

No. C 70916 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Sep 30, 2000 Annual Report Form 1. Mailing Address - Correct in this box, if applicable HORSESHOE BEND HYDROELECTRIC COMPAN PO BOX 8303 BOISE, ID 83707	2. Registered Agent and Office NO PO BOX PERFORMANCE MANAGEMENT AI 701 MK PLAZA DR STE 305 BOISE, ID 83712 3. New Registered Agent Signature												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">See Attached</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	See Attached					
Office held	Name	Street or P.O. Address	City	State	Zip									
See Attached														
5. Organized Under the Laws of: DELAWARE C 70916	6. Signature <u>Deborah L. Shoemaker</u> Date <u>10/11/00</u> Name (Typed or Printed) <u>Deborah L. Shoemaker</u> Title: <u>President PMA</u> XXXX													

Issued 07/10/2000

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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:

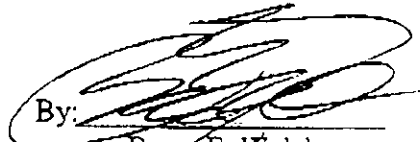
HBHC LLC
c/o John Hancock Life Insurance Company
200 Clarendon Street, 50th Floor
Boston, Massachusetts 02117

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