

TRANSMISSION and DISTRIBUTION LINE PERMIT

On DEC. 16, 2005, for the consideration of system betterment, Grantor grants to Grantee a permit for the transmission and distribution of electricity on and across a part of Grantor's Land called the "Permit Area."

Grantor is: Michigan Department of Transportation, Real Estate Division, P.O. Box 30050
Lansing, Michigan 48909.

Grantee is: International Transmission Company, a Michigan corporation of 39500 Orchard Hill
Place Drive, Suite 200, Novi, Michigan 48375

The "Permit Area" is: A 90 foot wide strip of land being part of the Southeast 1/4 of Section 8,
Town 1 North, Range 8 East, City of Wixom, Oakland County, Michigan, and described by its centerline
as:

Commencing at the Southeast Corner of Section 8; thence South 87°17'31" West, (South
87°17'04" West, per MDOT plan) 227.31 feet along the south line of said Section 8 (12 Mile
Road) to the Point of Beginning; thence North 74°30'26" West. 829.63 feet to the point of ending.

NOW THEREFORE, Grantor grants to International Transmission Company, its successors and assigns the right to construct, operate, reconstruct and maintain its overhead and underground electric lines for the transmission and distribution of electricity and communication facilities including towers, poles, wires, manholes, conduits, cables and equipment within the Permit Area and based upon an approved MDOT permit.

1. Purpose: Said permit is to construct, operate, reconstruct, operate and maintain overhead and underground electric lines for the transmission and distribution of electricity and communication facilities including towers, poles, wires, manholes, conduits, cables and equipment. These facilities may include telecommunication facilities, for use of Grantee and Grantee's assignees.

2. Access: Grantee, its successors and assigns have the right of access to and from the Permit Area across Grantor's Land.

3. Buildings or other Permanent Structures: No buildings, permanent structures or flammable material shall be allowed in the Permit Area that will unreasonably restrict maintenance operations or will result in a violation of the National Electric Safety Code.

4. Trees, Bushes, Branches, Roots: Grantee may trim, cut down, remove or otherwise control any trees, bushes, branches and roots in the Permit Area (or that could in Grantee's opinion grow into the Permit Area) that Grantee believes could interfere with the safe and reliable operation and maintenance of Grantee's facilities, based upon an approved MDOT permit.

5. Restoration: If Grantee's employees, contractors, vehicles or equipment damage Grantor's Land while entering Grantor's Land for the purposes stated in this Transmission and Distribution Line Permit, then Grantee will restore Grantor's Land as nearly as can be to its original condition.

6. Successors: This Permit runs with the land and binds and benefits Grantor's and Grantee's successors and assigns. It is understood that the land described in the Permit Area was part of a larger parcel of land conveyed to MDOT by Grantee which was subject to an easement reserved by The Detroit Edison Company (Edison). In consideration for releasing said easement on the remainder of MDOT's land, it is understood that Edison shall be assigned distribution and/or communication rights within the Permit Area. At this time, there are no distribution facilities within the Permit Area, but Edison shall retain the right to install distribution equipment in the future within the Permit Area. Said distribution rights shall also include the right to install communications equipment for itself or for leasing purposes on ITC's towers.

7. Existing conditions: The land described in the Permit Area includes electric transmission towers and wires. The existing towers and wires are to remain in their present location without any cost to Grantee. In the event that any future MDOT highway project would make it necessary for Grantee to relocate its facilities, existing as of the date of this Transmission and Distribution Line Permit, from their existing locations, MDOT will reimburse ITC and/or Edison its relocation costs.

8. Additional Terms: In the event of any future MDOT construction requiring significant grade changes, MDOT shall contact ITC to prevent damage to tower(s) and to prevent clearance violations. If MDOT shall attempt to convey that portion of the Permit Area which contains a tower, MDOT agrees to terminate this permit and grant ITC an irrevocable, permanent easement suitable to ITC.

Michigan Department of Transportation

Mark A. Dionose
MARK A. DIONOSE
UTILITY Coordination & Permits
Section Manager
International Transmission Company

Daniel J. Oginsky
Daniel J. Oginsky Vice Pres
General Counsel

Acknowledged before me in EATON County, Michigan on DECEMBER 19, 2005,
 by MARK A. DIONOSE the UTILITY COORDINATION & PERMITS of the
 Michigan Department of Transportation, SECTION MANAGER
 NOTARY PUBLIC, STATE OF MI.
 COUNTY OF CLINTON
 MY COMMISSION EXPIRES Jun 1, 2011
 ACTING IN COUNTY OF EATON

Notary's Stamp: _____ Notary's Signature: Brian E. Walsh
 (Notary's name, county and date commission expires) BRIAN E. WALSH
ACTING IN EATON

Acknowledged before me in OAKLAND County, Michigan on DECEMBER 16, 2005,
 by Daniel J. Oginsky the Vice President and General Counsel of the International Transmission Company.

BARBARA A. MENTION
 NOTARY PUBLIC WAYNE CO., MI
 MY COMMISSION EXPIRES Nov 28, 2007

Notary's Stamp: Wayne Notary's Signature: Barbara A. Mention
 (Acting in Oakland County) Barbara A. MENTION