

**Notice to:  
Holders of Certain Unsecured Notes issued by Motors Liquidation Company, f/k/a General Motors Corporation:**

This notice is being given by Wilmington Trust Company as successor indenture trustee in its capacity as indenture trustee (the "Trustee") to holders ("Holders") of notes, bonds and debentures set forth below ("Notes") issued under two indentures, each between Motors Liquidation Company, f/k/a General Motors Corporation, and the Trustee, dated as of the dates set forth below ("Indentures"):

<b>Issue Name</b>	<b>CUSIP#*</b>	<b>Indenture</b>
Motors Liquidation Company 9.40% Debentures due 7/15/2021	370442AN5	11/15/1990
Motors Liquidation Company 8.80% Notes due 3/1/2021	370442AJ4	11/15/1990
Motors Liquidation Company 7.40% Debentures due 9/1/2025	370442AR6	11/15/1990
Motors Liquidation Company 9.4% Medium Term Notes due 7/15/2021	37045EAG3	11/15/1990
Motors Liquidation Company 9.45% Medium Term Notes due 11/1/2011	37045EAS7	11/15/1990
Motors Liquidation Company 7.75% Disc Debentures due 3/15/2036	370442AT2	12/7/1995
Motors Liquidation Company 7.70% Debentures due 4/15/2016	370442AU9	12/7/1995
Motors Liquidation Company 8.10% Debentures due 6/15/2024	370442AV7	12/7/1995
Motors Liquidation Company 6 ¾ Debentures due 5/1/2028	370442AZ8	12/7/1995
Motors Liquidation Company 7.20% Notes due 1/15/2011	370442BB0	12/7/1995
Motors Liquidation Company 7.25% Quarterly Interest Bonds due 4/15/2041	370442816	12/7/1995
Motors Liquidation Company 7.25% Senior Notes due 7/15/2041	370442774	12/7/1995
Motors Liquidation Company 7.375% Senior Notes due 10/1/2051	370442766	12/7/1995
Motors Liquidation Company 7.25% Senior Notes due 2/15/2052	370442758	12/7/1995
Motors Liquidation Company 4.50% Series A Convertible Senior Debentures due 3/6/2032	370442741	12/7/1995
Motors Liquidation Company 5.25% Series B Convertible Senior Debentures due 3/6/2032	370442733	12/7/1995
Motors Liquidation Company 7.375% Senior Notes due 5/15/2048	370442725	12/7/1995
Motors Liquidation Company 7.375% Senior Notes due 5/23/2048	370442BQ7	12/7/1995
Motors Liquidation Company 8.375% Senior Debentures due 7/15/2033	370442BT1	12/7/1995
Motors Liquidation Company 6.25% Series C Convertible Senior Debentures due 7/15/2033	370442717	12/7/1995
Motors Liquidation Company 8.25% Senior Debentures due 7/15/2023	370442BW4	12/7/1995
Motors Liquidation Company 7.125% Senior Notes due 7/15/2013	370442BS3	12/7/1995
Motors Liquidation Company 7.50% Senior Notes due 7/1/2044	370442121	12/7/1995
Motors Liquidation Company 1.50% Series D Convertible Senior Debentures due 6/1/2009	370442691	12/7/1995

\* **Note:** CUSIP numbers appearing herein have been included solely for the convenience of the Holders. Wilmington Trust Company assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of any CUSIP numbers listed above.

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER. ADDITIONAL COPIES OF THIS NOTICE ARE AVAILABLE UPON REQUEST.**

On June 1, 2009, General Motors Corporation and certain direct and indirect subsidiaries filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (Case Nos. 09-50026 (REG), 09-50027 (REG), 09-50028 (REG) and 09-13558 (REG), respectively).<sup>1</sup>

On July 5, 2009, the Bankruptcy Court approved of the sale ("Sale") of substantially all of General Motors Corporation's assets pursuant to Section 363(b) of the Bankruptcy Code to NGMCO, Inc., an entity funded by the U.S. Department of the Treasury. The Sale closed on July 10, 2009.

In connection with the closing of the Sale, General Motors Corporation changed its name to "Motors Liquidation Company". NGMCO, Inc. changed its name to "General Motors Company", which will continue to operate under General Motors' historic corporate brands outside of bankruptcy.

As a result of the Sale, holders of the Notes will continue to hold claims against Motors Liquidation Company, but will not hold claims against General Motors Company, which is an independent, separate company. The Notes, like other claims against Motors Liquidation Company, will be treated in accordance with the provisions of the United States Bankruptcy Code and rulings of the Bankruptcy Court.

A substantial portion of Motors Liquidation Company's assets that may be distributable to its creditors consists of 50 million shares of General Motors Company common stock and warrants to acquire 90.9 million shares of General Motors Company common stock.<sup>2</sup>

The chapter 11 cases of Motors Liquidation Company will continue in order to resolve creditors' claims, wind down operations in an orderly manner, and make distributions of Motors Liquidation Company's assets to its creditors. Updated information about Motors' Liquidation Company case can be found at [www.motorsliquidation.com](http://www.motorsliquidation.com) and updated information about the bankruptcy case, including court documents, can be found at [www.motorsliquidationdocket.com](http://www.motorsliquidationdocket.com).

This notice is being given without prejudice to any rights or remedies which may be available to the Trustee or to any Holders by reason of the defaults described in this notice and any other default or Event of Default which has occurred or may hereafter occur, all of which are expressly reserved. The Trustee has prepared this communication based upon information supplied to it without independent investigation. You should not rely on the Trustee as your sole source of information. The Trustee makes no recommendations and gives no investment or legal advice herein.

The Trustee has retained the law firm of Gibson, Dunn & Crutcher LLP ("GD&C") to represent it in connection with the bankruptcy cases of the Debtors. If not paid by Motors Liquidation Company, the Trustee will seek to

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<sup>1</sup> The bankruptcy filing constituted an event of default under the Indentures. However, the ability of creditors to exercise remedies or enforce rights against the debtors pursuant to the Indentures, the Notes, or other debt instruments is automatically stayed as a result of the filing of the reorganization cases, and all creditors' rights of enforcement are subject to the applicable provisions of the Bankruptcy Code. As a result of the bankruptcy filing, all scheduled cash payments of principal and interest under the Indentures and Notes will not be paid by the debtors. Instead, holders of claims in respect of the Indentures and Notes will receive a distribution in a manner and amount as determined by the Bankruptcy Court.

<sup>2</sup> In the event the total allowed general unsecured claims against the Motors Liquidation Company exceed \$35.0 billion, the U.S. Treasury has agreed that General Motors Company would issue 10 million additional shares of General Motors Company common stock to Motors Liquidation Company.

recover GD&C's fees and expenses, in addition to all other reasonable expenses incurred by the Trustee in accordance with the provisions of the Indentures, from distributions made to holders of the Notes.

Should any Holder have any questions regarding this Notice, please contact the Trustee and GD&C in writing as follows:

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-and-

Matthew J. Williams, Esq.  
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200 Park Avenue  
New York, New York 10166-0193  
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The Trustee may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination to all Holders.

Dated: July 14, 2009

Very Truly Yours,

Wilmington Trust Company, as Trustee