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STATEMENT OF MERGER
OF
SCHWEITZER UTILITY COMPANY LLC
(a Washington limited liability company)
WITH AND INTO
SCHWEITZER UTILITY COMPANY MERGER SUB LLC
(an Idaho limited liability company)

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Sections 30-6-1001, 30-18-205 and 30-18-703 of the Idaho Limited Liability Company Act and RCW 25.15.405 of the Washington Limited Liability Company Act, the undersigned entities hereby adopt the following Statement of Merger:

1. The names of each party to the merger are:

- a. Schweitzer Utility Company Merger Sub LLC, an Idaho limited liability company (the "Surviving Company"); and
- b. Schweitzer Utility Company LLC, a Washington limited liability company (the "Nonsurviving Company").

2. The Agreement and Plan of Merger attached hereto as Exhibit A has been duly approved, adopted and executed in the manner required by the governing agreements and in compliance with applicable laws of the Surviving Company and Nonsurviving Company:

- a. The merger was duly approved by all of the members of the Surviving Company; and
- b. The merger was duly approved by all of the members of the Nonsurviving Company pursuant to RCW 25.15.400.

3. The Certificate of Organization of the Surviving Company shall continue in full force and effect except that Article I of the Certificate of Organization of the Surviving Company shall be amended and changed so as to read as follows:

**The name of this limited liability company is
Schweitzer Utility Company LLC.**

4. This merger shall be effective upon filing.

5. The Agreement and Plan of Merger is on file at a place of business of the Surviving Company and the address of that place of business is: 10000 Schweitzer Mountain Road Sandpoint, ID 83864.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost, to any person holding an interest in any business entity which is to merge.

Seattle
DWT 11695985v2 0069148-000001

1 0 30.00 = 30.00 STAT MERGE # 12
1 0 20.00 = 20.00 EXPEDITE C # 13
W 81856

DATED March 13, 2009.

NONSURVIVING COMPANY:

SCHWEITZER UTILITY
COMPANY LLC
a Washington limited liability company

Dennis Weibling
Dennis Weibling, Vice President

SURVIVING COMPANY:

SCHWEITZER UTILITY
COMPANY MERGER SUB LLC
an Idaho limited liability company

Dennis Weibling
Dennis Weibling, Vice President

Exhibit A
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
Between
SCHWEITZER UTILITY COMPANY LLC
(a Washington Limited liability company)

AND

SCHWEITZER UTILITY COMPANY MERGER SUB LLC
(an Idaho Limited liability company)

This Agreement and Plan of Merger is entered into by and between Schweitzer Utility Company LLC, a Washington limited liability company, and Schweitzer Utility Company Merger Sub LLC, an Idaho limited liability company, and shall be effective upon filing.

1. Schweitzer Utility Company LLC, a Washington limited liability company (the "Nonsurviving Company"), shall be merged into Schweitzer Utility Company Merger Sub LLC, an Idaho limited liability company, which shall be the surviving limited liability company (the "Surviving Company").

2. Upon the effective date of the merger, the separate existence of the Nonsurviving Company shall cease, and the Surviving Company shall become the owner of all the rights and property of the Nonsurviving Company, and shall be subject to all its debts and liabilities.

3. The membership interests of each member of the Nonsurviving Company issued and outstanding on the date of merger shall be surrendered to the Surviving Company, which shall issue membership interest to each member pursuant to the percentage of ownership in the Nonsurviving Company.

4. The Certificate of Organization of the Surviving Company shall continue in full force and effect except that Article I of the Certificate of Organization of the Surviving Company shall be amended and changed so as to read as follows:

The name of this limited liability company is
Schweitzer Utility Company LLC.

5. The members of either merging limited liability company may, in their discretion, abandon this merger, subject to the rights of third parties, without further action or approval, at any time before the merger has been completed.

DATED March 13, 2009.

NONSURVIVING COMPANY:

SCHWEITZER UTILITY
COMPANY LLC
a Washington limited liability company

Dennis Weibling
Dennis Weibling, Vice President

SURVIVING COMPANY:

SCHWEITZER UTILITY
COMPANY MERGER SUB LLC
an Idaho limited liability company

Dennis Weibling
Dennis Weibling, Vice President