

Mail Stop 3561

February 5, 2010

Randall Holmes
Chief Executive Officer
The Ridgewood Power Growth Fund
1314 King Street
Wilmington, Delaware 19801

**Re: The Ridgewood Power Growth Fund
Preliminary Proxy Statement on Schedule 14A
Filed December 21, 2009
File No. 000-25935**

Dear Mr. Holmes:

We have completed our review of your preliminary proxy statement on Schedule 14A and have no further comments at this time.

Sincerely,

H. Christopher Owings
Assistant Director

cc: Karl M. Strait, McGuireWoods LLP
By Facsimile