

**BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS**

In the Matter of the Joint Application of ITC)
Great Plains, LLC, and its Parent)
Company, ITC Holdings Corp., Together)
With Fortis Inc., FortisUS Inc., ITC)
Investment Holdings Inc. and Element) Docket No. 16-ITCE-512-ACQ
Acquisition Sub Inc., for an Order)
Approving the Acquisition by Fortis Inc. of)
the Majority of All Classes of the Stock of)
ITC Holdings Corp., and its Subsidiary)
Companies, Including ITC Great Plains,)
LLC.)

PETITION TO INTERVENE

COMES NOW Sunflower Electric Power Corporation ("Sunflower") and Mid-Kansas Electric Company, LLC ("Mid-Kansas"), and pursuant to K.S.A. 77-521 and K.A.R. 82-1-225 moves the State Corporation Commission of the State of Kansas ("Commission") to issue an Order allowing Sunflower and Mid-Kansas to intervene in this proceeding. In support of their petition, Sunflower and Mid-Kansas state:

1. On May 10, 2016, ITC Great Plains, LLC ("ITC") filed an application requesting approval by the Commission of a transaction involving an upstream change in ownership of ITC.
2. Pursuant to K.S.A. 77-521(a)(2)-(3), the Commission shall grant a petition for intervention if it states facts demonstrating that the petitioner's legal rights, duties, privileges, immunities or other legal interests may be substantially affected by the proceeding, and the interests of justice and the orderly and prompt conduct of the proceedings will not be impaired by allowing the intervention.

3. Both Sunflower and Mid-Kansas currently own and operate existing transmission assets that interconnect with those of ITC in Kansas. Both Sunflower and Mid-Kansas are parties to certain Co-Development Agreements with ITC, and Mid-Kansas is a party to both a maintenance agreement and a joint ownership agreement with ITC for specific ITC facilities. Sunflower and Mid-Kansas desire to ensure that those agreements are not negatively affected by ITC's proposed transaction.

4. In addition, ITC owns facilities within the Sunflower and Mid-Kansas zones under The Southwest Power Pool, Inc.'s ("SPP") Open Access Transmission Tariff ("OATT"). In accordance with the SPP OATT, the Sunflower and Mid-Kansas members' customers will pay their portion of the costs of ITC's facilities within the respective Sunflower and Mid-Kansas zones. ITC has made certain assurances regarding the recovery of the transaction and acquisition costs, which could affect transmission rates paid for by customers of the Sunflower and Mid-Kansas members.¹

5. Therefore, Sunflower's and Mid-Kansas's legal rights, duties, privileges, immunities or other legal interests may be substantially affected by this proceeding, and no other party can properly represent them. The interests of justice and the orderly and prompt conduct of the proceedings will not be impaired by allowing the intervention. For the above reasons, Sunflower and Mid-Kansas request that the Commission grant their request and allow Sunflower and Mid-Kansas to fully participate in this matter.

¹ Joint Application for Transaction Approval and Expedited Treatment, Docket No. 16-ITCE-512-ACQ, at ¶36(a)(ii) (filed May 10, 2016); Revised Direct Testimony of Linda H. Blair, Docket No. 16-ITCE-512-ACQ, at Page 9, Lines 1-2 (filed May 18, 2016).

6. All communications and correspondence to Sunflower and Mid-Kansas, including service of all notices and orders of the Commission herein are requested to be sent to the following named individuals:

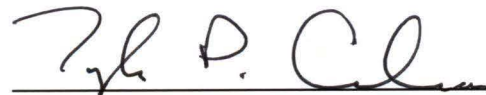
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WHEREFORE, Sunflower and Mid-Kansas request that the Commission issue an Order granting Sunflower's and Mid-Kansas's petition to intervene in this matter and for such other and further relief as may be appropriate.

Respectfully submitted,



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**Attorneys for Sunflower Electric
Power Corporation and Mid-Kansas
Electric Company, LLC**

VERIFICATION

STATE OF KANSAS)
COUNTY OF Ellis) ss:

Taylor P. Calcara, of lawful age, being first duly sworn on oath, states:

That he is an attorney for Sunflower Electric Power Corporation and Mid-Kansas Electric Company, LLC; that he has read the above and foregoing Petition to Intervene and knows the contents thereof; and that the statements contained therein are true.


Taylor P. Calcara


SUBSCRIBED AND SWORN to before me this 20 day of
June, 2016.


Notary Public

Commission Expires: 11.13.16

CERTIFICATE OF SERVICE

I do hereby certify that on the 20 day of June, 2016, I electronically filed via the Kansas Corporation Commission's Electronic Filing System a true and correct copy of the above and foregoing Petition to Intervene with a copy emailed to:


Taylor P. Calcara

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