Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308-2216

troutman.com

Charles F. Palmer
charles.palmer@troutman.com

Novermber 27, 2023

Mr. Reece McAllister
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, Georgia 30334-5701

Re: Docket No. 39853 - TSOE License No. 511 - GreenSky, LLC

Dear Mr. McAlister:

GreenSky holds TSOE License No. 511. The purpose of this letter is to provide the Georgia Public Service Commission ("Commission") advance notice of a proposed change in the indirect ownership of GreenSky, LLC ("GreenSky") and the proposed transfer of TSOE License No. 511 to a downstream affiliate of GreenSky (the "Transaction"). The direct ownership of GreenSky will remain unchanged. The Transaction is expected to close on or about December 31, 2023 (the "Closing Date"), subject to regulatory approvals and the satisfaction or waiver of other closing conditions.

Pre- and Post-Closing Organizational Charts for the Transaction are enclosed. As shown on the charts, there will be no changes to the direct owner, officers, personnel, or day-to-day management of GreenSky as a result of this Transaction. GreenSky will retain its EIN. This change of control solely involves a parent company two levels above GreenSky. GreenSky is currently owned and will continue to be owned by GreenSky Holdings, LLC, which is currently ultimately owned by Goldman Sachs Bank USA. The change solely relates to Goldman Sachs Bank USA.

Goldman Sachs Bank USA entered into a definitive purchase agreement with Magenta Purchaser Corp. on October 11, 2023. Pursuant to the purchase agreement, Magenta Purchaser Corp. will acquire 100% of the equity interest in GreenSky Holdings LLC. All the voting interest in Magenta Purchaser Corp. is owned by Magenta Intermediate Holdings Inc. Magenta Intermediate Holdings Inc.'s voting interest is 100% owned by Magenta Holdco GP LLC. Magenta Holdco GP LLC's voting interests are held by individuals, the following of whom hold 10% or more: Michael Dryden; Michael O'Hanlon; and Kristy Gilbert.

Accordingly, on or about December 31, 2023, subject to the satisfaction or waiver of certain conditions to closing set forth in the definitive purchase agreement between the parties and upon the consummation of the Transaction, Magenta Purchaser Corp.; Magenta Intermediate Holdings Inc.; Magenta Holdco GP LLC; and the individuals noted above will become new indirect owners of GreenSky, and Goldman Sachs Bank USA will no longer be an indirect owner of the

GreenSky. Again, there will be no changes to the direct owner, officers, personnel or day-to-day management of GreenSky as a result of this Transaction.

As shown on the Post-Transaction Organizational Chart, the Transaction also entails the proposed transfer of TSOE License No. 511 to a downstream affiliate of GreenSky. GreenSky Servicing, LLC, which is a Georgia limited liability company, would become the new holder of TSOE License No. 511.

This letter requests approval, to the extent required, of this Commission of the Transaction as it relates to GreenSky. It is respectfully submitted that the Transaction will have no effect on the use of TSOE License No. 511. It is respectfully requested that the Commission provide any approval or letter as soon as reasonably possible in order that the Transaction may close on or about December 31, 2023.

If the Commission should have any questions regarding this letter or the Transaction, please do not hesitate to contact me. Thank you for your assistance and cooperation.

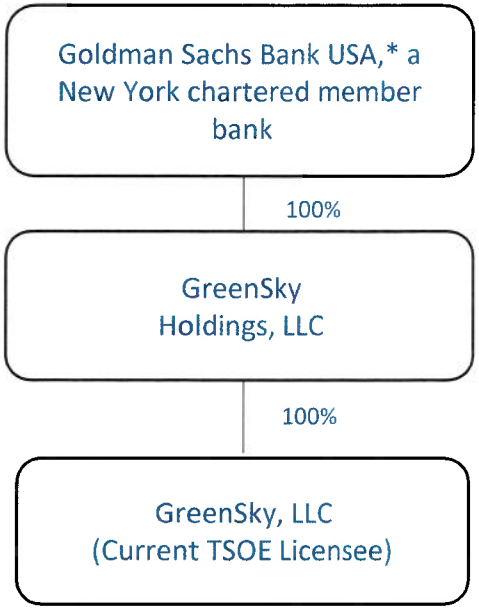
Sincerely,

Charles F. Palmer

CFP:mja
Enclosures

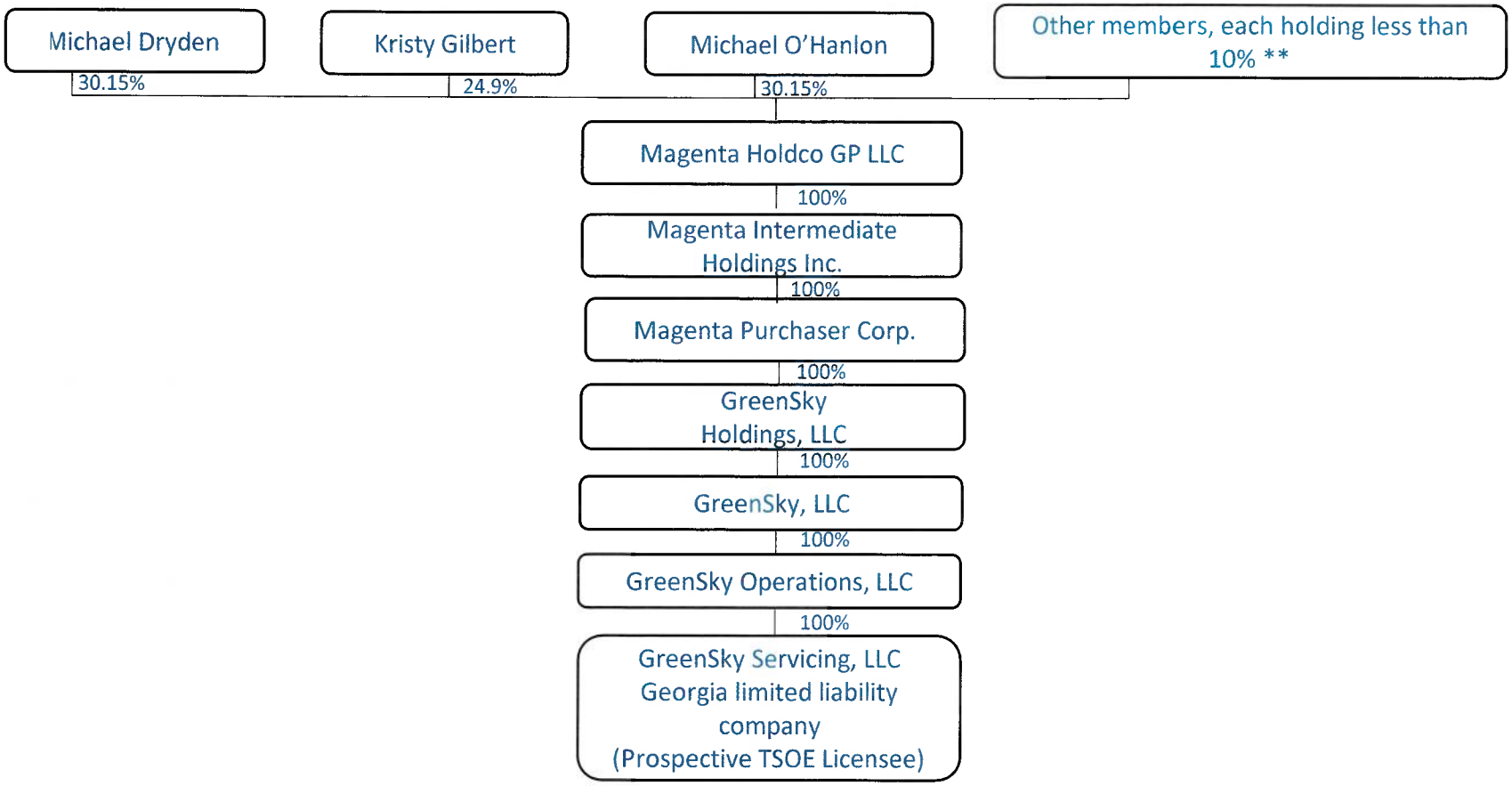
cc: Mr. Leon Bowles
Ms. Tonika Starks

GreenSky, LLC
Pre-Transaction Organizational Chart



*Goldman Sachs Bank USA, a New York chartered member bank, is owned 100 percent by The Goldman Sachs Group, Inc., a publicly traded company on the New York stock exchange (stock symbol: GS). No individual (natural person) owns 10% or more, directly or indirectly, of the Licensee. This organization chart is presented for the purpose of identifying the reportable ownership of the Licensee and is not intended to identify all subsidiary and/or affiliate relationships.

GreenSky Servicing, LLC (NMLS ID #1416362)
Post-Transaction Organizational Chart*



*Effective on or about December 31, 2023

** No other natural person or entity will own more than 10% or 25%, respectively, of GreenSky Servicing, LLC

This organization chart is presented for the purpose of identifying the reportable ownership of the Licensee and is not intended to identify all subsidiary and/or affiliate relationships.