



20 N. Wacker Drive, Suite 2100
Chicago, IL 60606
www.constellation.com

August 31, 2017

Executive Director
New Hampshire Public Utilities Commission
21 South Fruit Street, Suite 10
Concord, NH 03301

NHPUC 5SEP17PM2:20

**Re: DM 16-869, Constellation Energy Services, Inc.
Notice of Material Change**

Dear Executive Director:

Constellation Energy Services, Inc. ("CES") submits this letter as notice to the New Hampshire Public Utilities Commission that CES will be merging into Constellation NewEnergy, Inc. ("CNE") effective September 1, 2017 with CNE being the surviving entity (DM17-024).

The merger will not affect CES' current customer contracts, rates or services as CNE will continue to abide by the terms and conditions of customers' existing retail contracts.

Attached as Exhibit A is a chart showing the ownership and corporate organizational structure of Exelon's retail energy entities before the merger. Attached as Exhibit B is a chart showing the ownership and corporate organizational structure of Exelon's retail energy entities after the September 1, 2017 merger. Attached as Exhibit C is the Wisconsin Secretary of State confirmation of CES' merger into CNE.

After the CES merger into CNE, CES will no longer need its electric supplier license and will file to withdraw.

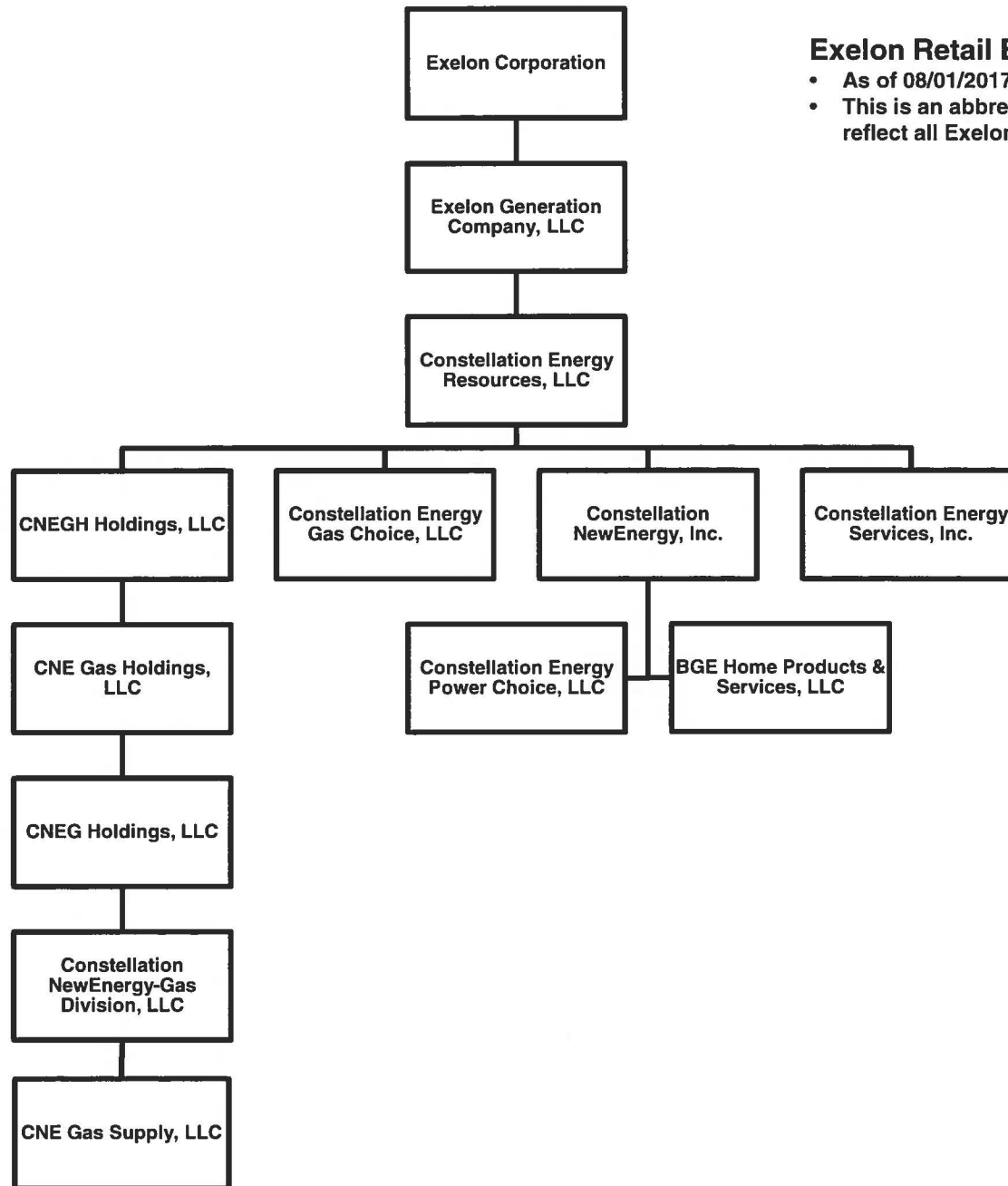
If you have any questions regarding this matter, please contact me. I can be reached by phone at 312-681-1855 and by email at amy.klaviter@constellation.com. Thank you for your assistance.

Sincerely,

Amy Klaviter
Analyst, Legal Compliance

Enclosures

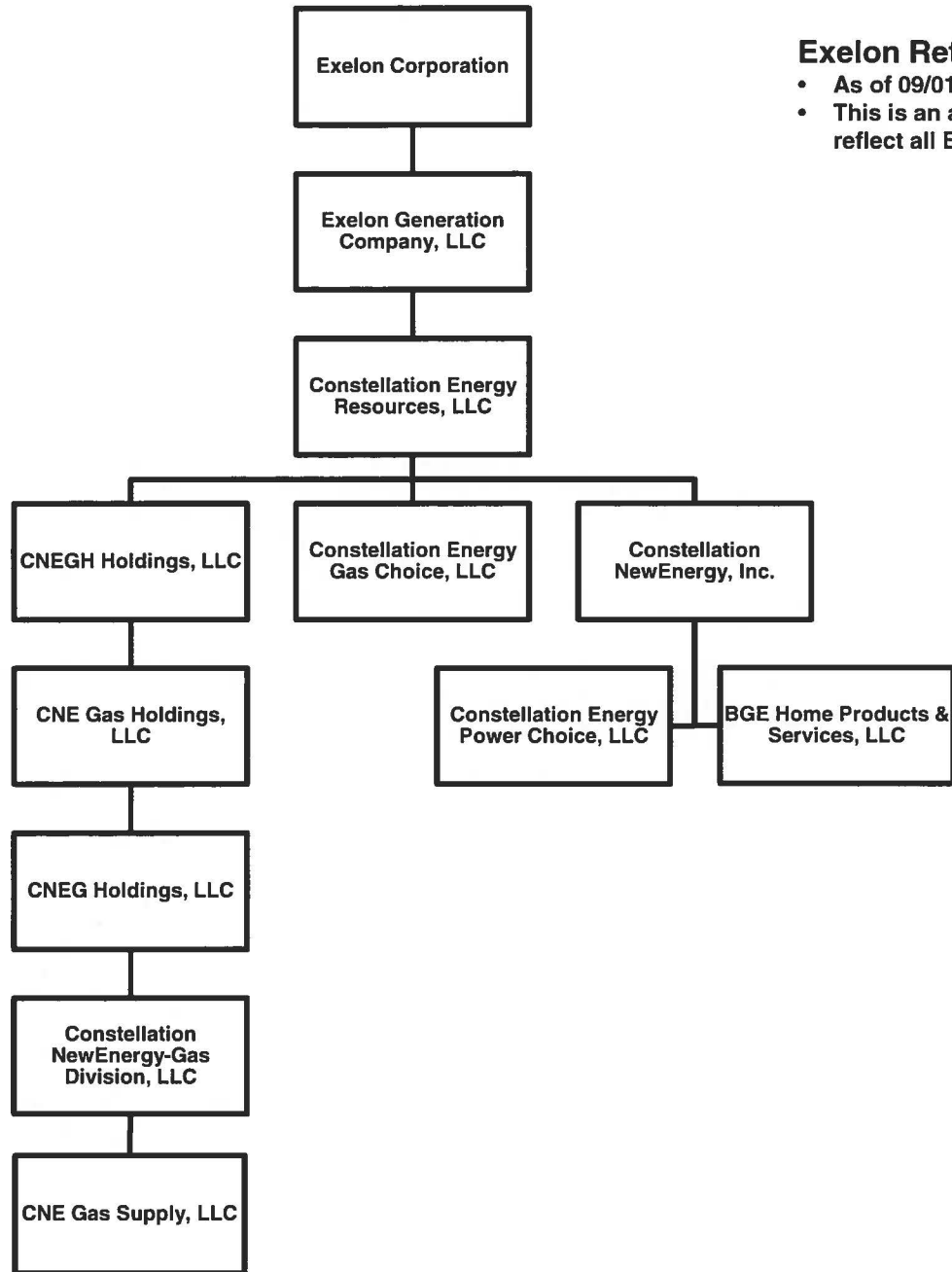
Exhibit A



Exelon Retail Energy Entities

- As of 08/01/2017
- This is an abbreviated chart and does not reflect all Exelon subsidiaries.

Exhibit B



Exelon Retail Energy Entities

- As of 09/01/2017
- This is an abbreviated chart and does not reflect all Exelon subsidiaries.

FILING FEE \$150.00
☐ OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 179.76(3) & (5),
 180.1161(3) & (5),
 181.1161(3) & (5) and
 183.1207(3) & (5),
 Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services

**CERTIFICATE OF CONVERSION****1. Before conversion:**

Company Name:

Constellation Energy Services, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of WI (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☒ No

IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name:

Constellation Energy Services, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of WI (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	



Exhibit C

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): Corporate Creations Network Inc.	Registered Office: 4650 W. Spencer Street Appleton, WI 54914
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): Corporate Creations Network Inc.	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 4650 W. Spencer Street Appleton, WI 54914
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on 8/10/2017 (date) by the business entity PRIOR TO ITS CONVERSION.


(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: ☐ General Partner

For a **limited liability company**

Title: ☒ Member OR ☐ Manager

Katherine A. Smith

(Printed Name)

For a **corporation**

Title: ☐ President OR ☐ Secretary
or other officer title

Assistant Secretary

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

<p>Please use BLACK Ink. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.</p>		
<p>Mailing Address: State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703</p>	<p>Phone: 608-261-7577 TTY: 711</p>

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Commercial Services

EXHIBIT A

PLAN OF CONVERSION

1.) Name of entity and state of jurisdiction before conversion:

Constellation Energy Services, Inc., a Wisconsin corporation

2.) Name of entity and state of jurisdiction after conversion:

Constellation Energy Services, LLC, a Wisconsin limited liability company

3.) Terms and conditions of the conversion:

Constellation Energy Services, Inc., a Wisconsin corporation shall convert to a Wisconsin limited liability and change its name to Constellation Energy Services, LLC.

4.) Ownership Interest:

The issued and outstanding shares of Constellation Energy Services, Inc. shall be cancelled and the membership interest of Constellation Energy Services, LLC shall be held by its member in a certificate.

5.) Effective date:

The effective date of the conversion shall be August 30, 2017 at 11:59 PM Eastern Time.

6.) Articles of Organization

The Articles of Organization of Constellation Energy Services, LLC are attached.



For Office



**State of Wisconsin
Department of Financial Institutions**

Endorsement

**CERTIFICATE OF CONVERSION - Ch. 180
CONSTELLATION ENERGY SERVICES, INC.**

Received Date: 8/11/2017

Filed Date: 8/14/2017

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: W035184

Total Fee: \$175.00

**FILING #1
CONVERTS A WI DOMESTIC CORP (CHAP 180) INTO A WI DOMESTIC LLC (CHAP 183)
NAME CHANGE
EFFECTIVE DATE: AUGUST 30, 2017**

DO NOT STAPLE

Sec. 179.77,
180.1105,
181.1105, and
183.1204 Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

**ARTICLES OF MERGER****1. Non-Surviving Parties to the Merger:**

Company Name: Constellation Energy Services, LLC		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☒ No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internal/merger.html>

Company Name:		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☐ No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internal/merger.html>

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Entity:

Company Name: Constellation NewEnergy, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of Delaware (state or country)

EXCEPTION: If the merger involves only Chapter 180 business corporations, use form 2001.

FILING FEE - \$150.00

DFI/CORP/2000(R02/14)



3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

☐ The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

☐ The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

☐ The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

☐ The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the **PLAN OF MERGER**, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 08/31/2017 (date) at 11:59 PM (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on 8/10/2017 (date) by the surviving entity on behalf of all parties to the merger.


(Signature)

Mark (X) below the title of the person executing the document.

Katherine A. Smith

(Printed Name)

For a limited partnership

Title: ☐ General Partner

For a corporation

For a limited liability company

Title: ☒ Member OR ☐ Manager

Title: ☐ President OR ☐ Secretary
or other officer title _____

This document was drafted by: Janet Hernandez
(Name the individual who drafted the document)

Exhibit C

DO NOT STAPLE

Sec. 179.77,
180.1101(2),
181.1101(2), and
183.1203(2) Wis.
Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

PLAN OF MERGER**1. Non-Surviving Parties to the Merger:**

Company Name:
Constellation Energy Services, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Entity:

Company Name:
Constellation NewEnergy, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Delaware (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

PLAN OF MERGER

3. The manner and basis of converting the interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the surviving business entity or any other business entity or into cash or other property in whole or in part.

All of the issued membership interest of Constellation Energy Services, LLC shall be canceled at the time of the merger.

4. The terms and conditions of the merger.

Constellation Energy Services, LLC, a Wisconsin limited liability company, shall merge with and into Constellation NewEnergy, Inc., a Delaware corporation, and Constellation NewEnergy, Inc. shall be the survivor. Constellation Energy Services, LLC shall cease to exist at the time of the merger.

5. Other provisions the parties to the merger may elect to include relating to the merger.

The merger shall be effective August 31, 2017 at 11:59 PM, Eastern Time

6. The articles of incorporation or other similar governing document of the surviving domestic entity is amended as follows:

No amendments will be made to the certificate of incorporation of Constellation NewEnergy, Inc.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF MERGER - Ch. 180
CONSTELLATION ENERGY SERVICES, LLC

Received Date: 8/11/2017

Filed Date: 8/14/2017

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: W035184

Total Fee: \$175.00

FILING #2

ARTICLES OF MERGER, MERGING CONSTELLATION ENERGY SERVICES, LLC (A WI DOMESTIC LLC)(CHAP 183)(NON-SURVIVOR) INTO AN UNLICENSED FOREIGN CORPORATION (SURVIVOR)

EFFECTIVE DATE: AUGUST 31, 2017