

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SUNEDISON, INC., et al.,	:	Case No. 16-10992 (SMB)
	:	
Debtors. ¹	:	(Joint Administration Pending)
	:	
	:	

**DECLARATION OF HOMER PARKHILL IN RESPONSE TO CERTAIN REQUESTS
TO APPOINT AN OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

I, Homer Parkhill, hereby declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I submit this declaration in response to certain requests to appoint an official committee of equity security holders.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream Holdco Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); and TerraForm Private Holdings, LLC (5993). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

² I previously submitted a similar declaration at docket no. 451 (the "Parkhill OEC Declaration") in further support of the Debtors' Omnibus Response To Requests To Appoint An Official Committee Of Equity Security Holders [Docket No. 450] (the "OEC Response"). Capitalized terms used herein and not otherwise defined shall have the same meaning ascribed to them in the OEC Response.

2. Except as otherwise indicated, I have personal knowledge of the information contained herein, either directly or through professionals at Rothschild working at my direction, members of management of the Debtors, or the Debtors' other advisors. If I were called to testify, I would testify competently to the facts set forth herein.

3. I understand that a number of additional requests (the "Requests") have been made by certain equity holders to form an equity committee since the Court entered its order denying the appointment of an official equity committee at docket no. 975 (the "Equity Committee Opinion"). Unfortunately, the facts of the Debtors' situation lead to the inevitable conclusion that the ability to pay all creditors and return any value to equity holders is entirely unlikely.

4. As I noted in the OEC Declaration and as supplemented on the record at the hearing held on July 14, 2016, the principal assets available to be sold by the Debtors include the Debtors' ownership interests in TERP and GLBL and their interests in the Company's operating assets (*e.g.*, renewable energy projects, servicing business, etc.). As for the former, based on the average trading prices in the public markets over the past 30 days ending on January 10, 2017, the indicated value of the Company's approximately 35% equity interests in TERP and GLBL was approximately \$870 million. With respect to the Company's operating assets, as stated in the Status Report by John S. Dubel [Docket No. 1979] (the "Dubel Status Report"), the Debtors presently project that they will generate net proceeds through the end of the third quarter of 2017 of \$285 million. Additionally, as of December 19, 2016 the Debtor has approximately \$137 million of operating cash on the balance sheet. The Debtors also estimate that an incremental \$175 million of estimated earn-outs and opportunities may potentially be recognized. These amounts plus the estimated \$870 million of the Company's approximately

35% equity interests in TERP and GLBL results in total net asset sales proceeds of approximately \$1.2 billion after repayment of all approximately \$251 million of DIP borrowings as highlighted by the table below:

	Amount \$
Description:	
Operating cash available as of 12/19/2016 ¹	\$137
Anticipated total net proceeds through Q3 2017 ²	285
Estimated earn-outs / opportunities ³	175
Sub-Total ³	597
Less: New Money DIP borrowings, net of paydown ²	(251)
Sub-Total	346
TERP / GLBL 30 day VWAP ⁵	870
Total	\$1,216

Footnotes:

- 1 Does not include restricted cash or any amounts held in foreign jurisdictions
- 2 Per Status Report by John S. Dubel [Docket No. 1979]
- 3 Debtor estimated range of potential earn-outs and opportunities that may be recognized, with potential for upside
- 4 Amounts exclude estimated fixed, restructuring and other costs
- 5 Per bloomberg as of January 10, 2017

5. Although the approximately \$1.2 billion of estimated total net asset proceeds (excluding estimated fixed, restructuring and other costs) is not a formal valuation of the Debtors, it is an estimate based on detailed cost projections as well as informed project and business transaction data (with the exception of the Yieldco estimates which are based on public market pricing as a value proxy for the Debtors ownership interest). As set forth above, the trading prices which formed the basis of the Court's determination in July 2016 are not drastically different than current trading prices of TERP and GLBL (TERP and GLBL's share prices closed at \$13.44 and \$4.35, respectively, on January 10, 2017). Moreover, the other values estimated in the OEC Declaration and my OEC Hearing testimony have not changed materially and, therefore, the Court's prior value assumptions that underpin the Equity Committee Opinion are sound.

6. The Debtors hope to reorganize around their equity interests in the Yieldcos and the earnouts they have received in various sale transactions. However, for equity holders to realize any value, the total distributable proceeds would have to increase by a factor of over four times in excess of the asset values set forth above before the Debtors would come close to satisfying their approximately \$4.6 billion³ in secured and general unsecured claims (which amount does not include any amounts for contingent and litigation related claims). In light of the foregoing, I think it entirely unlikely that there will be any distributable value available for distribution to equity.

Dated: January 11, 2017
New York, New York

/s/ Homer Parkhill
Homer Parkhill

³ The \$4.6 billion claims hurdle reflects approximately \$1.3 billion of secured claims and approximately \$3.3 billion on general unsecured claims as scheduled on the SOFA / SOAL. As of the bar date, a total of \$43.7 billion of general unsecured claims were asserted against the SunEdison debtor entities. Excluding duplicates and claims asserted against multiple debtors, this number is reduced to \$7.4 billion. The debtors are in the process of analyzing the merits of these claims *vis à vis* the \$3.3 billion included in the statements and schedules.