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December 13, 1999

FILED³

DEC 13 1999

Missouri Public
Service Commission

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 3660
Jefferson City, Missouri 65102

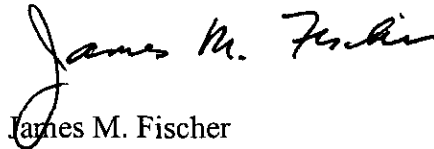
RE: *GST Steel Co. v. Kansas City Power & Light Co.*
Case No. EC-99-553

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter are the original and fourteen (14) copies of Kansas City Power & Light Company's Response to GST Steel Company's Corrected Motion to Seek Clarification and Reconsideration of Order Regarding Kansas City Power and Light Company's Second Motion to Compel. A copy of the foregoing Response of Kansas City Power & Light Company has been hand-delivered, mailed First Class, postage prepaid, or mailed by certified mail.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
Enclosure(s)

cc: Paul S. DeFord, Certified
James W. Brew
and Christopher C. O'Hara, Certified
Dana K. Joyce, Hand Delivered
Steven Dottheim, Hand Delivered
Lera L. Shemwell, Hand Delivered
John B. Coffman, Hand Delivered
Other Parties of Record, First Class mail, postage prepaid

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED³

DEC 13 1999

GST STEEL CO.,

Complainant,

v.

KANSAS CITY POWER & LIGHT CO.,

Respondent.

Missouri Public
Service Commission

Case No. EC-99-553

**KANSAS CITY POWER & LIGHT COMPANY'S RESPONSE
TO GST STEEL COMPANY'S CORRECTED MOTION TO SEEK CLARIFICATION
AND RECONSIDERATION OF ORDER REGARDING KANSAS CITY
POWER AND LIGHT COMPANY'S SECOND MOTION TO COMPEL**

Respondent Kansas City Power & Light Co. ("KCPL") hereby responds to GST Steel Company's ("GST") Motion to Seek Clarification and Reconsideration of Order Regarding Kansas City Power and Light Company's Second Motion to Compel. KCPL requests that the Public Service Commission of the State of Missouri ("Commission") affirm its Order Regarding KCPL's Second Motion to Compel Discovery. In support of its Response, KCPL states as follows:

BACKGROUND

1. On May 11, 1999, GST filed a complaint with the Commission against KCPL. GST alleged that it was exposed to unjust and unreasonable electricity charges levied pursuant to a Special Contract that it entered with KCPL in 1994. In addition, GST requested an investigation of the overall adequacy and reliability of KCPL's services to GST. Petition at ¶¶ 3-4, 14-18, 24-26.

2. KCPL filed its Answer on or about June 8, 1999. In its Answer KCPL argued that GST's Special Contract with KCPL governs the delivery and price of electric services to GST. KCPL noted that GST entered the agreement after receiving expert advice and legal counsel, and after engaging in extensive negotiations. KCPL's Answer, ¶ 33. KCPL argued that GST was aware of certain benefits and risks of the Special Contract and that GST consciously accepted the risks it now complains of. Id. at ¶ 36.

3. On September 17, 1999, KCPL propounded its Second Set of Interrogatories and Requests for Production of Documents to GST. By letter dated September 27, 1999, GST responded to KCPL's Requests, and raised objections to the majority of them. KCPL filed a Motion to Compel Responses to its Second Set of Interrogatories and Requests for Production of Documents on October 13, 1999 ("KCPL's Second Motion to Compel"), which was served upon GST's counsel by certified mail. GST filed no opposition or response.

4. By Order dated November 5, 1999, the Commission granted KCPL's Second Motion to Compel. The Order was to take effect on November 16, 1999.

5. On or about December 2, 1999 GST filed its Corrected Motion to Seek Clarification and Reconsideration of Order Regarding KCPL's Second Motion to Compel ("Corrected Motion to Seek Clarification").

ARGUMENT

6. The Commission should deny summarily GST's Corrected Motion to Seek Clarification as untimely. KCPL's Second Motion to Compel was filed on October 13, 1999. GST had ten (10) days in which to respond to KCPL's motion or request an extension of time. 4 CSR 240-2.080(12). GST did neither. It is even more significant that GST's Corrected Motion to Seek Clarification was filed 18 days after the Commission's November 5, 1999 Order was to

take effect. Motions for reconsideration may be filed only within ten (10) days of the date the order was issued. 4 CSR 240-2.160(1). The regulations are quite clear and explicit: "Motions for reconsideration of procedural and interlocutory orders shall be filed within ten (10) days of the date the order is issued." Id. (emphasis added). Moreover, the filing of a motion for reconsideration "shall not excuse any party from complying with any order of the Commission, nor operate in any manner to stay or postpone the enforcement of any order" 4 CSR 240-2.160(2). GST has flouted both regulations by filing its motion far too late for consideration and by refusing to comply with the Commission's November 5, 1999 Order. Therefore, the Commission should deny GST's Corrected Motion to Seek Clarification.

7. In the alternative, GST's Corrected Motion to Seek Clarification should be denied on other grounds.

8. In its Motion to Seek Clarification, GST argues that the Commission's November 5, 1999 Order compelling GST to respond to KCPL's Second Data Requests is incompatible with the Commission's November 2, 1999 Order sustaining several of GST's objections to KCPL's First Data Requests. GST avers that,

"By Order dated November 2, 1999, the Commission sustained GST's objections to 38 of its 52 Requests contained in KCPL's First Set of Interrogatories. In reaching its determinations, the Commission held in pertinent part:

First of all, while GST is a party to this matter, its corporate affiliates are not. KCPL contends that these discovery requests directed to non-parties are appropriate "[b]ecause of the inextricable connection and influence between GST and its affiliated entities[.]" However, KCPL cites no authority for this proposition. KCPL's discovery requests to those entities are, indeed, overbroad, in that they exceed the scope of the pending action.

The Commission further determined that information concerning GST's steel producing activities and profitability . . . were not material issues to be addressed by the Commission, and, therefore, were not proper areas for discovery."

See GST's Corrected Motion to Seek Clarification, ¶ 4 (citations omitted).

GST argues that the Commission's November 5 Order "did not apply the findings contained in its November 2 Order with respect to relevance and permissible scope of inquiry" Id. at ¶ 5. Thus, GST reasons, it should not be compelled to respond to data requests which seek information of GST Steel Company affiliates or which relate to capital expenditures and annual budgets. Id. at ¶ 6. Finally, GST states it regrets "any ambiguity created by its failure to file a reply to KCPL's Second Motion to Compel, but the absence of such a pleading should not lead to incompatible rulings." Id. at ¶ 8. It is important to note that the Commission's rulings are in no way incompatible. By repeatedly failing to comply with Commission rules, GST waived whatever rights it allegedly gained from the November 2 Order.

9. In its Motion for Reconsideration, GST states that the Commission's November 2 Order limited KCPL's discovery to GST, and prevented KCPL from seeking relevant evidence from GST "affiliates." At this point KCPL would like to bring to the Commission's attention the fact that GST is an unincorporated entity. GST is merely a division of GS Technology Operating Co. ("GSTOC"), which is a wholly owned subsidiary of GS Technologies. It is not GST that has a certificate of authority to transact business in Missouri, it is GSTOC. A copy of GSTOC's certificate of authority to transact business is attached hereto as Exhibit A.

10. On or about June 28, 1996, GSTOC filed its Registration of Fictitious Name, "GST Steel Company," with the Missouri Secretary of State. A copy of said registration is attached hereto as Exhibit B. GST has taken the position that KCPL is not entitled to obtain

relevant information from GSTOC. This is disingenuous. The real party in this proceeding has always been GSTOC.

11. During the period of November 4, 1993 and December 17, 1996, GS Technologies Corporation ("GS") was authorized to transact business in Missouri. See Exhibit C, attached. Upon information and belief, GS's Missouri business activities during this period were limited to the Kansas City steel mill owned by GSTOC, which is the subject of this complaint proceeding. The term of the Special Contract includes the period when GS was authorized to transact business in Missouri. Accordingly, the Commission should permit KCPL to seek relevant information from GS during the period when GS was authorized to conduct business in Missouri.

12. Citing the Ruling contained in the Commission's November 2 Order regarding KCPL's first motion to compel, GST declined to respond to data requests 2.01-2.06, 2.13, 2.14, 2.16, 2.17, 2.19, 2.20, 2.22-2.25, 2.27, 2.28, 2.30, 2.31, 2.33, 2.34, 2.36, 2.37, 2.39, 2.40, 2.44, 2.45, 2.47, 2.48, 2.50, 2.51, 2.55, and 2.56 on the grounds that these requests seek information relating to "GST Steel Company Affiliates." Id. at ¶ 6, note 1. GST refused to respond to data requests 2.54, 2.59, and 2.60 because they relate to Annual Plans, budgets and expenditures. Id. at ¶ 6, note 2.

13. Requests seeking information from GST's corporate relatives are appropriate and discoverable in this instance. GST is not an incorporated entity. See Exhibit A of KCPL's Answer at p. 4. As noted above, GST is merely a division of GS Technologies Operating Co. ("GSTOC"), which is a wholly owned subsidiary of GS Technologies ("GS"), which is a wholly owned subsidiary of GS Industries, Inc. ("GSI"). Id. Because GST is merely a division of GSTOC, GST and GSTOC are identical. They are not affiliates, but rather one and the same.

Thus, requests seeking information regarding GSTOC's prior experiences with contracts and relationships similar to the one between KCPL and GST are clearly discoverable and relevant to KCPL's inquiry regarding the alleged unreasonableness of its electricity charges to GST.¹ For the purposes of discovery in this matter, it is wholly proper to compel responses to those KCPL data requests.

14. In addition, KCPL's requests concerning GSI are properly discoverable in this case because GSI's corporate entity dominates and controls GST's, permitting a fusion of their corporate identities. Collet v. American National Stores, Inc., 708 S.W.2d 273, 283-84 (Mo. App. E.D. 1986). Nevertheless, in the interest of expediting this dispute, KCPL respectfully withdraws those second set of requests which deal with GSI. Those requests include 2.01, 2.03, 2.05, 2.13, 2.16, 2.19, 2.22, 2.24, 2.27, 2.30, 2.33, 2.36, 2.39, 2.44, 2.47, 2.50, and 2.55.

15. Requests 2.02, 2.04, and 2.06 seek information regarding (1) the prices paid by GSTOC for electric services from January 1994-August, 1999 for each domestic steel mill it owns or controls, (2) the names of the electric service providers for those domestic steel mills, as well as a copy of each steel mill's tariff and/or special contracts, and (3) whether domestic steel mills owned by GSTOC have ever purchased electricity under an agreement similar to the one in dispute in this proceeding, as well as a copy of each agreement.

16. Requests 2.14, 2.17, 2.20, 2.23, 2.25, 2.28, 2.31, 2.34, 2.37 and 2.40 seek information regarding GSTOC's purchase of financial instruments to hedge against the electricity price risks associated with the terms of the Special Contract executed between GST and KCPL. Request 2.45 seeks information and documentation from GSTOC regarding the possible use of forward, futures or options contracts to hedge the minimum load at the Kansas

¹ See KCPL's Requests 2.02, 2.04, 2.06, 2.14, 2.17, 2.20, 2.23, 2.25, 2.28, 2.31, 2.34, 2.37, 2.40, 2.45, 2.48, 2.51, and 2.56.

City facility. The request also seeks information regarding whether pricing models are used to evaluate such hedging instruments. Request 2.48 seeks information and documentation concerning GSTOC's consideration of co-generation opportunities for domestic steel mills. Request 2.51 seeks information regarding GSTOC's analysis of the supply and capacity characteristics and net electric portfolio position of the KCPL territory that would exist during the 10-year term of the Special Contract. Request 2.56 seeks forecasts of electricity costs at GST prepared by GSTOC for the years 1994 through 1999, inclusive. Requests 2.54, 2.59, and 2.60 seek GST's Annual Plans, capital investment and expenditure data, and annual budget data for the years 1994 through 1999, inclusive.²

17. All of these requests are relevant and discoverable. Requests 2.02, 2.04, and 2.06 are relevant to this proceeding because they address possible comparisons of electric services incurred by GSTOC. Such comparisons are directly related to the allegation that GST's electric rates are "unjust and unreasonable." Petition, ¶ 3-4, 24, 27. See also Order Regarding Kansas City Power and Light Company's First Motion to Compel, p. 8 (issue of rate reasonableness is properly before the Commission) (November 2, 1999). Comparisons of electricity rates incurred at other steel mills owned or controlled by GSTOC may yield information helpful to KCPL's analysis of whether the electricity rates charged to GST were just and reasonable. In addition, the requests are relevant to KCPL's defense that GST accepted the risks associated with the terms of the Special Contract. The information gleaned could show that GST and GSTOC had prior experiences with such contracts. This would demonstrate that GST was aware of the risks associated with the terms of the Special Contract, including the risk of accidents occurring at

² GST has already provided such data in its response to KCPL's Request 1.34, and has therefore waived its objections to Requests 2.54, 2.59 and 2.60. See State ex rel. Mueller v. Dixon, 456 S.W.2d 894, 596 (Mo. App. 1970) (objections to discovery requests may be waived by earlier voluntary disclosures).

electricity generating plants. Ultimately, awareness and acceptance of such known risks are relevant to the analysis of whether GST's electricity charges were reasonable and just.

18. Requests 2.14, 2.17, 2.20, 2.23, 2.25, 2.28, 2.31, 2.34, 2.37, 2.40, 2.45, 2.48, 2.51, and 2.56 are relevant and discoverable for similar reasons. Information derived from these requests address GST's planning for, and awareness and acceptance of, the type of risks inherent in its contractual agreement with KCPL. These factors directly relate to the disputed issues concerning reasonableness of electricity rates and electric supply adequacy as determined, in part, by the Special Contract between GST and KCPL.

19. Because GST's Corrected Motion to Seek Clarification was untimely and because KCPL's requests discussed in this Response are relevant and appropriate to this proceeding, responses to those requests should be compelled.

WHEREFORE, Kansas City Power & Light Company respectfully requests that the Commission sustain its November 5, 1999 Order regarding Kansas City Power & Light Company's Motion to Compel Discovery and compel GST to respond to data Requests 2.02, 2.04, 2.06, 2.14, 2.17, 2.20, 2.23, 2.25, 2.28, 2.31, 2.34, 2.37, 2.40, 2.45, 2.48, 2.51, 2.54, 2.56, 2.59, and 2.60

Respectfully submitted,

William G. Riggins by JMT

William G. Riggins MO Bar #42501

Law Department
Kansas City Power & Light Company
P. O. Box 418679
Kansas City, Missouri 64141-9679
Telephone: (816) 556-2785
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Timothy G. Swensen by JMT

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Two Pershing Square
2300 Main Street, Suite 1000
Kansas City, Missouri 64108
Telephone: (816) 983-8000
Facsimile: (816) 983-8080

Attorneys for Kansas City Power & Light Company

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed via certified mail, return receipt requested, to the following counsel of record, this 13th day of December, 1999:

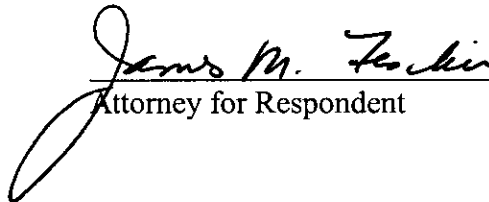
Paul S. Deford
Lathrop & Gage, L.C.
2345 Grand Avenue, Suite 2500
Kansas City, MO 64108

James W. Brew
Christopher C. O'Hara
Brickfield Burchette & Ritts, P. C.
8th Floor, West Tower
1025 Thomas Jefferson Street, N.W.
Washington, DC 20007
Attorneys for Complainant GST Steel Company

I hereby certify that copies of the foregoing have been mailed to the following counsel of record, this 13th day of December, 1999.

Dana K. Joyce
Steven Dottheim
Lera L. Shemwell
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102
Attorneys for Staff of the Missouri Public Service Commission

John B. Coffman
Office of the Public Counsel
P. O. Box 7800
Jefferson City, MO 65102



Attorney for Respondent

CASE NO. EC-99-553**REQUEST DATE: August 4, 1999****KCPL-1-4 Is GSTOC authorized to conduct business in the State of Missouri?**

- (a) If so, was GSTOC authorized to do business in the State of Missouri on January 1, 1994?
- (b) Please provide a copy of GSTOC's Missouri certificate of authority to transact business.
- (c) Please provide a copy of GSTOC's Missouri certificate of good standing.

Response:

GS Technologies Operating Co., Inc. is authorized to transact business in the State of Missouri, having received its Certificate of Authority on October 25, 1993.

- (a) Yes

(b) A copy of the Missouri Certificate of Authority, as amended, is attached hereto, along with a copy of the Registration of Fictitious Name, "GST Steel Company," filed by the Missouri Secretary of State on June 28, 1996.

(c) A Good Standing Certificate issued by the Missouri Secretary of State on August 11, 1999 is attached hereto.

Response Provided By:

Fred C. Thompson

Date:

August 24, 1999

STATE OF MISSOURI



Judith K. Moriarty
SECRETARY OF STATE

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
R&B STEEL, INC.

USING IN MISSOURI THE NAME
R&B STEEL, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS, BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, JUDITH K. MORIARTY, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 25TH DAY OF OCTOBER, 1993.



Judith K. Moriarty
Secretary of State

\$150.00

State of Missouri ... Office of Secretary of State

ROY D. BLUNT, Secretary of State

Corporation Division/Limited Partnership

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

APPLICATION FOR RESERVATION OF NAME

The undersigned requests that the following name (or names) be reserved for sixty days for use in designating a corporation or limited partnership:

R & B Steel, Inc.

J44266

Check for \$20.00 for each corporate name reserved is enclosed

or
Check for \$20.00 for each limited partnership name reserved is enclosed.

Reserved by: Prentice Hall Legal & Financial Services

Name

222 East Dunklin Street Suite 101

Street

Jefferson City, MO 65101

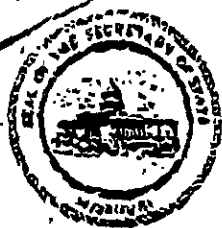
City and State

RECEIVED

OCT 25 1993

SECRETARY OF STATE

*goofed, I gave
my copy to Lin*



State of Missouri

Judith K. Moriarty, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

Application for Foreign Corporation For a Certificate of Authority

(Submit in duplicate with filing fee of \$130.00)

OCT 23 1993

Judith K Moriarty
Corporation Dept SECRETARY OF STATE

- (1) The corporation's name is R&B Steel, Inc.
and it is organized and existing under the laws of Delaware
- (2) The name it will use in Missouri is R&B Steel, Inc.
- (3) The date of its incorporation was 8/24/93 and the period of its duration is perpetual
- (4) The address of its principal place of business 7000 Roberts St. Kansas City, MO 64125
Address City/State/Zip
- (5) The name and address of its registered agent and office in the State of Missouri is:
ROBERT H. NENNI 7000 Roberts St. Kansas City, MO 64125
Name Address City/State/Zip
- (6) The specific purpose(s) of its business in Missouri are:
Manufacture and sale of steel wire rod and steel grinding media.

- (7) The name of its officers and directors and their business addresses are as follows:

(Officers)	Name	Address	City/State/Zip
President	<u>John B. Corey</u>	<u>900 Interpace Parkway</u>	<u>Parsippany, NJ 07054</u>
Vice President	<u>Gary R. Hildreth</u>	<u>"</u>	<u>" " "</u>
Secretary	<u>"</u>	<u>"</u>	<u>" " "</u>
Treasurer	<u>"</u>	<u>"</u>	<u>" " "</u>

(Board of Directors)

Director	<u>John B. Corey</u>	<u>900 Interpace Parkway</u>	<u>Parsippany, NJ 07054</u>
Director	<u>Gary R. Hildreth</u>	<u>"</u>	<u>" " "</u>
Director	<u>"</u>	<u>"</u>	<u>" " "</u>
Director	<u>"</u>	<u>"</u>	<u>" " "</u>

- (8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In testimony whereof, the facts stated above are true.

John B. Corey
(Authorized signature of officer or chairman of the board)

President
(Title)

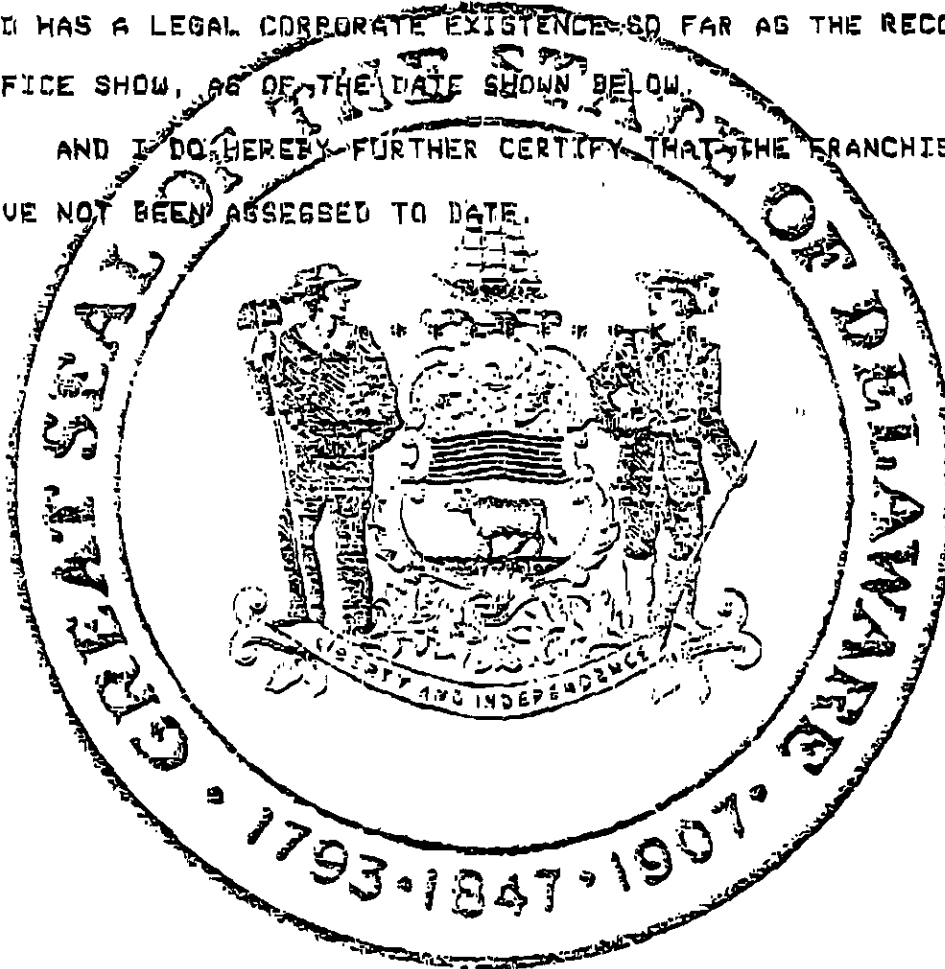
October 6, 1993
(Date of Signature)

NOTE: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY R&B STEEL, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



William T. Quillen

William T. Quillen, Secretary of State

4139620

733313015

AUTHENTICATION:

11/09/1993

DATE:

JUN-28-1996 13:36

State of Missouri

No. X 308570

Rebecca McDowell Cook, Secretary of State
Corporation Division

Registration of Fictitious Name

(Submit in duplicate with a filing fee of \$7)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name. (RSMo 417)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: GST Steel Company
Missouri Business Address: 7000 Roberts Street
(P. O. Boxes not accepted)
City, State, and Zip Code: Kansas City, MO 64125

The parties having an interest in the business, and the percentage they own are (if corporation is owner, indicate corporation name and percentage owned). If all parties are jointly and severally liable, percentage of ownership need not be listed:

Name of Owners, Individual or Corporate	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
GS Technologies Operating Co., Inc.	7000 Roberts Street	Kansas City	MO 64125	100 %
				%
				%
				%
				%
				%

(Must be typed or printed)

Return to: Secretary of State
Corporation Division
P.O. Box 778
Jefferson City, Mo. 65102

FILED

JUN 28 1996

Rebecca McDowell Cook
SECRETARY OF STATE

EXHIBIT B

each did say that the statement and matters set forth herein are true.

Individual Deputy Sign Here	{	X _____	X _____
		X _____	X _____
		X _____	X _____

The undersigned corporation has caused this application to be executed in its name by its President
or Vice-President and its Secretary or Assistant Secretary, this 27th
day of June, 19 96.

if
Corporation
by Officer,
Corporate
Officers
Executive
Here

GS TECHNOLOGIES OPERATING CO., INC.
(Exact Corporate Title)

By:

By:

(Corporate Seal)
The seal shall be "here".

State of Missouri

County of _____

ss.

FILED

JUN 28 1996

Robert McDonald
SECRETARY OF STATE

I, _____, A Notary Public, do hereby certify that on the _____
day of _____, 19_____, personally appeared before me _____
and being first duly sworn by me, acknowledged that _____ he signed as his own free act and deed the foregoing
document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Notary Public

STATE OF NORTH CAROLINA

ss.

COUNTY OF MECKLENBURG

On this 27th day of June, 1996, before me appeared DAVID O. SHELLEY and LUIS E. LEON, to me personally known, who, being by me duly sworn, did say that they are the Vice President and Asst. Secretary, respectively, of GS Technologies Operating Co., Inc., a Delaware corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors and said DAVID O. SHELLEY and LUIS E. LEON acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said county and state the day and year last above written.

My term expires: My Commission Expires Sept. 28, 2000

Glenda F. Dowdle
Notary Public

(Notarial Seal)

FILED

JUN 28 1996

Patricia M. McNeill
SECRETARY OF STATE

CASE NO. EC-99-553

REQUEST DATE: August 4, 1999

KCPL-1-2 Is GS authorized to conduct business in the State of Missouri?

- (a) **If so, was GS authorized to do business in the State of Missouri on January 1, 1994?**
- (b) **Please provide a copy of GS's Missouri certificate of authority to transact business.**
- (c) **Please provide a copy of GS's Missouri certificate of good standing.**

Response:

(a) **GS Technologies Corporation, a Delaware corporation, was qualified to transact business in the State of Missouri during the period November 4, 1993 to December 17, 1996, on which date it filed an Application for Certificate of Withdrawal.**

(b) **See attached copy of the Certificate of Withdrawal issued by the Missouri Secretary of State on December 17, 1996.**

Response Provided By:

Fred C. Thompson

Date:

August 24, 1999

No. F00387755

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF WITHDRAWAL

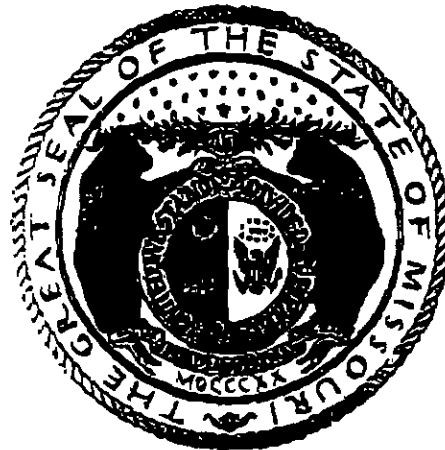
WHEREAS, AN APPLICATION FOR WITHDRAWAL OF
GS TECHNOLOGIES CORPORATION

A DELAWARE CORPORATION, HAS BEEN RECEIVED, FOUND TO
CONFORM TO LAW, AND FILED;

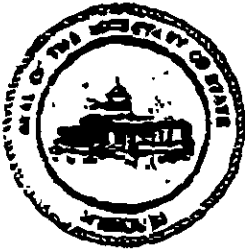
NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF
STATE OF THE STATE OF MISSOURI, ISSUE THIS CERTIFICATE OF
WITHDRAWAL, CERTIFYING THAT THE AFORENAMED CORPORATION IS
WITHDRAWN FROM THIS STATE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
17TH DAY OF DECEMBER, 1996.

Rebecca McDowell Cook
Secretary of State



\$ 25.00



State of Missouri

Judith K. Moriarty, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

Application for Certificate of Withdrawal of Foreign Corporation

(Submit in duplicate with filing fee of \$25.00)

The undersigned corporation, for the purpose of withdrawing from the State of Missouri hereby executes the following document:

- (1) The name of the corporation is GS TECHNOLOGIES CORPORATION
and is organized and exists under the laws of: Delaware
- (2) A. The corporation is not transacting business and surrenders its authority to transact business in the State of Missouri.
- B. The corporation revokes the authority of its registered agent in Missouri to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in Missouri during the time the corporation was licensed to transact business in Missouri may thereafter be made on the corporation by service on the Secretary of State of Missouri.
- C. The mailing address to which the Secretary of State may mail a copy of any process is:
1901 Roxborough Road, Suite 200 Charlotte, NC 28211
(Address) (City/State/Zip)
- D. The corporation will notify the Secretary of State of Missouri of any future change of mailing address.

In affirmation thereof, the facts stated above are true.

[Signature]
(Authorized signature of officer or director of the board)

David O. Shelley,
Vice President
(Title)

December 11, 1996
(Date of signature)

FILED

DEC 17 1996

[Signature]
SECRETARY OF STATE