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

In the Matter of the Application of Grain Belt Express)
Clean Line LLC for a Certificate of Convenience and)
Necessity Authorizing It to Construct, Own, Operate,)
Control, Manage, and Maintain a High Voltage, Direct) **File No. EA-2014-0207**
Current Transmission Line and an Associated Converter)
Station Providing an Interconnection on the Maywood –)
Montgomery 345 kV Transmission Line)

**ORDER DIRECTING NOTICE, SETTING INTERVENTION DEADLINE, AND
DIRECTING FILING OF STAFF RECOMMENDATION**

Issue Date: March 27, 2014

Effective Date: March 27, 2014

On March 26, 2014, Grain Belt Express Clean Line LLC ("Grain Belt Express") filed an application with the Missouri Public Service Commission ("Commission") for a Certificate of Convenience and Necessity to construct, own, operate, control, manage and maintain a high voltage, direct current transmission line and associated facilities within Buchanan, Clinton, Caldwell, Carroll, Chariton, Randolph, Monroe and Ralls Counties, Missouri, as well as an associated converter station in Ralls County.

The Commission will give notice of the application to potentially interested parties and will set an intervention deadline. The Commission will direct its Staff to investigate and file a recommendation regarding the application.

THE COMMISSION ORDERS THAT:

1. The Commission's Data Center shall provide notice of this order and the application to the county commissions of Buchanan, Clinton, Caldwell, Carroll, Chariton, Randolph, Monroe and Ralls Counties, Missouri.

2. The Commission's Data Center shall provide notice of this order and the application to each of the entities listed in Exhibit 3 of the Grain Belt Express application.

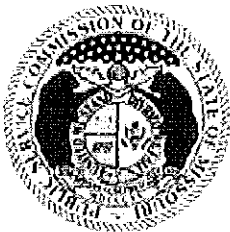
3. The Commission's Public Information Office shall make notice of this order available to the media in Buchanan, Clinton, Caldwell, Carroll, Chariton, Randolph, Monroe and Ralls Counties, Missouri and to the members of the General Assembly representing these areas.

4. Any person or entity wishing to intervene in this matter shall file an application no later than April 25, 2014.

5. The Staff of the Missouri Public Service Commission shall investigate and file a report and recommendation regarding the application no later than May 30, 2014.

6. This order shall become effective immediately upon issuance.

BY THE COMMISSION



A handwritten signature in black ink that reads "Morris L. Woodruff".

Morris L. Woodruff
Secretary

Michael Bushmann, Senior Regulatory
Law Judge, by delegation of authority
pursuant to Section 386.240, RSMo 2000.

Dated at Jefferson City, Missouri,
on this 27th day of March, 2014.

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

In the Matter of the Application of Grain)
Belt Express Clean Line LLC for Certificate)
of Convenience and Necessity Authorizing it)
to Construct, Own, Operate, Control,)
Manage and Maintain a High Voltage,)
Direct Current Transmission Line and an)
Associated Converter Station Providing an)
Interconnection on the Maywood-)
Montgomery 345 kV transmission line.

Case No. EA-2014-0207

**APPLICATION OF GRAIN BELT EXPRESS CLEAN LINE LLC
FOR A CERTIFICATE OF CONVENIENCE AND NECESSITY**

Grain Belt Express Clean Line LLC (“Grain Belt Express” or “Company”), pursuant to Section 393.170.1,¹ 4 CSR 240-2.060 and 4 CSR 240-3.105(1)(B), submits this Application to the Missouri Public Service Commission (“Commission”) for a certificate of convenience and necessity (“CCN”) authorizing it to construct, own, operate, control, manage, and maintain electric transmission facilities within Buchanan, Clinton, Caldwell, Carroll, Chariton, Randolph, Monroe and Ralls Counties, Missouri, as well as an associated converter station in Ralls County, and waiving certain reporting requirements of 4 CSR 240-3.145, 3.165, 3.175 and 3.190.

In support of this Application, Grain Belt Express states as follows:

I. Overview and the Applicant

1. Grain Belt Express requests that the Commission grant a line CCN authorizing the Company to construct, own, operate, control, manage, and maintain in Missouri:

(a) approximately 206 miles of a high voltage, direct current (“HVDC”) transmission line that will traverse the state from Kansas into Illinois and Indiana, and

¹ All statutory references are to the Missouri Revised Statutes (2000), as amended, unless otherwise noted.

- (b) an associated converter station in Ralls County, Missouri and alternating current (“AC”) interconnecting facilities.

Both the HVDC transmission line and the converter station facilities will be built to deliver low-cost, wind-generated energy from western Kansas to load and population centers in Missouri, Illinois, Indiana and other states in the region.

2. 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. Copies of its certificate of formation and its authorization to do business in Missouri as a foreign-chartered limited liability company are attached as Exhibit 1, pursuant to 4 CSR 240-2.060(1)(C). The principal office and place of business of Grain Belt Express is located at 1001 McKinney Street, Suite 700, Houston, Texas 77002.

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”) and Clean Line Investor Corp., a subsidiary of ZAM Ventures, LP (“ZAM Ventures”). GridAmerica is a subsidiary of National Grid USA, which is a subsidiary of National Grid plc. National Grid plc and its affiliates are one of the largest investor-owned utility companies in the world and have extensive experience building, owning and operating transmission networks in the United States and the United Kingdom. National Grid USA delivers electricity to more than three million customers in Massachusetts, New York and Rhode Island. ZAM Ventures is the principal investment vehicle

for ZBI Ventures, LLC (“ZBI Ventures”). ZBI Ventures, which focuses on long-term investments in the energy sector, is a subsidiary of Ziff Brothers Investments, LLC.

4. Pursuant to 4 CSR 240-2.060(1)(K) and (L), Grain Belt Express states that it has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or rates having occurred within three years from the date of this Application. Grain Belt Express has no annual reports or assessment fees that are overdue.

5. All pleadings, notices, orders and other communications and correspondence regarding this Application and proceeding should be directed to the undersigned counsel.

II. The Grain Belt Express Project

6. The Grain Belt Express Clean Line project (“Grain Belt Express Project” or “Project”) is an approximately 750-mile, overhead, multi-terminal ± 600 kilovolt (“kV”) HVDC transmission line (“HVDC Line”) and associated facilities that will deliver up to 500 megawatts (“MW”) of low-cost, wind-generated power from western Kansas into Missouri, and up to 3,500 MW to load and population centers in Illinois, Indiana and states farther east. The Grain Belt Express Project will facilitate the construction of thousands of MWs of new wind generation facilities in Kansas by connecting that state’s abundant, high capacity factor and affordable wind resource with the large and growing market for cost-effective energy -- and renewable energy in particular -- in Missouri and other states in the region.

7. Grain Belt Express estimates that the total cost of the Project will be approximately \$2.2 billion,² with \$500 million of this estimate attributable to the portion of the Project to be located in Missouri. Grain Belt Express will pay for the development, construction

² This figure does not include the cost of network upgrades required to interconnect the Project to the electric transmission grid.

and operation of the Project and will recover these costs by selling transmission service to wind generators and load serving entities that use the line. Because Grain Belt Express will employ a participant-funded or "shipper pays" model, the costs of the Project will not be borne by ratepayers through the cost allocation processes of the Southwest Power Pool, Inc. ("SPP"), Midcontinent Independent System Operator, Inc. ("MISO"), or PJM Interconnection, LLC ("PJM"). Grain Belt Express has applied to the Federal Energy Regulatory Commission ("FERC") for negotiated rate authority to charge transmission service rates to direct users of the Project.³ FERC will oversee the Company's process for allocating transmission capacity in a non-discriminatory manner. When completed, the Project will provide wholesale electric transmission service, which will not be subject to rate base, rate-of-return regulation by any state utility commission.

8. The Grain Belt Express Project will extend approximately 370 miles from near Dodge City, Kansas to the Kansas-Missouri border where it will cross the Missouri River and will continue approximately 206 miles in Missouri. It will then proceed approximately 200 miles in Illinois, and will finally interconnect with the Sullivan 765 kV substation in southwestern Indiana, near the Illinois/Indiana border.

9. The Project will have three converter stations. One converter station will be located in western Kansas, where new wind generating facilities will connect to the Project via AC lines. The two other converter stations in eastern Missouri and eastern Illinois, respectively, will deliver electricity to the AC grid through interconnections with transmission owners in the systems of MISO and PJM.

³ Docket No. ER14-409-000.

10. In Missouri, Grain Belt Express proposes to construct the approximately 206-mile portion of the HVDC Line on a route that crosses the Missouri River south of St. Joseph and continues across the state in an easterly direction to south of Hannibal in Ralls County, where the HVDC Line will cross the Mississippi River into Illinois. The Company proposes to construct a converter station and associated AC interconnecting facilities in Ralls County that will facilitate the delivery of up to 500 MW of low-cost wind power to the AC grid for utilities and their customers in Missouri, Illinois and other states in the MISO region. In this regard, the Project will interconnect with the Ameren Missouri system along an AC transmission line connecting the Maywood 345 kV substation and the Montgomery 345 kV substation. The Missouri portion of the HVDC Line (“Missouri HVDC Line”), the converter station in Ralls County, and the associated AC interconnecting facilities are referred to here as the “Missouri Facilities.”

11. Grain Belt Express seeks a line CCN authorizing it to construct, own, operate, control, manage and maintain the Missouri Facilities. Attached as Exhibit 2 is a description of the proposed route of the Missouri Facilities, including the Missouri HVDC Line (“Proposed Route”) and the proposed site for the converter station. Grain Belt Express requests that the CCN issued by the Commission permit the construction of the Missouri HVDC Line in accordance with the Proposed Route, allowing for reasonable flexibility in the placement of the line’s final route that may be required to address environmental, landowner, engineering and other considerations.

III. Granting a CCN for Grain Belt Express to Construct, Own, Operate, Control, Manage and Maintain the Missouri Facilities is Necessary or Convenient for the Public Service

12. The Missouri Facilities meet the statutory standard for approval set forth in Section 393.170, which gives the Commission the power to authorize the construction of electric plant in Missouri that is “necessary or convenient for the public service.” The Commission has

stated that it will apply five criteria in CCN cases⁴: (1) there must be a need for the service the applicant proposes to provide; (2) the proposed service must be in the public interest; (3) the applicant's proposal must be economically feasible; (4) the applicant must have the financial ability to provide the service; and (5) the applicant must be qualified to provide the proposed service. The Grain Belt Express Project meets each of these standards and is, therefore, necessary or convenient for the public service.

13. Need for the Service. The open access transmission service to be offered by Grain Belt Express will allow users to meet the requirements of Missouri's Renewable Energy Standard ("RES") set forth in Section 393.1020, et seq., as well as the renewable portfolio standard ("RPS") requirements of other states served by the MISO and the PJM energy markets. Approximately 12-15 million megawatt hours ("MWh") per year of renewable electricity will be needed by 2021 for Missouri's investor-owned utilities to meet their RES requirements. The access to wind power provided by the Project will help to fulfill the objectives and requirements of the RES. The Project can supply Missouri with 2.2-2.6 million MWh per year of renewable energy, and is capable of delivering up to 500 MW of power to the grid in Missouri at any one time.

14. Other states in the MISO and PJM regions also need access to low-cost renewable wind generation to fulfill their RPS requirements. Similar to Missouri's RES, RPS mandates and goals in these other states have been adopted as a result of public demand for cleaner sources of energy. Low-cost wind generation will fulfill these requirements in an economical and efficient manner.

⁴ In re Entergy Arkansas, Inc., No. EA-2012-0321, Order Granting Certificate of Convenience and Necessity at 2 (July 11, 2012).

15. The new HVDC Line that Grain Belt Express proposes to build will provide access to an economical source of wind energy. Load-serving entities and other buyers will be able to purchase capacity from Grain Belt Express in order to benefit from low-cost wind generation in Kansas, which has high wind speeds and plentiful sites for wind development in the western part of the state. These load-serving entities and buyers will also be able to purchase the renewable energy delivered to the MISO and PJM systems. The Project will deliver low-cost renewable wind generation that should save consumers in Missouri and other states hundreds of millions of dollars compared to other more expensive sources of generation. Consequently, the Project will offer customers participating in the MISO and PJM markets access to low-cost Kansas wind energy that today is not readily available to them because of a lack of transmission infrastructure.

16. As demonstrated by the results of a November 2013 request for information issued by Grain Belt Express, wind generators located in western Kansas, where the Project originates, are ready to develop projects that have the capacity to produce over 13,600 MW of power, which represents more than three times the delivery capacity of the Project. This shows a clear and substantial need for transmission service and its capacity to supply substantial amounts of wind generation to Missouri and other states in the MISO and PJM regions. The vast majority of these wind projects have not begun construction because the lack of transmission infrastructure prevents them from participating in the large and growing markets for renewable energy. As noted above, these markets are driven by state RPS mandates and goals that will dramatically increase the demand for renewable energy in the coming years. Without the Grain Belt Express Project, the need for such service cannot economically be met. With the Project, consumers can access inexpensive and high capacity factor western Kansas wind generation, which is competitive with the cost of both renewable and non-renewable energy.

17. Public Interest. The service provided by Grain Belt Express will serve the public interest of Missouri and the surrounding region. The Missouri Facilities include a converter station to interconnect with Ameren's Maywood-Montgomery 345 kV transmission line. This interconnection will enhance the reliability of the electric transmission network in Missouri by connecting geographically diverse parts of the electric grid and by providing a new source of electricity for Missouri. The Project will also offer customers participating in the MISO and PJM markets access to low-cost Kansas wind energy that, as noted above, is not readily available to them today because of a lack of transmission infrastructure. The Project will enable cost-effective compliance with Missouri's RES requirements and reduce wholesale electricity prices in Missouri and neighboring states.

18. Lower renewable energy compliance costs and lower wholesale electricity prices will also reduce costs to end-use customers. By delivering over 18 million MWh of clean energy each year, the Project will decrease reliance on fossil-fueled power plants, which will reduce emissions of carbon dioxide, sulfur dioxide, nitrogen oxides and mercury, as well as decrease the use of water to cool thermal power plants. Moreover, the Grain Belt Express Project is a participant-funded, "shipper pays" transmission line whose costs will not be recovered through the SPP, MISO or PJM cost allocation process. Thus, all of these benefits will be made available to the public without broadly charging transmission costs to load-serving entities or their customers, as only the specific users of the HVDC Line will pay for the costs of the Project.

19. The Project will also bring significant economic benefits to Missouri. The construction of the Grain Belt Express Project will create over 1,000 jobs in Missouri during the construction phase and as many as 70 permanent jobs in Missouri thereafter. When completed, the Missouri Facilities will provide a continuing source of property tax revenues to the political subdivisions where the facilities are located.

20. Economic Feasibility. The HVDC technology of the Grain Belt Express Project is the most cost-effective and efficient way to move large amounts of renewable energy over a long distance. Because high capacity factor wind generation from western Kansas is the cheapest form of renewable energy in the United States and is fully competitive with the cost of generating electricity from fossil-fueled power plants, the Project will be cheaper than alternatives for meeting the demand for both renewable and non-renewable energy. Additionally, the delivered price of wind energy from western Kansas, inclusive of the cost of transmission, is competitive with all forms of renewable and non-renewable energy resources available in the MISO and PJM markets. As noted above, the response to the Company's November 2013 request for information indicated a substantial interest by developers to build wind generation. Because it will build a bridge between untapped, low-cost wind resources in western Kansas and the demand for renewable energy in Missouri and other states in the region, the Grain Belt Express Project is economically feasible.

21. Financial Resources. The current development efforts of the Project are being financed by equity investors GridAmerica and ZAM Ventures, as described above. Over the longer term, the Company will rely on revenue from contracts with transmission service customers who purchase capacity on the HVDC Line. The use of project finance is a viable financing mechanism that is commonly used for electric generation projects, natural gas pipelines and other electric transmission projects.

22. Qualifications. The management team of Grain Belt Express has extensive experience developing, constructing and operating a variety of energy infrastructure projects. The Company will also rely on the substantial expertise of its principal strategic investor GridAmerica and its affiliates, which are one of the largest investor-owned utilities and most experienced transmission operators in the world. The Kansas Corporation Commission ("KCC")

and the Indiana Utility Regulatory Commission (“IURC”) have both affirmed the Company’s qualifications to construct and operate the Project.

IV. Grain Belt Express Witnesses

23. Support for this filing is provided in the direct testimony of the following witnesses:

(a) Michael P. Skelly, Clean Line's President and Chief Executive Officer and Grain Belt Express' President: Mr. Skelly provides an overview of Clean Line and the Grain Belt Express Project and discusses the impact of the Project on the development of wind generation, the delivery of renewable energy to the transmission grid, and private investment in transmission infrastructure.

(b) David Berry, Clean Line's Executive Vice President – Strategy & Finance: Mr. Berry describes the investors in Clean Line, the need for and benefits offered by the Grain Belt Express Project, and the economic feasibility and financing of the Project. He also reviews the Missouri benefits identified in the studies presented in the direct testimony of Dr. David Loomis and Gary Moland.

(c) Dr. Wayne Galli, Clean Line's Executive Vice President – Transmission & Technical Services: Dr. Galli describes the physical and operating characteristics of the Project, the plans and schedule for construction, and potential vendor contracts. He also addresses issues related to electric and magnetic fields, as well as the Company’s interactions with SPP, MISO and PJM.

(d) Mark O. Lawlor, Clean Line's Director of Development for the Grain Belt Express Project: Mr. Lawlor describes the process that led to the selection of the Proposed Route, the notice provided to landowners, as well as the planned right-of-way acquisition process and landowner compensation. He also discusses the Company’s extensive public outreach

activities, including contacts with local, state, and federal authorities, local businesses, and landowners prior to submitting this Application.

(e) Timothy B. Gaul, Associate Vice President, Energy Services – The Louis Berger Group, Inc. (“Louis Berger”): Mr. Gaul describes the Proposed Route and discusses in detail the process undertaken to identify the proposed location of the Missouri Facilities. He sponsors the Missouri Route Selection Study.

(f) Dr. David G. Loomis, President of Strategic Economic Research, LLC: Dr. Loomis, a Professor of Economics at Illinois State University, describes the study his firm conducted to analyze the employment and economic impacts of manufacturing components for constructing and operating the Grain Belt Express Project and associated wind generation facilities.

(g) Gary Moland, Director of Power Markets & Transmission Analysis at DNV GL Group: Mr. Moland describes his study of the economic and environmental effects of the Project on wholesale energy markets in Missouri and the region generally.

(h) Robert M. Zavadil, Executive Vice President of Power Systems Consulting at EnerNex, LLC: Mr. Zavadil describes how the Project will enhance the reliability of the electric transmission grid in Missouri and the broader region.

V. Description of the Planning and Development for the Missouri Facilities

A. Project Financing

24. Consistent with 4 CSR 240-3.105(1)(B)3, Grain Belt Express states that the Project will initially be financed with funds from Clean Line’s equity investors. When long-term transmission service agreements can be signed with transmission customers, project-specific financing arrangements will be entered into with lenders for debt capital secured by the revenue stream from the transmission capacity contracts. Additional infusions of capital may come from

existing and/or new equity investors. These sources of capital will allow Grain Belt Express to construct the Project.

B. The Transmission Facilities

25. Consistent with 4 CSR 240-3.105(1)(B)2, the Company states that it plans to use three types of structures for the Project: lattice, lattice mast, and tubular steel monopole. The structures chosen will be based on specific conditions at particular locations or in particular segments of the Project. Most structures are expected to be between 110-to-150 feet tall, with taller structures likely required at river crossings and in certain other situations where longer span lengths are required. Schematics of these structures are illustrated in the Missouri Route Selection Study attached as a Schedule TBG-1 to the Direct Testimony of Mr. Gaul.

26. The converter station in Ralls County will occupy a site of approximately 40-to-65 acres, and will utilize a variety of high voltage and low voltage equipment with electrically conductive and insulating materials.

27. The Company estimates that the total cost of the Project will be approximately \$2.2 billion. The Company estimates that the cost of the Missouri Facilities will be approximately \$500 million.

28. Construction of the HVDC Line will require initial clearing and continuous management of vegetation in order to maintain clearances, as well as access points in accordance with the National Electrical Safety Code ("NESC") and the standards of the North American Electric Reliability Corporation ("NERC"). The Project and its elements will adhere to all applicable NESC requirements and will be developed based on multiple loading and ambient condition cases.

29. Grain Belt Express will comply with those provisions of 4 CSR 240-23.010 (Electric Utility Reliability Monitoring and Reporting Submission Requirements), 4 CSR 240-

23.020 (Electric Corporation Infrastructure Standards), and 4 CSR 240-23.030 (Electrical Corporation Vegetation Management Standards and Reporting Requirements) that are relevant to the Company's operations as an electrical corporation that will provide transmission service only.

30. Grain Belt Express will coordinate with state and federal agencies to obtain the necessary permits prior to construction of the Project.

C. Route Selection

31. Grain Belt Express has engaged the services of a number of firms having specialized expertise to assist in selecting the Proposed Route. The Company has retained Louis Berger, an international consulting firm providing engineering, architecture, construction management and environmental planning services. The Company has also retained POWER Engineers, Inc. ("POWER"), a recognized engineering consulting firm that focuses on the electric power industry and that has performed work in all parts of the country including Kansas, Missouri and Illinois. Louis Berger and POWER have been active and important members of the Company's team that developed the Proposed Route.

32. A Clean Line multi-disciplinary group, including Louis Berger and POWER, performed extensive public outreach activities in conjunction with preparing the Missouri Route Selection Study and determining the Proposed Route of the Missouri HVDC Line. In collaboration with Louis Berger, Grain Belt Express conducted a series of community roundtable meetings in Missouri to obtain input on routing opportunities and constraints, as well as a series of public open house meetings designed to elicit input from residents and landowners along several potential routes. Grain Belt Express also obtained routing information from state and federal agencies, as well as public interest groups. The Company conducted the public open houses and obtained stakeholder participation in order to minimize and mitigate potential adverse

impacts of the Project. Grain Belt Express carefully considered all inputs received when selecting the Proposed Route.

33. The Direct Testimony of Mr. Gaul explains how this input was taken into account in his detailed discussion of the route selection process and the Company's approach to related issues including environmental matters. Exhibit 2 is a description of the Proposed Route and the location of the converter station.

D. Right-of-Way

34. The typical width of the final HVDC Line right-of-way will be 150-to-200 feet. Landowners will be able to use the HVDC Line right-of-way for most agricultural purposes (including growing crops under 10 feet in height) provided it does not interfere with the use of the Project by Grain Belt Express and is not hazardous to the landowner, the Project or to the public generally. No structures will be allowed in any portion of the right-of-way. Trees and brush in the right-of-way will be trimmed or removed as necessary. Herbicides may be used to control vegetation in the right-of-way, except in the case of certificated organic farms or upon request by the landowner.

35. Easements will be procured from landowners prior to construction. The elements of compensation for a voluntary grant of an easement are threefold. Grain Belt Express will: (1) offer an easement payment equal to 100% of the fair market fee value of the land within the easement area; (2) offer either an annual or one-time payment for each transmission line structure located on a landowner's property; and (3) offer compensation for certain damages that are directly attributable to the construction or maintenance of the Project. In its transmission line easements, Grain Belt Express will provide landowners with indemnification protections and with certain releases of liability.

E. Interconnection with the Ameren Missouri System

36. The proposed interconnection with the 345 kV transmission line between the Maywood and Montgomery substations will be constructed in accordance with the requirements set forth in the NESC following the completion of MISO's interconnection studies.

F. Project Approvals and Schedule

37. The KCC granted Grain Belt Express public utility status on December 6, 2011, determining that there was a need for the Project and that it was in the public interest.⁵ On November 7, 2013, the KCC granted Grain Belt Express a siting permit authorizing the Company to construct the 370-mile Kansas portion of the Project.⁶ On May 22, 2013, Grain Belt Express received public utility status from the IURC,⁷ authorizing the Company to construct and operate the Project in Indiana. Grain Belt Express will also seek the necessary regulatory approvals from the Illinois Commerce Commission. Construction of the Project is scheduled to begin as early as 2016 with completion projected to occur as early as 2018.

VI. Filing Requirements

38. Pursuant to 4 CSR 240-3.105(1)(B)1, **Exhibit 3** to this Application is a list of all presently identifiable electric and telephone lines of regulated and non-regulated utilities, railroad tracks and underground facilities,⁸ which Grain Belt Express has determined the

⁵ Order Approving Stipulation & Agreement and Granting Certificate, In re Application of Grain Belt Express Clean Line LLC for a Limited Certificate of Public Convenience, Docket No. 11-GBEE-624-COC (Kan. Corp. Comm'n, Dec. 7, 2011).

⁶ Order Granting Siting Permit, In re Application of Grain Belt Express Clean Line LLC for a Siting Permit for the Construction of a High Voltage Direct Current Transmission Line, Docket No. 13-GBEE-803-MIS (Kan. Corp. Comm'n, Nov. 7, 2013).

⁷ Order, Petition of Grain Belt Express Clean Line, LLC, Cause No. 44264 (Ind. Util. Reg. Comm'n, May 22, 2013).

⁸ Underground facilities are defined in Section 319.015.

proposed Missouri HVDC Line will cross. The Company will supplement this exhibit with any additional facilities as they become known to it.

39. All 4 CSR 240-3.105(1)(D) governmental consents required for the construction and operation of the Project in Missouri will be provided, or the Company will provide an affidavit that such consents have been acquired, once they have been received per 4 CSR 240-3.105(2).

VII. Request for Additional Waivers/Variations and Availability of Records

40. The Missouri Facilities will not provide retail service to end-use customers and will not be rate-regulated by the Commission. Accordingly, Grain Belt Express requests the Commission to waive the rate schedule filing requirement of 4 CSR 240-3.145 and the annual reporting requirement of 4 CSR 240-3.165. The Company agrees to file with the Commission the annual report that it files with FERC. Grain Belt Express also requests the Commission to waive the depreciation study requirement of 4 CSR 240-3.175, and the reporting requirements of 3.190(1), (2) and (3)(A)-(D) for good cause.

41. Regarding 4 CSR 240-10.010(3), Grain Belt Express plans to maintain its accounts, records, memoranda, books and papers associated with the Grain Belt Express Project and the Missouri Facilities at its offices in Houston, Texas, and not in Missouri. Grain Belt Express will make such records available to the Commission upon reasonable notice at its offices in Texas and will additionally produce copies of those portions of its books and records requested by the Commission in Missouri upon reasonable notice.

42. Because the Missouri Facilities will not provide retail service to end-use customers and will not be rate-regulated by the Commission, good cause exists to waive these requirements, and no public utility will be affected by their waiver.

WHEREFORE, Grain Belt Express Clean Line LLC respectfully requests the Commission issue an order granting Grain Belt Express a certificate of convenience and necessity:

(1) To construct, own, operate, control, manage, and maintain the Grain Belt Express Missouri Facilities, including an HVDC transmission line in Buchanan, Clinton, Caldwell, Carroll, Chariton, Randolph, Monroe and Ralls Counties along the Proposed Route specified in Exhibit 2 to the Application, and to allow for minor variations in the final route depending on landowner requests, surveying results, engineering considerations, and other routing factors.

(2) To construct, own, operate, control, manage, and maintain a converter station and associated AC facilities in Ralls County to interconnect with the Maywood-Montgomery 345 kV transmission line on property, the legal description of which will be furnished to the Commission pursuant to 4 CSR 240-3.105(2).

Finally, Grain Belt Express requests that the Commission waive the reporting and filing requirements of 4 CSR 240-3.145, 4 CSR 240-3.165, 4 CSR 240-3.175 and 4 CSR 240-3.190(1), (2) and (3)(A)-(D) for good cause shown.

Respectfully submitted,

/s/ Karl Zobrist

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**Attorneys for Grain Belt Express Clean Line
LLC**

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Application was served upon the parties listed below by email or U.S. Mail, postage period, this 26th day of March 2014.

General Counsel
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staffcounsel@psc.mo.gov

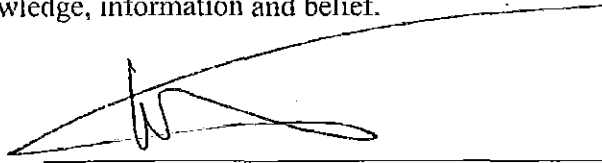
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/s/ Karl Zobrist
Attorney for Grain Belt Express Clean Line LLC

AFFIDAVIT

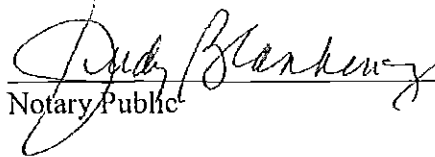
STATE OF TEXAS)
) SS.
COUNTY OF HARRIS)

I, Michael P. Skelly, being duly sworn according to law, state that I am President of Grain Belt Express Clean Line LLC ("Grain Belt Express"), that I am authorized to make this affidavit on behalf of Grain Belt Express, and that the facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



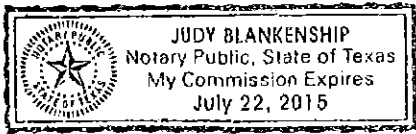
Michael P. Skelly

Subscribed and sworn to before me this 26 day of March, 2014.



Notary Public

My Commission Expires:
JULY 22, 2015



EA-2014-0207

Application

Exhibit 1



FL1086461

CERTIFICATE OF CORPORATE RECORDS

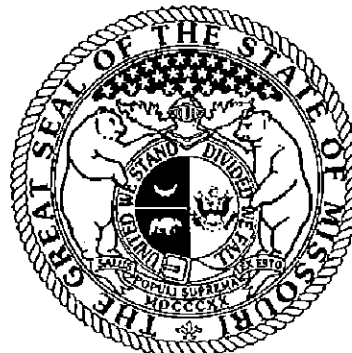
GRAIN BELT EXPRESS CLEAN LINE LLC

I, JASON KANDER, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of March, 2014

A handwritten signature in cursive script, appearing to read "Jason Kander", is written over a horizontal line.

Secretary of State



File Number:
FL1086461
Date Filed: 09/20/2010
Robin Carnahan
Secretary of State



State of Missouri
Robin Carnahan, 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)

- The name of the foreign limited liability company is Grain Belt Express Clean Line LLC
 - 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)):
Grain Belt Express Clean Line LLC
 - The foreign limited liability company was formed under the laws of Delaware on the date of September 14, 2010
(month/day/year)
(state or jurisdiction)
 - The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
To carry on any lawful business purpose or activity for which limited liability companies may carry on in the state
of Missouri
 - 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.*
- 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:
Corporation Trust Center 1209 Orange Street Wilmington, DE 19801
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
 - 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: _____

State of Missouri
Creation - LLC/LP 3 Page(s)

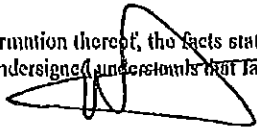


T1026316682

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)

Kle



Michael Skelly

9/20/10

Authorized Signature

Printed Name

Date

Chief Executive Officer of Clean Line Energy Partners LLC, Sole Member of Grain Belt Express Holding LLC, Sole Member of Grain Belt Express Clean Line LLC

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAIN BELT EXPRESS CLEAN LINE 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2010.

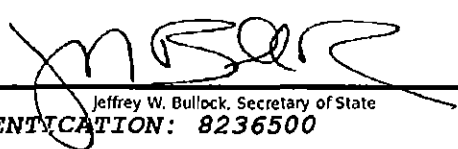
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4871450 8300

100921813

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8236500

DATE: 09-20-10

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

GRAIN BELT EXPRESS CLEAN LINE LLC
FL1086461

Using in Missouri the name

GRAIN BELT EXPRESS CLEAN LINE LLC

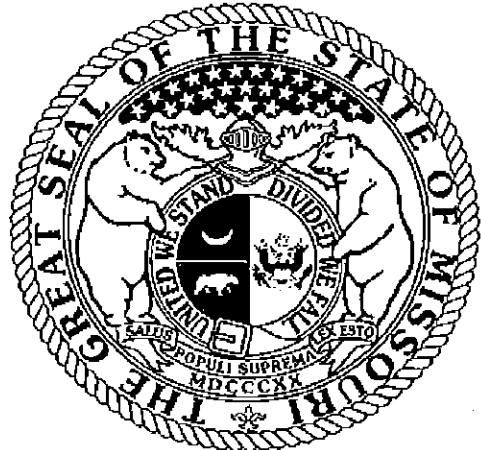
and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 20th day of September, 2010, 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
20th day of September, 2010.

Robin Carnahan

Secretary of State





State of Missouri
Jason Kander, Secretary of State

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

**Amendment of a
Foreign Limited Liability Company**
(Submit with filing fee of \$25.00)

- The name of the foreign limited liability company as currently registered in Missouri: Grain Belt Express Clean Line LLC
Missouri Charter #: FL1086461
- The name of the limited liability company in the parent state: Grain Belt Express Clean Line LLC
- The foreign limited liability company was formed under the laws of Delaware on the date of 9/14/2010
month/day/year *State of jurisdiction*
- The foreign limited liability company's certificate of registration is hereby amended as follows (complete all that apply):
 - Changing the name of the limited liability company in the parent state:
From _____ To _____
 - Changing the name of the limited liability company to be used in Missouri:
From _____ To _____
 - Changing the limited liability company's state of registration:
From Delaware To Indiana
 - Any other matter:
- The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____
month/day/year
- The amendment shall include a certificate of existence or document of similar import duly authenticated by the Secretary of State or other official having custody of the records in the state or country under whose laws it is registered. Such document should be dated within sixty calendar days from the filing for acceptance.

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)

[Signature] JAYSHREE DESAI 3/24/14
Authorized Signature of Member or Manager Printed Name Date

Name and address to return filed document:

Name: Susan Barker, c/o Dentons US LLP

Address: 4520 Main Street, Suite 1100

City, State, and Zip Code: Kansas City, MO 64111

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

Wpu

APPROVED
AND
FILED
Craig Hanson
IND. SECRETARY OF STATE

ARTICLES OF CONVERSION
OF
GRAIN BELT EXPRESS CLEAN LINE LLC
INTO
GRAIN BELT EXPRESS CLEAN LINE LLC

The undersigned Grain Belt Express Clean Line LLC, a Delaware limited liability company (the "Converting Entity"), in compliance with the requirements of the Delaware General Corporation Law, as amended (the "DGCL"), and desiring to effect a conversion of the Converting Entity into Grain Belt Express Clean Line LLC, an Indiana limited liability company (the "Surviving LLC"), hereby sets forth the following facts:

ARTICLE I

NON-SURVIVING CORPORATION

- A. The name of the Converting Entity immediately before filing these Articles of Conversion is Grain Belt Express Clean Line LLC.
- B. The Converting Entity is a Delaware limited liability company existing pursuant to the provisions of the DGCL and was formed on September 14, 2010.
- C. The sole Member of the Converting Entity has approved the conversion of Converting Entity into the Surviving LLC.

ARTICLE II

SURVIVING LLC

- A. The name of the Surviving LLC is Grain Belt Express Clean Line LLC.
- B. The Surviving LLC is an Indiana limited liability company existing pursuant to the provisions of the Indiana Business Flexibility Act.
- C. The street address of the Surviving LLC's Principal Office is 1001 McKinney, Ste 700, Houston, TX 77002.
- D. The existence of the Surviving LLC is perpetual until dissolution.
- E. The Surviving LLC will be managed by one or more member(s).

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Surviving LLC is 251 E Ohio St, Suite 1100, Indianapolis 46204. The name of the registered agent of the Surviving LLC at the registered office is The Corporation Trust Company.

FILED
FEB - 6 AM 11:10
INDIANAPOLIS

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

ARTICLE IV

PLAN OF CONVERSION

A. The Plan of Conversion, containing such information as is required by Section 23-1-38.5- of the IBCL, is set forth on Exhibit A attached hereto and made a part hereof (the "Plan of Conversion").

B. The Plan of Conversion was approved in accordance with the Limited Liability Company Agreement of the Converting Entity and was duly authorized by the sole Member of the Converting Entity pursuant to the DGCL.

ARTICLE V

EFFECTIVE TIME

The effective time and date of the conversion hereby effectuated on the date of filing of these Articles of Conversion.

IN WITNESS WHEREOF, the undersigned authorized representative of the Converting Entity executes these Articles of Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated as of the 30th day of January, 2013.


Michael Skelly, President

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

EXHIBIT A

PLAN OF ENTITY CONVERSION

1/3057511.1

PLAN OF ENTITY CONVERSION

THIS PLAN OF ENTITY CONVERSION ("Plan") is hereby adopted to effect the conversion of Grain Belt Express Clean Line LLC, a Delaware limited liability company (the "Converting Entity"), into Grain Belt Express Clean Line LLC, an Indiana limited liability company (the "Surviving Entity").

WITNESSETH:

WHEREAS, the sole member of the Converting Entity deems it advisable, desirable and in the best interests of the Converting Entity that the Converting Entity be converted into the Surviving Entity pursuant to the terms and conditions contained herein (the "Conversion") and has, by a written consent, duly adopted and approved this Plan and the Conversion in accordance with the provisions of the Delaware Limited Liability Act, as amended, the Indiana Business Corporation Law, as amended (the "Indiana Corporate Law"), and the Indiana Business Flexibility Act (the "Indiana LLC Act"), and together with the Indiana Corporate Law, the Acts").

NOW THEREFORE, in consideration of the foregoing premises and the covenants and agreements contained herein and subject to the terms and conditions hereinafter set forth, it is agreed as follows:

1. Conversion and Effective Time. The Converting Entity shall, pursuant to the Acts, be converted into the Surviving Entity, which shall continue to exist as the surviving entity pursuant to the provisions of the Acts. The Conversion shall become effective at the time set forth in the Articles of Entity Conversion filed with the Secretary of State of the State of Indiana (the "Effective Time").
2. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity attached hereto as Exhibit A shall continue in full force and effect until amended or changed in the manner prescribed by provisions of the Indiana LLC Act. The Articles of Organization will be executed by a duly authorized representative of the Surviving Entity and filed with the Secretary of State of the State of Indiana.
3. Operating Agreement of Surviving Entity. The Operating Agreement of the Surviving Entity attached hereto as Exhibit B shall be the Operating Agreement of the Surviving Entity and shall continue in full force and effect until amended or changed in the manner prescribed by the Certificate of Authority, as amended, and the provisions of the Act.
4. Exchange of Membership Interests. Immediately prior to the Effective Time, 100% of the membership interests of the Converting Entity were held by the sole member (the "Converting Membership Interest"). As of the Effective Time, by virtue of the Conversion and by operation of law, the Converting Membership Interest shall be converted into 100% of the membership interests of the Surviving Entity and shall be held by the sole member.
5. Further Assurances. The Converting Entity stipulates that it will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware or State of Indiana to fully effectuate the Conversion, and that it will cause to be performed all necessary acts therein and elsewhere to fully effectuate the Conversion. The

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013



member of the Surviving Entity and the member of the Converting Entity, respectively, shall do any and all acts and things, and make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Conversion provided for herein.

{Signature Page Follows}

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

IN WITNESS WHEREOF, the undersigned has set its hands effective as of this 30th
day of January, 2013.

~~GRAIN BELT EXPRESS CLEAN LINE LLC~~

By:  Michael Skelly, President 

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

EXHIBIT A

ARTICLES OF ORGANIZATION

(See attached.)

Indiana Secretary of State
 Packet: 2012102300058
 Filing Date: 02/06/2013
 Effective Date: 02/06/2013



ARTICLES OF ORGANIZATION
 State Form 40100 (RS) 6-12
 Approved by State Board of Accountancy, 1999

DOMINIC LAWSON
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington Street, Room 8016
 Indianapolis, Indiana 46204
 Telephone: (317) 232-6370

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
 Present original and one (1) copy to the address in upper right corner of this form.
 Please TYPE or PRINT
 Please visit our office on the web at www.sos.in.gov

Indiana Code 23-18-2-4
 FILING FEE: \$90.00

ARTICLE I - ORGANIZATION

The undersigned, desiring to form a Limited Liability Company (hereinafter referred to as "LLC") pursuant to the provisions of the Indiana Business Flexibility Act, Indiana Code 23-18-1-1, et seq, as amended, executes the following Articles of Organization:

ARTICLE I - NAME AND PRINCIPAL OFFICE

Name of LLC (the name must include the words "Limited Liability Company", "L.L.C.", or "LLC")
 Grain Bell Express Clean Line

Principal Office: The address of the principal office of the LLC is: (optional)
 Post office address City State ZIP code
 1001 McKinney, Ste 700 Houston TX 77002

ARTICLE II - REGISTERED OFFICE AND AGENT

Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:
 Name of Registered Agent
 The Corporation Trust Company
 Address of Registered Office (street or building) City State ZIP code
 251 E. Ohio St., Suite 1100 Indianapolis Indiana 46204

ARTICLE III - DISSOLUTION

The latest date upon which the LLC is to dissolve: _____
 The Limited Liability Company is perpetual until dissolution.

ARTICLE IV - MANAGEMENT

The Limited Liability Company will be managed by its members.
 The Limited Liability Company will be managed by a manager or managers.

In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true,
 this 30th day of August, 2013

Signature [Signature] CK Printed name Michael Skelly, President

This instrument was prepared by (name)
 Haley Altman

Address (number, street, city and state) ZIP code
 One American Square, Suite 2900, Indianapolis, IN 46202

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

EXHIBIT B

OPERATING AGREEMENT

(See attached.)

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

OPERATING AGREEMENT
OF
GRAIN BELT EXPRESS CLEAN LINE LLC

An Indiana Limited Liability Company

This OPERATING AGREEMENT OF GRAIN BELT EXPRESS CLEAN LINE LLC (this "*Agreement*"), dated as of January 20, 2013, is adopted, executed and agreed to by the Sole Member (as defined below).

1. **Formation.** Grain Belt Express Clean Line LLC (the "*Company*") was originally formed as a Delaware limited liability company under and pursuant to the Delaware Limited Liability Company Act (the "*Delaware Act*") on September 13, 2010 upon the filing of the Company's Certificate of Formation with the Delaware Secretary of State. On January __, 2013, the Company converted from a Delaware limited liability company to an Indiana limited liability company by filing a Certificate of Conversion with the Delaware Secretary of State as required by the Delaware Act and Articles of Conversion and Articles of Organization (the "*Articles*") as required by the Indiana Business Flexibility Act (the "*Indiana Act*").
2. **Term.** The Company commenced as an Indiana limited liability company on the effective date of the filing of the Articles pursuant to the Indiana Act and shall have a perpetual existence, unless and until it is dissolved in accordance with Section 9 below.
3. **Registered Office; Registered Agent.** The registered office and registered agent of the Company in the State of Indiana shall be as specified in the Articles or as determined by the Sole Member from time to time in the manner provided by applicable law.
4. **Purposes.** The purposes of the Company are to carry on any lawful business, purpose or activity for which limited liability companies may be formed under the Indiana Act.
5. **Sole Member.** Grain Belt Express Holding LLC, a limited liability company organized under the laws of the State of Delaware, shall be the sole member of the Company (the "*Sole Member*").
6. **Contributions.** Without creating any rights in favor of any third party, the Sole Member may, from time to time, make contributions of cash or property to the capital of the Company, but shall have no obligation to do so.
7. **Distributions.** The Sole Member shall be entitled to (a) receive all distributions (including, without limitation, liquidating distributions) made by the Company and (b) enjoy all other rights, benefits and interests in the Company.
8. **Management.**
 - (a) The management of the Company is fully reserved to the Sole Member, and the Company shall not have "managers" as that term is used in the Act. The powers of the Company shall be exercised by or under the authority of, and the business and

affairs of the Company shall be managed under the direction of, the Sole Member, who shall make all decisions and take all actions for the Company.

(b) The Sole Member may designate one or more other persons to be officers of the Company to assist in carrying out the Sole Member's decisions and the day-to-day activities of the Company. Officers are not "managers" as that term is used in the Act. Any officers who are so designated shall have such titles and authority and perform such duties as the Sole Member may delegate to them. The salaries or other compensation, if any, of the officers of the Company shall be fixed by the Sole Member. Any officer may be removed as such, either with or without cause, by the Sole Member and any vacancy occurring in any office of the Company may be filled by the Sole Member. Designation of an officer shall not of itself create contract rights.

9. **Dissolution.** The Company shall dissolve and its affairs shall be wound up at such time, if any, as the Sole Member may elect. No other event will cause the Company to dissolve.

10. **Liability.**

(a) The Sole Member shall not have any liability for the obligations or liabilities of the Company except to the extent provided herein or by applicable law.

(b) The Company shall indemnify and hold harmless the Sole Member and its respective partners, shareholders, officers, directors, managers, employees, agents and representatives, and the partners, shareholders, officers, directors, managers, employees, agents and representatives of such persons to the fullest extent permitted by applicable law.

11. **Amendment.** This Agreement may be amended from time to time only by a written consent executed by the Sole Member.

12. **Governing Law.** THIS AGREEMENT IS GOVERNED BY AND SHALL BE CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF INDIANA (EXCLUDING ITS CONFLICT-OF-LAWS RULES).

[The remainder of this page is intentionally left blank.]

Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, has caused this Agreement to be duly executed as of the date first written above.

GRAIN BELT EXPRESS HOLDING LLC

By: CLEAN LINE ENERGY PARTNERS LLC,
its sole member

By: 

Name: Michael Skelly

Title: Chief Executive Officer

ck

SIGNATURE PAGE TO
LIMITED LIABILITY COMPANY AGREEMENT OF
GRAIN BELT EXPRESS CLEAN LINE LLC

1/3062813.2

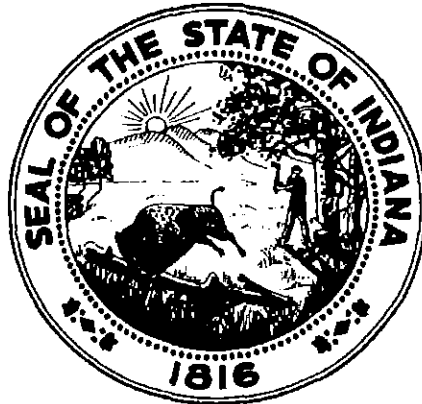
Indiana Secretary of State
Packet: 2012102300058
Filing Date: 02/06/2013
Effective Date: 02/06/2013

State of Indiana
Office of the Secretary of State

CERTIFICATE OF CONVERSION
of
GRAIN BELT EXPRESS CLEAN LINE LLC

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Conversion of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, February 06, 2013.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 6, 2013.

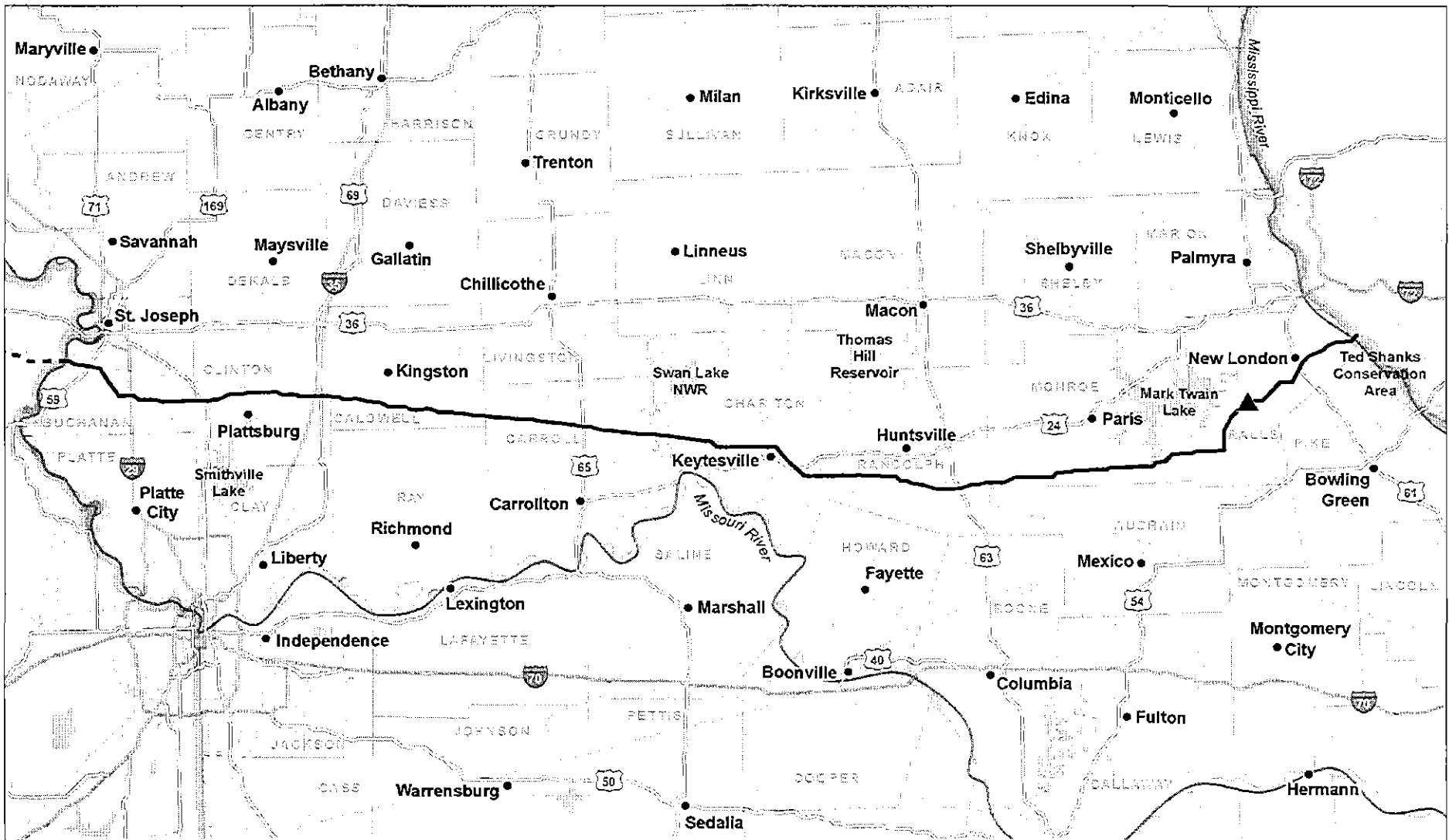
Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

2012102300058 / 2013020781441

EA-2014-0207

**Application
Exhibit 2**



| | |
|----------------------------------|--------------------------|
| ● City | Conservation Land |
| ▲ Intermediate Converter Station | ▭ Local/Private |
| — Missouri Proposed Route | ▭ State |
| - - - Kansas Approved Route | ▭ Federal |
| — Interstate Highway | ▭ Gas Pipeline |
| — U.S. Highway | |

Proposed Route

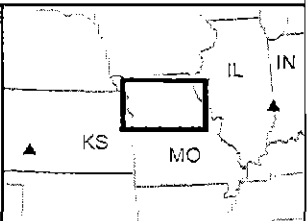
GRAIN BELT EXPRESS
CLEAN LINE

Sources: ESRI, NPS, USGS, USACE, USFWS, USDA-NRCS, MDC, MO DNR, MSDIS, The Nature Conservancy

N

0 10 20 30 Miles

Coordinate System: North America Equidistant Conic
Projection: Equidistant Conic
Datum: North American 1983



EA-2014-0207

Application

Exhibit 3

BUCHANAN COUNTY

Utility

Buchanan Co. PWSD #1
DeKalb Co. PWSD #1
Missouri American Water
Kansas City Power & Light Greater Missouri Operations
United Electric Cooperative, Inc.
AT&T Missouri
CenturyLink
Southwestern Bell
Southwestern Bell Mobile Systems
Kansas City SMSA Limited Partnership
Sprint Spectrum L.P. - MO
CMT Partners DBA Cellular One
KMC Telecom III, Inc. - MO
Nextel Communications
Aerial Communications
Sprint Communications Company, L.P. - MO
Broadspan Comm., Inc. DBA Primary Ntwk Com., - MO
Spectra Communicatons Group, LLC
Rockies Express Pipeline
Southern Star Central Gas Pipeline, Inc.
Missouri Gas Energy
Missouri Dept. of Transportation - Highway Crossing
Spectra Energy - Platte Pipeline
TransCanada - Keystone Pipeline

CLINTON COUNTY

Utility

Clinton Co. PWSD #4 System 1
Clinton Co. PWSD #4 System 2
DeKalb Co. PWSD #1
Kansas City Power & Light Greater Missouri Operations
Union Electric Co. dba Ameren UE
United Electric Cooperative, Inc.
Platte-Clay Electric Cooperative, Inc.
CenturyLink
Spectra Communicatons Group, LLC
Dobson Cellular Systems, Inc.
Lathrop Telephone Co.
Rockies Express Pipeline
Missouri Gas Energy
Unincorporated Municipal Gas Distribution Systems
Missouri Dept. of Transportation - Highway Crossing
Spectra Energy - Platte Pipeline
TransCanada - Keystone Pipeline

CALDWELL COUNTY

Utility

Caldwell Co. PWSD #1
Caldwell Co. PWSD #3
Clinton Co. PWSD #4 System 1
Ray Co. PWSD #3
Union Electric Co. dba Ameren UE
Platte-Clay Electric Cooperative, Inc.
Farmers' Electric Cooperative, Inc.
Missouri Gas Energy
Century Link
Green Hills Telephone Corp.
Lathrop Telephone Co.
Dobson Cellular Systems, Inc.
Spectra Communicatons Group, LLC
Green HLS are Cell Telco DBA Green HLS Telecom SVC
Rockies Express Pipeline
Summit Natural Gas of MO
Unincorporated Municipal Gas Distribution Systems
Missouri Dept. of Transportation Highway Crossings
Spectra Energy - Platte Pipeline
TransCanada - Keystone Pipeline
Transource

CARROLL COUNTY

Utility

Carroll C. PWSD #1
Livingston Co. PWSD #3 - East
Union Electric Co. dba Ameren UE
Kansas City Power & Light Co.
Kansas City Power & Light Greater Missouri Operations
Farmers' Electric Cooperative, Inc.
Green Hills Telephone Corp.
Chariton Valley Telephone Co.
AT&T Missouri
Century Link
Green HLS are Cell Telco DBA Green HLS Telecom SVC
Rockies Express Pipeline
Missouri Gas Energy
Southern Star Central Gas Pipeline, Inc.
Missouri Dept. of Transportation - Highway Crossing
Spectra Energy - Platte Pipeline
TransCanada - Keystone Pipeline
BP Pipeline - Cushing to Whiting

CHARITON COUNTY

Utility

Chariton Co. PWSD #2
Chariton-Linn Co. PWSD #3
Thomas Hill PWSD #1
Kansas City Power & Light Co.
Farmers' Electric Cooperative, Inc.
Howard Electric Cooperative
Macon Electric Cooperative
Missouri-American Water Co.
Century Link
Chariton Valley Telephone Co.
Windstream
Spectra Communicatons Group, LLC
Rockies Express Pipeline
Empire District Gas Co., The
Unincorporated Municipal Gas Distribution Systems
Missouri Dept. of Transportation - Highway Crossing
Spectra Energy - Platte Pipeline
TransCanada - Keystone Pipeline
BP Pipeline - Cushing to Whiting
Enbridge - Spearhead

RANDOLPH COUNTY

Utility

Thomas Hill PWSD #1
Union Electric Co. dba Ameren UE
Boone Electric Cooperative
Howard Electric Cooperative
Macon Electric Cooperative
AT&T Missouri
Century Link
Chariton Valley Telephone Co.
Southwestern Bell
United States Cellular Corp. - Missouri
Rockies Express Pipeline
Ameren Missouri
Panhandle Eastern Pipe Line Company
Unincorporated Municipal Gas Distribution Systems
Missouri Dept. of Transportation - Highway Crossing
Spectra Energy - Platte Pipeline
TransCanada - Keystone Pipeline
Enbridge - Spearhead

MONROE COUNTY

Utility

Monroe Co. PWSD #2
Union Electric Co. dba Ameren UE
Ralls County Electric Cooperative
Consolidated Electric Cooperative Inc.
Boone Electric Cooperative
Macon Electric Cooperative
Windstream
Century Link
AT&T Missouri
Alltel Missouri, Inc.
Spectra Communicatons Group, LLC
GTE North Incorporated - MO
Unincorporated Municipal Gas Distribution Systems
Missouri Dept. of Transportation - Highway Crossing
Koch Pipeline - Minncan Pipeline System

RALLS COUNTY

Utility

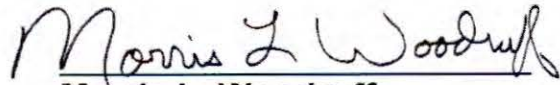
Cannon PWSD #1
Ralls Co. PWSD #1
Union Electric Co. dba Ameren UE
Ralls County Electric Cooperative
Union Electric Company
AT&T Missouri
New London Telephone Co.
Century Link
Spectra Communicatons Group, LLC
Southwestern Bell
Sprint Spectrum L.P. - MO
United States Cellular Corp. - MO
Unincorporated Municipal Gas Distribution Systems
Panhandle Eastern Pipe Line Company
Rockies Express Pipeline
Missouri Dept. of Transportation - Highway Crossing

STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City, Missouri, this 16th day of April 2014.


Morris L. Woodruff
Secretary

MISSOURI PUBLIC SERVICE COMMISSION

April 16, 2014

File/Case No. EA-2014-0207

Office of the Public Counsel
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Nathan.Williams@psc.mo.gov

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Shawnee Mission, KS 66202

ALLTEL Missouri, Inc.
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Bolivar, MO 65613

Amtrak
Legal Department
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Washington, DC 20002

AT&T Missouri
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St. Louis, MO 63101

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Columbia, MO 65201

BP Pipeline - Cushing to Whiting
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RR 1
Rushville, MO 64484

Burlington Northern Santa Fe
Legal Department
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Springfield, MO 65804

Caldwell County PWSD # 1
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Caldwell County PWSD # 3
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Braymer, MO 64624

Cannon PWSD # 1
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Perry, MO 63462

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Carrollton, MO 64633

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Bellevue, WA 98006

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100 CenturyLink Drive
Monroe, LA 71203

CenturyLink (Embarq Missouri)
Legal Department
100 CenturyLink Drive
Monroe, LA 71203

**Chariton County Public Water
Supply District 2**
Legal Department
17081 W. Hwy 24
Brunswick, MO 65236

Chariton Valley Telephone Corporation
Legal Department
1213 E. Briggs Drive
P.O. Box 67
Macon, MO 63552

Chariton-Linn County PWSD # 3
Legal Department
814 W. Helm Street
Brookfield, MO 64628

City of Clarence Natural Gas
Legal Department
100 W Maple
St. Clarence, MO 63437

City of Paris Natural Gas Department
Legal Department
112 South Main
Paris, MO 65275

City of Perry, Missouri
Legal Department
127 E. Main Street
Perry, MO 63462

**City of Plattsburg Municipal Gas
Systems**
Legal Department
P.O. Box 134
Plattsburg, MO 64477

City of Shelbina Natural Gas
Legal Department
P.O. Box 646
Shelbina, MO 63468

**Clinton County PWSD # 4
System 1**
Legal Department
8544 S. E. V Highway
Lathrop, MO 64465

Clinton County PWSD # 4 System 2

Legal Department
8544 S. E. V Highway
Lathrop, MO 64465

County of Caldwell, Missouri

County Commission Clerk
P.O. Box 67
49 E. Main, Caldwell County
Courthouse
Kingston, MO 64650

County of Clinton, Missouri

County Commission Clerk
207 N. Main, Clinton County
Courthouse
P.O. Box 245
Plattsburg, MO 64477

County of Randolph, Missouri

County Commission Clerk
110 S. Main St.
Randolph County Courthouse
Huntsville, MO 65259
rancoclerk@hotmail.com

Dobson Cellular Systems, Inc.

Legal Department
270 W. Oak St., 2nd Floor
Lawrenceville, GA 30045

Enbridge-Spearhead

c/o CT Corporation System
120 South Central Ave.
Clayton, MO 63105

Grain Belt Express Clean Line, LLC

Karl Zobrist
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Kansas City, MO 64111_
karl.zobrist@dentons.com

GTE North Incorporated - MO

c/o CT Corporation System
120 South Central Avenue
Clayton, MO 63105

Consolidated Electric Cooperative, Inc.

Legal Department
Highway 54 East
P.O. Box 540
Mexico, MO 65265

County of Carroll, Missouri

County Commission Clerk
8 South Main, Ste. 6
Carroll County Courthouse
Carrollton, MO 64633
countyclerk@carrollcomo.org

County of Monroe, Missouri

County Commission Clerk
300 N. Main, Rm. 204
Monroe County Courthouse
Paris, MO 65275

Dakota, Minnesota and Eastern Railroad

c/o CT Corporation System
120 South Central Avenue
Clayton, MO 63105

Empire District Gas Company, The

Legal Department
P.O. Box 127
602 S. Joplin Avenue
Joplin, MO 64802

Farmers' Electric Cooperative, Inc.

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Business Highway 36 East
P.O. Box 680
Chillicothe, MO 64601

Grain Belt Express Clean Line, LLC

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andy.zellers@dentons.com

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Highway 5 North
P.O. Box 391
Fayette, MO 65248

County of Buchanan, Missouri

County Commission Clerk
411 Jules, Rm. 121
Buchanan County Courthouse
St. Joseph, MO 64501

County of Chariton, Missouri

County Commission Clerk
306 S. Cherry
Chariton County Courthouse
Keytesville, MO 65261

County of Ralls, Missouri

County Commission Clerk
Ralls County Courthouse
311 S. Main
P.O. Box 400
New London, MO 63459

DeKalb Co PWSD # 1

Legal Department
302 N. Main Street
Clarksdale, MO 64430

Enbridge Energy, LP

Legal Department
1100 Louisiana, Ste. 3300
Houston, TX 75601

Grain Belt Express Clean Line, LLC

Lisa A. Gilbreath
4520 Main, Suite 1100
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lisa.gilbreath@dentons.com

Green Hills Telephone Corporation

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P.O. Box 227
Breckenridge, MO 64625

Kansas City Power & Light Company

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Main Street
P.O. Box 418679
Kansas City, MO 64105

Kansas City SMSA Limited Partnership
Legal Department
17330 Preston Rd., Suite 100A
Dallas, TX 75252

Koch Pipeline - Minncan Pipeline System
c/o CT Corporation System
120 South Central Avenue
Clayton, MO 63105

Macon Electric Cooperative
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Bus. Highway 36 East
P.O. Box 157
Macon, MO 63552

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3420 Broadway
Kansas City, MO 64111

Monroe County PWSD # 2
Legal Department
23504 Hwy 24
Paris, MO 65275

Norfolk Southern Railway Company
c/o CT Corporation System
120 South Central Avenue
Clayton, MO 63105

Primary Network Communications
Legal Department
11756 Borman Dr., Ste. 101
St. Louis, MO 63146

Ray County PWSD # 3
Legal Department
304 Main Street
P.O. Box 165
Polo, MO 64671

Southwestern Bell Mobile Systems
Legal Department
17330 Preston Rd, Ste. 100 A
Dallas, TX 75252

KCP&L Greater Missouri Operations Company
Legal Department
One Kansas City Place, 1200 Main Street
P.O. Box 418679
Kansas City, MO 64105

Lathrop Telephone Company
Legal Department
1001 Kentucky Street
Princeton, MO 64673

Macon Municipal Utilities
Legal Department
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P.O. Box 569
Macon, MO 63552

Missouri North Central Railroad
Legal Department
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Cape Girardeau, MO 63701

New London Telephone Company
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P.O. Box 88
Roachdale, IN 46172

Panhandle Eastern Pipeline Company, LP
Legal Department
54444 Westheimer Rd.
Houston, TX 77056

Ralls County Electric Cooperative
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Highway 61 & 19
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New London, MO 63459

Rockies Express Pipeline
c/o CT Corporation System
120 South Central Avenue
Clayton, MO 63105

Southwestern Bell Telephone Company
Legal Department
1151 Seven Locks Road
Potomac, MD 20854

KMC Telecom III, Inc.
Legal Department
1755 North Brown Road
Lawrenceville, GA 30043

Livingston County PWSD # 3 - East
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18886 Highway Z
Chillicothe, MO 64601

Missouri Department of Transportation – Highway Crossing
Legal Department
1711 U.S. 61
Hannibal, MO 63401

Missouri-American Water Company
Legal Department
727 Craig Road
St. Louis, MO 63141

Nextel Communications
c/o Prentice-Hall Corporation System
221 Bolivar Street
Jefferson City, MO 65101

Platte-Clay Electric Cooperative, Inc.
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1000 W. 92 Hwy.
P.O. Box 100
Kearney, MO 64060

Ralls County PWSD # 1
Legal Department
3316 Market Street
Hannibal, MO 63401

Southern Star Central Gas Pipeline
Legal Department
4700 Highway 56
Owensboro, KY 42301

Spectra Communications Group, LLC
Legal Department
P.O. Box 4065
100 Century Link Dr.
Monroe, LA 71203

Spectra Energy Corp
Legal Department
5400 Westheimer Court
Houston, TX 77056-5310

**Sprint Communications
Company, L.P.**
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6200 Sprint Parkway
Overland Park, KS 66251

**Sprint Spectrum L.P. d/b/a
Sprint PCS**
Legal Department
6450 Sprint Parkway, Disney A
KSOPHN0212-2A254
Overland Park, KS 66251

**Summit Natural Gas of
Missouri, Inc.**
Legal Department
7810 Shaffer Parkway #120
Littleton, CO 80127

Thomas Hill PWSD # 1
Legal Department
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Moberly, MO 65270

**TransCanada - Keystone
Pipeline**
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Central Avenue
Clayton, MO 63105

Transource Missouri, LLC
Legal Department
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Columbus, OH 43215

Union Electric Company
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P.O. Box 66149, Mail Code 1310
St. Louis, MO 63166-6149
AmerenMOService@ameren.com

Union Pacific Railroad Company
Legal Department
1400 Douglas Street
Omaha, NE 68179

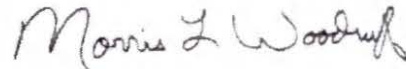
United Electric Cooperative, Inc.
Legal Department
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P.O. Box 757
Maryville, MO 64468-0575

United States Cellular Corporation
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Chicago, IL 60631

Windstream Missouri, Inc.
Legal Department
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P.O. Box 180
Little Rock, AR 72212

Enclosed find a certified copy of an Order or Notice issued in the above-referenced matter(s).

Sincerely,



Morris L. Woodruff
Secretary

Recipients listed above with a valid e-mail address will receive electronic service. Recipients without a valid e-mail address will receive paper service.