2011 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
May 02, 2011
Secretary of State

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Entity Name: TERRA-GEN OPERATING COMPANY, LLC

Current Principal Place of Business:

C/O TERRA-GEN POWER, LLC
565 5TH AVENUE, 27TH FLOOR
NEW YORK, NY 10017

New Principal Place of Business:

1095 AVENUE OF THE AMERICAS
25TH FLOOR, SUITE A
NEW YORK, NY 10036

Current Mailing Address:

C/O TERRA-GEN POWER, LLC
565 5TH AVENUE, 27TH FLOOR
NEW YORK, NY 10017

New Mailing Address:

1095 AVENUE OF THE AMERICAS
25TH FLOOR, SUITE A
NEW YORK, NY 10036

FEI Number: 88-0462063 **FEI Number Applied For ( )** **FEI Number Not Applicable ( )** **Certificate of Status Desired ( )**

Name and Address of Current Registered Agent:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 323012525 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: ______________________________
Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS:

Title: MGRM
Name: TERRA-GEN OPERATING HOLDINGS, LLC
Address: 1095 AVE. OF THE AMERICAS, 25TH FL., STE A
City-St-Zip: NEW YORK, NY 10036

I hereby certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statues.

SIGNATURE: MICHAEL J. KOWAL SEC 05/02/2011
Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date