This is to Certify That*

**ITC MIDWEST LLC**

*was validly organized on January 16, 2007 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.*

*This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan as of this date.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand,  
in the City of Lansing, this 17th day of December, 2007*



*Andrew J. Heston*

**Bureau of Commercial Services**

**,Director**

**GOLD SEAL APPEARS ONLY ON ORIGINAL**