

Filing Fee: \$75.00

ID Number: 000114383



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

**CERTIFICATE OF CANCELLATION OF
REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 7-16-53 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby cancels its registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
EP Power Finance, LLC
2. It is organized under the laws of Delaware
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 confirms the authority of the Secretary of State of the State of Rhode Island to accept service of process with respect to claims for relief or causes of action arising out of the transaction of business in Rhode Island.
6. The post office address to which the Secretary of State may mail a copy of any process against the limited liability company that may be served on him or her is:
P O Box 2511, Houston, TX 77252-2511

2012 JAN - 6 PM 12:28
RECEIVED
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

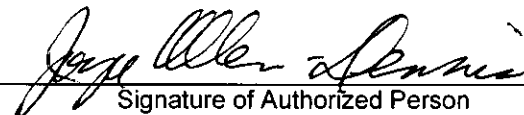
Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Registration and that all statements contained herein are true and correct.

Date: November 19, 2010

EP Power Finance, LLC

Print Exact Name of Limited Liability Company

By


Signature of Authorized Person

Joyce Allen-Dennis

FILED

JAN 06 2012

By

160093

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Form No. 452
Revised: 12/05



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

TANA GRANBERRY
CORPORATE TAX DEPT STE 1875A
PO BOX 2511
HOUSTON, TX 77252-2511

LETTER OF GOOD STANDING

It appears from our records that **EP POWER FINANCE LLC** 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 **12/30/2011** 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 DUE TO MERGER

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

64381296:10337253



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

