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Clerk's Office
N.C. Utilities Commission

E-100, Sub 37A

VIA HAND DELIVERY

Ms. Geneva S. Thigpen, Chief Clerk
North Carolina Utilities Commission
4325 Mail Service Center
Raleigh, North Carolina 27699-4325

Re: North Carolina Advanced Energy Corporation

Dear Ms. Thigpen:

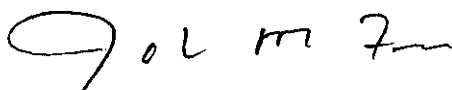
On behalf of our client, North Carolina Advanced Energy Corporation ("the Company"), we are writing to inform the North Carolina Utilities Commission (the "Commission") that the Company is amending its Articles of Incorporation, and we hereby request that the enclosed draft Order be filed with the Commission in Docket No. E-100, Sub 37A. The draft Order (i) approves the amendment to the Company's Articles of Incorporation and (ii) appoints Robert K. Koger to the Company's Board of Directors.

Once the Order has been executed, please return a copy in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions regarding this matter, please contact the undersigned.

Very truly yours,

WYRICK ROBBINS YATES & PONTON LLP


John M. Fuscoe

Enclosures

Clerk ^{mt}
AG
7 Comm.
Bennink
Kirby
Watson
Hoover
Sessions
Kite
Ericson
Gruber
3 Legal
3 Acctg.
2 Ec/Res.
3 Etc.

STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH

DOCKET NO. E-100, SUB 37A

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

In the Matter of)	ORDER GRANTING REQUEST
Establishment of a North Carolina)	FOR AMENDMENT OF
Advanced Energy Corporation)	ARTICLES OF INCORPORATION

BY THE COMMISSION: On or about December 1, 2005, Robert K. Koger, President of the North Carolina Advanced Energy Corporation ("NCAEC"), filed a memorandum requesting approval to amend the Articles of Incorporation of NCAEC. The memorandum stated that "In order to better advance the corporate purposes of NCAEC, the Board recommends and respectfully requests that the Commission approve the amendment to the Articles of Incorporation of NCAEC. The Board of Directors of NCAEC recommended that the third sentence of Article 5, Section 1 of the Restated Articles of Incorporation is hereby deleted and replaced in its entirety as follows.

"There shall be a maximum of fourteen (14) Directors of this Corporation. One Director shall be appointed by the North Carolina Utilities Commission and shall serve until such director's death, resignation, retirement, removal, or until a successor is appointed by the North Carolina Utilities Commission. The North Carolina Utilities Commission may remove this director at any time and in its sole discretion, either with or without cause, and appoint a successor. The remaining thirteen (13) directors shall be appointed in the manner hereinafter specified."

IT IS, THEREFORE, ORDERED that the Commission: (i) approves the above amendment to the Articles of Incorporation of NCAEC; and (ii) hereby appoints Robert K. Koger to serve as the director to be appointed by the Commission until his death, resignation, retirement, removal, or until a successor is appointed by the Commission in accordance with the Articles of Incorporation of NCAEC.

ISSUED BY ORDER OF THE COMMISSION.

This the __ day of December 2005.

NORTH CAROLINA UTILITIES COMMISSION

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By: