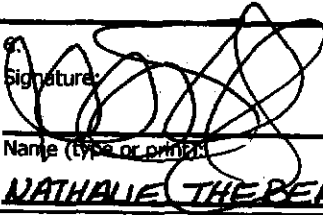
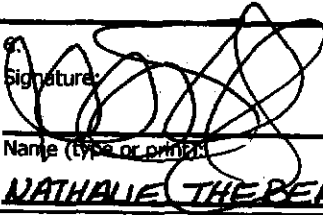
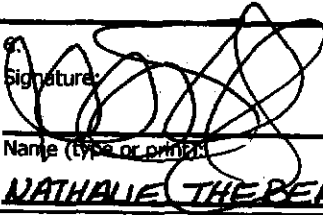


<b>No. C 70916</b>  Return to: SECRETARY OF STATE 450 N 4th STREET PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>Due no later than Sep 30, 2012 Annual Report Form</b>  <b>1. Mailing Address: Correct in this box if needed.</b> HORSESHOE BEND HYDROELECTRIC COMPANY 1111 ST CHARLES STREET W EAST TOWER STE 1255 LONGUEUIL QC CANADA J4K5G4	<b>2. Registered Agent and Office (NOT A P.O. BOX)</b> CORPORATION SERVICE COMPANY 12550 W EXPLORER DR STE 100 BOISE ID 83713 USA  <b>3. New Registered Agent Signature.</b>														
<b>4. Corporations: Enter Names and Business Addresses of President, Secretary, Directors, Treasurer, Vice Pres.</b> <table border="1"><thead><tr><th>Office Held</th><th>Name</th><th>Street or PO Address</th><th>City</th><th>State</th><th>Country</th><th>Postal Code</th></tr></thead><tbody><tr><td colspan="7" style="text-align: center;">Please see attached</td></tr></tbody></table>			Office Held	Name	Street or PO Address	City	State	Country	Postal Code	Please see attached						
Office Held	Name	Street or PO Address	City	State	Country	Postal Code										
Please see attached																
<b>5. Organized Under the Laws of:</b>  DELAWARE C 70916	<table><tr><td><b>6. Signature:</b> </td><td><b>Date:</b> 09/20/2012</td></tr><tr><td><b>Name (type or print):</b> NATHALIE THERBERGE</td><td><b>Title:</b> CORP. SECRETARY</td></tr></table>		<b>6. Signature:</b> 	<b>Date:</b> 09/20/2012	<b>Name (type or print):</b> NATHALIE THERBERGE	<b>Title:</b> CORP. SECRETARY										
<b>6. Signature:</b> 	<b>Date:</b> 09/20/2012															
<b>Name (type or print):</b> NATHALIE THERBERGE	<b>Title:</b> CORP. SECRETARY															
Issued 09/05/2012 by SLD 126447																

**HORSESHOE BEND HYDROELECTRIC COMPANY**

(the "Company")

(a closed corporation incorporated under the Delaware General Corporation Law, the "DGCL")

**ATTACHMENT TO THE 2012 ANNUAL REPORT FORM, STATE OF IDAHO**

Entity type and number: C70916

Pin number: 126447

The Company has elected, pursuant to Section 344 of the DGCL, to become a "close corporation" within the meaning of the DGCL Section 342.

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

The mailing address of the Company's sole stockholder, Innergex USA, Inc., is as follows:

1111 St-Charles Street West  
East Tower, Suite 1255  
Longueuil, QC, Canada  
J4K 5G4

Attention: Nathalie Th  berge,  
Senior Director – Corporate Legal Affairs and Corporate Secretary

Signed and dated as of September 20<sup>th</sup>, 2012 in Longueuil, Qu  bec, Canada.

Innergex USA, Inc.,  
sole stockholder of the Company

By: 

Nathalie Th  berge,  
Senior Director – Corporate Legal Affairs  
and Corporate Secretary