

CONSOLIDATED FINANCIAL STATEMENTS

SolarCity Corporation
Years Ended December 31, 2008 and 2009
With Report of Independent Auditors

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation
Consolidated Financial Statements
Years Ended December 31, 2009 and 2008

Contents

Report of Independent Auditors.....1

Audited Consolidated Financial Statements

Consolidated Balance Sheets2

Consolidated Statements of Operations3

Consolidated Statement of Stockholders' Equity4

Consolidated Statements of Cash Flows.....5

Notes to Consolidated Financial Statements.....6

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Report of Independent Auditors

The Board of Directors and Stockholders
SolarCity Corporation

We have audited the accompanying consolidated balance sheets of SolarCity Corporation (the "Company") as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2009 and 2008, and the results of its consolidated operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

_____, 2010

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1

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SolarCity Corporation
Consolidated Balance Sheets
(In Thousands, Except Share Par Values)

Redacted

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2

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Consolidated Statements of Operations

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3

SolarCity Corporation
Consolidated Statement of Stockholders' Equity

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PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

SolarCity Corporation
Consolidated Statements of Cash Flows
(In Thousands)

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PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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5

SB_GT&S_0761134

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

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PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

12

SB_GT&S_0761141

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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14

SB_GT&S_0761143

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

18

SB_GT&S_0761147

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

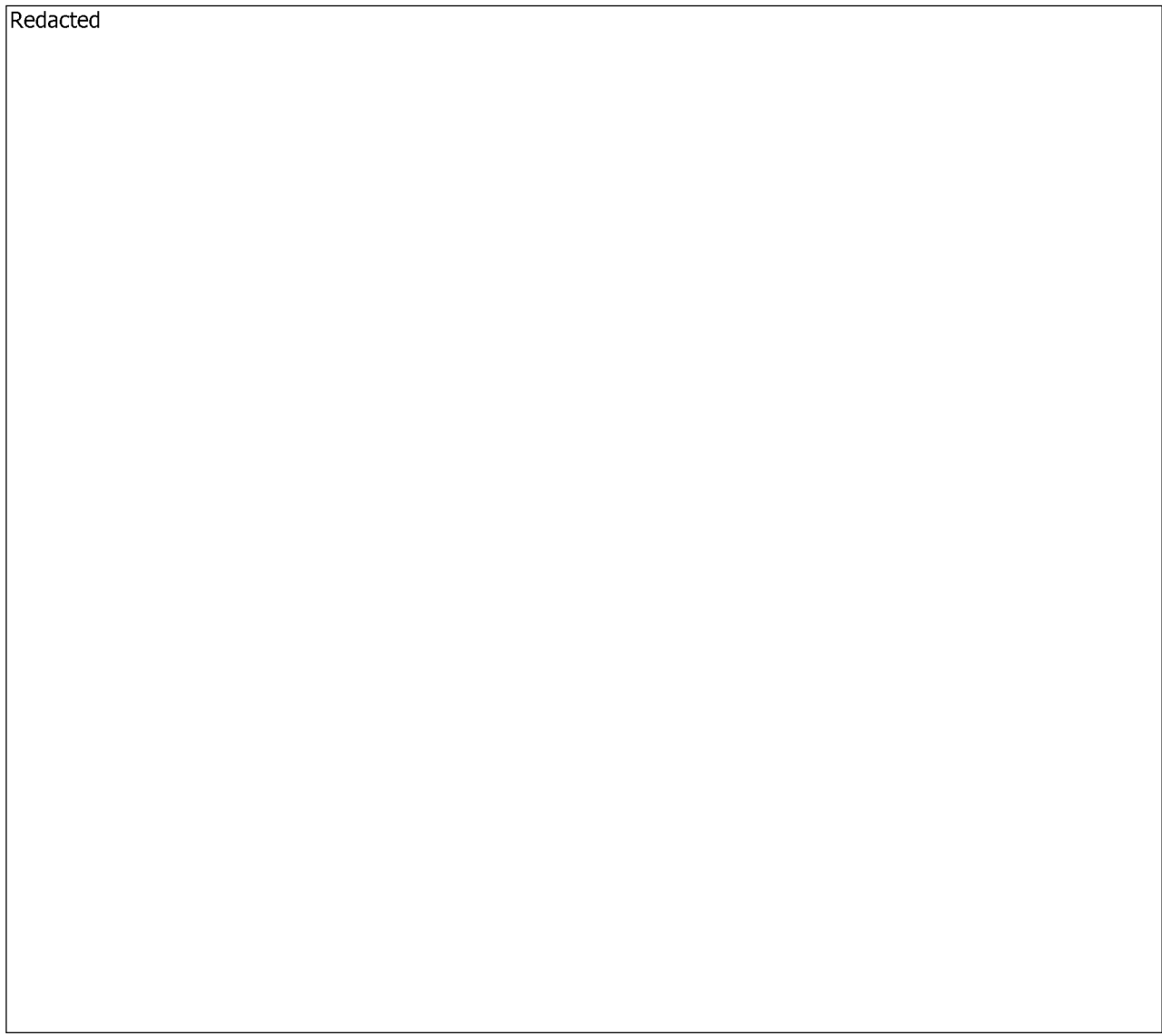
0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted



PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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22

SB_GT&S_0761151

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

25

SB_GT&S_0761154

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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30

SB_GT&S_0761159

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

31

SB_GT&S_0761160

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

32

SB_GT&S_0761161

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

37

SB_GT&S_0761166

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

38

SB_GT&S_0761167

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

39

SB_GT&S_0761168

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

40

SB_GT&S_0761169

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

42

SB_GT&S_0761171

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

45

SB_GT&S_0761174

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

CONFIDENTIAL - PRODUCED BY PG&E UNDER PUBLIC UTILITIES CODE § 583

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted

PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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47

SB_GT&S_0761176

SolarCity Corporation

Notes to Consolidated Financial Statements (continued)

Redacted



PRELIMINARY AND TENTATIVE FOR DISCUSSION ONLY

0908-1085568

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48

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