

Memorandum of Understanding between ABB Inc. and Grain Belt Express Clean Line LLC for Supply of AC Transformers

This Memorandum of Understanding (“MOU”) is entered into by Grain Belt Express Clean Line LLC (“Clean Line”), a limited liability company formed under the laws of the state of Indiana, and ABB Inc. (“ABB”), a Delaware Corporation (each of Clean Line and ABB is referred to as a “Party” and collectively as the “Parties”). The Parties agree to use good faith efforts to negotiate an agreement (the “Supply Agreement”) for the supply of alternating current (“AC”) transformers for the Grain Belt Express Clean Line project, which project consists of an approximately 750-mile overhead, high voltage direct current (“HVDC”) transmission line running from western Kansas to western Indiana, as well as a collector system of alternating current transmission lines (“AC Collector System”) that will connect roughly 4,000 megawatts of new wind farms to the HVDC converter in Kansas (collectively the “Grain Belt Express Clean Line” or the “Project”). The Supply Agreement shall contain commercially reasonable terms and shall be subject to the mutual agreement and benefit of the Parties. This MOU sets forth a framework for the negotiation of the Supply Agreement; provided, however, either Party is free to request the inclusion of additional or different terms and conditions in the Supply Agreement. Notwithstanding anything to the contrary in this MOU, nothing contained herein shall be deemed to bind a Party to enter into the Supply Agreement or any other agreement.

Each Party shall treat the negotiations of the Supply Agreement as confidential, unless the other party gives its prior written consent to its disclosure (or any part thereof). Prior to negotiating any Supply Agreement, the Parties agree to sign a Confidentiality Agreement. Either party may disclose the contents of this MOU and may issue a press release(s) concerning this MOU, subject to the consent of the other Party, not to be unreasonably withheld.

Pre-Supply Agreement Activities

In exchange for the agreements contained herein, Clean Line hereby designates ABB as the “Preferred Supplier” of transformers for the Project’s AC Collector System. ABB may make engineering resources available to aid in design of transformer assemblies. At Clean Line’s reasonable request, ABB representatives may at their option:

1. Work with Clean Line and/or its Engineer to develop appropriate specifications and testing requirements for transformers for the AC Collector System; and
2. Attend local business meetings, public open house meetings, or other local meetings regarding the Project.

Each Party shall pay the costs it incurs for its own performance of the above activities.

Framework for Supply Agreement

Under the Supply Agreement to be negotiated between the Parties, Clean Line will commit to purchase all AC transformers for the Grain Belt Express Clean Line from ABB. In exchange, ABB will commit to the following:

1. Manufacture the AC transformers for the Grain Belt Express Clean Line at the St. Louis, Missouri facility.
2. Design and manufacture the transformers in a manner that minimizes life cycle costs and maximizes efficiency to the extent practicable.

This MOU shall become effective upon signature by the Parties. It shall be superseded by any signed Supply Agreement. It may be terminated by either party at any time upon 30 days' notice to the other Party at the addresses below. The terms and provisions of this MOU shall be governed and interpreted by the laws of the State of Indiana, without regard to its conflict of law issues.

This letter sets forth the full and complete understanding of the Parties, as of the date hereof, with respect to the supply of AC transformers for the Project, and the terms hereof shall not be modified in any manner other than by a writing signed by both parties hereto, including as may be contained in any subsequent Supply Agreement.

[Signature Page Follows]

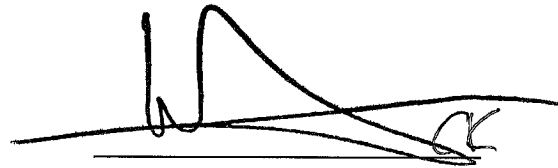
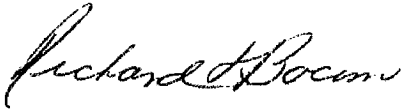
The Parties have executed this MOU as of the dates written below.

For ABB:

For Grain Belt Express Clean Line LLC:

Accepted: July 2, 2013
(date)

Accepted: July 8, 2013
(date)



Richard T. Bocim
Vice President
Commercial Operations - Transformers
ABB

Michael Skelly
President
Grain Belt Express Clean Line LLC
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Copy to: General Counsel