

**MORGAN STANLEY & CO. LLC.**  
1585 Broadway  
New York, New York 10036

**J.P. MORGAN SECURITIES LLC**  
383 Madison Avenue  
New York, NY 10179

**BARCLAYS CAPITAL INC.**  
745 Seventh Avenue  
New York, NY 10019

June 17, 2015

**VIA EDGAR AND E-MAIL**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attn: Mara L. Ransom

Re: TerraForm Power, Inc.  
Registration Statement on Form S-1 (File No. 333-204033)

Ladies and Gentlemen:

As the representatives of the several underwriters of the proposed public offering of common stock of TerraForm Power, Inc. (the "Company"), we hereby join the Company's request for acceleration of the above-referenced Registration Statement, requesting effectiveness as of 4:00 p.m., Eastern Time, on June 18, 2015, or as soon thereafter as practicable.

Pursuant to Rule 460 of the General Rules and Regulations under the Securities Act of 1933, as amended, we wish to advise you that we intend to effect the following distribution of the Company's Preliminary Prospectus dated June 17, 2015, through the time of effectiveness:

Preliminary Prospectus dated June 17, 2015:

3000 copies to 3000 prospective underwriters, institutional investors, dealers and others.

We, the undersigned, as representatives of the several underwriters, have complied and will continue to comply, and we have been informed by the participating underwriters that they have complied and will continue to comply, with Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

[Signature Page Follows]

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Very truly yours,

**Morgan Stanley & Co. LLC**

By: /s/ Tom Boyle

Name: Tom Boyle

Title: Executive Director

**J.P. Morgan Securities LLC**

By: /s/ Geoffrey Paul

Name: Geoffrey Paul

Title: Managing Director

**Barclays Capital Inc.**

By: /s/ Victoria Hale

Name: Victoria Hale

Title: Vice President

[TERP – Acceleration Request]

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