

THE STATE OF NEW HAMPSHIRE

CHAIRMAN
Thomas B. Getz

COMMISSIONERS
Graham J. Morrison
Clifton C. Below

EXECUTIVE DIRECTOR
AND SECRETARY
Debra A. Howland



PUBLIC UTILITIES COMMISSION
21 S. Fruit Street, Suite 10
Concord, N.H. 03301-2429

Tel. (603) 271-2431

FAX (603) 271-3878

TDD Access: Relay NH
1-800-735-2964

Website:
www.puc.nh.gov

December 13, 2006

Janet Loop, Market Director
World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608

Re: DM 06-158, World Energy Solutions, Inc. d/b/a World Green Exchange
Registration as a Natural Gas Aggregator

Dear Ms. Loop:

On November 16, 2006, World Energy Solutions, Inc. d/b/a World Green Exchange (World Green) filed with the New Hampshire Public Utilities Commission (Commission) an application for registration as a natural gas aggregator, together with a check for the registration fee in the amount of \$250.00. On December 8, 2006, World Green confirmed by telephone with Robert Wyatt, Utility Analyst III, that the telephone and fax numbers listed in part Puc 3003.02 (b)(2)d of its application is also to be used in part Puc 3003.02 (b)(2)c and the appropriate email address for part Puc 3003.02 (b)(2)c is info@worldenergy.com.

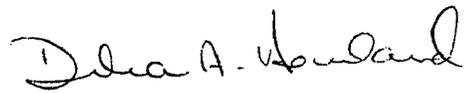
The Commission has reviewed World Energy's application for registration as a natural gas aggregator and has determined that its application meets the requirements for registration pursuant to N.H. Code Admin. Rules Puc 3003.02. Accordingly, the Commission has approved World Energy as a natural gas aggregator in the State of New Hampshire, effective January 1, 2007. This registration will expire on December 31, 2008.

Please bear in mind that, pursuant to N.H. Code Admin. Rules Puc 3003.02 (d) and (e), each aggregator must re-register with the Commission every 2 years by filing an application for renewal at least 60 days prior to the expiration of its registration and notify any LDC in whose service territory it intends to do business of the filing of its registration or renewal application at the time it files such an application with the Commission. World Energy's application for renewal would be due November 1, 2008.

December 13, 2006
Page Two

A copy of the N.H. Code Admin. Rules Puc 3000 regarding marketer and aggregator rules are attached for your convenience. If you have any questions regarding these provisions, please contact the Commission. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in black ink that reads "Debra A. Howland". The signature is written in a cursive style with a large, looped initial "D".

Debra A. Howland
Executive Director and Secretary

WorldEnergy

Registration Requirements New Hampshire Natural Gas

World Energy Solutions, Inc. agrees not to enroll any customers, make legally binding offers to any non-residential customers or market to residential customers on writing, in person or by telecommunications until it has completed all aspects of the registration process required by PUC. 3003.

- 1) Legal name of applicant: World Energy Solutions, Inc.
Renewal of Natural Gas Aggregation License: DM 06-158

Trade Name: World Green Exchange

- 2) Business Address/Registered Agent: CT Corporation
9 Capitol Street
Concord, NH 03301

Principal Business Address: World Energy Solutions, Inc.
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: (508) 459-8100
Toll free: 1-800-578-0718
Fax: (508)-459-8101
Email: info@worldenergy.com

- 3) Principal Officers: See Exhibit-1

4) Customer Service contact: Erica Martunas
Market Analyst
446 Main Street, 14th Floor
Worcester, MA 01608
Phone: (508) 459-8143
Toll free: 1-800-578-0718
Fax: (508)-459-8101

- 5) Authorization to do business in New Hampshire: See Exhibit-2

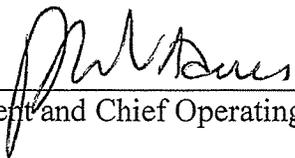
6) Areas of Service: There are no franchise areas for World Energy Solutions, Inc. because it runs as a brokerage. The principal purpose of the company is to broker energy between energy suppliers and end-users. World Energy Solutions, Inc intends to work with suppliers and end-users throughout the State of New Hampshire.

7) Statement of Supplier Impartiality: World Energy Solutions, Inc. is an energy broker and supplier neutral. The company provides online procurement services which bring together suppliers with end-users. The mission of the company is to get the lowest price for the consumer's energy needs.

DECLARATION

I, Phil Adams, President and Chief Operating Officer, declare that I have personally reviewed the above statements and that they are true and correct and complete in all material respects.

Dated this 16 day of October 2008 at Worcester, MA.
(day) (month) (year) (place of execution)

Signature: 
Title: President and Chief Operating Officer

Subscribed and sworn to before me this
16 day of October 2008.
Jacqueline R. Merl
Notary Public

JACQUELINE R. MERL
Notary Public
Commonwealth of Massachusetts
My Commission Expires
October 23, 2009

World Energy Solutions, Inc.
Exhibit 1

Name, Title and Business Address of all Officers and Directors, Partners, or other similar Officials:

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Phone</u>
Richard Domaleski	CEO	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
Philip Adams	President & COO	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
James Parslow	CFO	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
Rob Hartwell	CIO	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
Edward Libbey	Director	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
Thad Wolfe	Director	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
Patrick Bischoff	Director	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100
John Wellard	Director	446 Main Street, 14 th Floor Worcester, MA 01608	(508) 459-8100

“Authorization to Do Business in New Hampshire” Exhibit-2

See attached sheets.

State of New Hampshire Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that World Energy Solutions, Inc. d/b/a World Green Exchange in New Hampshire, a(n) Delaware corporation, is authorized to transact business in New Hampshire and qualified on October 18, 2006. I further certify that all fees and annual reports required by the Secretary of State's office have been received.



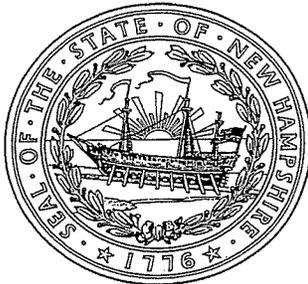
In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 21st day of October, A.D. 2008

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, DAVID M. SCANLAN, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of Application for Certificate of Authority of World Energy Solutions, Inc. doing business in New Hampshire as World Green Exchange as filed in this office and held in the custody of the Secretary of State.



*In Testimony Whereof, I hereto set my hand
and cause to be affixed the Seal of the State,
at Concord, this 20th day October A.D. 2008*

A handwritten signature in black ink, appearing to read "D.M. Scanlan".

Deputy Secretary of State

STATE OF NEW HAMPSHIRE

Fee for SRA: \$50.00
Filing fee: \$50.00
Total fees \$100.00
Use black print or type.
Leave 1" margins both sides.

Form No. 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR PROFIT FOREIGN CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT,
THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE
FOLLOWING STATEMENT:

FIRST: The name of the corporation is _____
World Energy Solutions, Inc.

SECOND: The name which it elects to use in New Hampshire is WORLD GREEN EXCHANGE
_____. (Note 1)

THIRD: It is incorporated under the laws of Delaware.

FOURTH: The date of its incorporation is 06/22/1999 and
the period of its duration is Perpetual.

FIFTH: (Complete this statement only if a Professional Association.) All the shareholders and those of its
directors and officers as are required by the laws of (enter the State of Incorporation) _____
_____ and by RSA 294-A:20 are licensed in one or more states, territories of
the United States or the District of Columbia to render a professional service described in the statement of
purpose of the corporation.

SIXTH: The complete address (including zip code and post office box, if any) of its principal office is _____
446 Main Street, Worcester, MA 01608

SEVENTH: The name of its registered agent **IN NEW HAMPSHIRE** is _____
C T Corporation System _____ and the complete address (including zip code
and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address)
9 Capitol Street, Concord, N.H. 03301

_____. (Note 2)

State of New Hampshire
Form 40 - Application for Certificate of Authority 6 Page(s)



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EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are
SEE ATTACHMENT

(Note 3)

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
<u>OFFICERS</u>		
Richard Domaleski	CEO	446 Main Street Worcester, MA 01608
Philip Adams	COO	446 Main Street Worcester, MA 01608
James F. Parslow	CFO	446 Main Street Worcester, MA 01608
<u>DIRECTORS</u>		
Edward Libbey	Director	446 Main Street Worcester, MA 01608
Nicholas Zaldastani	Director	446 Main Street Worcester, MA 01608
Patrick Bischoff	Director	446 Main Street Worcester, MA 01608

Dated July 26, 2006

World Energy Solutions, Inc. (Note 4)

By James F Parslow (Note 5)
Signature of its Vice President

James F. Parslow
Print or type name

Mail total fees, DATED & SIGNED ORIGINAL. ORIGINAL CERTIFICATE OF LEGAL EXISTENCE OR GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION AND FORM SRA (See Notes 6 & 7) to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

Attachment to New Hampshire

Purpose Clause

Broker energy between energy suppliers and end-users. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

WorldEnergy

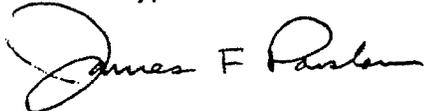
October 16, 2006

State of New Hampshire
Department of State
Corporation Division
State House Annex – 3rd Floor
107 North Main Street
Concord, NH 03301

To Whom It May Concern:

On behalf of the World Energy Board of Directors, I hereby state their approval of the use of the DBA name "World Green Exchange" in the state of New Hampshire.

Sincerely,



James F. Parslow
Secretary and Chief Financial Officer

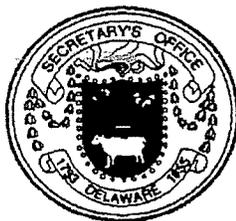
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD ENERGY SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3059369 8300

060950411

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5120191

DATE: 10-17-06