



EnerNOC, Inc
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VIA U.S. MAIL AND ELECTRONIC MAIL

NH PUC 15 SEP 16 10:51

State of New Hampshire
Public Utilities Commission
21 S. Fruit St, Suite 10
Concord, NH 03301-2429

September 13, 2016

**RE: World Energy Solutions, Inc. Natural Gas Aggregator Registration, DM 10-268
Notice of Withdrawal of Registration**

To the Commission:

Pursuant to PUC 3003.05, EnerNOC, Inc. (“EnerNOC”), on behalf of its wholly owned subsidiary, World Energy Solutions, Inc. (“World Energy”), hereby requests withdrawal of World Energy’s Registration as a Natural Gas Aggregator. World Energy was merged with EnerNOC on August 15, 2016, with EnerNOC the surviving entity.

EnerNOC acquired World Energy on January 5, 2015 and a letter of notice was submitted to the Commission on the same day. EnerNOC was granted its Natural Gas Aggregator Registration, docketed as DM 12-080, on May 2, 2012.

Enclosed please find a copy of the Certificate of Ownership and Merger and a copy of the e-mail communication sent to legacy World Energy customers on September 9.

Please contact me if the Commission requires any additional information.

Sincerely,

Virginia Fuller
Manager of Regulatory Compliance
(617) 692-2629
vfuller@enernoc.com

September 9, 2016

Notice of Assignment

On August 15, 2016, World Energy Solutions, Inc. (the “Company”), a wholly owned subsidiary of EnerNOC, Inc. (“EnerNOC”) merged with and into EnerNOC (the “Merger”). As a result of the Merger your agreement with the Company has been assigned to EnerNOC effective as of August 15, 2016. You will continue to receive the same level of service following the Merger.

If you currently make payments to the Company, please update your banking and payment information to the following:

- Checks should be made payable to EnerNOC, Inc. and delivered to the following address:

EnerNOC, Inc.
Dept. CH #16381
Palatine, IL 60055-6381

- Electronic payments should be made to EnerNOC, Inc. in accordance with the following banking instructions:

Account Name: EnerNOC Inc.
Address: 1 Marina Park Drive Suite 400
Boston, Massachusetts 02210
Account Number: [REDACTED]
ABA: [REDACTED]
Bank Name: Silicon Valley Bank
Bank Address: 3003 Tasman Drive
Santa Clara, CA 95054
Swiftcode: [REDACTED]

If you have any questions concerning this matter please contact Lauren Langbert at lauren.langbert@enernoc.com for channel partner related inquiries, supplier.relations@enernoc.com for supplier related inquiries, and your Energy Procurement Manager for customer related inquiries.

Sincerely,

EnerNOC, Inc.

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WORLD ENERGY SOLUTIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ENERNOC, INC." UNDER THE NAME OF "ENERNOC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2016, AT 3:04 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3666677 8100M
SR# 20165364943

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202829857
Date: 08-15-16

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WORLD ENERGY SOLUTIONS, INC.

INTO

ENERNOC, INC.

**(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF
DELAWARE)**

EnerNOC, Inc. a Delaware corporation (the "Corporation"), does hereby certify:

- FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.
- SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of World Energy Solutions, Inc. a Delaware corporation.
- THIRD:** That the Corporation shall assume all of the Subsidiary's liabilities and obligations upon the effectiveness of such merger.
- FOURTH:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 2nd day of August, 2016, determined to merge World Energy Solutions, Inc. into itself on the conditions set forth in such resolutions:
- RESOLVED:** That it is in the best interests of the Corporation that World Energy Solutions, Inc., a Delaware corporation, which is a wholly owned subsidiary of the Corporation, be merged with and into the Corporation.
- RESOLVED:** That the merger of World Energy Solutions, Inc. with and into the Corporation and the transactions contemplated and related thereto (the "Merger"), be and they hereby are approved, and that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, any and all documents deemed necessary or appropriate to effect the Merger, with such changes or additions, if any, as the officers executing the same, in their sole discretion, shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

RESOLVED: That the officers of the Corporation be, and each of them hereby is, acting singly, authorized to do or cause to be done any and all such other acts and things and to execute and deliver any and all such further documents as such officer or officers so acting deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions, the taking of any such actions or the execution or delivery of any such documents by such officer or officers to be conclusive evidence that the same were authorized by this resolution.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by Michael Berdik its authorized officer, this 2nd day of August, 2016.

ENERNOC, INC.

By:  _____

Name: Michael Berdik

Title: Secretary