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ILLINOIS COMMERCE COMMISSION**

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

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MAY 24 2016

FORTIS INC.,
ITC MIDWEST, LLC

ILLINOIS COMMERCE COMMISSION
CHIEF CLERK'S OFFICE

Application pursuant to Section 7-204 of the
Public Utilities Act for authority to engage in a)
Reorganization, and for such other approvals)
as may be required under the Public Utilities)
Act to effectuate the Reorganization)
ICC Docket No. 16-0315

**VERIFIED PETITION TO INTERVENE
OF FINN INVESTMENT PTE. LTD.**

Pursuant to Section 200.200 of the Rules of Practice of the Illinois Commerce Commission, 83 Ill. Admin. Code § 200.200, Finn Investment Pte. Ltd. ("Finn"), by and through its attorneys, Steptoe & Johnson LLP, seeks leave to intervene in the above-captioned proceeding. The proceeding concerns an application ("Application") filed by Fortis Inc. ("Fortis") and ITC Midwest, LLC ("ITC Midwest") pursuant to Sections 7-204 and 7-204A of the Illinois Public Utilities Act, 220 ILCS 5/7-204 and 220 ILCS 5/7-204A, seeking the approval of the Commission for a reorganization involving ITC Midwest and its parent company, ITC Holdings Corp. ("ITC Holdings").

In support of its Petition, Finn states as follows:

1. Petitioner's name, address, telephone number, facsimile number and email address are:

Finn Investment Pte. Ltd.
c/o GIC Pte. Ltd.
168 Robinson Road #37-01
Capital Tower
Singapore 068912
Telephone: +65-68896935
Fax: +65-68898872
Email: gohsiang@gic.com.sg

Petitioner hereby designates the following person to receive service on its behalf:

Carol Gosain
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 429-6461
Fax: (202) 261-0614
Email: cgosain@steptoe.com

2. Finn is wholly-owned by Enterprise Holding Pte. Ltd., which itself is wholly-owned by GIC (Ventures) Pte. Ltd. (“GIC Ventures”). GIC Ventures is affiliated with GIC Private Limited (“GIC”), an investment company that manages the Government of Singapore’s foreign reserves,¹ and GIC Special Investments Pte. Ltd. (“GIC SI”), the private equity and infrastructure arm of GIC. GIC and GIC Ventures are each wholly-owned by the Government of Singapore through the Minister for Finance (“MOF”), a statutory corporation set up by the Government of Singapore to own and administer government assets. The Government of Singapore, which is represented by MOF in its dealings with GIC, neither directs nor interferes with GIC’s investment decisions.

3. Finn has an interest in the matters that are the subject of this proceeding. The Application seeks approval for a Reorganization (as defined in the Application) involving ITC Midwest, a transmission-only company with a small Illinois footprint, no retail customers in Illinois, and rates that are exclusively regulated by the Federal Energy Regulatory Commission. As explained in detail in the Application, after consummation of the Reorganization, ITC Holdings will continue to directly and wholly own ITC Midwest; ITC Holdings, in turn, will be a direct, wholly-owned subsidiary of ITC Investment Holdings Inc. (“ITC Investment”). ITC

¹ GIC is a signatory to the Santiago Principles, a set of Generally Acceptable Principles and Practices for Sovereign Wealth Funds published in 2008 by the International Working Group of Sovereign Wealth Funds.

Investment will be an indirect, majority-owned (80.1%) subsidiary of Fortis, and will be minority-owned (19.9%) by Finn.² As a minority investor in ITC Investment, Finn will not have any authority to manage or control the day-to-day operations of ITC Midwest or ITC Holdings. As the entity that will indirectly acquire a majority of the voting stock of ITC Midwest, as well as control of ITC Midwest, Fortis is, appropriately, the applicant under Section 7-204 (along with ITC Midwest). Nonetheless, Finn has an interest in this proceeding because of it will be a minority investor in ITC Investment. In short, Finn will be directly affected by the Commission's determinations regarding the Reorganization. Finn should therefore be permitted to participate as a party in this case.

4. Finn supports the Application, the Applicants' request for expedited case schedule and decision, and the proposed expedited case schedule.

5. Finn agrees to accept service by electronic means as provided for in Section 200.1050, 83 Ill. Admin. Code § 200.1050.

² Either Finn or another direct or indirect, wholly-owned subsidiary of GIC Ventures will be the minority investor in ITC Investment. For ease of reference, "Finn" is used herein to refer to Finn Investment Pte. Ltd. or such other GIC Ventures subsidiary.

WHEREFORE, for the above reasons, Finn hereby respectfully requests that the Commission grant its Petition to Intervene and make Finn a party to the above-captioned proceeding.

Dated: May 23, 2016

Respectfully submitted,

FINN INVESTMENT PTE. LTD.

By:



Its attorney

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Counsel for Finn Investment Pte. Ltd.



Its attorney

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Counsel for Finn Investment Pte. Ltd.

VERIFICATION

State of DISTRICT)
)
County of Columbia) SS:

Carol Gosain, being first duly sworn, states that she is an attorney for Finn Investment Pte. Ltd., that she is authorized to make this verification on behalf of Finn Investment Pte. Ltd., that she has read the foregoing petition to intervene and is familiar with the matters set forth therein, and that the matters set forth in the petition to intervene are true and correct to the best of her knowledge, information, and belief.

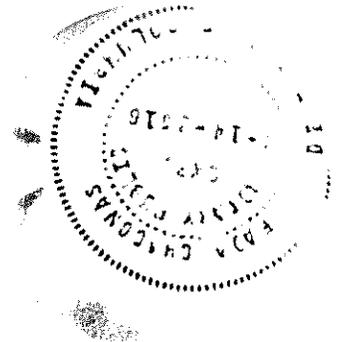
Carol Gosain
Carol Gosain

SUBSCRIBED AND SWORN TO before me
on this 23rd day of May 2016

Jada Chacon
Notary Public

My Commission Expires August 14, 2016

My Commission Expires: _____



CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that she has caused the Verified Petition to Intervene of Finn Investment Pte. Ltd. in Docket No. 16-0315 to be served on each of the persons on the Service List by email on May 23, 2016.

Date: 23 May 2016

By: Carol Gosain
Carol Gosain
Counsel to Finn Investment Pte. Ltd.

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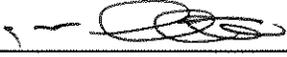
ICC Docket No. 16-0315

NOTICE OF FILING

To: All Persons on the Attached Service List

PLEASE TAKE NOTICE that on May 23, 2016, the undersigned has filed by sending, via Federal Express, to the Clerk of the Illinois Commerce Commission, 527 E. Capitol Ave., Springfield, Illinois 62701, Finn Investment Pte. Ltd.'s Verified Motion to Appear Pro Hac Vice, Appearance of Michael Dockterman and Verified Petition to Intervene, copies of which are served upon you.

Dated: May 23, 2016

By: 
Michael Dockterman

Michael Dockterman
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Suite 3100
Chicago, IL 60603
(312) 577-1243
mdockterman@steptoe.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that copies of the above Notice, together with copies of the documents referred to therein, have been served upon all parties on the attached service list by electronic mail, on 23 day of May, 2016.

Date: 23 May 2016

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Carol Gosain
Counsel to Finn Investment Pte. Ltd.

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