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*Co-Lead and Liaison Counsel for Plaintiffs*

**FILED**  
SAN MATEO COUNTY

JAN 19 2018

Clerk of the Superior Court  
By JM  
DEPUTY CLERK

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN MATEO

IN RE SUNRUN SHAREHOLDER  
LITIGATION

Master File No.: CIV 538215

CLASS ACTION

This Document Relates To:

ALL ACTIONS.

**STIPULATION AND ~~[PROPOSED]~~  
ORDER FOR APPROVAL OF  
PROPOSED PLAN FOR  
DISSEMINATION OF NOTICE OF  
PENDENCY OF CLASS ACTION**

Judge: Hon. Marie S. Weiner  
Dept.: 2 (Complex Civil Litigation)

Action Filed: April 13, 2016

CIV538215  
SO  
Stipulation & Order  
933157



**STIPULATION AND ~~[PROPOSED]~~ ORDER FOR  
APPROVAL OF CLASS ACTION NOTICE PLAN**

1 **STIPULATION AND [PROPOSED] ORDER FOR APPROVAL OF**  
2 **PROPOSED PLAN FOR DISSEMINATION OF NOTICE**  
3 **OF PENDENCY OF CLASS ACTION**

3 WHEREAS, on December 29, 2017, the Court issued an Order granting Plaintiffs' Motion  
4 for Class Certification and appointing the Class Representatives and Class Counsel and certifying  
5 a Class and a Subclass;

6 WHEREAS, pursuant to California Rule of Court 3.766(b), the parties have met and  
7 conferred and agree that notice is necessary to inform Putative Class and Putative Subclass  
8 Members of the Class Certification Order and their opportunity to exclude themselves from the  
9 action, and that Notice should be provided promptly by direct mail to readily identifiable Class  
10 members;

11 WHEREAS, pursuant to California Rule of Court 3.766(d), the parties jointly prepared the  
12 attached forms of proposed Notice of Pendency of Class Action (the "Notice") and Summary  
13 Notice of Pendency of Class Action (the "Summary Notice"), attached hereto as Exhibits A and  
14 B, respectively, and agree that the notice plan reflected herein and in the accompanying Exhibits  
15 (the "Notice Plan") constitutes the best notice that is practicable under the circumstances, and that  
16 Notice be issued to Class members as set forth below;

17 WHEREAS, the Court certified a Class consisting of all persons and entities who  
18 purchased or otherwise acquired common stock before February 1, 2016 pursuant to or traceable  
19 to the Registration Statement issued in connection with Sunrun Inc.'s August 5, 2015 initial public  
20 offering (the "Class Period"). The Court also certified a Subclass consisting of all persons and  
21 entities who purchased common stock of Sunrun Inc. ("Sunrun") directly in the August 5, 2015  
22 initial public offering. Excluded from the Class and Subclass are defendants and members of their  
23 immediate families, the officers and directors of Sunrun Inc. and members of their immediate  
24 families, and their legal representatives, heirs, successors or assigns, and any entity in which  
25 defendants have a controlling interest.<sup>1</sup>

26 \_\_\_\_\_  
27 <sup>1</sup> For purposes of clarification, any investment company or pooled investment fund,  
28 including, but not limited to, mutual fund families, exchange-traded funds, fund of funds and  
hedge funds, in which any Underwriter Defendant has or may have a direct or indirect interest, or

1           WHEREAS, the parties have conferred and have agreed upon the form and method of  
2 distribution of the Notice attached hereto as Exhibit A, and the Summary Notice attached hereto  
3 as Exhibit B.

4           WHEREAS, the parties believe that the proposed form, content, and manner of distributing  
5 the Notice and Summary Notice comply with the requirements of California Rule of Court 3.766,  
6 California Code of Civil Procedure Section 382, and due process, and request that the Court enter  
7 an Order approving the form, substance and manner of disseminating the Notices; and

8           WHEREAS, Plaintiffs have engaged Garden City Group (the "Notice Administrator"), an  
9 experienced class action claims administrator, to publish, disseminate and administer the proposed  
10 Notice Plan.

11 **Individual Notice Program**

12           1. By January 19, 2018, Sunrun shall provide to, or cause its stock transfer agent to  
13 provide to, Plaintiffs' Class Counsel or the Notice Administrator the names and addresses in  
14 electronic format, if available, of those persons and entities that held or owned Sunrun common  
15 stock in record name during the Class Period (the "Putative Class Member List"), and the names  
16 and addresses in electronic format, if available, of those persons and entities who purchased  
17 Sunrun shares directly in the Initial Public Offering (the "Putative Subclass Member List,"  
18 collectively with the Putative Class Member List, the "Lists"). For purposes of this Stipulation,  
19 unless the parties otherwise agree, the Putative Subclass Member List will include all persons or  
20 entities that purchased Sunrun shares at a price of exactly \$14.00 (the "Offering Price") with a  
21 trade date of August 5, 2015.  
22  
23  
24  
25

26 \_\_\_\_\_  
27 as to which its affiliates may act as an investment advisor but of which any Underwriter  
28 Defendant or any of its respective affiliates is not a majority owner or does not hold a majority  
beneficial interest shall not be deemed an excluded person or entity.

1           2.       Within fourteen (14) calendar days of receipt of the Lists, the Notice Administrator  
2 will mail the Notice, substantially in the form attached hereto as Exhibit A, by First Class mail to  
3 all persons and entities that have been identified as Putative Class or Putative Subclass Members.

4       **Summary Notice Program**

5           3.       Within fourteen (14) calendar days of receipt of the Lists, the Notice Administrator  
6 shall cause the Summary Notice, substantially in the form attached hereto as Exhibit B (which will  
7 provide Putative Class and Putative Subclass members with a toll free hotline number and  
8 information on how to obtain the long-form Notice), to be published in *The Wall Street Journal*  
9 and disseminated over a national newswire service.

10          4.       Within forty-five (45) calendar days of the entry of this Order, Class Counsel shall  
11 file a declaration providing proof of publication of the Summary Notice with the Court.

12          5.       Within fourteen (14) calendar days of receipt of the Lists, the Notice Administrator  
13 shall cause the Summary Notice to be available on the DTC Electronic Legal Notice system.

14               Accordingly, the parties respectfully request that the Court (a) approve the attached  
15 proposed forms of Notice of Pendency of Class Action (to be mailed to all Putative Class Members  
16 and Putative Subclass Members at their last known addresses), and of Summary Notice of  
17 Pendency of Class Action (to be published as described above); (b) approve the proposed Notice  
18 Plan as described herein as the best notice practicable under the circumstances; and (c) enter the  
19 attached [Proposed] Order for Issuance of Notice.

20  
21 Dated: January 18, 2018

Respectfully submitted,

ROBBINS GELLER RUDMAN & DOWD, LLP

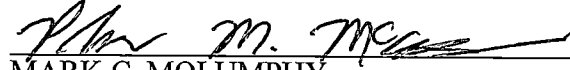
*Rachel Jensen* <sup>(w/ permission)</sup>  
RACHEL JENSEN <sub>(P.M.)</sub>

JAMES JACONETTE  
600 West Broadway, Suite 1900  
San Diego, CA 92101

*Co-Lead Counsel for Plaintiffs*

1 Dated: January 18, 2018

COTCHETT, PITRE & McCARTHY, LLP



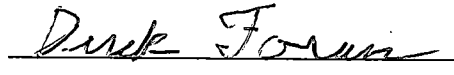
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*Co-Lead Counsel for Plaintiffs*

8 Dated: January 18, 2018

MORRISON FOERSTER LLP

*(w/ permission  
Plan)*



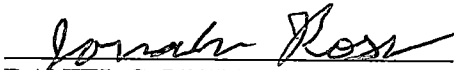
ANNA ERICKSON WHITE  
DEREK FORAN  
ROBERT CORTEZ WEBB

Attorneys for Defendants Sunrun Inc., Lynn Jurich,  
Bob Komin, Edward Fenster, Jameson McJunkin,  
Gerald Risk, Steve Vassallo, Richard Wong,  
Foundation Capital VI, L.P., and Foundation  
Capital Management Co. VI, LLC

18 Dated: January 18, 2018

SHEARMAN & STERLING LLP

*(w/ permission  
Plan)*



DANIEL C. LEWIS (Admitted *Pro Hac Vice*)  
JONAH ROSS  
Attorneys for Underwriter Defendants

1 **[PROPOSED] ORDER FOR ISSUANCE OF NOTICE**

2 The Court, having considered the parties' Stipulation, together with the records on file in  
3 this action, and for good cause appearing, hereby ORDERS as follows:

4 1. The definition of the certified Class is "All persons and entities who purchased or  
5 otherwise acquired common stock before February 1, 2016 pursuant to or traceable to the  
6 Registration Statement issued in connection with Sunrun Inc.'s August 5, 2015 initial public  
7 offering."

8 2. The definition of the certified Subclass is "All persons and entities who purchased  
9 common stock of Sunrun Inc. directly in the August 5, 2015 initial public offering."

10 3. The Class Period is between August 5, 2015 and January 31, 2016, inclusive.

11 4. The proposed forms of Notice and of Summary Notice of Pendency of Class  
12 Action, attached to the Stipulation as Exhibits A and B, respectively, are approved.

13 5. The dissemination of the proposed forms of Notice and of Summary Notice of  
14 Pendency of Class Action (attached to the Stipulation as Exhibits A and B, respectively) in accord  
15 with the Notice Plan set forth in Stipulation and below, constitute the best notice that is practicable  
16 under the circumstances.

17 6. Plaintiffs' selection of Garden City Group as Notice Administrator is approved.

18 7. By January 19, 2018, Sunrun shall provide to, or cause its stock transfer agent to  
19 provide to, Plaintiffs' Class Counsel or the Notice Administrator the names and addresses in  
20 electronic format, if available, of those persons and entities that held or owned Sunrun common  
21 stock in record name during the Class Period (the "Putative Class Member List"), and the names  
22 and addresses in electronic format, if available, of those persons and entities who purchased  
23 Sunrun shares directly in the Initial Public Offering (the "Putative Subclass Member List,"  
24 collectively with the Putative Class Member List, the "Lists"). For purposes of this Order, unless  
25 the parties otherwise agree, the Putative Subclass Member List will include all persons or entities  
26 that purchased Sunrun shares at a price of exactly \$14.00 (the "Offering Price") with a trade date  
27 of August 5, 2015.



EX. A



[EXHIBIT A]

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN MATEO

IN RE SUNRUN SHAREHOLDER  
LITIGATION

Master File No.: CIV 538215

**[PROPOSED] NOTICE OF PENDENCY OF CLASS ACTION**

*A court authorized this notice. This is not a solicitation from a lawyer. You are not being sued.*

**NOTICE OF PENDENCY OF CLASS ACTION:** Please be advised that your rights may be affected by a class action lawsuit pending in this Court if you purchased or otherwise acquired shares of the common stock of Sunrun Inc. (“Sunrun” or the “Company”) between August 5, 2015 and February 1, 2016, including if you purchased shares of Sunrun common stock directly in Sunrun’s August 5, 2015 Initial Public Offering (the “Offering”) at \$14 per share. This Notice explains important rights you may have. Please read it carefully.

- A class action lawsuit is pending in the Superior Court of the State of California, San Mateo County (the “Court”) against (1) Sunrun, (2) certain of Sunrun’s officers and directors (the “Individual Defendants”) who signed the Registration Statement (the “Offering Materials”) for Sunrun’s August 5, 2015 Offering, (3) certain venture capital investors in Sunrun (the “Venture Capital Defendants”), and (4) the underwriters of the Offering (the “Underwriter Defendants”).<sup>1</sup>
- The Court decided that this lawsuit should proceed as a class action on behalf of a “Class” and a “Subclass” (*i.e.*, a group and a sub-group of people and entities) that could include you. The Class, subject to certain exclusions discussed below, consists of “All persons and entities who purchased or otherwise acquired common stock before February 1, 2016 pursuant to or traceable to the Registration Statement issued in connection with Sunrun Inc.’s August 5, 2015 initial public offering.” The Subclass, subject to certain exclusions discussed below, consists of “All persons and entities who purchased common stock of Sunrun Inc. directly in the August 5, 2015 initial public offering.”

---

<sup>1</sup> The Individual Defendants consist of Lynn Jurich, Bob Komin, Edward Fenster, Jameson McJunkin, Gerald Risk, Steve Vassallo, and Richard Wong. The Venture Capital Defendants consist of Foundation Capital VI, L.P. and Foundation Capital Management Co. VI, LLC. The Underwriter Defendants consist of Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC (formerly known as Goldman, Sachs & Co.), Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets, LLC, KeyBanc Capital Markets Inc., and SunTrust Robinson Humphrey, Inc.. Sunrun, the Individual Defendants, the Venture Capital Defendants, and the Underwriter Defendants are collectively referred to as “Defendants.”

**YOUR LEGAL RIGHTS AND OPTIONS IN THIS LAWSUIT**

<p><b>Do Nothing</b></p>	<p><i>Stay in the lawsuit. Await the outcome. Share in possible benefits. Give up certain rights.</i></p> <p>By doing nothing, you are choosing to stay in the Class and (if applicable) the Subclass. You will be permitted to share in any recovery that may result from this class action, but you will give up your rights to sue Defendants in a separate lawsuit for any claims made in this action. In addition, you will be bound by past and any future court rulings on, or the settlement of, the claims against Defendants.</p>
<p><b>Ask to Be Excluded from the Class and Subclass</b></p>	<p><i>Get out of this lawsuit. Get no benefits. Keep your rights.</i></p> <p>If you opt out of the Class and Subclass (meaning you say in writing that you do not want to be included in this lawsuit), you will <u>not</u> be entitled to any recovery that may result from this class action, but you will <u>not</u> be bound by any past or future rulings for or against Defendants. You will be free to pursue your own claims against Defendants on your own or as part of a different lawsuit.</p>

These rights and options, and the deadlines to exercise them, are further explained in this Notice.

**BASIC INFORMATION ABOUT THE LAWSUIT**

**1. Why did I get this Notice?**

Records indicate that you may have purchased Sunrun common stock between August 5, 2015 and January 31, 2016, inclusive, or that you may have purchased shares of Sunrun common stock directly in Sunrun's August 5, 2015 Offering. This Notice explains that the Court has allowed, or "certified," a class in a lawsuit that may affect you. You have legal rights and options that you may exercise. Judge Marie S. Weiner of the Superior Court of California for San Mateo County is overseeing this class action. The case is known as *In re Sunrun Shareholder Litigation*, Case No. CIV538215 (the "Action").

**2. What is this lawsuit about?**

The Action alleges that all Defendants violated § 11 of the federal Securities Act of 1933 (the "Securities Act") because the Offering Materials, pursuant to which Sunrun shares were sold in the Offering, allegedly contained materially false or misleading statements and/or omitted material information required by the securities laws to be disclosed in the Offering Materials. The Action also alleges that Sunrun violated § 12(a)(2) of the Securities Act. The lawsuit further alleges that, pursuant to § 15 of the Securities Act, the Venture Capital Defendants and

Individual Defendants are liable for Sunrun's alleged violations of § 11 and § 12(a)(2) as "controlling persons" of Sunrun. Defendants deny any wrongdoing or violations of the Securities Act.

**3. What is a class action and who is involved?**

In a class action, one or more people or entities called "class representatives" (in this case, Jeffrey Pytel and Jackie L. Nunez) sue on behalf of themselves and other persons or entities who have the same or similar claims. These people and entities together are called a "class" or "class members." The persons and entities that filed the suit are called "plaintiffs" and the persons or entities being sued are called "defendants." One court resolves the issues for all class members, except for those who exclude themselves, or "opt out," from the Class and Subclass (as discussed below).

**4. What has happened so far?**

On April 13, 2016, a complaint was filed against the Defendants alleging that the Defendants had violated §§ 11, 12(a)(2), and 15 of the Securities Act by selling, or offering to sell, Sunrun shares pursuant to Offering Materials that contained materially false or misleading statements and/or omitted to disclose material information required to be disclosed therein. On January 17, 2017, the Court sustained in part and overruled in part Defendants' demurrers, which sought to dismiss the complaint.

On April 4, 2017, the Class Representatives (as well as certain other plaintiffs) filed the First Amended Consolidated Complaint (the "Complaint"). On June 9, 2017, the Court sustained in part and denied in part the Venture Capital Defendants' demurrers to the repleaded § 15 claims contained in the Complaint. Pursuant to the January 17, 2017 and June 9, 2017 Orders, the §11 claims are proceeding against Sunrun, the Individual Defendants, and the Underwriter Defendants, and the § 12(a)(2) claims are proceeding against Sunrun, certain Individual Defendants, and the Underwriter Defendants. The § 15 claims are proceeding against the Sunrun, the Individual Defendants, and the Venture Capital Defendants. Plaintiffs' investigation and discovery are ongoing.

On December 29, 2017, the Court certified the Class and Subclass.

**5. What type of recovery are the Class Representatives asking for?**

The Class Representatives are asking for money to compensate Class and Subclass Members for the losses they allegedly suffered as a result of Defendants' conduct, as well as pre-judgment and post-judgment interest.

**6. Is there any money available now?**

No money or benefits are available now because the Court has not yet decided whether Defendants did anything wrong, and the two sides have not settled the case. There is no guarantee that any money or benefits will ever be obtained. If they are, you will receive a notice describing how to receive a share of any recovery in which you may be eligible to participate.

**DETERMINING IF YOU ARE A MEMBER OF THE CLASS OR SUBCLASS**

**7. How do I know if I am a Class or Subclass Member?**

You are a member of the Class if you purchased shares of Sunrun common stock pursuant to and/or traceable to the Registration Statement and Prospectus on or between August 5, 2015 and January 31, 2016, inclusive.

You are a member of the Subclass if you purchased shares of Sunrun common stock directly in Sunrun's August 5, 2015 Offering. In general, this means that you or your agent must have purchased Sunrun common stock at the \$14.00 (exactly) per share offering price, with a "trade date" of August 4 or August 5, 2015, directly from one of the Defendants.

If you did *not* purchase Sunrun shares directly in Sunrun's August 5, 2015 Offering, but rather, purchased shares on the open market, including at a price *other than* the \$14.00 per share offering price, then you are not a member of the Subclass.

If one of your mutual funds purchased or otherwise acquired Sunrun shares, that does not make you a Class or Subclass member; instead, you are a Class or Subclass member only if you (or your broker on your behalf) purchased Sunrun shares for your own account. If you are the legal representative or fiduciary of a person or legal entity that purchased Sunrun shares (*e.g.*, if you are the trustee of a trust that purchased Sunrun shares), then the person or entity that you represent will be the Class member, but it may be legally bound by your decisions.

**8. Are there exceptions to being included in the Class and Subclass?**

Yes. There are also some people and entities that are excluded from the Class (and Subclass) by definition. The excluded Persons are: Defendants and members of their immediate families, the officers and directors of Sunrun Inc. and members of their immediate families, and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have a controlling interest. For purposes of clarification, any investment company or pooled investment fund, including, but not limited to, mutual fund families, exchange-traded funds, fund of funds and hedge funds, in which any Underwriter Defendant has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor but of which any Underwriter Defendant or any of its respective affiliates is not a majority owner or does not hold a majority beneficial interest shall not be deemed an excluded person or entity. Also excluded from the Class and Subclass will be any Person who timely and validly seeks exclusion from the Class and Subclass in accordance with the requirements of this Notice.

**9. Are you still not sure if you're included?**

If you are still not sure whether you are included in the Class or Subclass, you can get free help at [www.\[SunrunLitigationWebsite\].com](http://www.[SunrunLitigationWebsite].com), or by calling or writing to Co-Lead Counsel for the Class in this case at the phone number or address provided in response to question 15 below.

**YOUR OPTIONS AS A CLASS MEMBER**

**10. What are my options as a Class or Subclass Member?**

You must decide whether to stay in the Class (or Subclass) or opt out of it.

**11. What happens if I choose to stay in the Class and (if applicable) the Subclass?**

If you stay in the Class and (if applicable) the Subclass, you will be permitted to share in a recovery, if any, that may occur in this Action if you suffered compensable losses, subject to the terms of any plan of allocation that may be approved by the Court. But you give up any rights to sue Defendants separately about the same legal claims in this lawsuit. You will also be legally bound by all of the Orders the Court issues and Judgments that the Court has made or will make in this class action, even if there is no recovery.

**12. How do I stay in the Class and (if applicable) the Subclass?**

You do not have to do anything at this time to stay in the Class and (if applicable) the Subclass.

**13. What happens if I “opt out” (exclude myself) from the Class and (if applicable) the Subclass?**

If you opt out of the Class and (if applicable) the Subclass (by stating in writing that you do not want to be included in the Class or Subclass in this Action), you will give up the right to participate in any recovery that may occur. But you will keep any rights you may currently have to sue Defendants regarding the legal claims at issue in this lawsuit. You will also not be bound by the Orders the Court issues and the Judgments the Court makes in this class action.

**14. How do I “opt out” (exclude myself) from the Class and (if applicable) the Subclass?**

If you do not want to be a Class or (if applicable) Subclass Member, **you must send** a signed, written “Request to Opt Out” to the Notice Administrator so it is *received* no later than **April 9**, 2018. Your written request must include:

- Your name, address, and telephone number;
- A statement that you request exclusion from the Class in *In re Sunrun Shareholder Litigation*, Case No. CIV 538215; and
- Your signature

You must mail your Request to Opt Out by First-Class Mail to the following address:

*Sunrun Shareholder Litigation - Exclusions*

c/o \_\_\_\_\_  
ADDRESS

If you are potentially a member of both the Class and the Subclass, you cannot “opt out” of one and remain in the other, and any “opt out” request will be deemed a request for exclusion from both.

### **THE LAWYERS REPRESENTING YOU**

**15. As a Class and (if applicable) Subclass member, do I have a lawyer representing my interests in this case?**

Yes. The Court has appointed lawyers to represent you and other Class and (if applicable) Subclass Members. These lawyers are called “Class Counsel.” The following lawyers are representing the Class and Subclass: Robbins Geller Rudman & Dowd LLP and Cotchett, Pitre & McCarthy, LLP.

If you have questions about this Notice you can contact the Robbins Geller firm (c/o Rachel Jensen) at RachelJ@rgrdlaw.com or 1-800-449-4900, or the Cotchett firm (c/o Alexandra Summer) at asummer@cpmlegal.com or 650-697-6000. You will not be separately charged for these lawyers, or for the services of any other counsel representing the Class or Subclass.

**16. How will the lawyers for the Class and Subclass be compensated?**

If a recovery is obtained for the Class or Subclass, Co-Lead Counsel will submit an application to the Court for an award of attorneys’ fees and for reimbursement of litigation expenses that plaintiffs’ counsel have incurred in pursuing the Action. Co-Lead Counsel may also ask the Court to approve a reasonable service award for the Class Representatives. If approved, any such attorneys’ fees, expenses or awards will either be paid from the recovery obtained for the Class or Subclass or separately by Defendants. Class and Subclass members will *not* be liable for any such fees, expenses or awards.

**17. Should I get my own lawyer?**

You do not need to hire your own lawyer. However, you are free to hire your own lawyer at your own expense. If you hire a lawyer to speak for you or to appear in Court, your lawyer must file a Notice of Appearance.

### **GETTING MORE INFORMATION**

**18. Where do I get more information?**

This Notice contains only a summary of the Action and proceedings to date. Complete copies of public pleadings, Court rulings and other filings are available for review and copying at

the Clerk's office. The address is \_\_\_\_\_. Additional information is also available at www.[SunrunLitigationWebsite].com, or by contacting the Notice Administrator at *Sunrun Shareholder Litigation*, c/o \_\_\_\_\_, P.O. Box \_\_\_\_\_, CITY, STATE ZIP, tel. ( ) \_\_\_\_-\_\_\_\_, or by email to \_\_\_\_\_.

***Please do not contact the Court, the Clerk of the Court, or Defendants for additional information. They cannot answer any questions or discuss the Action.***

**SPECIAL NOTICE TO BANKS, SECURITIES BROKERS, AND OTHER NOMINEES**

If you purchased Sunrun shares (ticker: RUN) between August 5, 2015 and February 1, 2016, or purchased Sunrun shares directly in the August 5, 2015 Offering at the \$14.00 per share Offering price for the beneficial interest of a person or entity other than yourself, the Court has directed that, ***WITHIN FOURTEEN (14) CALENDAR DAYS OF YOUR RECEIPT OF THIS NOTICE***, you must either: (A) provide to the Notice Administrator the name and last known address of each person or entity for whom or which you purchased such shares (preferably in electronic format (MS Excel or CSV file); or (B) request from the Notice Administrator additional copies of this Notice (which will be provided to you free of charge) and send them, within fourteen (14) calendar days of receipt, by First-Class mail directly to the beneficial owners/purchasers of those Sunrun shares. All communications concerning the foregoing should be addressed to the Notice Administrator at: *Sunrun Shareholder Litigation*, c/o \_\_\_\_\_, P.O. Box \_\_\_\_\_, CITY, STATE ZIP, tel. ( ) \_\_\_\_-\_\_\_\_, or by email to \_\_\_\_\_.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding this Notice and which would not have been incurred but for the obligation to forward this Notice, upon submission of appropriate documentation to the Notice Administrator.

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE.**

Dated: \_\_\_\_\_, 2018

BY ORDER OF THE SUPERIOR COURT OF  
CALIFORNIA FOR SAN MATEO COUNTY  
HON. MARIE S. WEINER

EX. B



[EXHIBIT B]

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN MATEO

IN RE SUNRUN SHAREHOLDER  
LITIGATION

Master File No.: CIV 538215

[PROPOSED] SUMMARY NOTICE OF PENDENCY OF CLASS ACTION

**TO: ALL PERSONS AND ENTITIES WHO PURCHASED OR OTHERWISE ACQUIRED THE COMMON STOCK OF SUNRUN INC. BETWEEN AUGUST 5, 2015 AND JANUARY 31, 2016, INCLUSIVE, INCLUDING ALL PERSONS WHO PURCHASED SUNRUN COMMON STOCK DIRECTLY IN SUNRUN'S AUGUST 5, 2015 INITIAL PUBLIC OFFERING AT \$14.00 PER SHARE.**

**Please be advised that your rights may be affected by a class action lawsuit pending in this Court if you purchased or otherwise acquired shares of the common stock of Sunrun Inc. ("Sunrun") between August 5, 2015 and January 31, 2016, inclusive, including if you purchased Sunrun common stock at \$14 per share directly in Sunrun's Initial Public Offering on August 5, 2015.**

*A court authorized this notice. This is not a solicitation from a lawyer.*

YOU ARE HEREBY NOTIFIED, pursuant to a Court Order dated December 29, 2017, that a Class and Subclass have been certified in a class action entitled *In re Sunrun Shareholder Litigation*, Case No. CIV538215 (the "Action"), currently pending before the Hon. Marie S. Weiner in the Superior Court of the State of California, San Mateo County (the "Court").

The Action is brought on behalf of all persons or entities who purchased or otherwise acquired shares of Sunrun common stock pursuant and/or traceable to Sunrun's August 5, 2015 Initial Public Offering (the "IPO") during the period August 5, 2015 through January 31, 2016, inclusive (the "Class"), and asserts claims against (a) Sunrun; (b) certain Sunrun officers and directors (the "Individual Defendants") who signed the Registration Statement and incorporated Prospectus for the IPO (the "Offering Materials"); (c) certain investors (the "Venture Capital

Defendants”); and (d) the underwriters of Sunrun’s IPO (the “Underwriter Defendants”). Plaintiffs, on behalf of the Class, allege that all Defendants violated § 11 of the federal Securities Act of 1933 (the “Act”) because the Offering Materials, pursuant to which Sunrun shares of common stock were offered and sold in the IPO, contained materially false or misleading statements and/or omitted material information required by the securities laws to be disclosed. Plaintiffs also allege, on behalf of the Class, that each Individual Defendant is also liable for Sunrun’s alleged violations of § 11 as a “controlling person” of Sunrun under § 15 of the Act.

Plaintiffs, on behalf of all persons or entities who purchased Sunrun common stock directly in the August 5, 2015 IPO (the “Subclass”), also allege that (a) Defendant Sunrun, the Individual Defendants, and the Underwriter Defendants violated § 12(a)(2) of the Securities Act because the Offering Materials contained materially false or misleading statements and/or omitted to disclose material information required to be disclosed therein; and (b) each Individual Defendant is liable for Sunrun’s alleged violations of § 12(a)(2) as a “controlling person” of Sunrun under § 15 of the Act.

Each Defendant denies any wrongdoing or having violated any provisions of the Act.

The Court has decided that the Action should proceed as a class action with respect to the § 11 (and related § 15) claims on behalf of a *Class* that (subject to certain exclusions) consists of “All persons and entities who purchased or otherwise acquired common stock before February 1, 2016 pursuant to or traceable to the Registration Statement issued in connection with Sunrun Inc.’s August 5, 2015 initial public offering.” The Court has also certified a *Subclass*, with respect to the § 12(a)(2) (and related § 15) claims only, that consists of “all persons and entities who purchased common stock of Sunrun Inc. directly in the August 5, 2015 initial public offering.”

If you are a Member of the Class (including the Subclass), your rights may be affected by this litigation. If you have not received a detailed Notice of Pendency of Class Action (“Notice”), you may obtain copies by writing to Notice Administrator, *In re Sunrun Shareholder Litigation*, c/o \_\_\_\_\_, P.O. Box \_\_\_\_\_, CITY, STATE ZIP, tel. ( ) \_\_\_\_-\_\_\_\_, or by downloading this information at [www.\[SunrunLitigationWebsite\].com](http://www.[SunrunLitigationWebsite].com). Inquiries, other than requests for a copy of the Notice, may be made to Co-Lead Class Counsel: Robbins Geller Rudman & Dowd LLP, c/o Rachel Jensen, 655 West Broadway, Suite 1900, San Diego, CA, 92101, tel. (800) - or Cotchett, Pitre & McCarthy LLP, c/o Alexandra P. Summer, 840 Malcolm Rd., Burlingame, CA, 94010, tel. (650) 697-6000.

You have the right to request exclusion (“opt out”) from the Class (which will also exclude you from the Subclass). If you do not request exclusion from the Class, you will be bound by past and any future rulings of the Court on the claims asserted against the Defendants, even if there is no recovery.

IF YOU WISH TO REMAIN IN THE CLASS, YOU DO NOT HAVE TO DO ANYTHING AT THIS TIME. HOWEVER, IF YOU WISH TO BE EXCLUDED FROM THE CLASS, YOU MUST SUBMIT A REQUEST FOR EXCLUSION BY \_\_\_\_\_, 2018, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE. ALL MEMBERS OF THE CLASS WHO DO NOT VALIDLY REQUEST EXCLUSION FROM THE CLASS WILL BE BOUND BY ALL OF THE ORDERS THE COURT ISSUES AND JUDGMENTS THE COURT HAS OR WILL MAKE IN THE ACTION, EVEN IF THERE IS NO RECOVERY.

**PLEASE DO NOT CONTACT THE COURT OR THE CLERK’S OFFICE REGARDING THIS NOTICE.**

Dated: \_\_\_\_\_, 2018

BY ORDER OF THE COURT  
HON. MARIE S. WEINER  
SUPERIOR COURT OF CALIFORNIA FOR SAN  
MATEO COUNTY

1 **PROOF OF SERVICE**

2 I am employed in San Mateo County where service of the document(s) referred to below  
3 occurred. I am over the age of 18 and not a party to the within action. My business address is  
4 Cotchett, Pitre, & McCarthy, San Francisco Airport Center, 840 Malcolm Road, Suite 200,  
Burlingame CA 94010. I am readily familiar with the firm's practices for the service of documents.  
On this date, I served or caused to be served a true copy of the following:

5 **STIPULATION AND [PROPOSED] ORDER FOR APPROVAL OF PROPOSED PLAN**  
6 **FOR DISSEMINATION OF NOTICE OF PENDENCY OF CLASS ACTION**

7  **BY E-MAIL:** By e-mail I caused service of this document(s) occurred on the date shown  
8 below. This document is being served electronically and the transmission was reported as complete  
9 and without error.

10  **BY PERSONAL SERVICE:** I am readily familiar with Cotchett, Pitre, & McCarthy's  
11 practice for causing documents to be served by hand delivery. Following that practice, I caused the  
12 sealed envelope containing the aforementioned document(s) to be hand delivered to the addressee(s)  
specified on the attached Service List. (JUDGE MARIE S. WEINER-ONLY TOMORROW  
MORNING)

13  
14 I declare under penalty of perjury, under the laws of the State of California, that the  
foregoing is true and correct. Executed at Burlingame, California, on January 18, 2018

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**SERVICE LIST**

*In re Sunrun, Master File CIV 538215*  
As of December 8, 2017

<p>Judge Marie S. Weiner Civil Complex Litigation Department 2 San Mateo Superior Court 400 County Center Redwood City, CA 94063 Email: <a href="mailto:complexcivil@sanmateocourt.org">complexcivil@sanmateocourt.org</a></p>	<p><i>Via Hand Delivery: January 19, 2018</i> <i>Via Email: January 18, 2018</i></p>
<p>Anna Erickson White Robert Cortez Webb Su Han Wang Christin Hill Derek Foran Kate Bobovski <b>Morrison &amp; Foerster LLP</b> 425 Market Street San Francisco, CA 94105 Tel: (415) 268-7000 <a href="mailto:AWhite@mofo.com">AWhite@mofo.com</a> <a href="mailto:RWebb@mofo.com">RWebb@mofo.com</a> <a href="mailto:swang@mofo.com">swang@mofo.com</a> <a href="mailto:chill@mofo.com">chill@mofo.com</a> <a href="mailto:dforan@mofo.com">dforan@mofo.com</a> <a href="mailto:kbobovski@mofo.com">kbobovski@mofo.com</a></p>	<p><i>Attorneys for Defendants Sunrun, Inc., Foundation Capital Management Co. VI, LLC, Foundation Capital VI, L.P., Lynn Jurich, Bob Komin, Edward Fenster, Jameson McJunkin, Gerald Risk, Steve Vassallo, and Richard Wong</i></p> <p>Via Email</p>
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