

	Three Months Ended				Twelve Months Ended	Three Months Ended		
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014	December 31, 2014	March 31, 2015	June 30, 2015	September 30, 2015
Revenue:								
Grid operator	\$ 35,770	\$ 22,974	\$ 291,848	\$ 18,236	\$ 368,828	\$ 23,713	\$ 41,545	\$ 173,374
Utility	10,309	11,961	27,741	12,015	62,026	10,781	12,557	27,160
Enterprise	6,429	9,120	9,833	15,712	41,094	16,057	18,398	16,790
Total Revenues	52,508	44,055	329,422	45,963	471,948	50,551	72,500	217,324
Cost of Revenues	36,139	27,802	168,564	24,817	257,322	31,956	33,543	143,146
Gross Profit	16,369	16,253	160,858	21,146	214,626	18,595	38,957	74,178
Gross Margin	31.2%	36.9%	48.8%	46.0%	45.5%	36.8%	53.7%	34.1%
Operating Expenses:								
Selling and marketing	18,499	19,526	18,972	19,963	76,960	28,496	23,670	22,397
General and administrative	23,677	24,191	24,472	25,389	97,729	28,289	28,453	26,707
Research and development	5,175	4,997	5,260	5,239	20,671	7,451	7,735	6,626
Gain on sale of service lines	-	(3,378)	(359)	(1,054)	(4,791)	-	-	-
Gain on the sale of assets	-	(2,171)	-	-	(2,171)	-	(2,991)	-
Total operating expenses	47,351	43,165	48,345	49,537	188,398	64,236	56,867	55,730
(Loss) Income From Operations	(30,982)	(26,912)	112,513	(28,391)	26,228	(45,641)	(17,910)	18,448
Other (Expense) Income, Net	124	(229)	(3,747)	(4,503)	(8,355)	(6,949)	(535)	(5,067)
(Loss) Income From Operations Before Income Taxes	(30,858)	(27,141)	108,766	(32,894)	17,873	(52,590)	(18,445)	13,381
Provision for (Benefit from) Income Taxes	(425)	264	12,111	(6,074)	5,876	2,285	(345)	(417)
Net (Loss) Income	(30,433)	(27,405)	96,655	(26,820)	11,997	(50,305)	(18,790)	12,964
Net Loss Attributable to Noncontrolling Interest	(20)	(20)	(18)	(39)	(97)	(4)	(10)	(23)
Net (Loss) Income Attributable to EnerNOC, Inc.	\$ (30,413)	\$ (27,385)	\$ 96,673	\$ (26,781)	\$ 12,094	\$ (50,301)	\$ (18,780)	\$ 12,987
Diluted Net (Loss) Income Per Share Attributable to EnerNOC, Inc.	\$ (1.09)	\$ (0.96)	\$ 3.11	\$ (0.98)	\$ 0.42	\$ (1.80)	\$ (0.66)	\$ 0.44
Shares Used In Computing Diluted Net (Loss) Income Per Share Attributable to EnerNOC, Inc.	27,923,861	28,461,111	31,434,164	27,406,087	28,790,665	28,007,756	28,327,867	34,623,574
Net (Loss) Income Attributable to EnerNOC, Inc.	\$ (30,413)	\$ (27,385)	\$ 96,673	\$ (26,781)	\$ 12,094	\$ (50,301)	\$ (18,780)	\$ 12,987
Adjustments:								
Stock-based compensation expense	4,227	3,799	4,135	3,902	16,063	4,409	3,321	3,656
Amortization of acquired intangible assets	1,883	2,479	2,391	2,499	9,252	3,918	4,027	3,662
Direct and incremental expenses related to acquisitions or divestitures ¹	946	413	197	1,994	3,550	1,382	221	69
Direct and incremental expenses related to restructuring ⁴	-	-	-	-	-	-	1,240	-
Debt discount portion of convertible debt	-	-	474	1,000	1,474	992	1,028	1,043
Tax impact of items listed above	-	-	(3,548)	1,062	(2,486)	-	-	-
Non-GAAP Net (Loss) Income Attributable to EnerNOC, Inc.	\$ (23,357)	\$ (20,694)	\$ 100,322	\$ (16,324)	\$ 39,947	\$ (39,600)	\$ (8,943)	\$ 21,417
Non-GAAP Diluted Net (Loss) Income Per Share Attributable to EnerNOC, Inc.	\$ (0.84)	\$ (0.73)	\$ 3.50	\$ (0.60)	\$ 1.39	\$ (1.41)	\$ (0.32)	\$ 0.74
Shares Used In Computing Non-GAAP Diluted Net (Loss) Income Per Share Attributable to EnerNOC, Inc.	27,923,861	28,461,111	28,672,242	27,406,087	28,790,665	28,007,756	28,327,867	28,848,646
Stock-Based Compensation Expense								
Selling and marketing	\$ 1,193	\$ 1,372	\$ 1,512	\$ 1,411	\$ 5,488	\$ 1,643	\$ 308	\$ 1,243
General and administrative	2,696	2,108	2,262	2,159	9,225	2,430	2,696	2,061
Research and development	338	319	361	332	1,350	336	317	351
Total Stock-Based Compensation Expense	\$ 4,227	\$ 3,799	\$ 4,135	\$ 3,902	\$ 16,063	\$ 4,409	\$ 3,321	\$ 3,655
Reconciliation of Adjusted EBITDA								
Net (Loss) Income Attributable to EnerNOC, Inc.	\$ (30,413)	\$ (27,385)	\$ 96,673	\$ (26,781)	\$ 12,094	\$ (50,301)	\$ (18,780)	\$ 12,987
Adjustments - Depreciation and amortization	7,365	7,842	7,960	8,250	31,417	9,834	9,914	9,511
Adjustments - Stock-based compensation	4,227	3,799	4,135	3,902	16,063	4,409	3,321	3,656
Adjustments - Direct and incremental expenses related to acquisitions or divestitures ¹	946	413	197	1,994	3,550	1,382	221	69
Adjustments - Direct and incremental expenses related to restructuring ⁴	-	-	-	-	-	-	1,240	-
Adjustments - Other expense (income), net ¹	(574)	(374)	2,224	2,423	3,699	4,657	(1,705)	2,814
Adjustments - Interest expense	450	603	1,523	2,080	4,656	2,292	2,240	2,253
Adjustments - Provision for (benefit from) income taxes ²	(425)	(1,186)	12,441	(5,939)	4,891	(2,285)	345	417
Adjusted EBITDA	\$ (18,424)	\$ (16,288)	\$ 125,153	\$ (14,071)	\$ 76,370	\$ (30,012)	\$ (3,204)	\$ 31,707
Reconciliation of Free Cash Flow								
Cash provided by (used in) operating activities	\$ (11,566)	\$ 16,937	\$ 22,949	\$ 30,727	\$ 59,047	\$ (19,118)	\$ (2,879)	\$ 3,771
Adjustments - Net cash provided by the sale of assets or disposals of components of an entity	-	6,446	-	1,600	8,046	-	2,991	-
Adjustments - Purchases of property and equipment	(6,113)	(6,118)	(5,625)	(6,305)	(24,161)	(4,540)	(8,421)	(4,763)
Free cash flow	\$ (17,679)	\$ 17,265	\$ 17,324	\$ 26,022	\$ 42,932	\$ (23,658)	\$ (8,309)	\$ (992)

(1) - Represents costs primarily related to acquisitions for third party professional services (legal, accounting, valuation) and severance.

(2) - Represents costs associated with reorganizing the business for our continued enterprise and utility focus.

(3) - Other expense primarily relates to foreign currency (gains) losses.

(4) - Excludes discrete tax benefit of (\$330) and discrete tax provision of \$1,102 recorded during the three and nine month periods ended September 30, 2014 related to the Company's sale of the USC business component.