

Filing Fee: \$50.00

ID Number: 122611



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 APR 25 PM 12:04

Pursuant to the provisions of Section 7-1.2-1412 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is APS Energy Corporation
2. It is incorporated under the laws of Massachusetts
3. It is not transacting business in the state of Rhode Island.
4. It hereby surrenders its authority to transact business in the state of Rhode Island.
5. It revokes the authority of its registered agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to transact business in this state may subsequently be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.
6. The post office address to which the Secretary of State may mail a copy of any process against the corporation that is served on the Secretary of State:
3 South Park Lane, Mansfield, MA 02048
7. As required by Section 7-1.2-1413 of the General Laws, the corporation has paid all fees and taxes.
8. If the corporation is in the hands of a receiver or trustee, this Application for Certificate of Withdrawal must be executed on behalf of the corporation by the receiver or trustee.
9. This Application for Certificate of Withdrawal shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Withdrawal, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/14/10

Signature of Authorized Officer of the Corporation

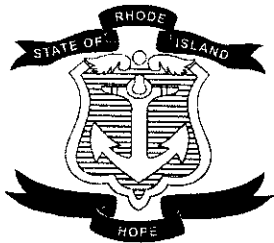
Stephen Tuleja President
Type or Print Name of Authorized Officer

12:04

FILED

APR 25 2011

By OpB143142



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

ELLEN BRUNO
20 CABOT BLVD. SUITE 300
MANSFIELD, MA 02048

LETTER OF GOOD STANDING

It appears from our records that **A P S ENERGY CORPORATION** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **04/06/2011** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

WITHDRAWAL FOR SECRETARY OF STATE

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

80395474:10042922

RECEIVED
SECRETARY OF STATE
DIV
2011 APR 25 PM 12:04



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

