


United States Bankruptcy Court District of Delaware		Voluntary Petition																																																												
Name of Debtor (if individual, enter Last, First, Middle): Solar Trust of America, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):																																																												
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																																																												
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 90-0504430		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																																																												
Street Address of Debtor (No. and Street, City, and State): 2301 Enterprise Parkway, Suite 400 Beachwood, OH ZIP CODE 44122		Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE																																																												
County of Residence or of the Principal Place of Business: Cuyahoga County		County of Residence or of the Principal Place of Business:																																																												
Mailing Address of Debtor (if different from street address): 1111 Broadway, 5th Floor Oakland, CA ZIP CODE 94607		Mailing Address of Joint Debtor (if different from street address): ZIP CODE																																																												
Location of Principal Assets of Business Debtor (if different from street address above): 1111 Broadway, 5th Floor Oakland, CA ZIP CODE 94607																																																														
<p style="text-align: center;">Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <hr/> <p style="text-align: center;">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding or against debtor is pending</p>	<p style="text-align: center;">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)</p>	<p style="text-align: center;">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose.</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>																																																												
<p style="text-align: center;">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>		<p style="text-align: center;">Chapter 11 Debtors</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D)</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D)</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).</p> <p>Check all applicable boxes</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. a small business debtor as defined in 11 U.S.C. § 1126(b)</p>																																																												
<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p> <p>Estimated Number of Creditors</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table> <p>Estimated Assets</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table> <p>Estimated Liabilities</p> <table style="width:100%; border-collapse: collapse;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>		<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<p>THIS SPACE IS FOR COURT USE ONLY</p>
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Solar Trust of America, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment A		Case Number:	
District: District of Delaware		Date Filed:	
		Relationship:	
		Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petition that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Solar Trust of America, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> X _____ Signature of Debtor	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
X _____ Signature of Joint Debtor	<input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
_____ Telephone Number (if not represented by attorney)	X _____ (Signature of Foreign Representative)
_____ Date	X _____ (Printed Name of Foreign Representative)
_____ Date	_____ Date
<p style="text-align: center;">Signature of Attorney*</p> X _____ Signature of Attorney for Debtors	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> _____ Printed Name and title, if any, of Bankruptcy Preparer
Michael R. Nestor Young Conaway Stargatt & Taylor, LLP The Brandywine Building 1000 West Street, 17th Floor Wilmington, DE 19801-0391 (302) 571-6600	_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)
Date: April 2, 2012	_____ Address
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	X _____ Date
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> X  Signature of Authorized Individual	Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Edward Kleinschmidt President and Chief Operating Officer	Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.
Date: April 2, 2012	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
	<p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

ATTACHMENT A TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, April 2, 2012, each of the related entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), will file or have filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). Contemporaneously with the filing of their voluntary petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities:

Solar Trust of America, LLC (90-0504430)

Solar Millennium, Inc. (42-1769886)

STA Development, LLC (20-3209964)

STA Contracting, LLC (27-2198039)

Amargosa Valley Solar I, LLC (27-2462615)

Amargosa Valley Solar II, LLC (26-1790481)

Palo Verde Solar I, LLC (26-2611503)

Palo Verde Solar II, LLC (26-2611587)

Palen Solar I, LLC (26-2611669)

Palen Solar II, LLC (26-2611728)

CA Solar 10, LLC (26-2611779)

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SOLAR TRUST OF AMERICA, LLC**

THE UNDERSIGNED, being all of the directors of Solar Trust of America, LLC (the "Company"), a Delaware limited liability company, acting pursuant to applicable law and the limited liability company agreement of the Company do hereby adopt, approve, and consent to the following resolutions as of the date set forth below:

WHEREAS, the undersigned have reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions; and

WHEREAS, the undersigned have received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the undersigned, it is desirable and in the best interests of the Company, its creditors, and members, that a voluntary petition (the "Petition") be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that subject to the approval of all of the members of the Company, the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that subject to the approval of all of the members of the Company, RPA Advisors, LLC or any of its officers, directors, managers, or duly authorized agents (collectively the "Restructuring Advisors"), be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware commencing a case (the "Bankruptcy Case") and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel to represent and assist the Company in carrying out its duties



under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Restructuring Advisors be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that the law firm of K&L Gates LLP ("K&L Gates") be, and hereby is, authorized and empowered to represent the Company, as special corporate counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Restructuring Advisors be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of K&L Gates; and it is further

RESOLVED, that the Restructuring Advisors be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ, subject to the approval of the board of directors of the Company, an investment banking firm to represent the Company as its investment banker in connection with the NextEra Energy Resources, LLC ("NextEra") stalking-horse bid transaction for a minimum fee related to such transaction not in excess of \$900,000; and in connection therewith, the Restructuring Advisors be, and each of them, acting alone, hereby is, authorized, directed, and empowered on behalf of and in the name of the Company to execute appropriate retention agreements, pay retainers as appropriate prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that the Restructuring Advisors be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ an agent for claims noticing and service as required by the local rules of the U.S. Bankruptcy Court for the District of Delaware, and in connection therewith, the Restructuring Advisors be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such agent; and it is further

RESOLVED, that the Restructuring Advisors be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to obtain post-petition financing pursuant to the credit agreement currently under negotiation with NextEra (the "NextEra Financing"); and in connection therewith, to the extent authorized by the board of directors of the Company, the Restructuring Advisors are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further



RESOLVED, that the Restructuring Advisors be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of the NextEra Financing by (i) pledging or granting liens mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the authorized person executing the same, the execution thereof by such authorized person to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Restructuring Advisors be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered on behalf of and in the name of the Company to negotiate, execute and consummate a key employee incentive plan for the benefit of certain employees of the Company on terms and conditions that such Restructuring Advisors may consider necessary and proper to achieve the successful prosecution of the Bankruptcy Case; provided, however, that the aggregate amount distributable through such plan shall not exceed \$1.5 million; and it is further

RESOLVED, that the Restructuring Advisors be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such documents as may be required or as such authorized person may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the administrative obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such documents to be executed and delivered in such form, as the authorized person performing or executing the same shall approve, and the performance or execution thereof by such authorized person shall be conclusive evidence of the approval thereof by such authorized person and by the Company; and it is further

RESOLVED, that STA Development, LLC, by its manager and/or RPA Advisors, LLC, be and hereby is authorized to file a voluntary petition on behalf of STA Development, LLC under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that STA Contracting, LLC, by its manager and/or RPA Advisors, LLC, be and hereby is authorized to file a voluntary petition on behalf of STA Contracting, LLC under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified;



IN WITNESS WHEREOF, the undersigned have executed this Action as of this
30th day of March 2012.

DIRECTORS:



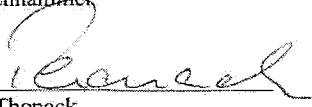
Josef Eichhammer

Werner Thonack

IN WITNESS WHEREOF, the undersigned have executed this Action as of this
30th day of March 2012.

DIRECTORS:

Josef Eichhammer



Werner Thonack

**LIST OF EQUITY INTEREST HOLDERS FOR
SOLAR TRUST OF AMERICA, LLC**

<i>Equity Holder</i>	<i>Address</i>	<i>Number and Kind of Interests</i>	<i>Percentage Interest</i>
Solar Millennium, Inc.	1111 Broadway 5th Floor Oakland, California 94607	Membership Interest	70%
Ferrostaal Incorporated	363 North Sam Houston Parkway E Suite 1710 Houston, TX 77060	Membership Interest	30%

DECLARATION UNDER PENALTY OF PERJURY

I, Edward Kleinschmidt, the undersigned authorized signatory of Solar Trust of America, LLC, a Delaware limited liability company, declare under penalty of perjury that I have reviewed the above ownership statement and that it is true and correct to the best of my information and belief.

Dated: April 2, 2012
Oakland, California

SOLAR TRUST OF AMERICA, LLC
a Delaware limited liability company



Edward Kleinschmidt
President and Chief Operating Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SOLAR TRUST OF AMERICA, LLC, et al.,
a Delaware limited liability company,

Debtors.¹

Chapter 11

Case No. 12-[_____] ([____])

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

Solar Trust of America, LLC, a Delaware limited liability company, and certain of its direct and indirect affiliates and subsidiaries, the debtors and debtors in possession in the above captioned cases (collectively the “Debtors”), have each filed a voluntary petition in this Court for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, et seq. This list of creditors holding the 30 largest unsecured claims (the “Top 30 List”) has been prepared on a consolidated basis, from the Debtors’ books and records as of March 30, 2012. The Top 30 List was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization and/or amount of any claim.

¹ The Debtors in these chapter 11 cases, and the last four digits of their employer tax identification number, are: Solar Trust of America, LLC (4430), STA Development, LLC (9964), STA Contracting, LLC (8039), Amargosa Valley Solar I, LLC (2615), Amargosa Valley Solar II, LLC (0481), Palo Verde Solar I, LLC (1503), Palo Verde Solar II, LLC (1587), Palen Solar I, LLC (1669), Palen Solar II, LLC (1728), CA Solar 10, LLC (1779), and Solar Millennium, Inc. (9886). The corporate headquarters address for the Debtors is 1111 Broadway, 5th Floor, Oakland, California 94607.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SOLAR TRUST OF AMERICA, LLC, et al.,
a Delaware limited liability company,

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Chapter 11

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Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim [if secured also state value of security]
1	Kiewit Power Engineers Co.	Kiewit Power Engineers Co. PO Box 841025 Dallas, TX 75284-1025 Phone: Fax: 913-689-4262	Trade		\$3,115,947
2	Citi	Citi 388 Greenwich Street, 34th Floor New York, NY 10013 Phone: Fax:	Services		\$3,068,936
3	Wildlands California Holdings, LLC	Wildlands California Holdings, LLC 3855 Atherton Rd Rocklin CA, CA 95765 Phone: Fax: 916-435-3556	Option Contract		\$2,770,528
4	Solarhybrid US Holding Company, Inc.	Solarhybrid US Holding Company, Inc. 220 Montgomery St., 15th Floor San Francisco, CA 94104 Phone: 415-788-7009 Fax:	Loan		\$2,437,000

² As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

5	Milbank, Tweed, Hadley & McCloy LLP	Milbank, Tweed, Hadley & McCloy LLP ATTN: Office of the Controller 1 Chase Manhattan Plaza New York, NY 10005-1413 Phone: 212- 530-5648 Fax: 212-530-5219	Services		\$2,157,927
6	McKinsey & Company	McKinsey & Company P.O.Box 7247-7255 Philadelphia, PA 19170-7255 Phone: Fax: 215-594-4500	Services		\$2,150,000
7	Deutsche Bank	Deutsche Bank 60 Wall Street New York, NY 10005 Phone: Fax: 212-797-4421	Services		\$1,505,501
8	Chevron Energy Solution, Inc.	Chevron Energy Solution, Inc. 345 California 18th Floor San Francisco CA, 94104-2624 Phone: Fax: 415-733-4950	Trade debt		\$1,000,000
9	Paul, Hastings, Janofsky & Walker LLP	Paul, Hastings, Janofsky & Walker LLP 55 Second St., 24th Floor San Francisco, CA 94105 Phone: 415- 856-7000 Fax: 415-856-7110	Services		\$993,409

10	AECOM Inc.	AECOM Inc. 1178 Paysphere Circle Chicago, IL 60674 Phone: 510-622-6600 Fax: 510-834-4304	Trade		\$810,340
11	McGuire Woods	McGuire Woods Dominion Tower, 23rd Floor Pittsburgh, PA 15222 Phone: 804-775-7334 Fax: 412-667-6050	Services		\$535,650
12	Valley Electric Association	Valley Electric Association 800 E Highway 372 P.O. Box 237 Pahrump, NV 89041-0237 Phone: 775-727-5312 Fax: 775-727-6320	Trade		\$513,000
13	Morrison & Foerster LLP	Morrison & Foerster LLP File No. 72497 P O Box 60000 San Francisco, CA 94160-2497 Phone: 415-268-7000 Fax: 415-268-7522	Services		\$503,137
14	BLM (Nevada)	BLM (Nevada) Pahrump Field Office 4701 N. Torrey Pines Drive Las Vegas, NV 89130 Phone: Fax:	Government Contract		\$420,238
15	Galati & Blek LLP	Galati & Blek LLP 455 Capitol Mall, Ste 350 Sacramento, CA 95814 Phone: 916- 441-6575 Fax: 916-441-6553	Services		\$401,173

16	Kai Schmidt	Kai Schmidt 580 County Line Road Gates Mills, OH 44040 Phone: Fax:	Non-Officer Severance		\$283,600
17	Towers Wastson Delaware Inc	Towers Wastson Delaware Inc 345 California Steet, suite 1500 San Francisco CA, DE 94104 Phone: Fax: 415-733-4199	Services		\$96,312
18	APCO Worldwide, Inc.	APCO Worldwide, Inc. 700 12th Street, NW. Suite 800 Washington, DC 20005 Phone: Fax: 202-466-6002	Rent		\$92,902
19	UBS Securities LLC	UBS Securities LLC 299 Park Avenue New York New York, 10171 Phone: Fax: 212-821-3285	Services		\$91,209
20	Orrick, Herrington & Sutcliffe LLP	Orrick, Herrington & Sutcliffe LLP File 72887 P.O. Box 61000 San Francisco, CA 94161-2887 Phone: 202-339-8437 Fax: 304-231-2501	Services		\$65,267
21	Geneerco, Inc	Geneerco, Inc 8562 Otis Street PO Box 1607 South Gate, CA 90280 Phone: 323 564-2661 Fax:	Services		\$59,824

22	KPMG LLP	KPMG LLP Dept. 0970 P.O. Box 120001 Dallas, TX 75312-0970 Phone: Fax: 216-916-4932	Services		\$56,350
23	Global Finance Corporation	Global Finance Corporation 5222 Fiore Bella Las Vegas, NV 89135-3240 Phone: Fax: 713-705-4459	Trade / Development		\$45,671
24	Lakota Partners / MP	Lakota Partners / MP 213 Rhododendron Dr Chapel Hill, NC 27517 Phone: 919-360-8715 Fax: 919-967-8970	Services		\$45,000
25	Kaempfer Crowell Renshaw Gronauer, LTD	Kaempfer Crowell Renshaw Gronauer, LTD 8345 W. Sunset Road, Ste 250 Las Vegas, NV 89113 Phone: 702-792-7000 Fax: 702-796-7181	Services		\$43,303
26	Ellison, Schneider & Harris, LLP	Ellison, Schneider & Harris, LLP 2600 Capital Ave., Ste 400 Sacramento, CA 95816-5905 Phone: 916-447-2166 Fax: 916-477-3512	Services		\$37,638
27	Passantino Andersen	Passantino Andersen 42225 10th Street West, Suite A Lancaster, CA 93534 Phone: 661- 538-1100 Fax: 661-793-6627	Services		\$35,541

28	Bloomberg Finance L.P.	Bloomberg Finance L.P. P.O.Box 30244 Hartford, CT 06150-0244 Phone: Fax: 646-268-6176	Services		\$27,000
29	APL Limited	APL Limited 16220 N. Scottsdale Road, Suite 300 Scottsdale, AZ 85254 Phone: 510-772-9657 Fax: 602-586-4863	Services		\$24,904
30	Wilson Sonsini Goodrich & Rosati	Wilson Sonsini Goodrich & Rosati File No. 73672 P O Box 60000 San Francisco, CA 94160-3672 Phone: 650-845-5995 Fax: 650-858-4462	Services		\$23,361

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In re:

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Debtors.¹

Chapter 11

Case No. 12-[_____] ([____])

(Joint Administration Requested)

**DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED LIST OF
CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS**

I, Edward Kleinschmidt, President and Chief Operating Officer of Solar Trust of America, LLC, a Delaware limited liability company, and Chief Restructuring Officer of the other debtors in the above-captioned cases, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Consolidated List of Creditors holding the 30 Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: April 2, 2012



Edward Kleinschmidt
President and Chief Operating
Officer, Solar Trust of America,
LLC

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