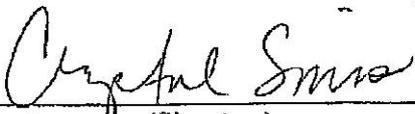


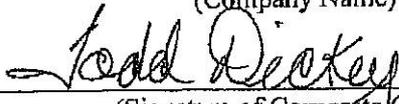
# NOTICE OF CLAIMS PURCHASE AGREEMENT

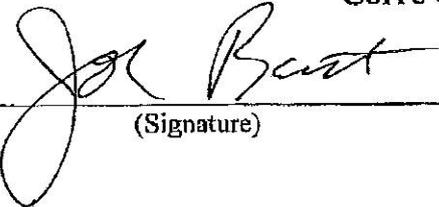
USC ATHLETICS, a(n) California (State of Incorporation), Non-Profit Corporation (EntityType), its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto Corre Opportunities Fund, LP, a Delaware Limited Partnership, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of \$40,000.00 (proof of claim amount, defined as the "Claim") against Motors Liquidation Company et. al. f/k/a General Motors Corporation et. al. (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case Number 09-50026 (defined as the "Proceedings").

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 30 day of March, 2010.

Witness:   
(Signature)  
Crystal Sims, Paralegal  
(Print Name and Title of Witness)

UNIVERSITY OF SOUTHERN CALIFORNIA  
(Company Name)  
  
(Signature of Corporate Officer)  
Todd R. Dickey  
Senior Vice President,  
Administration  
(Print Name and Title of Corporate Officer)

Witness:   
(Signature)  
Corre Opportunities Fund, LP

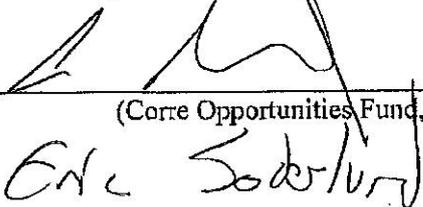
  
(Corre Opportunities Fund, LP)

Exhibit "A"

United States Bankruptcy Court

Southern District of New York

In re: Motors Liquidation Company et al fka General Motors Corporation et al
Case Number 09-50026
Entity Name Motors Liquidation Company
Entity Case Number 09-50026

Court ID (Court use only)\_\_\_\_\_

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(1), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee
Corre Opportunities Fund, L.P.

Name of Transferor
USC Athletics

Name and Address where notices to transferee should be sent:

Court Record Address of Transferor
(Court Use Only)

Corre Opportunities Fund, L.P.
1370 Avenue of the Americas, 29th Floor
New York, NY 10019
Attn: Claims Processing (Bankruptcy)

Phone:
917.322.6417

Last Four Digits of Account #:\_\_\_\_\_

Last Four Digits of Account #:\_\_\_\_\_

Name and Address where transferee payments should be sent (if different from above)

Name and Current Address of Transferor
USC Athletics
Attn Melanie Moreno
Heritage Hall 203A
Los Angeles CA 90089-0602

Phone: Same as Above

Claim Amount: \$40,000.00
Phone:

Last Four Digits of Account #:\_\_\_\_\_

Last Four Digits of Account #:\_\_\_\_\_

Court Claim # (if known):
Date Claim Filed:

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/David P. Tonner
Transferee/Transferee's Agent

Date: 04/14/10

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

~~DEADLINE TO OBJECT TO TRANSFER~~

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date:\_\_\_\_\_

CLERK OF THE COURT