

Ameresco, Inc.
111 Speen Street, Suite 410
Framingham, MA 01701

July 19, 2010

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549
Attn: Hagen Ganem

Re: Ameresco, Inc.
Registration Statement on Form S-1
File No. 333-165821
Request for Acceleration

Ladies and Gentlemen:

Pursuant to Rule 461 promulgated under the Securities Act of 1933, as amended, Ameresco, Inc. (the "Registrant") hereby requests acceleration of the effective date of its Registration Statement on Form S-1 (File No. 333-165821), as amended (the "Registration Statement"), so that it may become effective at 4:00 p.m. (Washington, D.C. time) on July 21, 2010, or as soon thereafter as practicable.

The Registrant hereby acknowledges that:

- (i) should the U.S. Securities and Exchange Commission (the "Commission") or the staff, acting pursuant to delegated authority, declare the Registration Statement effective, it does not foreclose the Commission from taking any action with respect to the Registration Statement;
- (ii) the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the Registration Statement effective, does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosure in the Registration Statement; and
- (iii) the Registrant may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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Very truly yours,

Ameresco, Inc.

By: /s/ David J. Corrsin

Name: David J. Corrsin

Title: Executive Vice President and General
Counsel