

No. C 70916	Due no later than Sep 30, 2002 Annual Report Form	2. Registered Agent and Office NO PO BOX						
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable HORSESHOE BEND HYDROELECTRIC COMPAN PO BOX 8303 BOISE, ID 83707	PERFORMANCE MANAGEMENT AI 701 MK PLAZA DR STE 305 BOISE, ID 83712 3. <u>New</u> Registered Agent Signature						
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><u>Office held</u></td> <td style="text-align: center;"><u>Name</u></td> <td style="text-align: center;"><u>Street or P.O. Address</u></td> <td style="text-align: center;"><u>City</u></td> <td style="text-align: center;"><u>State</u></td> <td style="text-align: center;"><u>Zip</u></td> </tr> </table> <p style="text-align: center; margin-top: 50px;">See Attached</p>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>			
5. Organized Under the Laws of: <div style="text-align: center;">DELAWARE C 70916</div>	6. Signature <u>✓ SEE ATTACHED</u> Date _____ Name <small>(Typed or Printed)</small> _____ 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
is Senior
Managing
Director