

ITC Holdings Corp.  
Form 10-Q  
July 30, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Quarterly Period Ended June 30, 2010**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission File Number: 001-32576**

**ITC HOLDINGS CORP.**

(Exact Name of Registrant as Specified in Its Charter)

**Michigan**

(State or Other Jurisdiction of  
Incorporation or Organization)

**32-0058047**

(I.R.S. Employer Identification No.)

**27175 Energy Way  
Novi, MI 48377**

(Address Of Principal Executive Offices, Including Zip Code)

**(248) 946-3000**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The number of shares of the Registrant's Common Stock, without par value, outstanding as of July 23, 2010 was 50,289,714.

**ITC Holdings Corp.**  
**Form 10-Q for the Quarterly Period Ended June 30, 2010**  
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**DEFINITIONS**

Unless otherwise noted or the context requires, all references in this report to:

*ITC Holdings Corp. and its subsidiaries*

ITC Great Plains are references to ITC Great Plains, LLC, a wholly-owned subsidiary of ITC Grid Development, LLC;

ITC Grid Development are references to ITC Grid Development, LLC, a wholly-owned subsidiary of ITC Holdings;

Green Power Express are references to Green Power Express LP, an indirect wholly-owned subsidiary of ITC Holdings;

ITC Holdings are references to ITC Holdings Corp. and not any of its subsidiaries;

ITC Midwest are references to ITC Midwest LLC, a wholly-owned subsidiary of ITC Holdings;

ITCTransmission are references to International Transmission Company, a wholly-owned subsidiary of ITC Holdings;

METC are references to Michigan Electric Transmission Company, LLC, a wholly-owned subsidiary of MTH;

MISO Regulated Operating Subsidiaries are references to ITCTransmission, METC and ITC Midwest together;

MTH are references to Michigan Transco Holdings, Limited Partnership, the sole member of METC and a wholly owned subsidiary of ITC Holdings;

Regulated Operating Subsidiaries are references to ITCTransmission, METC, ITC Midwest and ITC Great Plains together; and

We, our and us are references to ITC Holdings together with all of its subsidiaries.

*Other definitions*

Consumers Energy are references to Consumers Energy Company, a wholly-owned subsidiary of CMS Energy Corporation;

Detroit Edison are references to The Detroit Edison Company, a wholly-owned subsidiary of DTE Energy;

DTE Energy are references to DTE Energy Company;

FERC are references to the Federal Energy Regulatory Commission;

IP&L are references to Interstate Power and Light Company, an Alliant Energy Corporation subsidiary;

KCC are references to the Kansas Corporation Commission;

kV are references to kilovolts (one kilovolt equaling 1,000 volts);

kW are references to kilowatts (one kilowatt equaling 1,000 watts);

MISO are references to the Midwest Independent Transmission System Operator, Inc., a FERC-approved RTO, which oversees the operation of the bulk power transmission system for a substantial portion of the Midwestern United States and Manitoba, Canada, and of which ITCTransmission, METC and ITC Midwest are members;

MW are references to megawatts (one megawatt equaling 1,000,000 watts);

NERC are references to the North American Electric Reliability Corporation;

RTO are references to Regional Transmission Organizations; and

SPP are references to Southwest Power Pool, Inc., a FERC-approved RTO which oversees the operation of the bulk power transmission system for a substantial portion of the South Central United States, and of which ITC Great Plains is a member.

**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ITC HOLDINGS CORP. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED)**

(in thousands, except share data)	<b>June 30, 2010</b>	<b>December 31, 2009</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 81,439	\$ 74,853
Accounts receivable	86,263	72,352
Inventory	39,117	36,834
Deferred income taxes	30,662	23,859
Regulatory assets – revenue accrual (including accrued interest of \$1,843 and \$2,652, respectively)	54,214	82,871
Other	7,955	3,244
Total current assets	299,650	294,013
<b>Property, plant and equipment</b> (net of accumulated depreciation and amortization of \$1,085,126 and \$1,051,045, respectively)	2,699,275	2,542,064
<b>Other assets</b>		
Goodwill	950,163	950,163
Intangible assets (net of accumulated amortization of \$10,636 and \$9,095, respectively)	50,525	51,987
Regulatory assets – revenue accrual (including accrued interest of \$75 and \$75, respectively)	13,305	20,406
Other regulatory assets	134,448	134,924
Deferred financing fees (net of accumulated amortization of \$10,417 and \$9,616, respectively)	21,200	21,672
Other	15,853	14,487
Total other assets	1,185,494	1,193,639
<b>TOTAL ASSETS</b>	<b>\$ 4,184,419</b>	<b>\$ 4,029,716</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 67,834	\$ 43,508
Accrued payroll	8,795	13,648
Accrued interest	44,519	39,099
Accrued taxes	26,427	21,188
Regulatory liabilities – revenue deferral (including accrued interest of \$230)	6,854	-
Refundable deposits from generators for transmission network upgrades	33,841	25,891
Other	4,023	3,344
Total current liabilities	192,293	146,678
<b>Accrued pension and postretirement liabilities</b>	<b>34,591</b>	<b>31,158</b>
<b>Deferred income taxes</b>	<b>301,329</b>	<b>255,516</b>

<b>Regulatory liabilities revenue deferral</b> (including accrued interest of \$230 and \$186, respectively)	14,302	10,238
<b>Regulatory liabilities accrued asset removal costs</b>	111,369	112,430
<b>Refundable deposits from generators for transmission network upgrades</b>	4,121	17,664
<b>Other</b>	11,596	10,111
<b>Long-term debt</b>	2,457,774	2,434,398
<b>Commitments and contingent liabilities</b> (Notes 3 and 10)		
<b>STOCKHOLDERS EQUITY</b>		
Common stock, without par value, 100,000,000 shares authorized, 50,286,030 and 50,084,061 shares issued and outstanding at June 30, 2010 and December 31, 2009, respectively	869,621	862,512
Retained earnings	188,156	149,776
Accumulated other comprehensive loss	(733)	(765)
Total stockholders equity	1,057,044	1,011,523
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 4,184,419</b>	<b>\$ 4,029,716</b>

See notes to condensed consolidated financial statements (unaudited).

**Table of Contents****ITC HOLDINGS CORP. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

(in thousands, except per share data)	Three months ended		Six months ended	
	June 30,		June 30,	
	2010	2009	2010	2009
<b>OPERATING REVENUES</b>	\$ 168,468	\$ 157,238	\$ 329,756	\$ 313,179
<b>OPERATING EXPENSES</b>				
Operation and maintenance	28,494	21,919	52,223	45,660
General and administrative	17,413	20,253	35,194	40,146
Depreciation and amortization	22,567	26,187	44,682	52,735
Taxes other than income taxes	11,626	10,612	23,934	21,710
Other operating income and expense net	(530)		(523)	
Total operating expenses	79,570	78,971	155,510	160,251
<b>OPERATING INCOME</b>	88,898	78,267	174,246	152,928
<b>OTHER EXPENSES (INCOME)</b>				
Interest expense	35,333	32,661	70,362	64,254
Allowance for equity funds used during construction	(3,435)	(3,232)	(6,578)	(5,998)
Other income	(1,154)	(1,065)	(1,672)	(1,391)
Other expense	755	463	1,031	970
Total other expenses (income)	31,499	28,827	63,143	57,835
<b>INCOME BEFORE INCOME TAXES</b>	57,399	49,440	111,103	95,093
<b>INCOME TAX PROVISION</b>	21,098	18,647	40,598	35,575
<b>NET INCOME</b>	\$ 36,301	\$ 30,793	\$ 70,505	\$ 59,518
Basic earnings per common share (Note 7)	\$ 0.72	\$ 0.62	\$ 1.40	\$ 1.19
Diluted earnings per common share (Note 7)	\$ 0.71	\$ 0.61	\$ 1.38	\$ 1.17
Dividends declared per common share	\$ 0.320	\$ 0.305	\$ 0.640	\$ 0.610

See notes to condensed consolidated financial statements (unaudited).

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

<b>(in thousands)</b>	<b>Six months ended June 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 70,505	\$ 59,518
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	44,682	52,735
Revenue accrual and deferral including accrued interest	46,676	(4,817)
Deferred income tax expense	35,191	34,902
Allowance for equity funds used during construction	(6,578)	(5,998)
Other	5,937	4,955
Changes in assets and liabilities, exclusive of changes shown separately:		
Accounts receivable	(13,911)	(22,510)
Inventory	(2,283)	(6,822)
Other current assets	(4,711)	(1,425)
Accounts payable	(1,410)	(10,094)
Accrued payroll	(3,421)	(1,990)
Accrued interest	5,420	(86)
Accrued taxes	5,996	7,239
Other current liabilities	681	(3,353)
Other non-current assets and liabilities, net	624	6,162
Net cash provided by operating activities	183,398	108,416
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(162,585)	(213,927)
Proceeds from sale of securities	14,576	697
Purchases of securities	(14,587)	(761)
Other	(78)	(225)
Net cash used in investing activities	(162,674)	(214,216)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of long-term debt	90,000	100,000
Borrowings under revolving credit agreements	213,129	276,218
Repayments of revolving credit agreements	(279,985)	(263,817)
Issuance of common stock	1,165	1,632
Dividends on common stock	(32,121)	(30,394)
Refundable deposits from generators for transmission network upgrades	11,439	29,633
Repayment of refundable deposits from generators for transmission network upgrades	(16,778)	(2,291)
Other	(987)	(1,909)
Net cash (used in) provided by financing activities	(14,138)	109,072
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>6,586</b>	<b>3,272</b>
<b>CASH AND CASH EQUIVALENTS Beginning of period</b>	<b>74,853</b>	<b>58,110</b>

<b>CASH AND CASH EQUIVALENTS</b>	<b>End of period</b>	\$ 81,439	\$ 61,382
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See notes to condensed consolidated financial statements (unaudited).

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These condensed consolidated financial statements should be read in conjunction with the notes to the consolidated financial statements as of and for the period ended December 31, 2009 included in ITC Holdings Form 10-K for such period.

The accompanying condensed consolidated financial statements have been prepared using accounting principles generally accepted in the United States of America ( GAAP ) and with the instructions to Form 10-Q and Rule 10-01 of Securities and Exchange Commission ( SEC ) Regulation S-X as they apply to interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. These accounting principles require us to use estimates and assumptions that impact the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Actual results may differ from our estimates.

The condensed consolidated financial statements are unaudited, but in our opinion include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the results for the interim period. The interim financial results are not necessarily indicative of results that may be expected for any other interim period or the fiscal year.

**Supplementary Cash Flows Information**

<b>(in thousands)</b>	<b>Six months ended</b>	
	<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>
Supplementary cash flows information:		
Interest paid (net of interest capitalized)	\$63,398	\$62,459
Income taxes paid	6,882	350
Supplementary non-cash investing and financing activities:		
Additions to property, plant and equipment (a)	\$47,605	\$46,293
Allowance for equity funds used during construction	6,578	5,998

(a) Amounts consist of current liabilities for construction labor and materials that have not been included in investing activities. These amounts have not been paid for as of June 30, 2010 or 2009, respectively, but have been or will be included as a cash outflow from investing

activities for  
expenditures for  
property, plant  
and equipment  
when paid.

## **2. RECENT ACCOUNTING PRONOUNCEMENTS**

### **Fair Value Measurements**

The guidance set forth by the Financial Accounting Standards Board for fair value measurements was revised to require additional disclosure as part of our condensed consolidated financial statements. We are now required to disclose separately the amounts of, and reasons for, significant transfers between Level 1 and Level 2 of the fair value hierarchy and significant transfers into and out of Level 3 of the fair value hierarchy for the reconciliation of Level 3 measurements. In addition, we are required to provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements in Level 2 or Level 3 of the fair value hierarchy and for each class of assets and liabilities. Effective for the year ending December 31, 2010, we will be required to provide the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis. The disclosure requirements did not have a material impact on our condensed consolidated financial statements and are not expected to have a material impact on our annual consolidated financial statements. Refer to our fair value measurement disclosure in Note 9.

## **3. REGULATORY MATTERS**

### **ITC Great Plains**

On August 18, 2009, ITC Great Plains acquired two electric transmission substations and became an independent transmission company in SPP. SPP began to bill ITC Great Plains 2009 network revenues in January 2010, retroactive to August 18, 2009. ITC Great Plains has committed to construct certain transmission projects in the SPP Region, including the Kansas Electric Transmission Authority ( KETA ) Project (also known as the Spearville Knoll Axtell Project), which will run from Spearville, Kansas to a

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point near Hays, Kansas and then northward to Axtell, Nebraska, and a segment of the Kansas V-Plan. The total Kansas V-Plan project would run from Spearville southward to Comanche County, Kansas and then on a northeastern track to Wichita, Kansas.

In 2009, ITC Great Plains filed an application for a formula rate under Section 205 of the Federal Power Act. The FERC conditionally accepted the proposed formula rate tariff sheets, subject to refund, and set them for hearing and settlement procedures. In addition, the FERC approved certain transmission investment incentives, including the establishment of regulatory assets for start-up and development costs of ITC Great Plains and pre-construction costs specific to the KETA Project and the Kansas V-Plan to be recovered pursuant to future FERC filings. During the first quarter of 2010, the FERC accepted ITC Great Plains cost-based formula rate tariff sheets, which include an annual true-up mechanism, and their corresponding implementation protocols.

As of June 30, 2010, we have recorded approximately \$10.5 million of regulatory assets for start-up and development expenses incurred by ITC Great Plains as well as pre-construction costs for the KETA Project. Based on ITC Great Plains application and the FERC order, ITC Great Plains will be required to make an additional filing with the FERC under Section 205 of the Federal Power Act in order to recover these start-up, development and pre-construction expenses.

The regulatory assets recorded at ITC Great Plains do not include amounts associated with pre-construction costs for the Kansas V-Plan, which have been recorded to expenses in the periods in which they were incurred. If in a future reporting period, it becomes probable that future revenues will result from the authorization to recover pre-construction expenses for the Kansas V-Plan, which totaled \$1.1 million at June 30, 2010, we will recognize the regulatory asset. No regulatory assets for Kansas V-Plan have been recorded as of June 30, 2010.

**Green Power Express**

The Green Power Express project is a network of transmission lines that would facilitate the movement of 12,000 megawatts of power from the wind-abundant areas in the Dakotas, Minnesota and Iowa to Midwest load centers that demand clean, renewable energy and would traverse portions of North Dakota, South Dakota, Minnesota, Iowa, Wisconsin, Illinois and Indiana. In 2009, Green Power Express filed an application with the FERC for approval of a cost-based formula rate with a true-up mechanism and incentives for the construction of the Green Power Express project, including the approval of a regulatory asset for recovery of development expenses previously incurred as well as future development costs for the project.

The FERC issued an order authorizing certain transmission investment incentives, including the establishment of a regulatory asset for start-up and development costs of Green Power Express and pre-construction costs for the project to be recovered pursuant to a future FERC filing. Further, the FERC order conditionally accepted Green Power Express proposed formula rate tariff sheets, subject to refund, and set them for hearing and settlement procedures. On February 22, 2010, Green Power Express filed an Offer of Settlement that intended to resolve all of the issues set for hearing and is pending further action by the FERC. Interested parties have filed comments and reply comments. The original FERC order remains subject to several requests for rehearing.

The total development expenses through June 30, 2010 that may be recoverable through regulatory assets were approximately \$5.2 million, which have been recorded to expenses in the periods in which they were incurred. If in a future reporting period, it becomes probable that future revenues will result from the authorization to recover these development expenses, we will recognize the regulatory assets. No regulatory assets for Green Power Express have been recorded as of June 30, 2010.

**Depreciation Studies**

During 2009, the FERC accepted depreciation studies filed by ITCTransmission and METC that revised their depreciation rates. This change in accounting estimate resulted in lower composite depreciation rates for ITCTransmission and METC primarily due to the revision of asset service lives and cost of removal values. The revised depreciation rates resulted in a reduction of depreciation expense of \$5.3 million and \$10.6 million for the three and six months ended June 30, 2010, respectively, as compared to the amount of depreciation expense that would have been recognized under the previous depreciation rates utilized by ITCTransmission and METC. Because of the inclusion of depreciation expense as a component of net revenue requirement under the cost-based formula rate, there was an offsetting effect on revenues.

**Cost-Based Formula Rates with True-Up Mechanism**

The transmission rates at our Regulated Operating Subsidiaries are set annually and remain in effect for a one-year period. Rates are posted on the Open Access Same-Time Information System each year. By completing their formula rate template on an annual basis, our Regulated Operating Subsidiaries are able to adjust their transmission rates to reflect changing operational data and financial performance, including the amount of network load on their transmission systems (for our MISO Regulated Operating Subsidiaries),

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operating expenses and additions to property, plant and equipment when placed in service, among other items. The FERC-approved formula rates do not require further action or FERC filings for the calculated joint zone rates to go into effect, although the rates are subject to legal challenge at the FERC. Our Regulated Operating Subsidiaries will continue to use the formula rates to calculate their respective annual net revenue requirements unless the FERC determines the rates to be unjust and unreasonable or another mechanism is determined by the FERC to be just and reasonable.

Our cost-based formula rate templates include a true-up mechanism, whereby our Regulated Operating Subsidiaries compare their actual net revenue requirements to their billed revenues for each year to determine any over- or under-collection of revenue requirement. Revenue is recognized for services provided during each reporting period based on actual net revenue requirements calculated using the formula rate templates. Our Regulated Operating Subsidiaries accrue or defer revenues to the extent that the actual net revenue requirement for the reporting period is higher or lower, respectively, than the amounts billed relating to that reporting period. The true-up amount is reflected in customer bills within two years under the provisions of the formula rate templates.

The changes in regulatory assets and liabilities (net) associated with our Regulated Operating Subsidiaries formula rate revenue accruals and deferrals, including accrued interest were as follows during the six months ended June 30, 2010:

(in thousands)	ITC Transmission	METC	ITC Midwest	ITC Great Plains	Total
Balance as of December 31, 2009	\$ 15,267	\$ 4,848	\$ 72,395	\$ 529	\$ 93,039
Collection of 2008 revenue accruals including interest	(9,245)	(6,099)	(26,534)		(41,878)
Revenue (deferral) accrual for the six months ended June 30, 2010	(4,993)	(3,161)	2,801	(129)	(5,482)
Interest accrued for the six months ended June 30, 2010	112	9	561	2	684
Balance as of June 30, 2010	\$ 1,141	\$ (4,403)	\$ 49,223	\$ 402	\$ 46,363

Regulatory assets and liabilities associated with our Regulated Operating Subsidiaries formula rate revenue accruals and deferrals are recorded in our condensed consolidated statement of financial position as follows:

(in thousands)	ITC Transmission	METC	ITC Midwest	ITC Great Plains	Total
Current assets	\$ 9,564	\$ 6,098	\$ 38,241	\$ 311	\$ 54,214
Non-current assets	319		12,675	311	13,305
Other current liabilities	(2,269)	(3,738)	(847)		(6,854)
Non-current liabilities	(6,473)	(6,763)	(846)	(220)	(14,302)
Balance as of June 30, 2010	\$ 1,141	\$ (4,403)	\$ 49,223	\$ 402	\$ 46,363

**Complaint of IP&L**

On November 18, 2008, IP&L filed a complaint with the FERC against ITC Midwest under Section 206 of the Federal Power Act. The complaint alleged that: (1) the operations and maintenance expenses and administrative and general expenses projected in the 2009 ITC Midwest rate appeared excessive; (2) the true-up amount related to ITC Midwest's posted network rate for the period through December 31, 2008 would cause ITC Midwest to charge an excessive rate in future years; and (3) the methodology of allocating administrative and general expenses among ITC Holdings' operating companies was changed, resulting in such additional expenses being allocated to ITC Midwest. Among other things, IP&L's complaint sought investigative action by the FERC relating to ITC Midwest's transmission

service charges reflected in its 2009 rate, as well as hearings regarding the justness and reasonableness of the 2009 rate (with the ultimate goal of reducing such rate).

On April 16, 2009, the FERC dismissed the IP&L complaint, citing that IP&L failed to meet its burden as the complainant to establish that the current rate is unjust and unreasonable and that IP&L's alternative rate proposal is just and reasonable. Requests for rehearing have been filed with the FERC and, therefore, the April 16 order remains subject to rehearing and ultimately to an appeal to a federal Court of Appeals within 30 days of any decision on rehearing.

#### **4. INTANGIBLE ASSETS**

We have recorded intangible assets as a result of the METC acquisition in 2006. The carrying value of these assets was \$47.7 million (net of accumulated amortization of \$10.5 million) as of June 30, 2010.

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In addition, during 2009, ITC Great Plains recorded intangible assets for rights we acquired from certain transmission owners, who have agreed to designate ITC Great Plains to build, own and operate projects within the SPP region, including the KETA Project and the Kansas V-Plan. The carrying amount of these intangible assets was \$2.8 million (net of accumulated amortization of less than \$0.1 million) as of June 30, 2010.

During the three months ended June 30, 2010 and 2009, we recognized \$0.8 million of amortization expense of our intangible assets and \$1.5 million for the six months ended June 30, 2010 and 2009. For each of the next five years, we expect the annual amortization of our intangible assets that were recorded as of June 30, 2010 to be approximately \$3.1 million per year.

**5. LONG-TERM DEBT****ITC Midwest**

On December 17, 2009, ITC Midwest issued \$35.0 million of the total face amount of \$75.0 million of its 4.60% First Mortgage Bonds, Series D, due December 17, 2024 ( Series D Bonds ). ITC Midwest closed on the additional \$40.0 million of Series D Bonds in February 2010. The proceeds were used to repay a portion of the amounts outstanding under the ITC Midwest Revolving Credit Agreement. All of ITC Midwest's First Mortgage Bonds are issued under its First Mortgage and Deed of Trust, and therefore have the benefit of a first mortgage lien on substantially all of ITC Midwest's property.

**METC**

On May 6, 2010, METC issued \$50.0 million aggregate principal amount of its 5.64% Senior Secured Notes, due May 6, 2040 (the METC Senior Secured Notes ). The METC Senior Secured Notes are secured by a first mortgage lien on substantially all of METC's real property and tangible personal property. The proceeds were used primarily to repay amounts outstanding under the ITCTransmission/METC Revolving Credit Agreement, to partially fund capital expenditures and for general corporate purposes.

**Revolving Credit Agreements*****ITC Holdings Revolving Credit Agreement***

At June 30, 2010, ITC Holdings had no amounts outstanding under the ITC Holdings Revolving Credit Agreement (out of a capacity of \$105.2 million, net of an unfulfilled commitment from Lehman Brothers Bank, FSB ( Lehman )).

***ITCTransmission/METC Revolving Credit Agreement***

At June 30, 2010, ITCTransmission had \$14.5 million outstanding under the ITCTransmission/METC Revolving Credit Agreement (out of a capacity of \$88.3 million, net of an unfulfilled commitment from Lehman). The weighted-average interest rate on borrowings outstanding under the agreement was 0.6% at June 30, 2010. At June 30, 2010, METC had no amounts outstanding under the ITCTransmission/METC Revolving Credit Agreement (out of a capacity of \$50.5 million, net of an unfulfilled commitment from Lehman).

***ITC Midwest Revolving Credit Agreement***

At June 30, 2010, ITC Midwest had no amounts outstanding under the ITC Midwest Revolving Credit Agreement (out of a capacity of \$41.0 million, net of an unfulfilled commitment from Lehman).

***Lehman Commitment***

On July 22, 2010, we amended our revolving credit facilities to remove Lehman's unfulfilled commitments of \$19.8 million, \$16.7 million, \$9.5 million and \$9.0 million for ITC Holdings, ITCTransmission, METC and ITC Midwest, respectively.

**Table of Contents****6. SHARE-BASED COMPENSATION****Long-Term Incentive Plan Grants**

On May 18, 2010, pursuant to the Amended and Restated 2006 Long Term Incentive Plan, we granted 232,537 options to purchase shares of our common stock. The options vest in three equal annual installments beginning on May 18, 2011 and have an exercise price of \$52.47 per share, which was the closing share price of our common stock on the date of grant. In addition, on May 18, 2010, we granted 121,799 shares of restricted stock at a fair value of \$52.47 per share. Holders of restricted stock have all rights of a holder of common stock of ITC Holdings, including dividend and voting rights. The restricted stock becomes vested three years after the grant date. The holder of the restricted stock may not sell, transfer or pledge their shares of restricted stock until vesting occurs.

**Stock Option Exercises**

We issued 53,231 and 223,975 shares of our common stock during the six months ended June 30, 2010 and the year ended December 31, 2009, respectively, due to the exercise of stock options.

**7. EARNINGS PER SHARE**

The computation of basic and diluted earnings per common share for the three and six months ended June 30, 2010 and 2009 is presented in the following table:

(in thousands, except share, per share data and percentages)	Three months ended June 30,		Six months ended June 30,	
	2010	2009	2010	2009
Numerator:				
Net income	\$ 36,301	\$ 30,793	\$ 70,505	\$ 59,518
Less: dividends declared common shares, restricted shares and deferred stock units	(16,089)	(15,229)	(32,125)	(30,401)
Undistributed earnings	20,212	15,564	38,380	29,117
Percentage allocated to common shares (a)	98.4%	98.6%	98.4%	98.7%
Undistributed earnings common shares	19,889	15,346	37,766	28,738
Add: dividends declared common shares	15,805	14,998	31,598	29,986
Numerator for basic and diluted earnings per common share	\$ 35,694	\$ 30,344	\$ 69,364	\$ 58,724
Denominator:				
Denominator for basic earnings per common share - weighted-average common shares	49,387,462	49,167,079	49,370,143	49,147,318
Incremental shares for stock options and employee stock purchase plan	899,478	909,715	901,120	901,148
Denominator for diluted earnings per common share - adjusted weighted-average shares and dilutive securities	50,286,940	50,076,794	50,271,263	50,048,466
Per common share net income:				
Basic	\$ 0.72	\$ 0.62	\$ 1.40	\$ 1.19
Diluted	\$ 0.71	\$ 0.61	\$ 1.38	\$ 1.17
(a) Weighted-average common shares outstanding	49,387,462	49,167,079	49,370,143	49,147,318
Weighted-average restricted shares and deferred stock units (participating securities)	824,996	686,235	794,189	645,791

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Total	50,212,458	49,853,314	50,164,332	49,793,109
Percentage allocated to common shares	98.4%	98.6%	98.4%	98.7%

Our restricted stock and deferred stock units contain rights to receive nonforfeitable dividends and thus, are participating securities requiring the two-class method of computing earnings per share.

At June 30, 2010 and 2009, we had 2,849,198 and 2,785,585 million outstanding stock options, respectively. Stock options are included in the diluted earnings per share calculation using the treasury stock method, unless the effect of including the stock options would be anti-dilutive. For the three and six months ended June 30, 2010 and 2009, 476,853 and 826,058 anti-dilutive stock options were excluded from the diluted earnings per share calculation, respectively.

**Table of Contents****8. RETIREMENT BENEFITS AND ASSETS HELD IN TRUST****Retirement Plan Benefits**

We have a qualified retirement plan for eligible employees, comprised of a traditional final average pay plan and a cash balance plan. The traditional final average pay plan is noncontributory, covers select employees, and provides retirement benefits based on the employees' years of benefit service, average final compensation and age at retirement. The cash balance plan is also noncontributory, covers substantially all employees, and provides retirement benefits based on eligible compensation and interest credits. While we are obligated to fund the retirement plan by contributing the minimum amount required by the Employee Retirement Income Security Act of 1974, as amended, it is our practice to contribute the maximum allowable amount as defined by section 404 of the Internal Revenue Code. We contributed \$6.0 million to the defined benefit retirement plan in July 2010.

We have also established two supplemental nonqualified, noncontributory, retirement benefit plans for selected management employees. The plans provide for benefits that supplement those provided by our other retirement plans. We contributed \$0.5 million to these supplemental nonqualified, noncontributory, retirement benefit plans in July 2010.

Net pension cost includes the following components:

(in thousands)	Three months ended June 30,		Six months ended June 30,	
	2010	2009	2010	2009
Service cost	\$ 724	\$ 851	\$ 1,434	\$ 1,346
Interest cost	603	571	1,111	862
Expected return on plan assets	(339)	(234)	(694)	(494)
Amortization of prior service cost	(10)	209	(21)	(20)
Amortization of unrecognized loss	595	676	862	1,125
Net pension cost	\$ 1,573	\$ 2,073	\$ 2,692	\$ 2,819

**Other Postretirement Benefits**

We provide certain postretirement health care, dental, and life insurance benefits for employees who may become eligible for these benefits. We contributed \$0.8 million to the postretirement benefit plan in July 2010 and expect to contribute an additional \$2.2 million in the fourth quarter of 2010.

Net postretirement cost includes the following components:

(in thousands)	Three months ended June 30,		Six months ended June 30,	
	2010	2009	2010	2009
Service cost	\$ 647	\$ 502	\$ 1,404	\$ 910
Interest cost	237	287	492	455
Expected return on plan assets	(116)	(59)	(234)	(113)
Amortization of prior service cost	78	12	157	157
Amortization of unrecognized loss		84		84
Net postretirement cost	\$ 846	\$ 826	\$ 1,819	\$ 1,493

**Defined Contribution Plan**

We also sponsor a defined contribution retirement savings plan. Participation in this plan is available to substantially all employees. We match employee contributions up to certain predefined limits based upon eligible compensation and the employee's contribution rate. The cost of this plan was \$0.5 million and \$0.5 million for the three months ended June 30, 2010 and 2009, respectively, and \$1.6 million and \$1.3 million for the six months ended

June 30, 2010 and 2009, respectively.

**9. FAIR VALUE MEASUREMENTS**

The measurement of fair value is based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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Our assets measured at fair value subject to the three-tier hierarchy at June 30, 2010, were as follows:

(in thousands)	Fair Value Measurements at Reporting Date		
	Quoted prices in active markets for identical assets (Level 1)	Using Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured on a recurring basis:			
Cash and cash equivalents	\$ 76,125	\$	\$
Mutual funds - fixed income securities	9,790		
Mutual funds - equity securities	730		
Total	\$ 86,645	\$	\$

As of June 30, 2010, we held certain assets that are required to be measured at fair value on a recurring basis. These consist of investments recorded within cash and cash equivalents and other long-term assets, including investments held in trust associated with our nonqualified, noncontributory, supplemental retirement benefit plans for selected management and employees that are classified as trading securities. Our investments included in cash equivalents consist of money market funds recorded at cost plus accrued interest to approximate fair value. Our investments classified as trading securities consist primarily of mutual funds and equity securities that are publicly traded and for which market prices are readily available. Changes in the observed trading prices and liquidity of money market funds are monitored as additional support for determining fair value, and losses are recorded in earnings if fair value falls below recorded cost.

We also held non-financial assets and liabilities that are required to be measured at fair value on a non-recurring basis. These consist of goodwill and intangible assets. We did not take any impairment charges on long-lived assets and no other significant events requiring non-financial assets and liabilities to be measured at fair value occurred (subsequent to initial recognition) during the six months ended June 30, 2010. For additional information on our goodwill, intangible assets and asset retirement obligations please refer to the notes to the consolidated financial statements as of and for the year ended December 31, 2009 included in our Form 10-K for such period and Note 4 of this Form 10-Q.

**Fair Value of Financial Assets and Liabilities****Fixed Rate Long-Term Debt**

Based on the borrowing rates currently available for bank loans with similar terms and average maturities, the fair value of our consolidated long-term debt, excluding revolving credit agreements, was \$2,757.6 million at June 30, 2010. The total book value of our consolidated long-term debt, excluding revolving credit agreements, was \$2,443.3 million at June 30, 2010.

**Revolving Credit Agreements**

At June 30, 2010, we had a consolidated total of \$14.5 million outstanding under our revolving credit agreements, which are variable rate loans and therefore fair value approximates book value.

**Trade Accounts Receivables and Payables**

As of June 30, 2010, our accounts receivable and accounts payable balances approximate fair value.

**10. COMMITMENTS AND CONTINGENCIES****Litigation**

We are involved in certain legal proceedings before various courts, governmental agencies and mediation panels concerning matters arising in the ordinary course of business. These proceedings include certain contract disputes, regulatory matters and pending judicial matters. We cannot predict the final disposition of such proceedings. We regularly review legal matters and record provisions for claims that are considered probable of loss. The resolution of pending proceedings is not expected to have a material effect on our operations or financial statements in the period in which they are resolved.

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**Michigan Sales and Use Tax Audit**

The Michigan Department of Treasury conducted a sales and use tax audit of ITCTransmission for the audit period April 1, 2005 through June 30, 2008 and has denied ITCTransmission's use of the industrial processing exemption from use tax it has taken beginning January 1, 2007. ITCTransmission has certain administrative and judicial appeal rights.

ITCTransmission believes that its utilization of the industrial processing exemption is appropriate and intends to defend itself against the denial of such exemption. However, it is reasonably possible that the assessment of additional use tax could be sustained after all administrative appeals and litigation have been exhausted.

The amount of use tax liability associated with the exemptions taken by ITCTransmission through June 30, 2010 is estimated to be approximately \$6.0 million, which includes approximately \$3.4 million assessed for the audit period April 1, 2005 through June 30, 2008, including interest. In the event it becomes appropriate to record additional use tax expense relating to this matter, ITCTransmission would record the additional use tax expense primarily as an increase to the cost of property, plant and equipment, as the majority of purchases for which the exemption was taken relate to equipment purchases associated with capital projects. These higher use tax expenses would be passed on to ITCTransmission's customers as the amounts are included as components of net revenue requirements and resulting rates. METC has also taken the industrial processing exemption, estimated to be approximately \$6.0 million for periods still subject to audit beginning in 2006. The Michigan Department of Treasury initiated a use tax audit of MTH, METC's sole member, in the first quarter of 2010.

**ITC Midwest Project Commitment**

In the Minnesota regulatory proceeding to approve ITC Midwest's asset acquisition, ITC Midwest agreed to build a certain project in Iowa and made a commitment to use commercially reasonable best efforts to complete the project prior to December 31, 2011. In the event ITC Midwest is found to have failed to meet this commitment, the allowed 12.38% rate of return on the actual equity portion of its capital structure would be reduced to 10.39% under Attachment O until such time as ITC Midwest completes the project, and ITC Midwest would refund with interest any amounts collected since the close date of the transaction that exceeded what would have been collected if the 10.39% return on equity had been used in Attachment O. To complete this project, the IUB must provide certain regulatory approvals but, due to the current case schedule, it is unlikely that the approvals will be received in time to allow the project to be completed by December 31, 2011. ITC Midwest believes it has made commercially reasonable best efforts toward completion of the project by the stipulated deadlines and will continue to do so and, therefore, we believe the likelihood of any adverse effect from this matter is remote.

**Table of Contents****11. SEGMENT INFORMATION**

We determine our reportable segments based primarily on the regulatory environment of our subsidiaries and the business activities performed to earn revenues and incur expenses. As discussed in Note 3, during 2009, ITC Great Plains acquired electric transmission assets and implemented its cost-based formula rate in SPP to record revenues. As a result, the newly regulated transmission business at ITC Great Plains is now included in the Regulated Operating Subsidiaries segment. The following tables show our financial information by reportable segment:

<b>OPERATING REVENUES:</b> <b>(in thousands)</b>	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Regulated Operating Subsidiaries	\$ 168,479	\$ 157,251	\$ 329,777	\$ 313,206
ITC Holdings and other	105	70	212	139
Intercompany eliminations	(116)	(83)	(233)	(166)
<b>Total Operating Revenues</b>	<b>\$ 168,468</b>	<b>\$ 157,238</b>	<b>\$ 329,756</b>	<b>\$ 313,179</b>

<b>INCOME BEFORE INCOME TAXES:</b> <b>(in thousands)</b>	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Regulated Operating Subsidiaries	\$ 82,227	\$ 73,954	\$ 159,619	\$ 143,309
ITC Holdings and other	(24,828)	(24,514)	(48,516)	(48,216)
<b>Total Income Before Income Taxes</b>	<b>\$ 57,399</b>	<b>\$ 49,440</b>	<b>\$ 111,103</b>	<b>\$ 95,093</b>

<b>NET INCOME:</b> <b>(in thousands)</b>	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Regulated Operating Subsidiaries (a)	\$ 56,711	\$ 51,160	\$ 110,170	\$ 98,774
ITC Holdings and other	36,301	30,793	70,505	59,518
Intercompany eliminations	(56,711)	(51,160)	(110,170)	(98,774)
<b>Total Net Income</b>	<b>\$ 36,301</b>	<b>\$ 30,793</b>	<b>\$ 70,505</b>	<b>\$ 59,518</b>

<b>TOTAL ASSETS:</b> <b>(in thousands)</b>	<b>June 30,</b>	<b>December 31,</b>
	<b>2010</b>	<b>2009</b>
Regulated Operating Subsidiaries	\$ 4,038,717	\$ 3,890,874
ITC Holdings and other	2,689,849	2,614,394
Reconciliations (b)		(1,940)
Intercompany eliminations	(2,544,147)	(2,473,612)
<b>Total Assets</b>	<b>\$ 4,184,419</b>	<b>\$ 4,029,716</b>

(a) Income tax provision and net income for

our Regulated Operating Subsidiaries do not include any allocation of taxes for METC. METC is organized as a single-member limited liability company that is a disregarded entity for federal income tax purposes. METC is treated as a branch of MTH, which is taxed as a multiple-partner limited partnership for federal income tax purposes. Since METC and MTH, its immediate parent, file as a partnership for federal income tax purposes, they are exempt from federal income taxes. As a result, METC does not record a provision for federal income taxes in its statements of operations or record amounts for federal deferred income tax assets or liabilities on its statements of financial position. For FERC

regulatory reporting, however, METC computes theoretical federal income taxes as well as the associated deferred income taxes and includes an annual allowance for income taxes in its net revenue requirement used to determine its rates.

- (b) Reconciliation of total assets results primarily from differences in the netting of deferred tax assets and liabilities at our Regulated Operating Subsidiaries as compared to the classification in our condensed consolidated statement of financial position.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

Our reports, filings and other public announcements contain certain statements that describe our management's beliefs concerning future business conditions, plans and prospects, growth opportunities and the outlook for our business and the electric transmission industry based upon information currently available. Such statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Wherever possible, we have identified these forward-looking statements by words such as will, may, anticipates, believes, intends, estimates, expects, projects and similar phrases. These forward-looking statements are based upon assumptions our management believes are reasonable. Such forward-looking statements are subject to risks and uncertainties which could cause our actual results, performance and achievements to differ materially from those expressed in, or implied by, these statements, including, among others, the risks and uncertainties listed in Part I, Item 1A Risk Factors of our Form 10-K for the fiscal year ended December 31, 2009 (as revised in Part II, Item 1A of Form 10-Q for the quarter ended March 31, 2010) and the following:

Certain elements of our Regulated Operating Subsidiaries' cost recovery through rates can be challenged, which could result in lowered rates and/or refunds of amounts previously collected and thus have an adverse effect on our business, financial condition, results of operations and cash flows. We have also made certain commitments to federal and state regulators with respect to, among other things, our rates in connection with recent acquisitions (including ITC Midwest's acquisition of IP&L's electric transmission assets) that could have an adverse effect on our business, financial condition, results of operations and cash flows.

Our Regulated Operating Subsidiaries' actual capital expenditures may be lower than planned, which would decrease expected rate base and therefore our revenues. In addition, we expect to invest in strategic development opportunities to improve the efficiency and reliability of the transmission grid, but we cannot assure you that we will be able to initiate or complete any of these investments.

The regulations to which we are subject may limit our ability to raise capital and/or pursue acquisitions, development opportunities or other transactions or may subject us to liabilities.

Changes in federal energy laws, regulations or policies could impact cash flows and could reduce the dividends we may be able to pay our stockholders.

If the network load or point-to-point transmission service on our MISO Regulated Operating Subsidiaries' transmission systems is lower than expected, the timing of collection of our revenues would be delayed. Each of our MISO Regulated Operating Subsidiaries depends on its primary customer for a substantial portion of its revenues, and any material failure by those primary customers to make payments for transmission services would adversely affect our revenues and our ability to service our debt obligations and affect our ability to pay dividends.

METC does not own the majority of the land on which its transmission assets are located. Additionally, a significant amount of the land on which ITCTransmission and ITC Midwest's assets are located is subject to easements, mineral rights and other similar encumbrances and a significant amount of ITCTransmission and ITC Midwest's other property consists of easements. As a result, ITCTransmission, METC and ITC Midwest must comply with the provisions of various easements, mineral rights and other similar encumbrances, which may adversely impact their ability to complete construction projects in a timely manner.

If ITC Midwest's operating agreement with IP&L is terminated early, ITC Midwest may face a shortage of labor or replacement contractors to provide the services formerly provided by IP&L.

Hazards associated with high-voltage electricity transmission may result in suspension of our Regulated Operating Subsidiaries' operations or the imposition of civil or criminal penalties.

Our Regulated Operating Subsidiaries are subject to environmental regulations and to laws that can give rise to substantial liabilities from environmental contamination.

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Our Regulated Operating Subsidiaries are subject to various regulatory requirements. Violations of these requirements, whether intentional or unintentional, may result in penalties that, under some circumstances, could have a material adverse effect on our results of operations, financial condition and cash flows.

Acts of war, terrorist attacks and threats or the escalation of military activity in response to such attacks or otherwise may negatively affect our business, financial condition and cash flows.

ITC Holdings is a holding company with no operations, and unless we receive dividends or other payments from our subsidiaries, we may be unable to pay dividends and fulfill our other cash obligations.

We are highly leveraged and our dependence on debt may limit our ability to fulfill our debt obligations and/or to obtain additional financing.

Certain provisions in our debt instruments limit our financial flexibility.

Adverse changes in our credit ratings may negatively affect us.

The amount of our federal net operating loss carryforwards for income taxes that we may use to reduce our tax liability in any given period is limited.

Provisions in our Articles of Incorporation and bylaws, Michigan corporate law and our debt agreements may impede efforts by our shareholders to change the direction or management of our company.

Provisions in our Articles of Incorporation restrict market participants from voting or owning 5% or more of the outstanding shares of our capital stock.

Other risk factors discussed herein and listed from time to time in our public filings with the Securities and Exchange Commission ( SEC ).

Because our forward-looking statements are based on estimates and assumptions that are subject to significant business, economic and competitive uncertainties, many of which are beyond our control or are subject to change, actual results could be materially different and any or all of our forward-looking statements may turn out to be wrong. Forward-looking statements speak only as of the date made and can be affected by assumptions we might make or by known or unknown risks and uncertainties. Many factors mentioned in our discussion in this report will be important in determining future results. Consequently, we cannot assure you that our expectations or forecasts expressed in such forward-looking statements will be achieved. Actual future results may vary materially. Except as required by law, we undertake no obligation to publicly update any of our forward-looking or other statements, whether as a result of new information, future events, or otherwise.

**OVERVIEW**

Through our Regulated Operating Subsidiaries, we are engaged in the transmission of electricity in the United States. Our business strategy is to operate, maintain and invest in transmission infrastructure in order to enhance system integrity and reliability, to reduce transmission constraints and to allow new generating resources to interconnect to our transmission systems. By pursuing this strategy, we strive for high reliability of our systems and to improve accessibility to generation sources of choice, including renewable sources. We operate high-voltage systems in Michigan's Lower Peninsula and portions of Iowa, Minnesota, Illinois, Missouri and Kansas that transmit electricity from generating stations to local distribution facilities connected to our systems.

As electric transmission utilities with rates regulated by the FERC, our Regulated Operating Subsidiaries earn revenues through tariff rates charged for the use of their electric transmission systems by our customers, which include investor-owned utilities, municipalities, co-operatives, power marketers and alternative energy suppliers. As independent transmission companies, our Regulated Operating Subsidiaries are subject to rate regulation only by the FERC. The rates charged by our Regulated Operating Subsidiaries are established using a cost-based formula rate template as discussed in Note 3 to the condensed consolidated financial statements under Cost-Based Formula Rates with True-Up Mechanism.

Our Regulated Operating Subsidiaries' primary operating responsibilities include maintaining, improving and expanding their transmission systems to meet their customers' ongoing needs, scheduling outages on system elements to allow for maintenance and

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construction, balancing electricity generation and demand, maintaining appropriate system voltages and monitoring flows over transmission lines and other facilities to ensure physical limits are not exceeded.

We derive nearly all of our revenues from providing network transmission service, point-to-point transmission service and other related services over our Regulated Operating Subsidiaries' transmission systems to investor-owned utilities such as Detroit Edison, Consumers Energy, IP&L and to other entities such as alternative electricity suppliers, power marketers and other wholesale customers that provide electricity to end-use consumers and from transaction-based capacity reservations on our transmission systems.

Significant recent events that influenced our financial position and results of operations and cash flows for the three and six months ended June 30, 2010 or may affect future results include:

- Our capital investment of \$216.0 million at our Regulated Operating Subsidiaries (\$29.3 million, \$65.5 million, \$114.1 million and \$7.1 million at ITC Transmission, METC, ITC Midwest and ITC Great Plains, respectively) for the six months ended June 30, 2010, resulting primarily from our focus on improving system reliability and interconnecting new generating resources;
- Collection of the 2008 formula rate revenue accruals and related accrued interest of \$41.9 million resulting in higher operating cash flows for the six months ended June 30, 2010;
- Debt issuances and borrowings under our revolving credit agreements in 2010 and 2009 to fund capital investment at our Regulated Operating Subsidiaries, resulting in higher interest expense; and
- Our development activities relating to ITC Great Plains and Green Power Express. Certain development activities are expensed in the period incurred as they are not yet probable of recovery and there is no corresponding revenue recognized for these expenses.

These items are discussed in more detail throughout Management's Discussion and Analysis of Financial Condition and Results of Operations.

**ITC Great Plains**

*KETA Project*

The KETA Project is a 215 mile long transmission line that will run between Spearville, Kansas and Axtell, Nebraska. On January 19, 2010, the FERC issued an order approving the novation agreements required by SPP for the designation of the right and obligation to build the Kansas portion of this project to ITC Great Plains by Sunflower Electric Power Corporation and Midwest Energy, Inc. ITC Great Plains has commenced construction-related activities for the first phase of the 345 kV KETA Project, which will run from Spearville, Kansas to Hays, Kansas. In June 2010, ITC Great Plains received siting approval for the second phase of the project, which will run from Hays, Kansas to the Nebraska border and is in the process of securing the remaining regulatory approvals required to complete the second phase of the KETA Project. We estimate that the cost for ITC Great Plains' portion of the KETA project will be approximately \$203 million.

*Kansas V-Plan Project*

The Kansas V-Plan Project is a 180 mile long transmission line that will run between Spearville and Wichita, Kansas. In 2009, the KCC authorized ITC Great Plains to build a portion of the segment from Spearville to Medicine Lodge, Kansas at 765 kV. In April 2010, SPP approved construction of the Kansas V-Plan as a 345 kV double circuit facility and in June 2010, following FERC approval of SPP's cost allocation methodology for projects with regional benefits such as the Kansas V-Plan Project, SPP issued Notifications to Construct to the affected transmission owners. ITC Great Plains is now in the process of obtaining additional regulatory approvals necessary to begin construction related activities for the project. ITC Great Plains estimates it will invest approximately \$300 million to construct its portions of the project if built at 345 kV. SPP has indicated its intent to explore the appropriateness of 765 kV construction and ITC Great Plains would expect to invest \$430 million to construct its portions of the project if ultimately approved at 765 kV.

**Table of Contents***Hugo to Valliant Project*

In 2009, ITC Great Plains commenced construction-related activities for the Hugo to Valliant Project in Oklahoma, consisting of a 19-mile transmission line and substation construction and upgrades. The Hugo to Valliant Project has an estimated cost of approximately \$37 million.

*Development Bonus*

In January of 2010, the board of directors authorized and we paid \$0.9 million in bonuses to substantially all employees for the successful completion of certain regulatory milestones relating to the KETA Project, which were recorded to general and administrative expenses in 2010. It is reasonably possible that future development-related bonuses would be authorized and awarded for this or other development projects.

**Trends and Seasonality***Revenues*

We expect a general trend of increases in revenues for our Regulated Operating Subsidiaries over the long term. The primary factor that is expected to continue to increase our actual net revenue requirements in future years is our anticipated capital investments in excess of depreciation as a result of our Regulated Operating Subsidiaries' long-term capital investment programs. Investments in property, plant and equipment, when placed in service upon completion of a capital project, are added to the rate base of our Regulated Operating Subsidiaries.

Our Regulated Operating Subsidiaries strive for high reliability of their systems and to improve accessibility to generation sources of choice, including renewable sources. In addition, the Energy Policy Act requires the FERC to implement mandatory electric transmission reliability standards to be enforced by an Electric Reliability Organization. Effective June 2007, the FERC approved mandatory adoption of certain reliability standards and approved enforcement actions for violators, including fines of up to \$1.0 million per day. The NERC was assigned the responsibility of developing and enforcing these mandatory reliability standards. We continually assess our transmission systems against standards established by the NERC, as well as the standards of applicable regional entities under the NERC that have been delegated certain authority for the purpose of proposing and enforcing reliability standards. We believe we meet the applicable standards in all material respects, although further capital investment in our transmission systems and an increase in maintenance activities will likely be needed to maintain compliance, improve reliability and address any new standards that may be promulgated.

We also assess our transmission systems against our own planning criteria that are filed annually with the FERC. Based on our planning studies, we see needs to make capital investments to (1) rebuild existing property, plant and equipment; (2) upgrade the system to address demographic changes that have impacted transmission load and the changing role that transmission plays in meeting the needs of the wholesale market, including accommodating the siting of new generation or to increase import capacity to meet changes in peak electrical demand; and (3) relieve congestion in the transmission systems. The following table shows our expected and actual capital investment:

(in millions)	Five-Year Capital Investment Program 2010-2014	Capital Investment	
		Forecast for the year ending December 31, 2010	Actual for six months ended June 30, 2010 (a)
<b>Regulated Operating Subsidiary</b>			
ITC Transmission	\$ 445	\$ 50 60	\$ 29.3
METC	750	130 140	65.5
ITC Midwest	1,147	220 235	114.1
ITC Great Plains	637	20 25	7.1
Other (b)	91		
Total	\$ 3,070	\$ 420 460	\$ 216.0

(a) Capital investment amounts differ from cash expenditures for property, plant and equipment included in our condensed consolidated statements of cash flows due in part to differences in construction costs incurred compared to cash paid during that period, as well as payments for major equipment inventory that are included in cash expenditures but not included in capital investment until transferred to construction work in progress, among other factors.

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- (b) Includes Green Power Express and other development initiatives.

Investments in property, plant and equipment could vary due to, among other things, the impact of actual loads, forecasted loads, regional economic conditions, weather conditions, union strikes, labor shortages, material and equipment prices and availability, our ability to obtain financing for such expenditures, if necessary, limitations on the amount of construction that can be undertaken on our systems at any one time, regulatory approvals for reasons relating to rate construct, environmental, siting, regional planning, cost recovery or other issues or as a result of legal proceedings and variances between estimated and actual costs of construction contracts awarded. In addition, investments in transmission network upgrades for generator interconnection projects could change from prior estimates significantly due to changes in the MISO queue for generation projects, the generator's potential failure to meet the various criteria of Attachment FF of the MISO tariff for the project to qualify as a refundable network upgrade, and other factors beyond our control.

**Revenue Accruals Effects of Monthly Peak Loads**

Under their formula rates that contain true-up mechanisms, our Regulated Operating Subsidiaries accrue or defer revenues to the extent that their actual net revenue requirement for the reporting period is higher or lower, respectively, than the amounts billed relating to that reporting period. For example, to the extent that amounts billed are less than our net revenue requirement for a reporting period, a revenue accrual is recorded for the difference. One of the primary factors that impacts the revenue accrual/deferral at our MISO Regulated Operating Subsidiaries is actual monthly peak loads experienced as compared to those forecasted in establishing the annual network transmission rate. The monthly peak load of our MISO Regulated Operating Subsidiaries is affected by many variables, but is generally impacted by economic conditions and is seasonally shaped with higher load in the summer months when cooling demand is higher.

ITC Great Plains does not receive revenue based on a peak load each month. Our rates at ITC Great Plains are billed ratably each month based on its annual projected net revenue requirement.

**Monthly Peak Load (in MW) (a)**

	2010		2009		2008				
	ITC Transmission	METC Midwest	ITC Transmission	METC Midwest	ITC Transmission	METC Midwest	ITC Transmission	METC Midwest	
January	7,255	5,940	2,865	7,314	6,009	2,950	7,890	6,215	2,871
February	6,997	5,798	2,758	7,176	5,818	2,815	7,715	6,159	2,950
March	6,620	5,370	2,533	7,070	5,548	2,695	7,532	5,797	2,720
April	6,501	5,113	2,345	6,761	5,112	2,426	6,926	5,223	2,587
May	9,412	7,232	3,168	6,801	5,296	2,423	7,051	5,328	2,523
June	9,722	7,042	3,220	10,392	8,063	3,389	10,624	7,241	2,906
July				8,720	6,523	2,842	11,016	8,042	3,382
August				9,846	7,181	3,103	10,890	7,816	3,210
September				8,043	5,919	2,595	10,311	7,622	3,205
October				6,446	5,258	2,494	6,893	5,514	2,725
November				6,996	5,778	2,638	7,205	5,823	2,834
December				7,661	6,192	2,856	7,636	6,280	2,986
Total				93,226	72,697	33,226	101,689	77,060	34,899

(a)

Our MISO Regulated Operating Subsidiaries are each part of a joint rate zone. The load data presented is for all transmission owners in the respective joint rate zone and is used for billing network revenues. Each of our MISO Regulated Operating Subsidiaries makes up the significant portion of network load within its respective joint rate zone.

**Table of Contents****RESULTS OF OPERATIONS****Results of Operations and Variances**

(in thousands)	Three months ended		Percentage		Six months ended		Percentage	
	June 30, 2010	June 30, 2009	Increase (decrease)	Increase (decrease)	June 30, 2010	June 30, 2009	Increase (decrease)	Increase (decrease)
OPERATING REVENUES	\$ 168,468	\$ 157,238	\$ 11,230	7.1%	\$ 329,756	\$ 313,179	\$ 16,577	5.3%
OPERATING EXPENSES								
Operation and maintenance	28,494	21,919	6,575	30.0%	52,223	45,660	6,563	14.4%
General and administrative	17,413	20,253	(2,840)	(14.0)%	35,194	40,146	(4,952)	(12.3)%
Depreciation and amortization	22,567	26,187	(3,620)	(13.8)%	44,682	52,735	(8,053)	(15.3)%
Taxes other than income taxes	11,626	10,612	1,014	9.6%	23,934	21,710	2,224	10.2%
Other operating income and expenses net	(530)		(530)	n/a	(523)		(523)	n/a
Total operating expenses	79,570	78,971	599	0.8%	155,510	160,251	(4,741)	(3.0)%
OPERATING INCOME	88,898	78,267	10,631	13.6%	174,246	152,928	21,318	13.9%
OTHER EXPENSES (INCOME)								
Interest expense	35,333	32,661	2,672	8.2%	70,362	64,254	6,108	9.5%
Allowance for equity funds used during construction	(3,435)	(3,232)	(203)	6.3%	(6,578)	(5,998)	(580)	9.7%
Other income	(1,154)	(1,065)	(89)	8.4%	(1,672)	(1,391)	(281)	20.2%
Other expense	755	463	292	63.1%	1,031	970	61	6.3%
Total other expenses (income)	31,499	28,827	2,672	9.3%	63,143	57,835	5,308	9.2%
INCOME BEFORE INCOME TAXES	57,399	49,440	7,959	16.1%	111,103	95,093	16,010	16.8%
INCOME TAX PROVISION	21,098	18,647	2,451	13.1%	40,598	35,575	5,023	14.1%
NET INCOME	\$ 36,301	\$ 30,793	\$ 5,508	17.9%	\$ 70,505	\$ 59,518	\$ 10,987	18.5%

**Operating Revenues**

Three months ended June 30, 2010 compared to three months ended June 30, 2009

The following table sets forth the components of and changes in operating revenues:

(in thousands)	2010		2009		Increase (decrease)	Percentage increase (decrease)
	Amount	Percentage	Amount	Percentage		
Network revenues	\$ 143,670	85.3%	\$ 139,225	88.5%	\$ 4,445	3.2%
Regional cost sharing revenues	15,695	9.3%	9,857	6.3%	5,838	59.2%
Point-to-point	4,787	2.8%	3,673	2.3%	1,114	30.3%
Scheduling, control and dispatch	3,615	2.2%	3,762	2.4%	(147)	(3.9)%
Other	701	0.4%	721	0.5%	(20)	(2.8)%
Total	\$ 168,468	100.0%	\$ 157,238	100.0%	\$ 11,230	7.1%

Network revenues increased due primarily to higher net revenue requirements at our Regulated Operating Subsidiaries during the three months ended June 30, 2010 as compared to the same period in 2009. Higher net revenue requirements were due primarily to higher rate base associated with higher balances of property, plant and equipment in-service.

Regional cost sharing revenues increased due primarily to capital projects placed in-service or expected to be in-service that have been identified by MISO as eligible for regional cost sharing. We expect to continue to receive regional cost sharing revenues and the amounts could become more significant in the near future, including revenues associated with ITC Great Plains projects that have been or are expected to be approved for regional cost sharing.

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Six months ended June 30, 2010 compared to six months ended June 30, 2009

The following table sets forth the components of and changes in operating revenues:

(in thousands)	2010		2009		Increase (decrease)	Percentage increase (decrease)
	Amount	Percentage	Amount	Percentage		
Network revenues	\$ 283,967	86.1%	\$ 277,562	88.6%	\$ 6,405	2.3%
Regional cost sharing revenues	26,871	8.1%	19,329	6.2%	7,542	39.0%
Point-to-point Scheduling, control and dispatch	9,505	2.9%	8,321	2.7%	1,184	14.2%
Other	6,854	2.1%	7,075	2.2%	(221)	(3.1)%
	2,559	0.8%	892	0.3%	1,667	186.9%
Total	\$ 329,756	100.0%	\$ 313,179	100.0%	\$ 16,577	5.3%

Network revenues increased due primarily to higher net revenue requirements at our Regulated Operating Subsidiaries during the six months ended June 30, 2010 as compared to the same period in 2009. Higher net revenue requirements were due primarily to higher rate base associated with higher balances of property, plant and equipment in-service.

Regional cost sharing revenues increased due primarily to capital projects placed in-service or expected to be in-service that have been identified by MISO as eligible for regional cost sharing.

Other revenues increased due primarily to revenue recognized at METC for utilization of its jointly-owned transmission lines under its transmission ownership and operating agreements.

Network revenues for the six months ended June 30, 2010 include the network revenue accruals (deferrals) as calculated below:

Line	Item	ITC Transmission	METC	ITC Midwest	ITC Great Plains	Total net revenue deferral
	(in thousands)					
1	Estimated net revenue requirement (network revenues recognized)(a)	\$ 115,218	\$ 77,235	\$ 91,108	\$ 406	
2	Network revenues billed(b)	120,844	79,051	86,672	535	
3	Network revenue accruals (deferrals) (line 1 - line 2)	\$ (5,626)	\$ (1,816)	\$ 4,436	\$ (129)	\$ (3,135)

(a) The calculation of net revenue requirement for our MISO Regulated Operating Subsidiaries is described in our Form 10-K for the year ended

December 31,  
2009 under Item 7  
Management's  
Discussion and  
Analysis of  
Financial  
Condition and  
Results of  
Operations  
Cost-Based  
Formula Rates  
with True-Up  
Mechanism Net  
Revenue  
Requirement  
Calculation. The  
amount is  
estimated for each  
reporting period  
until such time as  
FERC  
Form No. 1s are  
completed for our  
MISO Regulated  
Operating  
Subsidiaries.  
Regional cost  
sharing revenues  
have a separate  
true-up  
mechanism and  
the related  
revenue accruals  
or deferrals are  
included in the  
regional cost  
sharing revenue  
amounts.

- (b) Network revenues billed at our MISO Regulated Operating Subsidiaries are calculated based on the joint zone monthly network peak load multiplied by our effective monthly network rates of

\$2.818 per kW/month, \$2.370 per kW/month and \$6.882 per kW/month applicable to ITC Transmission, METC and ITC Midwest, respectively, adjusted for the actual number of days in the month less amounts recovered or refunded associated with our MISO Regulated Operating Subsidiaries 2008 true-up adjustment. Amounts billed through our MISO Regulated Operating Subsidiaries effective transmission rates reduced ITC Transmission, METC and ITC Midwest's regulatory assets associated with the 2008 true-up adjustments and related accrued interest by \$9.3 million, \$6.1 million and \$26.5 million, respectively, during the six months ended June 30, 2010. ITC Great Plains does not receive revenue based on a peak load each

month. Our rates  
at ITC Great  
Plains are billed  
ratably each  
month based on its  
annual projected  
net revenue  
requirement.

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***Operating Expenses***

*Operation and maintenance expenses*

*Three months ended June 30, 2010 compared to three months ended June 30, 2009*

Operation and maintenance expenses increased by \$1.9 million due to higher vegetation management expenses, by \$2.5 million due to higher equipment and structure maintenance expenses and by \$1.8 million due to higher tower painting expenses. The lower operation and maintenance expenses in 2009 were due in part to the expense mitigation efforts as described in our Form 10-K for the fiscal year ended December 31, 2009.

*Six months ended June 30, 2010 compared to six months ended June 30, 2009*

Operation and maintenance expenses increased by \$2.9 million due to higher vegetation management expenses, by \$2.3 million due to higher equipment and structure maintenance expenses and by \$1.6 million due to higher tower painting expenses. The lower operation and maintenance expenses in 2009 were due in part to the expense mitigation efforts as described in our Form 10-K for the fiscal year ended December 31, 2009.

*General and administrative expenses*

*Three months ended June 30, 2010 compared to three months ended June 30, 2009*

General and administrative expenses decreased as a result of lower general business expenses of \$1.3 million primarily for information technology support and employee relocation expenses, as well as lower professional advisory and consulting services of \$1.0 million. General and administrative expenses also decreased by \$0.6 million for salaries, benefits and general business expenses associated with development activities at ITC Grid Development and Green Power Express, which are not included in the decreases explained above.

*Six months ended June 30, 2010 compared to six months ended June 30, 2009*

General and administrative expenses decreased as a result of lower professional advisory and consulting services of \$2.9 million as well as lower general business expenses of \$2.8 million due in part to lower information technology support and employee relocation expenses. In addition, general and administrative expenses decreased by \$1.2 million for salaries, benefits and general business expenses associated with development activities at ITC Grid Development and Green Power Express, which are not included in the decreases explained above. These decreases were partially offset by higher compensation and benefits expenses of \$2.2 million due in part to personnel additions and stock compensation expense.

*Depreciation and amortization expenses*

*Three and six months ended June 30, 2010 compared to three and six months ended June 30, 2009*

Depreciation and amortization expenses decreased during the three and six months ended June 30, 2010 as compared to the same periods in 2009 due to the reduced depreciation rates that went into effect at ITC Transmission and METC in the third and fourth quarter of 2009, respectively, as described in Note 3 to the condensed consolidated financial statements, partially offset by a higher depreciable asset base resulting from property, plant and equipment additions.

*Taxes other than income taxes*

*Three and six months ended June 30, 2010 compared to three and six months ended June 30, 2009*

Taxes other than income taxes increased during the three and six months ended June 30, 2010 as compared to the same periods in 2009 due to higher property tax expenses due primarily to our Regulated Operating Subsidiaries' 2009 capital additions, which are included in the assessments for 2010 personal property taxes.

**Table of Contents****Other Expenses (Income)**

*Three and six months ended June 30, 2010 compared to three and six months ended June 30, 2009*

Interest expense increased during the three and six months ended June 30, 2010 as compared to the same periods in 2009 due primarily to additional interest expense associated with the December 2009 issuance of ITC Holdings \$200.0 million 5.50% Senior Notes due January 15, 2020, the December 2009 and February 2010 issuance of ITC Midwest's \$75.0 million 4.60% First Mortgage Bonds, Series D, due December 17, 2024 and the May 2010 issuance of METC's \$50.0 million 5.64% Senior Secured Notes, due May 6, 2040.

**Income Tax Provision**

*Three and six months ended June 30, 2010 compared to three and six months ended June 30, 2009*

Our effective tax rates for the three months ended June 30, 2010 and 2009 are 36.8% and 37.7%, respectively. Additionally, our effective tax rates for the six months ended June 30, 2010 and 2009 are 36.5% and 37.4%, respectively. Our effective tax rate differs from our 35% statutory federal income tax rate due primarily to state income tax provision of \$1.7 million and \$2.2 million (net of federal benefit) recorded during the three months ended June 30, 2010 and 2009, respectively, and \$3.7 million and \$4.0 million (net of federal benefit) recorded during the six months ended June 30, 2010 and 2009, respectively, offset by the tax effects of Allowance for Equity Funds Used During Construction ( AFUDC equity ). The amount of income tax expense relating to AFUDC equity is recognized as a regulatory asset and not included in the income tax provision. Additionally, the income tax provision for the six months ended June 30, 2010 has been reduced by \$0.7 million for the settlement of an uncertain tax position resulting from the deductibility of transaction costs incurred in connection with the METC acquisition.

**LIQUIDITY AND CAPITAL RESOURCES**

We expect to fund our future capital requirements with cash from operations, our existing cash and cash equivalents and amounts available under our revolving credit agreements (described in Note 5 to the condensed consolidated financial statements). In addition, we may from time to time secure debt and equity funding in the capital markets, although we can provide no assurance that we will be able to obtain financing on favorable terms or at all. We expect that our capital requirements will arise principally from our need to:

Fund capital expenditures at our Regulated Operating Subsidiaries. Our plans with regard to property, plant and equipment investments are described in detail above under Trends and Seasonality.

Fund business development expenses and related capital expenditures. We are pursuing development activities at Green Power Express as well as at ITC Grid Development that will continue to result in the incurrence of development expenses and could result in significant capital expenditures.

Fund working capital requirements.

Fund our debt service requirements. We expect our interest payments to increase during 2010 compared to 2009 as a result of additional debt incurred in 2009 and 2010 to fund our capital expenditures.

Fund dividends to holders of our common stock.

Fund contributions to our retirement plans, as described in Note 8 to the condensed consolidated financial statements. The impact of the growth in the number of participants in our retirement benefit plans, financial market conditions that may cause a decrease in the value of our retirement plan assets and changes in the requirements of the Pension Protection Act may require contributions to our retirement plans to be higher than we have experienced in the past.

In addition to the expected capital requirements above, an adverse determination in our appeal relating to the recent denial of our ability to use the sales and use tax exemption as described in Note 10 to the condensed consolidated financial statements would result in additional capital requirements.

We believe that we have sufficient capital resources to meet our currently anticipated short-term needs. We rely on both internal and external sources of liquidity to provide working capital and to fund capital investments. We expect to continue to utilize our

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revolving credit agreements and our cash and cash equivalents as needed to meet our other short-term cash requirements. As of June 30, 2010, we had consolidated indebtedness under our revolving credit agreements of \$14.5 million, with unused capacity under the agreements of \$325.5 million, or \$270.5 million of unused capacity if reduced by Lehman's commitment of \$55.0 million described below. In addition, as of June 30, 2010, we had \$81.4 million of cash and cash equivalents on hand, which exceeds the amounts that we would typically maintain for operating purposes as a result of the recently completed debt issuances in 2009 and 2010.

Lehman, a former member of our revolving credit agreement syndication, was included in a bankruptcy filing made by its parent, Lehman Brothers Holdings Inc., on September 14, 2008. Lehman's commitment of \$55.0 million represented 16.2% of our total revolving credit agreement capacity of \$340.0 million and we had no amounts outstanding under the agreements at June 30, 2010 relating to Lehman's participation. On July 22, 2010, we amended our revolving credit facilities to remove Lehman's commitments of \$19.8 million, \$16.7 million, \$9.5 million and \$9.0 million for ITC Holdings, ITCTransmission, METC and ITC Midwest, respectively. We believe we have sufficient unused capacity under our revolving credit agreements, even without the Lehman capacity, to meet our short-term capital requirements. Additionally, we believe we will be able to access the financial markets for other short-term capital requirements through term loan agreements.

For our long-term capital requirements, we expect that we will need to obtain additional debt and equity financing. Certain of our capital projects could be delayed in the event we experience difficulties in accessing capital. We expect to be able to obtain such additional financing as needed in amounts and upon terms that will be reasonably satisfactory to us.

**Credit Ratings**

Credit ratings by nationally recognized statistical rating agencies are an important component of our liquidity profile. Credit ratings relate to our ability to issue debt securities and the cost to borrow money, and should not be viewed as an indication of future stock performance or a recommendation to buy, sell, or hold securities. Ratings are subject to revision or withdrawal at any time and each rating should be evaluated independently of any other rating. Our current credit ratings are displayed in the following table.

<b>Issuer</b>	<b>Issuance</b>	<b>Standard and Poor's Ratings Services(a)</b>	<b>Moody's Investor Service, Inc.(b)</b>
ITC Holdings	Senior Notes	BBB-	Baa2
	First Mortgage	A-	A1
ITCTransmission	Bonds		
	Senior Secured	A-	A1
METC	Notes		
	First Mortgage	A-	A1
ITC Midwest	Bonds		

(a) Our Standard and Poor's Rating Services credit ratings have a stable outlook.

(b) On April 16, 2010, Moody's Investor Service upgraded the ratings of ITC Holdings, ITCTransmission, METC and ITC

Midwest concluding their review for possible upgrade that was initiated December 4, 2009. ITC Holdings was upgraded to Baa2 from Baa3. The First Mortgage Bonds at ITCTransmission and ITC Midwest and the METC senior secured notes were upgraded to A1 from A2. ITCTransmission, METC and ITC Midwest's issuer ratings were increased to A3 from Baa1. All of the ratings have a stable outlook.

***Covenants***

Our debt instruments include senior notes, secured notes, first mortgage bonds and revolving credit agreements containing numerous financial and operating covenants that place significant restrictions as described in our Form 10-K for the fiscal year ended December 31, 2009. We are currently in compliance with all debt covenants and in the event of a downgrade in our credit ratings, none of the covenants would be directly impacted.

**Cash Flows From Operating Activities**

Net cash provided by operating activities was \$183.4 million and \$108.4 million for the six months ended June 30, 2010 and 2009, respectively. The increase in cash provided by operating activities was due primarily to an increase in cash received for operating revenues of \$70.5 million, due mainly to the collection of \$41.9 million of the 2008 formula rate revenue accruals and related accrued interest.

**Table of Contents****Cash Flows From Investing Activities**

Net cash used in investing activities was \$162.7 million and \$214.2 million for the six months ended June 30, 2010 and 2009, respectively. The decrease in cash used in investing activities was due primarily to lower payments during the six months ended June 30, 2010 for amounts accrued for property, plant and equipment at December 31, 2009 compared to payments during the same period in 2009 for amounts accrued for property, plant and equipment at December 31, 2008.

**Cash Flows From Financing Activities**

Net cash used in financing activities was \$14.1 million for the six months ended June 30, 2010 as compared to net cash provided by financing activities of \$109.1 million for the six months ended June 30, 2009. The decrease in cash provided by financing activities was due primarily to a net decrease of \$79.3 million in amounts outstanding under our revolving credit agreements and a reduction in net proceeds associated with refundable deposits for transmission network upgrades of \$32.7 million during the six months ended June 30, 2010 as compared to the same period in 2009. In addition, proceeds of \$100.0 million received in April 2009 from the issuance of ITC Holdings 5.75% Term Loan Agreement, due April 30, 2011 exceeded net proceeds of \$40.0 million from the closing of ITC Midwest's 4.60% First Mortgage Bonds, Series D, and proceeds of \$50.0 million received from the issuance of METC's 5.64% Senior Secured Notes during 2010.

**CONTRACTUAL OBLIGATIONS**

Our contractual obligations are described in our Form 10-K for the year ended December 31, 2009. There have been no material changes to that information during the six months ended June 30, 2010, other than amounts borrowed under our revolving credit agreements and other debt issuances as described in Note 5 to the condensed consolidated financial statements.

**CRITICAL ACCOUNTING POLICIES**

Our condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ). The preparation of these condensed consolidated financial statements requires the application of appropriate technical accounting rules and guidance, as well as the use of estimates. The application of these policies necessarily involves judgments regarding future events. These estimates and judgments, in and of themselves, could materially impact the condensed consolidated financial statements and disclosures based on varying assumptions, as future events rarely develop exactly as forecasted, and the best estimates routinely require adjustment. The accounting policies discussed in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies in our Form 10-K for the fiscal year ended December 31, 2009 are considered by management to be the most important to an understanding of the consolidated financial statements because of their significance to the portrayal of our financial condition and results of operations or because their application places the most significant demands on management's judgment and estimates about the effect of matters that are inherently uncertain. There have been no material changes to that information during the six months ended June 30, 2010.

**RECENT ACCOUNTING PRONOUNCEMENTS**

See Note 2 to the condensed consolidated financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Fixed Rate Long-Term Debt**

Based on the borrowing rates currently available for bank loans with similar terms and average maturities, the fair value of our consolidated long-term debt, excluding revolving credit agreements, was \$2,757.6 million at June 30, 2010. The total book value of our consolidated long-term debt, excluding revolving credit agreements, was \$2,443.3 million at June 30, 2010. We performed an analysis calculating the impact of changes in interest rates on the fair value of long-term debt, excluding revolving credit agreements, at June 30, 2010. An increase in interest rates of 10% (from 7.0% to 7.7%, for example) at June 30, 2010 would decrease the fair value of debt by \$93.3 million, and a decrease in interest rates of 10% at June 30, 2010 would increase the fair value of debt by \$88.7 million at that date.

**Revolving Credit Agreements**

At June 30, 2010, we had a consolidated total of \$14.5 million outstanding under our revolving credit agreements, which are variable rate loans and therefore fair value approximates book value. A 10% increase or decrease in

borrowing rates under the revolving credit agreements

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compared to the weighted average rates in effect at June 30, 2010 would increase or decrease the total interest expense by less than \$0.1 million, respectively, for an annual period on a constant borrowing level of \$14.5 million.

**Other**

As described in our Form 10-K for the fiscal year ended December 31, 2009, we are subject to commodity price risk from market price fluctuations, and to credit risk primarily with Detroit Edison, Consumers Energy and IP&L, our primary customers. There have been no material changes in these risks during the six months ended June 30, 2010.

**ITEM 4. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to assure that material information required to be disclosed in our reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act ), is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, with a company have been detected.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective, at the reasonable assurance level.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting during the three months ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1A. RISK FACTORS**

Other than as previously updated in our Form 10-Q for the quarter ended March 31, 2010, there have been no material changes to the risk factors set forth in Item 1A of our Form 10-K for the fiscal year ended December 31, 2009.

**Table of Contents****ITEM 6. EXHIBITS**

The following exhibits are filed as part of this report (unless otherwise noted to be previously filed, and therefore incorporated herein by reference). Our SEC file number is 001-32576.

<b>Exhibit No.</b>	<b>Description of Document</b>
4.27	Fifth Supplemental Indenture, dated as of April 20, 2010, between Michigan Electric Transmission Company, LLC and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank), as trustee (filed with Current Report on Form 8-K filed May 10,2010)
10.86	First Amendment, dated as of July 22, 2010, to the Revolving Credit Agreement, dated as of March 29, 2007, among the Registrant, as borrower, the lenders party thereto, JPMorgan Chase Bank, N.A., as the administrative agent, J.P. Morgan Securities Inc., as sole lead arranger and sole bookrunner, and Comerica Bank, Credit Suisse, Cayman Islands Branch and Lehman Brothers Bank, FSB as co-syndication agents (filed with Current Report on Form 8-K filed July 27, 2010)
10.87	First Amendment, dated as of July 22, 2010, to the Revolving Credit Agreement, dated as of March 29, 2007, among International Transmission Company and Michigan Electric Transmission Company, LLC, as borrowers, the lenders party thereto, JPMorgan Chase Bank, N.A., as the administrative agent, J.P. Morgan Securities Inc., as sole lead arranger and sole bookrunner, and Comerica Bank, Credit Suisse, Cayman Islands Branch and Lehman Brothers Bank, FSB as co-syndication agents (filed with Current Report on Form 8-K filed July 27, 2010)
10.88	Second Amendment, dated as of July 22, 2010, to the Revolving Credit Agreement, dated as of January 29, 2008, among ITC Midwest LLC, as borrower, the lenders party thereto, JPMorgan Chase Bank, N.A., as the administrative agent, J.P. Morgan Securities Inc., as sole lead arranger and sole bookrunner, Credit Suisse, Cayman Islands Branch as syndication agent and Lehman Brothers Bank, FSB as documentation agent (filed with Current Report on Form 8-K filed July 27, 2010)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Database
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

\* XBRL  
(Extensible  
Business  
Reporting  
Language)  
information is  
furnished and  
not filed  
herewith, is not  
a part of a  
registration  
statement or  
prospectus for  
purposes of  
sections 11 or  
12 of the  
Securities Act  
of 1933, is  
deemed not  
filed for  
purposes of  
section 18 of the  
Securities  
Exchange Act  
of 1934, and  
otherwise is not  
subject to  
liability under  
these sections.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 30, 2010

**ITC HOLDINGS CORP.**

By: /s/ Joseph L. Welch  
Joseph L. Welch  
President and Chief Executive Officer  
(principal executive officer)

By: /s/ Cameron M. Bready  
Cameron M. Bready  
Senior Vice President, Treasurer and Chief  
Financial Officer  
(principal financial officer and principal accounting  
officer)