

No. C 70916

Due no later than Sep 30, 2001
Annual Report Form2. Registered Agent and Office **NO PO BOX**

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable

HORSESHOE BEND HYDROELECTRIC COMPAN

PO BOX 8303

BOISE, ID 83707

PERFORMANCE MANAGEMENT AL
701 MK PLAZA DR STE 305

BOISE, ID 83712

**NO FILING FEE IF
RECEIVED BY DUE DATE**3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

Office heldNameStreet or P.O. AddressCityStateZip

See Attached

5. Organized Under the Laws of:

DELAWARE
C 70916

6.

Signature

Name (Typed or
Printed)

Date

Title

HORSESHOE BEND HYDROELECTRIC COMPANY
(A Close Corporation under Section 342 of the Delaware General Corporation Law)

ATTACHMENT TO ANNUAL REPORT FORM
TO THE
STATE OF IDAHO

February 16, 2000

Horseshoe Bend Hydroelectric Company (the "Company") has elected, pursuant to Section 344 of the Delaware General Corporation Law ("DGCL"), to become a "close corporation" within the meaning of DGCL Section 342. A copy of the Company's Certificate of Amendment of Certificate of Incorporation, dated November 10, 1999, is attached.

Pursuant to DGCL Section 351, the business of the Company is managed by its stockholder, HBHC LLC, and the Company does not have any directors or officers. Accordingly, as authorized by the DGCL, this Annual Report is filed by HBHC LLC, as the sole stockholder of the Company.

The mailing address of the Company's stockholder, HBHC LLC is as follows:


HBHC LLC
c/o John Hancock Life Insurance Company
200 Clarendon Street, 50th Floor
Boston, Massachusetts 02117

Attn: Valeda J. Britton, Esq.

Dated at Boston, Massachusetts as of the date set forth above.

HBHC LLC, sole stockholder of the Company

By: John Hancock Life Insurance
Company, its sole member

By: 
Barry E. Welch
its Senior
Managing
Director