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agreements in form and substance reasonably satisfactory to the Administrative Agent from those tenants of such leased properties.

- (k) Other Real Property Information. The Administrative Agent shall have received such other certificates, documents and information as are reasonably requested by the Lenders, including, without limitation, landlord agreements/waivers, engineering and structural reports, permanent certificates of occupancy and evidence of zoning compliance, each in form and substance reasonably satisfactory to the Administrative Agent.
- (l) Collateral / Further Assurances / Additional Evidence. At any time, and from time to time, upon reasonable request by the Administrative Agent or any Lender, each Loan Party will, at the Borrower's or such Loan Party's expense, (i) correct any defect, error or omission which may be discovered in the form or content of any of the Loan Documents, and (ii) make, execute, deliver and record, or cause to be made, executed, delivered and recorded, any and all further instruments, certificates and other documents as may, in the reasonable opinion of Administrative Agent or any Lender, be necessary or desirable in order to complete, perfect or continue and preserve the Liens and security interests of the Mortgages. Upon any failure by such Loan Party to do so, the Administrative Agent may make, execute and record any and all such instruments, certificates and other documents for and in the name of such Loan Party, all at the sole expense of the Borrower or such Loan Party, and such Loan Party hereby appoints the Administrative Agent the agent and attorney-in-fact of such Loan Party to do so, this appointment being coupled with an interest and being irrevocable. Without limitation of the foregoing, each Loan Party irrevocably authorizes the Administrative Agent at any time and from time to time to file any financing statements, amendments thereto and continuation statements deemed necessary or desirable by the Administrative Agent to establish or maintain the validity, perfection and priority of the Liens and security interests granted in the Mortgages, and each Loan Party ratifies any such filings made by the Administrative Agent prior to the date hereof. From and after the time any Mortgage is recorded and encumbers a Mortgaged Property pursuant to the terms hereof, such Loan Party shall promptly deliver to the Administrative Agent a copy of each such instrument and evidence of its proper filing or recording, as necessary. From and after the time any Mortgage is recorded and encumbers a Mortgaged Property pursuant to the terms hereof, such Loan Party will cause all of the applicable Collateral to be subject at all times to first priority, perfected Liens in favor of the Administrative Agent for the benefit of the Lenders to secure the Secured Obligations pursuant to the terms and conditions of the Loan Documents. Further, Borrower shall provide such other assurances, certificates, documents, consents or opinions as Administrative Agent or any Lender may reasonably require.

\*\*\* Confidential treatment has been requested for the bracketed portions. The confidential redacted portion has been omitted and filed separately with the Securities and Exchange Commission.

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**SCHEDULE 5.10****Insurance**

| <b><u>Loan Party</u></b> | <b><u>Carrier</u></b> | <b><u>Policy Number</u></b> | <b><u>Expiration Date</u></b> | <b><u>Type</u></b> | <b><u>Amount</u></b> | <b><u>Deductibles</u></b> |
|--------------------------|-----------------------|-----------------------------|-------------------------------|--------------------|----------------------|---------------------------|
| SolarCity Corporation    | [carrier]             | [policy number]             | [expiration date]             | [insurance type]   | [coverage amount]    | [deductible]              |
| SolarCity Corporation    | [carrier]             | [policy number]             | [expiration date]             | [insurance type]   | [coverage amount]    | [deductible]              |
| SolarCity Corporation    | [carrier]             | [policy number]             | [expiration date]             | [insurance type]   | [coverage amount]    | [deductible]              |
| SolarCity Corporation    | [carrier]             | [policy number]             | [expiration date]             | [insurance type]   | [coverage amount]    | [deductible]              |

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**SCHEDULE 5.12**

**Pension Plans**

None.

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**SCHEDULE 5.20(a)****Subsidiaries, Partnerships and Other Equity Investments**

| <b>Subsidiary</b>                          | <b>Owner(s)</b>                      | <b>Outstanding</b> | <b>by Loan Party</b> | <b>Number(s)</b> | <b>by Loan Party</b> | <b>Class/Nature</b>  |
|--|--------------------------------------|--------------------|----------------------|------------------|----------------------|----------------------|
| AU Solar I, LLC                            | SolarCity AU Holdings, LLC           | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Banyan SolarCity Manager 2010, LLC         | SolarCity Arbor Holdings, LLC        | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Banyan SolarCity Owner 2010, LLC           | Banyan SolarCity Manager 2010, LLC   | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Beatrix Solar I, LLC                       | SolarCity Orange Holdings, LLC       | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Bernese Solar Manager I, LLC               | SolarCity Alpine Holdings, LLC       | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Building Solutions Acquisition Corporation | SolarCity Corporation                | 1,000              | 1,000                | 1                | 100%                 | Common               |
| Clydesdale SC Solar I, LLC                 | SolarStrong, LLC                     | 100 Class A        | 100 Class A          |                  | 100% Class A         | Managing Member      |
| Eiger Lease Co, LLC                        | Bernese Solar Manager I, LLC         | 951 Class B        | 951 Class B          |                  | 100% Class B         | Managing Member      |
| Fontane Solar I, LLC                       | SolarCity Village Holdings, LLC      | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Haymarket Holdings, LLC <sup>2</sup>       | SolarCity Fund Holdings, LLC         | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Haymarket Manager 1, LLC <sup>2</sup>      | Haymarket Holdings, LLC              | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Haymarket Solar 1, LLC <sup>2</sup>        | Haymarket Manager 1, LLC             | 100 Class A        | 100 Class A          |                  | 100% Class A         | Managing Member      |
| Ikehu Manager I, LLC                       | SolarCity Ulu Holdings, LLC          | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| IL Buono Solar I, LLC                      | SolarCity Amphitheatre Holdings, LLC | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Landlord 2008-A LLC                        | SolarRock, LLC                       |                    |                      |                  | 51%                  | Managing Member      |
| Master Tenant 2008-A LLC                   | Master Tenant 2008-A LLC             |                    |                      |                  | 49%                  | Master Tenant Member |
|  | SolarRock, LLC                       |                    |                      |                  | 1%                   | Managing Member      |
| Matterhorn Solar I, LLC                    | SolarCity Alpine Holdings, LLC       | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Monte Rosa Solar I, LLC                    | SolarCity Alpine Holdings, LLC       | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Mound Solar Manager V, LLC                 | SolarCity Arches Holdings, LLC       | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |
| Mound Solar Master Tenant V, LLC           | Mound Solar Manager V, LLC           |                    |                      |                  | 0.01%                | Managing Member      |
| Mound Solar Owner V, LLC                   | Mound Solar Manager V, LLC           |                    |                      |                  | 50.01%               | Managing Member      |
|  | Mound Solar Master Tenant V, LLC     |                    |                      |                  | 49.99%               | Master Tenant Member |
| MS SolarCity 2008, LLC                     | SolarCity Holdings 2008, LLC         | 100 Class A        | 100 Class A          |                  | 100% Class A         | Managing Member      |
| MS SolarCity Commercial 2008, LLC          | MS SolarCity 2008, LLC               | Sole Member        | Sole Member          |                  | 100%                 | Sole Member          |

\*\*\* Confidential treatment has been requested for the bracketed portions. The confidential redacted portion has been omitted and filed separately with the Securities and Exchange Commission.

| Subsidiary                           | Owner(s)                             | Outstanding      | by Loan Party                                     | Number(s) | by Loan Party                         | Class/Nature  |
|--------------------------------------|--------------------------------------|------------------|---|-----------|---------------------------------------|---|
| MS SolarCity Residential 2008, LLC   | MS SolarCity 2008, LLC               | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| NBA SolarCity AFB, LLC               | SolarCity Grand Canyon Holdings, LLC | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| NBA SolarCity Commercial I, LLC      | SolarCity Grand Canyon Holdings, LLC | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| NBA SolarCity Solar Phoenix, LLC     | SolarCity Grand Canyon Holdings, LLC | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| Pukana La Solar I, LLC               | Ikehu Manager I, LLC                 | 100 Class A      | 100 Class A                                       |           | 100% Class A                          | Managing Member   |
| Sequoia Pacific Holdings, LLC        | SolarCity Arbor Holdings, LLC        | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| Sequoia Pacific Manager I, LLC       | Sequoia Pacific Holdings, LLC        | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| Sequoia Pacific Solar I, LLC         | Sequoia Pacific Manager I, LLC       | 1000 Class B     | 1000 Class B                                      |           | 100% Class B                          | Class B   |
| Sequoia SolarCity Owner I, LLC       | SolarCity Arbor Holdings, LLC        | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| Solar Marketing, Inc.                | SolarCity Corporation                | 0 (at this time) | 1,000,000 shares will be owned by SolarCity Corp. |           | 100% will be owned by SolarCity Corp. | 1,000,000 common shares to be issued to SolarCity Corp. |
| Solar Marsh, LLC                     | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Alpine Holdings, LLC       | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Amphitheatre Holdings, LLC | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Arbor Holdings, LLC        | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Arches Holdings, LLC       | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity AU Holdings, LLC           | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Community Fund, LLC *      | SolarCity Engineering, Inc.          |                  |   |           | 0.01%                                 | Managing Member   |
|                                      | SolarCity New Markets Manager, LLC   |                  |   |           | 99.99%                                | Non-Managing Administrative Member                      |
| SolarCity Engineering, Inc.          | SolarCity Corporation                | 10,000           | 10,000  | C-1       | 100%                                  | Common  |
| SolarCity Fund Holdings, LLC         | SolarCity Corporation                | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Giants Holdings, LLC       | SolarCity Corporation                | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Grand Canyon Holdings, LLC | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |
| SolarCity Holdings 2008, LLC         | SolarCity Fund Holdings, LLC         | Sole Member      | Sole Member                                       |           | 100%                                  | Sole Member   |

\*\*\* Confidential treatment has been requested for the bracketed portions. The confidential redacted portion has been omitted and filed separately with the Securities and Exchange Commission.

| <u>Subsidiary</u>                          | <u>Owner(s)</u>                            | <u>Outstanding</u> | <u>by Loan Party</u> | <u>Number(s)</u> | <u>by Loan Party</u> | <u>Class/Nature</u>     |
|--|--|--------------------|----------------------|------------------|----------------------|-------------------------|
| SolarCity International, Inc.              | SolarCity Corporation                      | 10,000             | 10,000               | C-1              | 100%                 | Common                  |
| SolarCity Investments Canada Ltd.          | SolarCity International, Inc.              | 10,000             | 10,000               | 1                | 100%                 | Common                  |
| SolarCity Mid-Atlantic Holdings, LLC       | SolarCity Corporation                      | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarCity New Markets Manager, LLC *       | SolarCity Fund Holdings, LLC               | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarCity Orange Holdings, LLC             | SolarCity Fund Holdings, LLC               | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarCity Ulu Holdings, LLC                | SolarCity Fund Holdings, LLC               | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarCity Village Holdings, LLC            | SolarCity Fund Holdings, LLC               | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarRock, LLC                             | SolarCity Fund Holdings, LLC               | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarStrong Holdings, LLC                  | SolarCity Corporation                      | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| SolarStrong, LLC                           | SolarStrong Holdings, LLC                  | 100 Class B        | 100 Class B          |                  | 100%                 | Managing Member Class B |
| USB SolarCity Manager 2009, LLC            | SolarCity Arches Holdings, LLC             | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| USB SolarCity Manager 2009-2010, LLC       | SolarCity Arches Holdings, LLC             | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| USB SolarCity Manager III, LLC             | SolarCity Arches Holdings, LLC             | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| USB SolarCity Manager IV, LLC              | SolarCity Arches Holdings, LLC             | Sole Member        | Sole Member          |                  | 100%                 | Sole Member             |
| USB SolarCity Master Tenant 2009, LLC      | USB SolarCity Manager 2009, LLC            |                    |                      |                  | 0.01%                | Managing Member         |
| USB SolarCity Master Tenant 2009-2010, LLC | USB SolarCity Manager 2009-2010, LLC       |                    |                      |                  | 0.01%                | Managing Member         |
| USB SolarCity Master Tenant III, LLC       | USB SolarCity Manager III, LLC             |                    |                      |                  | 0.01%                | Managing Member         |
| USB SolarCity Master Tenant IV, LLC        | USB SolarCity Manager IV, LLC              |                    |                      |                  | 0.01%                | Managing Member         |
| USB SolarCity Owner 2009, LLC              | USB SolarCity Manager 2009, LLC            |                    |                      |                  | 50.01%               | Managing Member         |
|  | USB SolarCity Master Tenant 2009, LLC      |                    |                      |                  | 49.99%               | Master Tenant Member    |
| USB SolarCity Owner 2009-2010, LLC         | USB SolarCity Manager 2009-2010, LLC       |                    |                      |                  | 50.01%               | Managing Member         |
|  | USB SolarCity Master Tenant 2009-2010, LLC |                    |                      |                  | 49.99%               | Master Tenant Member    |
| USB SolarCity Owner III, LLC               | USB SolarCity Manager III, LLC             |                    |                      |                  | 50.01%               | Managing Member         |
|  | USB SolarCity Master Tenant III, LLC       |                    |                      |                  | 49.99%               | Master Tenant Member    |
| USB SolarCity Owner IV, LLC                | USB SolarCity Manager IV, LLC              |                    |                      |                  | 50.01%               | Managing Member         |
|  | USB SolarCity Master Tenant IV, LLC        |                    |                      |                  | 49.99%               | Master Tenant Member    |

\*\*\* Confidential treatment has been requested for the bracketed portions. The confidential redacted portion has been omitted and filed separately with the Securities and Exchange Commission.

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\* Indicates unused and inactive subsidiaries that SolarCity is in the process of dissolving.

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**SCHEDULE 5.20(b)**

**Loan Parties**

|   |   |
|---|---|
| Exact Legal Name of Loan Party:                                     | SolarCity Corporation   |
| Previous Legal Names within the 4 months prior to the Closing Date: | None  |
| Jurisdiction of Organization/Incorporation:                         | Delaware  |
| Type of Organization:   | Corporation   |
| Jurisdictions where Qualified to do Business:                       | Arizona<br>California<br>Colorado<br>Connecticut<br>Delaware<br>District of Columbia Florida<br>Hawaii<br>Maryland<br>Massachusetts<br>Nevada<br>New Hampshire<br>New Jersey New Mexico<br>New York<br>Ohio<br>Oregon<br>Pennsylvania<br>Tennessee<br>Texas<br>Utah<br>Virginia<br>Washington |
| Address of Chief Executive Office:                                  | 3055 Clearview Way<br>San Mateo, CA 94402   |
| Address of Principal Place of Business:                             | 3055 Clearview Way<br>San Mateo, CA 94402   |

\*\*\* Confidential treatment has been requested for the bracketed portions. The confidential redacted portion has been omitted and filed separately with the Securities and Exchange Commission.



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|  |   |
|--|---|
| U.S. Federal Taxpayer Identification Number, or Unique Identification Number (as applicable)       | 02-0781046  |
| Organizational Identification Number (if any):   | 4178768   |
| Ownership Information (e.g. publicly held, if private or partnership—identity of owners/partners): | Private<br>10% stockholders:<br>Elon Musk<br>Draper Fisher Jurvetson and affiliates |
| Industry or Nature of Business:  | Clean energy services and products  |

\*\*\* Confidential treatment has been requested for the bracketed portions. The confidential redacted portion has been omitted and filed separately with the Securities and Exchange Commission.

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**SCHEDULE 5.21(b)****Intellectual Property****Copyrights:** None.**Patents:**

|                       |     |  |     |           |                         |                      |
|-----------------------|-----|--|-----|-----------|-------------------------|----------------------|
| SolarCity Corporation | USA | Methods of Processing Information in Solar Energy System                                       | RCE | Granted   | 12/040,693<br>8,249,902 | 02/29/08<br>08/21/12 |
| SolarCity Corporation | USA | Methods of Processing Information in Solar Energy System                                       | CON | Pending   | 13/589,771              | 08/20/12             |
| SolarCity Corporation | USA | Renewable Energy System Monitor  | PRI | Granted   | 12/046,236<br>7,904,382 | 03/11/08<br>03/08/11 |
| SolarCity Corporation | USA | Renewable Energy System Monitor  | RCE | Granted   | 13/020,661<br>8,175,964 | 02/03/11<br>05/08/12 |
| SolarCity Corporation | USA | Renewable Energy System Monitor  | RCE | Granted   | 12/047,860<br>7,925,552 | 03/13/08<br>04/12/11 |
| SolarCity Corporation | USA | Renewable Energy System Monitor  | CON | Published | 13/051,744              | 03/18/11             |
| SolarCity Corporation | USA | Supply Side Backfeed Meter Socket Adapter  | PRI | Granted   | 12/166,205<br>7,648,389 | 07/01/08<br>01/19/10 |
| SolarCity Corporation | USA | Energy Services  | RCE | Published | 12/199,242              | 08/27/08             |
| SolarCity Corporation | USA | Renewable Energy Employee and Employer Group Discounting                                       | RCE | Published | 12/203,145              | 09/03/08             |
| SolarCity Corporation | USA | A Platform/Method for Evaluating Aggregating and Placing of Renewable Energy Generating Assets | RCE | Pending   | 11/942,930              | 11/20/07             |
| SolarCity Corporation | USA | Quick Release Mechanism for Solar Panels   | RCE | Published | 11/936,343              | 11/07/07             |

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