

Filing Fee: \$50.00

ID Number: 000100561



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 OCT -4 AM 10:27

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 TRANSCANADA ENERGY LTD.
2. It is incorporated under the laws of CANADA
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: ATTN: CORPORATE SECRETARY, 450-1ST STREET SW, CALGARY, ALBERTA, CANADA T2P 5H1
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: SEPTEMBER 30, 2011

Signature of Authorized Officer of the Corporation

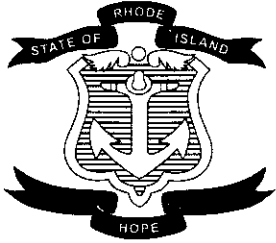
VICE-PRESIDENT AND SECRETARY

Type or Print Name of Authorized Officer

FILED

OCT 04 2011

By 153465 DS 10:27



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

1005201

TRANSCANADA ENERGY LTD
ATTN: JACK MCIVOR
450 1ST STREET SW
CALGARY ALBERTA, CANADA T2P 5H1

LETTER OF GOOD STANDING

It appears from our records that **TRANSCANADA ENERGY LTD** 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 **09/23/2011** 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

Marlen A. Bautista
Principal Revenue Agent
Office Audit and Discovery

48401533:10044031



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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

