

JUDITH H. FULLER  
404.885.3243 telephone  
404.962.6615 facsimile  
judith.fuller@troutmansanders.com

# TROUTMAN SANDERS

TROUTMAN SANDERS LLP  
Attorneys at Law  
Bank of America Plaza  
600 Peachtree Street NE, Suite 5200  
Atlanta, Georgia 30308-2216  
404.885.3000 telephone  
troutmansanders.com

September 22, 2016

Mr. Reece McAlister  
Executive Secretary  
Georgia Public Service Commission  
244 Washington Street, S.W.  
Atlanta, GA 30334

**RE: Request for Approval of Change of Control Transaction concerning SDD  
Solar Project 4, LLC; Docket No. 16573**

Dear Mr. McAlister:

On December 8, 2011, Georgia Power Company ("Georgia Power") entered into an Agreement for the Purchase of Solar Energy and Renewable Energy Credits from a Renewable Resource with Solar Design and Development, LLC ("PPA") to purchase the energy output from the one (1) megawatt ("MW") Upson County Solar Farm Development Project #1 facility (the "Project"). The Georgia Public Service Commission ("Commission") approved this PPA on December 28, 2011. Since that time, the Commission has approved Georgia Power's consent to several changes of control transactions and PPA assignments with respect to the Project.

Solar Design sold the Project and assigned the PPA to SDD Solar Project 4, LLC, ("Upson"), whose sole member was Origis Holdings USA, Inc, ("Origis") (Commission approval obtained on July 5, 2012). Origis then sold the Project to GA Solar Holdings, LLC (Commission approval obtained on December 8, 2014). The upstream owner of GA Solar Holdings is RET Holdings, LLC ("RET"). In August 2016, RET entered into a Membership Interest Purchase Agreement with Axiom US Solar Holdings LLC ("Axiom") under which RET intends to sell and Axiom intends to indirectly acquire all of the issued and outstanding limited liability company membership interests in Upson.

Section 18.1 of the PPA requires Georgia Power's consent to any Change of Control Transaction. The respective parties have negotiated the required Consent document and Georgia Power now respectfully requests the Commission's approval to execute the Consent. A copy of the Consent has been provided to the Commission Staff. If you have any questions, please call me at 404-885-3243.

Sincerely,

Judith H. Fuller

c: Ms. Jamie Barber