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William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

JUL 15 2014

Washington, DC 20549

NASDAQ[®]
THE NASDAQ OMX GROUP

CERTNAS
001-36542

By Electronic Mail

July 15, 2014

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on July 15, 2014, The Nasdaq Stock Market (the "Exchange") received from TerraForm Power, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Class A Common Stock, \$0.01 par value

We further certify that this security has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery