

137 FERC ¶ 61,103  
FEDERAL ENERGY REGULATORY COMMISSION  
WASHINGTON, D.C. 20426

November 3, 2011

In Reply Refer To:  
Midwest Independent Transmission  
System Operator, Inc.  
Docket Nos. ER10-1732-000  
ER10-1733-000  
ER10-2972-000

ATC Management Inc.  
P.O. Box 47  
Waukesha, WI 53187-6710

Attention: Christopher W. Zibart, Esq.  
Managing Attorney

Dear Mr. Zibart:

1. On August 23, 2011, you filed a Settlement Agreement (Settlement) on behalf of the parties to these proceedings, Midwest Independent Transmission System Operator, Inc., American Transmission Company LLC, LSP-Whitewater Limited Partnership, and Wisconsin Electric Power Company (collectively, the Settling Parties). The Settlement resolves all issues set for hearing by the Commission's order of November 19, 2010.<sup>1</sup>
2. On September 12, 2011, the Commission's Trial Staff filed comments in support of the Settlement. No reply comments were filed. On September 27, 2011, the Settlement Judge certified the Settlement to the Commission as uncontested.<sup>2</sup>
3. Section 6 of the Settlement provides that the standard of review for any challenge or proposed change to the agreement by the Commission acting *sua sponte* or by third

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<sup>1</sup> *Midwest Independent Transmission System Operator, Inc.*, 133 FERC ¶ 61,164 (2010).

<sup>2</sup> *Midwest Independent Transmission System Operator Inc.*, 136 FERC ¶ 63,017 (2011).

parties shall be the “ordinary” just and reasonable standard of review as clarified in *Morgan Stanley Capital Group, Inc. v. Public Utility District No. 1*, 554 U.S. 527 (2008) (*Morgan Stanley*). The section provides also that, absent the agreement of all the Settling Parties to a proposed change, the standard of review for all challenges or proposed changes to this agreement by the Settling Parties shall be the “public interest” standard.<sup>3</sup>

4. The Settlement appears to be fair and reasonable and in the public interest, and it is hereby approved. The Commission’s approval of this Settlement does not constitute approval of, or precedent regarding, any principle or issue in this proceeding. The Commission retains the right to investigate the rates, terms, and conditions under the just and reasonable and not unduly discriminatory or preferential standard of section 206 of the Federal Power Act, 16 U.S.C. § 824e (2006).

5. This letter order terminates Docket Nos. ER10-1732-000, ER10-1733-000, and ER10-2972-000.

By direction of the Commission. Commissioner Spitzer is not participating.

Nathaniel J. Davis, Sr.,  
Deputy Secretary.

cc: All Parties

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<sup>3</sup> See *United Gas Pipe Line Company v. Mobile Gas Service Corp.*, 350 U.S. 332 (1956) and *Federal Power Commission v. Sierra Pacific Power Co.*, 350 U.S. 348 (1956), as affirmed by *Morgan Stanley and NRG Power Marketing v. Maine Public Utilities Commission*, 175 L.Ed. 2d 642 (2010).