

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of)	
Invenergy Transmission LLC, Invenergy)	
Investment Company LLC, Grain Belt)	
Express Clean Line LLC and Grain Belt)	Case No. EM-2019-0150
Express Holding LLC for an Order)	
Approving the Acquisition by Invenergy)	
Transmission LLC of Grain Belt Express)	
Clean Line LLC)	

**NOTICE OF FILING OF CERTIFICATES PURSUANT TO
4 CSR 240-2.060(1)(C) AND 4 CSR 240-2.060(2)**

Invenergy Transmission LLC (“Invenergy Transmission”), on behalf of itself and its parent company Invenergy Investment Company LLC (“Invenergy Investment”), as well as Grain Belt Express Clean Line LLC (“GBE” or “Grain Belt Express”) on behalf of itself and its parent company Grain Belt Express Holding LLC (“GBE Holding”) (together with GBE, Invenergy Transmission and Invenergy Investment, “Joint Applicants”), provide notice of filing of the attached certificates of good standing and certificates of registration pursuant to 4 CSR 240-2.060(1)(C) and 4 CSR 240-2.060(2). In support of this notice of filing, Joint Applicants state as follows:

1. On February 1, 2019, Joint Applicants filed a Joint Application for Transaction Approval and Motion for Expedited Treatment (“Application”). As indicated in Paragraphs 10 and 14 of the Application, Invenergy Investment and GBE Holding had applied for certificates showing that they are authorized to conduct business in Missouri at the time of the Application, but had not yet received such certificates.

2. 4 CSR 240-2.060(1)(C) requires that each foreign corporation that is an applicant before the Missouri Public Service Commission submit a certificate from the Missouri Secretary of State, showing that it is authorized to do business in Missouri. Further, 4 CSR 240-2.060(2)

provides that if any of the items required by 4 CSR 240-2.060(1) are not available at the time the application is filed, they shall be furnished prior to the granting of the authority sought.

3. Accordingly, Joint Applicants are now providing certificates of good standing and certificates of registration for Invenergy Investment and GBE Holding, as follows:

- Exhibit A: Certificate of Registration for GBE Holding
- Exhibit B: Certificate of Good Standing for GBE Holding
- Exhibit C: Certificate of Registration for Invenergy Investment
- Exhibit D: Certificate of Good Standing for Invenergy Investment

4. This notice of filing has no substantive impact on the original Application or the relief sought therein.

WHEREFORE, Joint Applicants respectfully request that the Commission accept this notice of filing and make it a part of the Application in Case No. EM-2019-0150.

Respectfully submitted,

/s/ Anne E. Callenbach

Frank A. Caro, Jr. MBN 42094

Anne E. Callenbach MBN 56028

Andrew O. Schulte MBN 62194

Polsinelli PC

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acallenbach@polsinelli.com

aoschulte@polsinelli.com

ATTORNEYS FOR INVENERGY INVESTMENT
COMPANY LLC AND INVENERGY TRANSMISSION
LLC

/s/ Karl Zobrist

Karl Zobrist MBN 28325

Jacqueline Whipple MBN 65270

Dentons US LLP

4520 Main Street, Suite 1100

Kansas City, MO 64111

Phone: (816) 460-2400

Fax: (816) 531-7545

karl.zobrist@dentons.com

jacqueline.whipple@dentons.com

ATTORNEYS FOR GRAIN BELT EXPRESS HOLDING
LLC AND GRAIN BELT EXPRESS CLEAN LINE LLC

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon all parties of record by email or U.S. mail, postage prepaid, this 3rd day of April 2019.

/s/ Anne E. Callenbach

Attorney for Invenergy Transmission LLC

STATE OF MISSOURI



John R. Ashcroft
Secretary of State
CERTIFICATE OF REGISTRATION

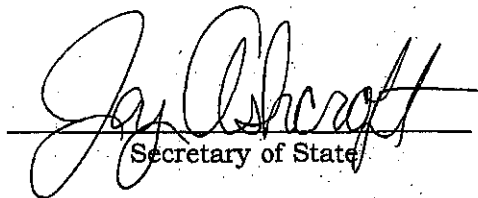
WHEREAS,

GRAIN BELT EXPRESS HOLDING LLC
FL001426957

existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 8th day of February, 2019, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 8th day of February, 2019.


Secretary of State





State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

**Application for Registration of a Foreign
Limited Liability Company**

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is: Grain Belt Express Holding LLC
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "LL.C.") (must be filled out if different from line (1)):
Grain Belt Express Holding LLC
3. The foreign limited liability company was formed under the laws of Delaware on the date of 09/14/2010 (state or jurisdiction) (month/day/year)
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
The purpose of the Limited Liability Company is to engage in any lawful activity for which a Limited Liability Company may be organized in this state.
5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
C T Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
- The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:
1001 McKinney Street, Suite 700, Houston, TX 77002
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:
Name: _____
Address: _____
City, State, and Zip Code: _____

ORI-02112019-0122 State of Missouri
No of Pages 3 Pages



Creation - LLC/LP/LLP

LLC-4 (01/2017)

8. Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

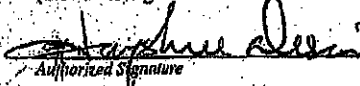
New Series:

The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

 <i>Authorized Signature</i>	<u>WYSHRE DEBAT</u> <i>Printed Name</i>	<u>01/31/19</u> <i>Date</i>
 <i>Authorized Signature</i>	 <i>Printed Name</i>	 <i>Date</i>
 <i>Authorized Signature</i>	 <i>Printed Name</i>	 <i>Date</i>

LLC-4 (01/2017)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAIN BELT EXPRESS HOLDING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4871448 8300

SR# 20190850354

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line.

Authentication: 202228564

Date: 02-08-19

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, JOHN R. ASHCROFT, Secretary of State of the STATE OF MISSOURI, do hereby certify that the records in my office and in my care and custody reveal that


GRAIN BELT EXPRESS HOLDING LLC

using in Missouri the name

GRAIN BELT EXPRESS HOLDING LLC
FL001426957

a DELAWARE entity was created under the laws of this State on the 8th day of February, 2019, and is Active, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 14th day of February, 2019.


Secretary of State

Certification Number: CERT-02142019-0099



STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CERTIFICATE OF REGISTRATION

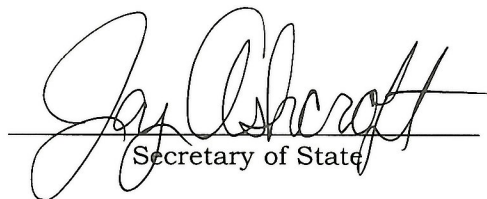
WHEREAS,

INVENERGY INVESTMENT COMPANY LLC
FL001426829

existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 1st day of February, 2019, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 1st day of February, 2019.


Secretary of State





State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

FL001426829
Date Filed: 2/1/2019
John R. Ashcroft
Missouri Secretary of State

**Application for Registration of a Foreign
Limited Liability Company**

(Submit with filing fee of \$105.00)

- The name of the foreign limited liability company is: Invenenergy Investment Company I.L.C
- The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company, "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

- The foreign limited liability company was formed under the laws of Delaware on the date of 10/29/18
(state or jurisdiction)
(month/day/year)
- The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:

Renewable energy and any lawful purpose
- The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

<u>C T Corporation System</u>	<u>120 South Central Avenue</u>	<u>Clayton, MO 63105</u>
<i>Name</i>	<i>Address (PO Box may <u>only</u> be used in conjunction with a physical street address)</i>	<i>City/State/Zip</i>

*The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. **Note:** failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*
- The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

<u>1 South Wacker Dr., Suite 1800</u>	<u>Chicago, IL 60606</u>
<i>Address (PO Box may <u>only</u> be used in conjunction with a physical street address)</i>	<i>City/State/Zip</i>
- This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

ORI-02012019-1385 State of Missouri
No of Pages 3 Pages



Creation - LLC/LP/LLP

8. Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

The limited liability company gives notice that the series has limited liability.

New Series:

The limited liability company gives notice that the series has limited liability.

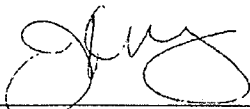
New Series:

The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



James T. Murphy, Vice President

01/31/19

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

LLC-4 (01/2017)

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVENERGY INVESTMENT COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7124622 8300

SR# 20190644379

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202180581

Date: 01-31-19

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, JOHN R. ASHCROFT, Secretary of State of the STATE OF MISSOURI, do hereby certify that the records in my office and in my care and custody reveal that

INVENERGY INVESTMENT COMPANY LLC

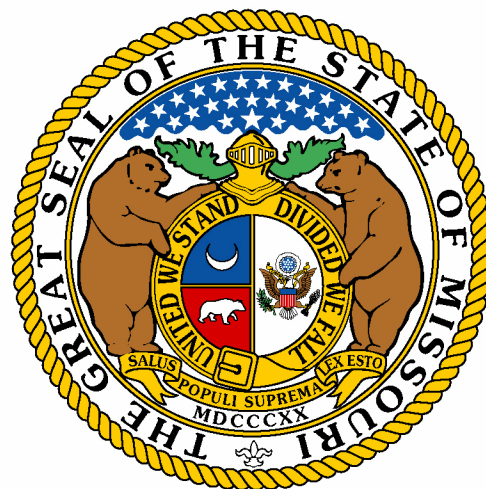
using in Missouri the name

INVENERGY INVESTMENT COMPANY LLC
FL001426829

a DELAWARE entity was created under the laws of this State on the 1st day of February, 2019, and is Active, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 6th day of February, 2019.


Secretary of State



Certification Number: CERT-02062019-0047