

Founded in 1852
by Sidney Davy Miller

Sidney T. Miller (1864-1940)
George L. Canfield (1866-1928)
Lewis H. Paddock (1866-1935)
Ferris D. Stone (1882-1945)

MICHAEL V. CAMAROTA
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MILLER CANFIELD

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

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Kalamazoo, Michigan 49007-3751 (616) 381-7030
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October 4, 1999

ITC Incorporated's Phantom Stock Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Employer: ITC Incorporated
Plan: Executive Phantom Stock Plan

Gentlemen:

Attached is an Alternative Method of Compliance Statement for the above-captioned Plan.

Please advise if additional documentation is needed.

Sincerely,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.



Michael V. Camarota

MVC/sbp
Enclosure

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MICHIGAN: Ann Arbor
Bloomfield Hills • Detroit
Grand Rapids • Kalamazoo
Lansing • Monroe

New York, N.Y.
Washington, D.C.
POLAND: Gdynia
Katowice • Warsaw

AFFILIATED OFFICE:
Pensacola, FL

2520053320356

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ALTERNATE METHOD OF COMPLIANCE STATEMENT

**ITC INCORPORATED
EXECUTIVE PHANTOM STOCK PLAN**

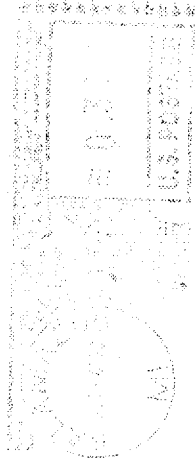
Name and Address of Plan:	ITC Incorporated's Executive Phantom Stock Plan 230 East Lakewood Boulevard P.O. Box 8338 Holland, Michigan 49422-8338
Sponsoring Employer:	ITC Incorporated
Federal Employer I.D. Number:	38-2412680
Number of Plans:	1
Number of Participants as of 09/24/99	3

ITC Incorporated declares that it is its intent to maintain an Executive Phantom Stock Plan primarily for the purpose of providing long-term incentives, in addition to current compensation, for certain highly compensated and key executives of the Corporation.

**MILLER
CANFIELD**

MILLER CANFIELD FALLOCK & STONE, P.L.C.

444 West Michigan Avenue
Kalamazoo, Michigan 49007



ITC INCORPORATED'S PHANTOM
STOCK PLAN EXEMPTION
PENSION AND WELFARE BENEFITS
ADMINISTRATION
ROOM N-5644
U.S. DEPARTMENT OF LABOR
200 CONSTITUTION AVENUE, N.W.
WASHINGTON, D.C. 20210

