

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

In the Matter of the Application of Grain Belt)
Express Clean Line LLC for Approval of its)
Acquisition by Invenergy Transmission LLC) Case No. EM-2019-_____

NOTICE OF INTENDED CASE FILING

Grain Belt Express Clean Line LLC (“Grain Belt Express” or “Company”) and Invenergy Transmission LLC (“Invenergy Transmission”) hereby file this Notice of Intended Case Filing:

1. Grain Belt Express is a limited liability company organized under the laws of the State of Indiana and is qualified to conduct business in the State of Missouri for the purpose of carrying on any lawful business purpose allowed under Missouri law, which includes constructing, owning, operating, managing and maintaining electric transmission facilities. The principal office and place of business of Grain Belt Express is located at 1001 McKinney Street, Suite 700, Houston, Texas 77002.

2. If the Missouri Public Service Commission (“Commission”) grants a certificate of convenience and necessity (“CCN”) to Grain Belt Express in Case No. EA-2016-0358, it will be a privately held electrical corporation, similar to other public utilities that have received certificates from the Commission under Section 393.170.1¹ Grain Belt Express currently has no regulated operations in the State of Missouri.

3. Grain Belt Express is a wholly owned subsidiary of Grain Belt Express Holding LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Clean Line Energy Partners LLC (“Clean Line”), a Delaware limited liability company. The primary owners of Clean Line are GridAmerica Holdings, Inc. (“GridAmerica”); Clean Line Investor, LLC; Clean

¹ All statutory references are to the Missouri Revised Statutes (2016), as amended.

Grid Holdings, LLC; Michael Zilkha; and Clean Line Investment LLC. GridAmerica is a subsidiary of National Grid USA, which is a subsidiary of National Grid plc. Clean Line Investor, LLC is a subsidiary of ZAM Ventures, LP. Clean Grid Holdings, LLC is a subsidiary of Bluescape Resources Company, LLC.

4. Invenergy Transmission is a limited liability company organized under the laws of the State of Delaware. It is part of the broader organization of Invenergy entities which own and operates large-scale renewable and other clean energy generation and energy storage facilities in North America, Latin America, Asia, and Europe (“Invenergy”). The principal office and place of business of Invenergy is located at One South Wacker Drive, Suite 1800, Chicago, Illinois 60606. Invenergy has no operations in the State of Missouri that are currently regulated by the Commission.

5. On November 9, 2018 Invenergy Transmission entered into a Membership Interest Purchase Agreement with Grain Belt Express Holding LLC to conditionally acquire Grain Belt Express and all of its assets, including the Grain Belt Express transmission project (the “Project”), pending resolution of a number of conditions precedent, including the approval of the acquisition by the Commission.

6. Pursuant to Commission Rule 4-CSR 240-4.017(1), “[a]ny person that intends to file a case shall file a notice with the secretary of the commission a minimum of sixty (60) days prior to filing such case.”

7. Grain Belt Express and Invenergy Transmission intend to file a joint application pursuant to Section 393.190 to seek approval of the acquisition of Grain Belt Express by Invenergy Transmission.

8. Grain Belt Express and Invenergy Transmission do not anticipate that their acquisition approval application will be a contested case, however, they file this Notice out of an abundance of caution. They expect to file their application in this proceeding in less than 60 days from the date hereof and will seek a waiver of the remaining time for good cause.

WHEREFORE, Grain Belt Express Clean Line LLC and Invenergy Transmission LLC submit this Notice of Intended Case Filing.

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/s/ Karl Zobrist

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ATTORNEYS FOR INVENERGY
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document was served upon the parties listed below by email or U.S. mail, postage prepaid, this 20th day of November, 2018.

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