

NOTICE OF CLAIMS PURCHASE AGREEMENT

1/6

ENGINE CONTROL & MONITORING, a(n) CA (State of Incorporation), Sole prop. (EntityType), its successor 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 **Blue Heron Special Situations Fund (I)**, a Delaware Limited Liability Company, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of **\$3,000.00** (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 22 day of February, 2010.

Witness:

Kenneth Hawthorn
(Signature)

Kenneth Hawthorn
(Print Name and Title of Witness)

ECM
(Company Name)

JP Resendiz
(Signature of Corporate Officer)

VP Sales
(Print Name and Title of Corporate Officer)

Blue Heron Special Situations Fund (I)

Witness:

Rogers Rodriguez
(Signature)

Myranda
(Blue Heron Special Situations Fund (I))

Exhibit "A"

United States Bankruptcy Court

Southern District Of New York

In re: **Motors Liquidation Company, et al.**
f/k/a General Motors Corp., et al.

Case No. **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)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee
Blue Heron Special Situations Fund (1)

Name of Transferor
Engine Control & Monitoring

Name and Address where notices to transferee should be sent:
**Blue Heron Micro Opportunities Fund, LLP
P.O. Box 14610
Surfside Beach, SC 29587
Attn: Claims Processing Dept.**

Court Record Address of Transferor
(Court Use Only)

Phone:
(803) 810-0855

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
**Engine Control & Monitoring
P.O. Box 40
Los Altos, CA 94023**

Phone: *Same as Above*

Phone:

Last Four Digits of Account #: _____

Last Four Digits of Account #:

Court Claim # (if known): **6080**

Date Claim Filed: **10/8/2009**

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: **4/16/2010**

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