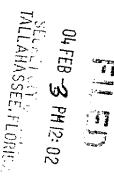
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## **ROCKWOOD CAPITAL**

CORPORATION

TWO EMBARCADERO CENTER, 23RD FLOOR, SAN FRANCISCO, CA 94111 415/645-4300 • 415/788-7054 Fax

January 26, 2004

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Rockwood Capital (Talcott), LLC Document #M95000000255

To Whom It May Concern:

Enclosed is an Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida for Rockwood Capital (Talcott), LLC. Also enclosed is a \$55 check payable to the Florida Department of State for the \$25 filing fee and \$30 for a certified copy of the withdrawal. Should you have any questions or need further information please contact me at (415) 645-4310.

Regards,

Mary Beth Tyska Accountant

Enc.

## APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

Rockwood Capital (Talcott), L.L.C.	04 FEB -3 SEURE PAR
(Name of limited liability company)  Delaware	PH 12: C
(Jurisdiction of its organization)	2 DA

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent 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 in Florida.

2 Embarcadero Center, Suite 2360	
(Mailing address)	
San Francisco, CA 94111	
(City/State/Zip)	

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

(Signature of member or authorized representative of a member)

Neil H. Smith

(Typed or printed name of signee)

**Filing Fee: \$25.00**