



APPLICATION FOR WITHDRAWAL OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

FILED

99 AUG 20 AM 10:39

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to the provisions of Chapter 2, Idaho Code, the undersigned limited partnership hereby applies to withdraw from the State of Idaho and for that purpose submits the following statement:

1. The name of the limited partnership is Rathdrum Generation Partners, L.P.

The name which it used in Idaho is Rathdrum Generation Partners, L.P.

2. It is organized under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho 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 the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the limited partnership at the address listed in item 6., below.
6. The post office address to which process against the limited partnership may be mailed is

CT Corporation System, Registered Office, 300 North 6th Street,
Boise, ID 83701

Cogentrix of Rathdrum, Inc. (formerly
Cogentrix of Rathdrum I, Inc.), its
General Partner

By

Lori M. Toole

A General Partner

Lori M. Toole
Assistant Secretary of
Cogentrix of Rathdrum, Inc.

Secretary of State use only

IDAHO SECRETARY OF STATE

08/20/1999 09:00
CK: 13073 CT: 119539 DN: 243711

1 @ 20.00 = 20.00 LP WITHDRAW # 2

L 2665