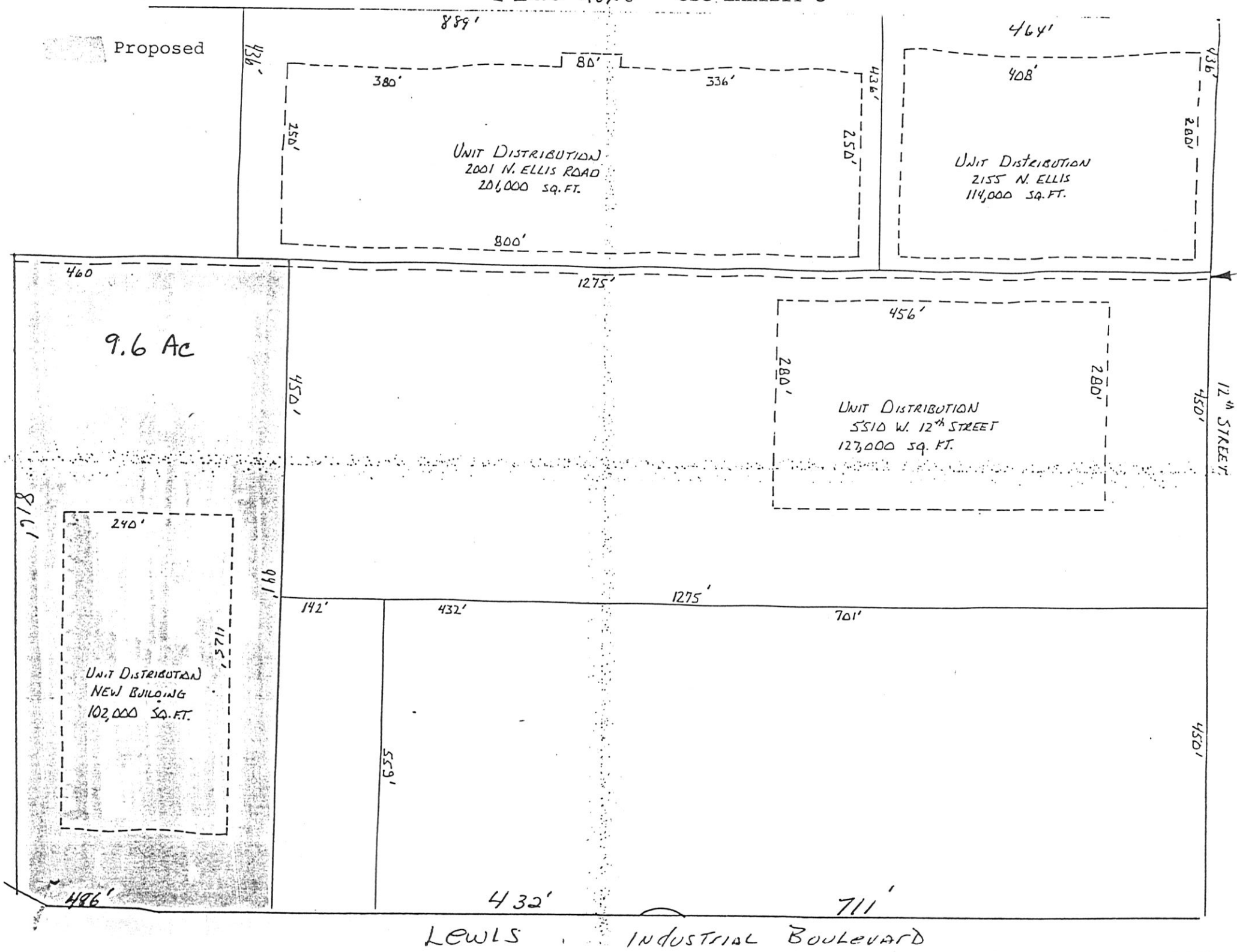USC EXHIBIT 3