

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Motors Liquidation Company (f/k/a  
General Motors Corporation), et al., Debtors

Case No. 09-50026 (REG)  
(Jointly Administered)

**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 evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Avenue TC Fund, L.P.  
Name of Transferee

Brenda Brock  
Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim # (if known): 11954  
Amount of Claim: \$300,000.00  
Date Claim Filed: 10/19/2009

399 Park Avenue, 6<sup>th</sup> Floor  
New York, NY 10022  
Attn: David S. Leinwand

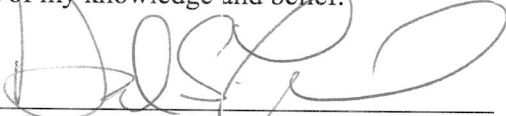
Phone: (212) 878-3500  
Last Four Digits of Acct #: \_\_\_\_\_

Phone: (405) 239-7046  
Last Four Digits of Acct. #: \_\_\_\_\_

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

Phone: \_\_\_\_\_  
Last Four Digits of Acct #: \_\_\_\_\_

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:   
Transferee/Transferee's Agent

Date: 9-24-10

Annex A

**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York

BRENDA BROCK, an individual, and the Estate of Adam Charles Brock, an individual, of 112 East 3rd Street, Carnegie, OK 73015 (collectively, "Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, do hereby certify that they have unconditionally and irrevocably sold, transferred and assigned to AVENUE TC FUND, L.P., its successors and assigns, with offices located at 399 Park Avenue, 6th Floor, New York, NY 10022 ("Buyer"), all right, title and interest in and to the claims of Seller against Motors Liquidation Company (f/k/a General Motors Corporation docketed as Claim No. 11954 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 09-50026 (Jointly Administered).

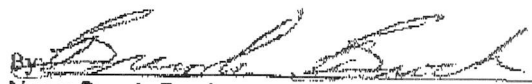
Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing the assignment evidenced by this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.


IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Transfer of Claim as of the 24<sup>th</sup> day of September, 2010.

**BRENDA BROCK AND THE ESTATE OF ADAM CHARLES BROCK**

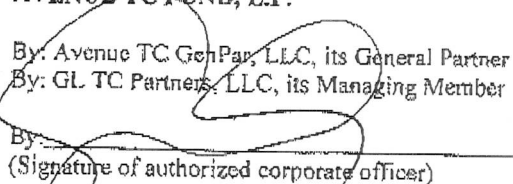
WITNESS:  
  
(Signature)

Name: Luke Alford  
Title: Attorney  
(Print name and title of witness)

By:   
Name: Brenda Brock  
Title: For herself and as Personal Representative of the Estate of Adam Charles Brock  
Tel.:

WITNESS:  
  
(Signature)

Name: DAVID LEINWAND  
Title: SVP  
(Print name and title of witness)

**AVENUE TC FUND, L.P.**  
By: Avenue TC GenPar, LLC, its General Partner  
By: GL TC Partners, LLC, its Managing Member  
By:   
(Signature of authorized corporate officer)

Name:  
Title:  
Tel.: