

<u>Location</u>	<u>Address</u>	<u>County</u>	<u>Leased or owned</u>	<u>If leased, name of lessor</u>	<u>To the extent owned, approximate fair market value of such property</u>
Bakersfield	5206 Young Street, Suites C & D Bakersfield, CA 93311	Kern	Leased	[lessor]	N/A
Berkeley	5206 Young Street, Suites C & D Bakersfield, CA 93311	Alameda	Leased	[lessor]	N/A
Foster City	391 Foster City Blvd Foster City, CA 94404	San Mateo	Leased	[lessor]	N/A
Fresno	2310 N. Larkin Ave Fresno, CA 93727	Fresno	Leased	[lessor]	N/A
Los Angeles	6334 Arizona Place Los Angeles, CA 90045	Los Angeles	Leased	[lessor]	N/A
Lancaster (Resi)	249 East Avenue K8 Bldg 2, Units 109, 111 & 113 Lancaster, CA 93534	Los Angeles	Leased	[lessor]	N/A
Pomona	2896 Metropolitan Place Pomona, CA 91767	Los Angeles	Leased	[lessor]	N/A
Sacramento	2709 Academy Way Sacramento, CA 95815	Sacramento	Leased	[lessor]	N/A
San Diego	5183 Mercury Point San Diego, CA 92111	San Diego	Leased	[lessor]	N/A
Santa Ana	2165 South Grand Ave Santa Ana, CA 92705	Orange	Leased	[lessor]	N/A
Temecula	42345 Avenida Alvarado, Suite B Temecula, CA 92590	Riverside	Leased	[lessor]	N/A
Torrance	1347 West Storm Parkway Torrance, CA 90501	Los Angeles	Leased	[lessor]	N/A
Denver	490 East 76th Ave, Unit 3A Denver, CO 80229	Adams	Leased	[lessor]	N/A
Parker	15960 Parkerhouse Road Parker, CO 80134	Douglas	Leased	[lessor]	N/A
Rocky Hill	714 Brook Street Rocky Hill, CT 06067	Hartford	Leased	[lessor]	
Wethersfield	61 Arrow Road, #202 Wethersfield, CT 06109	Hartford	Leased	[lessor]	

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Mililani	599 Kahelu Ave Mililani, HI 96789	Honolulu	Leased	[lessor]	N/A
Marlborough	24 St Martin Drive Marlborough, MA 01752	Middlesex	Leased	[lessor]	N/A
Beltsville	9000 Virginia Manor Road, # 250 Beltsville, MD 20705	Prince George's	Leased	[lessor]	N/A
Silver Spring	2319 Stewart Ave Silver Spring, MD 20910	Montgomery	Leased	[lessor]	N/A
Cherry Hill	1930 East Marlton Pike, Bldg Q Cherry Hill, NJ 08003	Camden	Leased	[lessor]	N/A
Princeton	100 Overlook Center, 2nd Floor (2 offices) Princeton NJ 08540	Mercer	Leased	[lessor]	N/A
Colonie	12 Petra Lane Colonie, NY 12205	Albany	Leased	[lessor]	N/A
Albany	6 Vatrano Road Albany, NY 12205	Albany	Leased	[lessor]	N/A
Brooklyn	155 Water St 2nd Floor, Unit 3 Brooklyn, NY 11201	Kings	Leased	[lessor]	N/A
Portland	6132 NE 112th Avenue Portland, OR 97220	Multnomah	Leased	[lessor]	N/A
Broomall	800 Parkway Blvd Broomall, PA 19008	Delaware	Leased	[lessor]	N/A
Dallas	10430 Shady Trail, Suite 108 Dallas, TX 75220	Dallas	Leased	[lessor]	N/A
Ontario	55 City View Drive Toronto, ON M9W 1J1, Canada	Ontario (province)	Leased	[lessor]	N/A
Phoenix	235 S. 56th Street Chandler, AZ	Maricopa	Leased	[lessor]	N/A
Hayward	23541 Eichler St Hayward, CA 94545	Alameda	Leased	[lessor]	N/A

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Rancho Cucamonga	122 Arrow Route Rancho Cucamonga, CA 91739	San Bernardino	Leased	[lessor]	N/A
Allentown	235 S. 56th Street Allentown, PA 18106	Lehigh	Leased	[lessor]	N/A
Westchester	203 Ridgewood Drive Elmsford, NY 10523	Westchester	Leased	[lessor]	N/A
Honolulu	933 N. Nimitz Hwy Honolulu, HI 96817	Honolulu	Leased	[lessor]	N/A
Cranbury Township	Corporate Drive, Bldg 9 Cranbury Township, NJ 08512	Middlesex	Leased	[lessor]	N/A

(D)¹

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Hayward	23541 Eichler St Hayward, CA 94545	Alameda	Leased	[lessor]	N/A
Rancho Cucamonga	122 Arrow Route Rancho Cucamonga, CA 91739	San Bernardino	Leased	[lessor]	N/A
Allentown	235 S. 56th Street Allentown, PA 18106	Lehigh	Leased	[lessor]	N/A
Westchester	203 Ridgewood Drive Elmsford, NY 10523	Westchester	Leased	[lessor]	N/A
Honolulu	933 N. Nimitz Hwy Honolulu, HI 96817	Honolulu	Leased	[lessor]	N/A
Cranbury Township	Corporate Drive, Bldg 9 Cranbury Township, NJ 08512	Middlesex	Leased	[lessor]	N/A

¹ Information provided for warehouses that hold more than \$1 million in Collateral.

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SCHEDULE 5.21(h)

Material Contracts

- (1) Office Lease Agreement, between Locon San Mateo, LLC and SolarCity Corporation, dated as of July 30, 2010
- (2) First Amendment to Lease, between Locon San Mateo, LLC and SolarCity Corporation, dated as of November 15, 2010
- (3) Second Amendment to Lease, between Locon San Mateo, LLC and SolarCity Corporation, dated as of March 31, 2011
- (4) Term Loan Agreement between SolarCity Corporation and U.S. Bank National Association, dated as of January 24, 2011
- (5) First Amendment to Term Loan Agreement between SolarCity Corporation and U.S. Bank National Association, dated as of May 1, 2011
- (6) Second Amendment to Term Loan Agreement between SolarCity Corporation and U.S. Bank National Association, dated as of October 19, 2011
- (7) Third Amendment to Term Loan Agreement between SolarCity Corporation and U.S. Bank National Association, dated as of March 6, 2012
- (8) Fourth Amendment and Waiver to Term Loan Agreement between SolarCity Corporation and U.S. Bank National Association, dated as of June 28, 2012
- (9) Credit Agreement among SolarCity Corporation, Bank of America, N.A., Goldman Sachs Bank USA, Credit Suisse AG, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, dated as of March 8, 2012
- (10) All Tax Equity Documents (as such term is defined in the Credit Agreement) delivered to Administrative Agent's counsel as of the Closing Date and all other Tax Equity Documents inspected by Administrative Agent's counsel pursuant to Section 6.10(b) of the Credit Agreement.

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SCHEDULE 7.01**Existing Liens**

1. Restricted Cash Account, American Express (Account Number [account number]); and
2. The following liens filed with the Secretary of States of the States set forth below:

	Jurisdiction	UCC File No. and Date	Secured Party	Collateral
1.	Delaware Secretary of State	2008-2988010 09/04/08	FPC Funding II, LLC	Lease Filing (Modules)
2.	Delaware Secretary of State	2008-3330089 10/01/08	IBM Credit LLC	Lease Filing (specific equipment).
3.	Delaware Secretary of State	2008 3763305 11/10/08	Wells Fargo Bank, N.A.	Specific equipment
4.	Delaware Secretary of State	90892031 3/19/09	Duvera Billing Services, LLC	All Performance Based Incentive Rebates in connection with the Otay Mesa Border Station 247 pursuant to the Purchase Agreement dated 5/31/08)
5.	Delaware Secretary of State	20100180624 01/11/10	MB Financial Bank, N.A.	Lease Filing (specific equipment).
6.	Delaware Secretary of State	2010-0302145 01/28/10	Wells Fargo Bank, N.A.	Specific equipment
7.	Delaware Secretary of State	2010-0302152 01/28/10	Wells Fargo Bank, N.A.	Specific equipment
8.	Delaware Secretary of State	2010-1125677 04/01/10	IBM Credit LLC	Lease Filing (specific equipment).
9.	Delaware Secretary of State	2010-2039547 06/11/10	Wells Fargo Bank, N.A.	Specific equipment
10.	Delaware Secretary of State	2010-2047672 06/11/10	Wells Fargo Bank, N.A.	Specific equipment
11.	Delaware Secretary of State	2010-2159626 06/21/10	National Bank of Arizona	Specific equipment (Inverter and module).
12.	Delaware Secretary of State	2010-3134925 09/08/10	US Bank National Association	All contents of account held at US Bank Account No. XXXXX0449.
13.	Delaware Secretary of State	2011-0285174 01/25/11	U.S. Bank National Association	All vehicles financed by Secured Party.
14.	Delaware Secretary of State	2011-0816531 03/04/11	Wells Fargo Bank, N.A.	Specific equipment
15.	Delaware Secretary of State	2011-2165754 06/07/11	Toyota Motor Credit Corporation	Specific equipment

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	Jurisdiction	UCC File No. and Date	Secured Party	Collateral
16.	Delaware Secretary of State	2011-2446816 06/27/11	NMHG Financial Services, Inc.	All leased equipment.
17.	Delaware Secretary of State	2011-3270702 08/23/11	CIT Technology Financing Services, Inc.	Lease Filing (specific equipment).
18.	Delaware Secretary of State	2011-3553388 09/16/11	CIT Finance LLC	Lease Filing (specific equipment)
19.	Delaware Secretary of State	2011-3935734 10/13/11	CIT Finance LLC	Lease Filing (specific equipment)
20.	Delaware Secretary of State	2011-4198639 10/31/11	CIT Finance LLC	Lease Filing (specific equipment)
21.	Delaware Secretary of State	2011-4202845 10/31/11	CIT Finance LLC	Lease Filing (specific equipment).
22.	Delaware Secretary of State	2012-0795379 02/29/12	U.S. Bank Equipment Finance	Specific equipment
23.	Delaware Secretary of State	2012-0902686 03/08/12	Bank of America, N.A., as Agent	Inverters and Modules ("Procurement Inventory"), Procurement Contracts and Proceeds
24.	Delaware Secretary of State	2012-0994279 03/14/12	Dell Financial Services L.L.C.	Lease Filing (specific equipment)
25.	Delaware Secretary of State	2012-1038399 03/19/12	Wells Fargo Bank, N.A.	Specific equipment
26.	Delaware Secretary of State	2012-1421157 04/12/12	Dell Financial Services L.L.C.	Lease Filing (specific equipment)
27.	Delaware Secretary of State	2012-1928169 05/02/12	Toyota Motor Credit Corporation	Specific equipment
28.	Delaware Secretary of State	2012-1936626 05/02/12	Toyota Motor Credit Corporation	Lease Filing (specific equipment)
29.	California Secretary of State	07-7118378052 06/21/07	De Lage Landen Financial Services, Inc.	Specific equipment
30.	California Secretary of State	07-7122101374 07/20/07	De Lage Landen Financial Services, Inc.	Specific equipment
31.	California Secretary of State	07-7122137272 07/20/07	De Lage Landen Financial Services, Inc.	Specific equipment
32.	California Secretary of State	08-7147214256 02/14/08	De Lage Landen Financial Services, Inc	Specific equipment
33.	California Secretary of State	08-7172233578 09/17/08	Wells Fargo Bank, N.A.	Specific equipment
34.	California Secretary of State	09-7189791112 03/06/09	Landlord 2008-A, LLC	Specific equipment leases.
35.	California Secretary of State	09-7199010208 06/10/09	USB SolarCity Owner 2009, LLC	Specific equipment leases.

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	Jurisdiction	UCC File No. and Date	Secured Party	Collateral
36.	California Secretary of State	10-7220393582 01/20/10	USB SolarCity Owner 2009-2010, LLC	Specific equipment leases.
37.	California Secretary of State	10-7220398416 01/20/10	USB SolarCity Owner III, LLC	Specific equipment leases.
38.	California Secretary of State	10-7226137746 03/22/10	Canon Financial Services	Specific leased and financed equipment.

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SCHEDULE 7.02

Existing Indebtedness

- (1) Unconditional Guaranty, dated as of August 23, 2011, by SolarCity Corporation in favor of PPL Electric Utilities Corporation (guaranteeing the performance of Sol Sytems, LLC .up to \$58,860).
- (2) Letter of Credit Number SLCPDX05244 dated December 30, 2010 issued by U.S. Bank National Association in favor of Locon San Mateo, LLC for \$200,000.
- (3) Letter of Credit Number SLCPDX05319 dated March 29, 2011 issued by U.S. Bank National Association in favor of Locon San Mateo, LLC for \$200,000.
- (4) Letter of Credit Number SLCPDX05206 dated November 3, 2010 issued by U.S. Bank National Association in favor of Locon San Mateo, LLC for \$200,000.
- (5) Letter of Credit Number SLCPDX05153 dated September 7, 2010 issued by U.S. Bank National Association in favor of Locon San Mateo, LLC for \$200,000.
- (6) Letter of Credit Number SLCPDX05383 dated June 14, 2011 issued by U.S. Bank National Association in favor of Locon San Mateo, LLC for \$200,000.
- (7) Letter of Credit Number LC 590052 dated December 19, 2008 issued by Bridge Bank in favor of MS SolarCity Commercial 2008, LLC initially issued for \$399,975.65 and decreasing over time.
- (8) Letter of Credit Number LC5900-601 dated March 9, 2012 issued by Bridge Bank in favor of WU/LH 203 Ridgewood L.L.C. for \$106,666.68.

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SCHEDULE 7.03

Existing Investments

1. Series A Preferred Stock in Clean Currents, Inc., a Delaware corporation.

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EXHIBIT A

**Form of
Administrative Questionnaire**

See attached

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