

**Notice No. 4 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 ("Wilmington Trust") as successor indenture trustee in its capacity as indenture 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 Wilmington Trust, 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 (the "Petition Date"), General Motors Corporation and certain direct and indirect subsidiaries filed voluntary petitions for relief under chapter 11 of title 11 of the U.S. 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) (collectively, the "Cases")).<sup>1</sup>

## **1. General Update**

As previously reported, on July 10, 2009 General Motors Corporation sold substantially all of its assets to NGMCO, Inc. ("New GM") pursuant to Section 363 of the Bankruptcy Code. All of the publicly owned bonds previously issued by General Motors Corporation remain securities of that company, which has been renamed Motors Liquidation Company (the "Debtors").

On or about September 15, 2009, each of the Debtors filed their separate Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements") as required by the Bankruptcy Code. Copies of the Schedules and Statements are available on the website maintained by the Debtors' claims agent, the Garden City Group, Inc. ([www.motorsliquidationdocket.com](http://www.motorsliquidationdocket.com)). The Schedules provide, among other information, the Debtors' calculation of the aggregate outstanding principal value and accrued interest (up to the Petition Date) of each of Notes. Wilmington Trust and its advisors are working with the Debtors to understand the Debtors' methodology underlying their calculation, and to resolve any discrepancies related thereto.

## **2. The Bar Date Order**

On September 2, 2009, the Debtors filed a motion requesting that the Bankruptcy Court set a final date by which each person or entity holding a claim against any of the Debtors must file a document (a "proof of claim") asserting the amount and nature of such claim (the "Bar Date"). On September 16, 2009, the Bankruptcy Court entered an order setting the Bar Date as November 30, 2009 at 5:00 p.m. (the "Bar Date Order"). In addition, the Bankruptcy

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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.

Court approved procedures to provide notice of the Bar Date to all holders of claims against the Debtors, including Holders of the Notes (the "Notice").

Following the entry of the Bar Date Order, the Debtors mailed the Notice to their known creditors, including Holders of the Notes. As a result, you may have recently received a copy of the Notice in the mail. The Bar Date Order and the Notice specifically provide that any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses on or under any agreements governing any debt security issued by any of the Debtors pursuant to an indenture will not have to file a proof of claim if the indenture trustee for such debt issuance files a proof of claim on behalf of all such holders. Wilmington Trust intends to file a proof of claim on behalf of all Holders prior to the Bar Date. As a result, you will not be required to file a proof of claim if your claim derives exclusively from the Debtors' obligation to pay principal, interest and other fees and expenses related to your Notes. To the extent that you have other claims against the Debtors that do not derive from the Debtors' obligation to pay principal, interest and other fees and expenses related to the Notes, you may be required to file a proof of claim by the Bar Date to preserve your rights as a creditor.

### **3. 341 Meeting**

On October 5, 2009, the U.S. Trustee re-convened the meeting of creditors of Motors Liquidation Company pursuant to section 341 of the Bankruptcy Code (the "341 Meeting") which had previously been adjourned from July 27, 2009. The purpose of the 341 Meeting is to allow creditors an opportunity to examine representatives of Motors Liquidation Company and to otherwise discuss issues of interest pertaining to all creditors. During the examination, the Debtors stated that they have spent considerable time and resources in the claims resolution process, and that they are working diligently to sell the remaining assets of Motors Liquidation Company. The Debtors did not provide a detailed timeline of anticipated events in the Cases, but stated that they were "hopeful" that a plan of liquidation (describing the treatment of all creditors and holders of interests) could be filed by the middle of 2010.

### **4. Disclaimer and Requests for Additional Further Information**

This notice is being given without prejudice to any rights or remedies which may be available to Wilmington Trust 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. Wilmington Trust has prepared this communication based upon information supplied to it without independent investigation. You should not rely on Wilmington Trust as your sole source of information. Wilmington Trust makes no recommendations and gives no investment or legal advice herein. Wilmington Trust has retained the law firm of Gibson, Dunn & Crutcher LLP ("GD&C") to represent it in connection with the bankruptcy cases of Motors Liquidation Company. Should any Holder have any questions regarding this Notice, please contact Wilmington Trust and GD&C in writing as follows:

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-and-

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Wilmington Trust may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination to all Holders.

Dated: October 6, 2009

Very Truly Yours,

Wilmington Trust Company, as indenture  
trustee under the Indentures