

NOTICE OF PUBLIC HEARING

Notice is hereby given that on Wednesday, July 25, 2012 at 10:00 a.m., the California Educational Facilities Authority (the "Authority") will hold a public hearing with respect to the proposed issuance from time to time of one or more series of bonds pursuant to a plan of financing, on behalf of the University of Southern California ("USC"), in an aggregate principal amount not to exceed \$975,000,000 (the "Bonds"), for the purpose of (1) refinancing the costs of various capital projects for USC as described below over a three-year period through the refunding of all or a portion of certain bonds heretofore issued for the benefit of USC to finance and refinance certain educational facilities of USC, as described below, and (2) to pay costs of issuance with respect to the Bonds. Except as specifically noted below, all of the projects to be financed and refinanced with proceeds of the Bonds are located in the City or County of Los Angeles and are or will be owned and operated by USC.

The proceeds of the Bonds will be loaned by the Authority to USC and will be used as follows:

(1) to refund all or a portion of the Authority's outstanding Revenue Bonds (University of Southern California), Series 2005 (the "Series 2005 Bonds"), the proceeds of which Series 2005 Bonds were applied to (A) advance refund a portion of the Authority's Revenue Bonds, (University of Southern California), Series 1997A (the "Series 1997A Bonds"), the proceeds of which Series 1997A Bonds were used to current refund the Authority's outstanding Revenue Bonds (University of Southern California), Series 1989A (the "Series 1989A Bonds"), the proceeds of which Series 1989A Bonds were used to finance and refinance the costs of construction, acquisition, rehabilitation, renovation and equipping of (i) certain educational facilities located at the University Park campus of USC (the boundaries of which are Exposition Boulevard, Vermont Avenue, Jefferson Boulevard and Figueroa Street, hereinafter, the "UP Campus"); (ii) certain educational facilities located at the Health Sciences campus of USC (the boundaries of which generally are Eastlake Avenue, Mission Road, Zonal Avenue, San Pablo Street and Eastlake Avenue, Norfolk Street, Soto Street and Alcazar Street, hereinafter, the "HS Campus"); and (iii) certain educational facilities of Embassy Residential College located at 851 South Grand Avenue and the relocation of the physical plant from the UP Campus to 3500 Hope Street; and (B) advance refund all of the Authority's outstanding Revenue Bonds (University of Southern California), Series 1997C (the "Series 1997C Bonds"), the proceeds of which Series 1997C Bonds were used to finance and refinance the costs of construction, acquisition, rehabilitation, renovation and equipping of: (i) certain educational facilities located at the UP Campus; (ii) certain educational facilities located at the HS Campus; and (iii) certain educational facilities located at the Wrigley Environmental Institute, which is located on Santa Catalina Island off the coast of the City of Los Angeles;

(2) to refund all or a portion of the Authority's outstanding Revenue Bonds (University of Southern California), Series 2003A (the "Series 2003A Bonds"), the proceeds of which Series 2003A Bonds were used to finance and refinance the costs of construction, acquisition, rehabilitation, renovation and equipping of: (A) certain educational facilities located at the UP Campus; (B) certain educational facilities in adjacent areas to the north

of USC's UP Campus (the boundaries of which are Orchard Avenue, Adams Boulevard, Figueroa Street, and Jefferson Boulevard, hereinafter, the "North UP Campus"); (C) certain educational facilities located in adjacent areas to the east of USC's UP Campus (the boundaries of which are Figueroa Street, Adams Boulevard, Grand Avenue, and Martin Luther King Jr. Boulevard, hereinafter, the "East UP Campus"); (D) certain educational facilities located at the HS Campus; (E) certain educational facilities located on Santa Catalina Island off the coast of the City of Los Angeles, including but not limited to, the Wrigley Environmental Institute, the Wrigley Science Administration Building and the Marine Science Center Residence Hall (hereinafter, the "Catalina Campus"); (F) certain other facilities located at the following addresses: the Health Sciences Alhambra Building (1000 South Fremont Avenue, Pasadena), the Information Science Institute (4676 Admiralty Way, Marina del Rey) and the School of Public Administration (1201 J Street, Sacramento); and (G) certain other facilities located at the following addresses: the Institute for Creative Technology (13274 Fiji Way, Marina del Rey), the Irvine Building (2300 Michelson Drive, Irvine), and the Freeman House (1962 Glencoe Way, Los Angeles);

(3) to refund all or a portion of the Authority's outstanding Revenue Bonds (University of Southern California), Series 2007A (the "Series 2007 Bonds"), the proceeds of which Series 2007 Bonds were used to (A) refund a portion of the outstanding Series 1997A Bonds, the proceeds of which were used as described in paragraph (1) above; (B) refund a portion of the outstanding Series 2003A Bonds and all of the Authority's outstanding Revenue Bonds (University of Southern California), Series 2003C (the "Series 2003C Bonds"), the proceeds of which Series 2003C Bonds were used, together with the Series 2003A Bonds, to finance the projects described in paragraph (2) above; and (C) (i) to finance and refinance the costs of construction, acquisition, renovation, equipping, rehabilitation and/or improvements to the educational facilities located at the UP Campus, the HS Campus and the Catalina Campus; and (ii) to finance and refinance construction, renovations equipping and improvements to the building located at the 3434 South Grand Avenue in Los Angeles, and to the DMV Building located at 3500 South Hope Street within the East Campus in Los Angeles.

(4) to refund all or a portion of the Authority's outstanding Revenue Bonds (University of Southern California), Series 2009A and Series 2009B (the "Series 2009 Bonds"), the proceeds of which Series 2009 Bonds were used to finance and refinance the costs of construction, acquisition, renovation, equipping, rehabilitation and/or improvements to (A) the educational facilities located at the UP Campus and the HS Campus, including, but not limited to, refinancing interim debt used to finance all or some of such costs; (B) certain educational facilities located at the North UP Campus; (C) certain educational facilities located at the East UP Campus; and (D) the building located at 3434 South Grand Avenue in Los Angeles.

A more detailed description of the aforementioned facilities can be obtained from Alysa Gerlach, Assistant Vice President of Treasury Services, University of Southern California, Office of the Treasury, 851 Downey Way, HSH 101, Los Angeles, California 90089-1055, telephone: (213) 821-5708.

The Bonds will be limited obligations of the Authority payable solely from revenues received from USC. Neither the Authority nor the State of California will have any obligation to make payments with respect to the Bonds. The Bonds are to be issued from time to time in multiple series during the expected three-year period commencing on the date of approval of the above-described plan of financing. It is the intention of the Authority that the first series of Bonds will be issued not later than one year from the date of approval of the above-described plan of finance.

The hearing will commence at 10:00 a.m. on Wednesday, July 25, 2012 and will be held at 915 Capitol Mall, Suite 590, Sacramento, California 95814. Interested persons wishing to express their views on the issuance of such bonds will be given an opportunity to do so at the public hearing or may, prior to the time of the hearing, submit written comments to Rosalind Brewer, Deputy Executive Director, California Educational Facilities Authority, 915 Capitol Mall, Suite 590, Sacramento, California 95814.

Dated: July 9, 2012

Ronald L. Washington
Executive Director
California Educational Facilities Authority