

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>TerraForm Power, Inc.</b>		2 Issuer's employer identification number (EIN) <b>46-4780940</b>	
3 Name of contact for additional information <b>James McNeill, Chief Tax Officer</b>	4 Telephone No. of contact <b>(314) 770-7394</b>	5 Email address of contact <b>jmcneill@sunedison.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>13736 Riverport Drive, Suite 1000</b>		7 City, town, or post office, state, and Zip code of contact <b>Maryland Heights, MO 63043</b>	
8 Date of action <b>2015 - see below</b>		9 Classification and description <b>Common Stock</b>	
10 CUSIP number <b>88104R100</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>TERP</b>	13 Account number(s) <b>N/A</b>

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **TerraForm Power, Inc. made quarterly cash distributions to the holders of its Common Stock during 2015 as follows:**

<b>March 16, 2015</b>	<b>\$0.27/share</b>
<b>June 15, 2015</b>	<b>\$0.325/share</b>
<b>September 15, 2015</b>	<b>\$0.335/share</b>
<b>December 15, 2015</b>	<b>\$0.35/share</b>

**Each distribution constitutes a return of capital.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Of the distributions paid during 2015, 100% are to be treated as a return of capital. The portion of the distributions that constitute a return of capital will decrease the shareholder's basis in their TerraForm Power, Inc. Common Stock.**

Date of Distribution	Distribution per Share	Return of Capital per Share
<b>March 16, 2015</b>	<b>\$0.27</b>	<b>\$0.27</b>
<b>June 15, 2015</b>	<b>\$0.325</b>	<b>\$0.325</b>
<b>September 15, 2015</b>	<b>\$0.335</b>	<b>\$0.335</b>
<b>December 15, 2015</b>	<b>\$0.35</b>	<b>\$0.35</b>

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Distributions made during 2015 were in excess of earning and profits. The amount that exceeds earnings and profits is considered a return of capital.**

