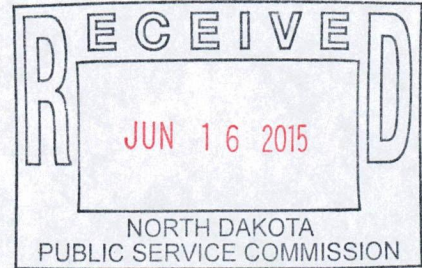


June 10, 2015

North Dakota Public Service Commission
Attn: Darrell Nitschke, Executive Director
12th Floor, Dept. 408
600 E. Boulevard Avenue
Bismarck, ND 58505



**RE: Notification of Acquisition Affecting Ownership of Antelope Hills Wind Project, LLC
Antelope Hills Wind Project, LLC
Antelope Hills Transmission Line Project
Mercer County, North Dakota
Case No. PU-14-678**

Dear Mr. Nitschke:

Following informal discussions with Mr. Jerry Lein and other North Dakota Public Service Commission ("Commission") staff, Antelope Hills Wind Project, LLC would like to provide formal notification to the Commission that, effective April 2, 2015, SUNE North Dakota Holdings, LLC has acquired all of the equity interests of Antelope Hills Wind Project, LLC from Infinity Wind Holdings, LLC. SunEdison Inc., the ultimate parent of SUNE North Dakota Holdings, LLC, is the world's largest renewable energy development company. SunEdison Inc. develops, finances, installs, owns and operates wind and solar power plants throughout the United States, delivering predictably priced electricity to its residential, commercial, government and utility customers.

Antelope Hills Wind Project, LLC remains the owner of the Antelope Hills Transmission Line Project and responsible for compliance with the terms and conditions of Route Permit Number 173 and Certificate of Corridor Compatibility Number 161, both issued on January 7, 2015. Antelope Hills Wind Project, LLC will continue to manage ongoing development and construction activities for the Antelope Hills Transmission Line Project. Thus, Antelope Hills Wind Project, LLC is not seeking transfer of either Route Permit Number 173 or Certificate of Corridor Compatibility Number 161. Rather, this notice is being provided to the Commission to ensure that the Commission is aware of the change in Antelope Hills Wind Project, LLC's upstream ownership.

Antelope Hills Wind Project, LLC has also provided formal notice of the acquisition to Mercer County and has reached out to project landowners via mail and in person about the change in ownership of Antelope Hills Wind Project, LLC. During the week of May 11, 2015, SunEdison Inc. held landowner meetings in Golden Valley, North Dakota for the Antelope Hills Wind Energy Project. During those meetings, the project team described the upstream ownership change, provided a project update, and shared a draft project schedule. SunEdison, Inc. is committed to continuing to work closely with landowners and the local communities through project development, construction and operation.

Please do not hesitate to contact Jeremy Miller, Development Manager, at jmiller1@sunedison.com or (949) 243-6456, or Pete Sullivan, Vice President of Project Development, at psullivan@sunedison.com or (617) 620-7850, with any questions or comments.

Sincerely,

Sunflower Wind Project, LLC
By: SUNE North Dakota Holdings, LLC, its Member
Imraan Mir
Assistant Secretary

SunEdison
179 Lincoln St. Suite 500
Boston, MA 02111
617-960-2888

45 **PU-14-678** Filed: 6/16/2015 Pages: 1
Letter notice re change of ownership

SunEdison Inc.
Imraan Mir

