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**TransCanada
Energy**

3400, 237 4th Avenue S.W.
Calgary, Alberta, Canada T2P 5A4

tel. (403) 213-3612
fax (403) 213-3750
email george_chan@transcanada.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 AM 9:48

May 3, 2000

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/08/00--01082--013
*****35.00 *****35.00

Dear Sir or Madam:

**Re: Northridge Petroleum Marketing U.S., Inc.
FEIN #98-0073128
Application for Certificate of Withdrawal**

Please find enclosed our application for certificate of withdrawal for the above named corporation.

If you have any questions or require further information, please contact myself at (403) 213-3624.

Yours truly,
Northridge Petroleum Marketing U.S., Inc.

L. Hall

Lori Hall
Associate, Taxation

enclosure

V. SHEPARD MAY 22 2000

Withdr.

V. SHEPARD MAY 22 2000

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Northridge Petroleum Marketing U.S., Inc.
(Name of Corporation)

Colorado
(Incorporated Under Laws Of)

FILED
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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.


This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

3400, 237 - 4th Avenue S.W. Attention: Lynn Eastman
(Mailing Address)

Calgary, Alberta, Canada T2P 5A4
(City / State / Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer.

see attached
Title

Edward J. Brown
Typed or printed name

April 5, 2000
Date

Northridge Petroleum Marketing U.S., Inc
by TransCanada Energy U.S.A. Inc.



Edward J. Brown
Officer's Name

Senior Vice-President, Business Systems
Officer's Title

Attorney-in-fact