



**WILMINGTON  
TRUST**

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

**Notice No. 9 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 (n/k/a Motors Liquidation Company) and certain direct and indirect subsidiaries (collectively, the "Debtors") 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) (the "Bankruptcy Cases")).<sup>1</sup>

**1. Motion to Permit the Amendment of the Certificate of Incorporation of General Motors Company ("New GM")**

Motors Liquidation Company currently holds, among other things, approximately 10% of the issued and outstanding common shares of New GM. On August 27, 2010, Motors Liquidation Company filed a motion seeking Bankruptcy Court authorization to vote these common shares in favor of amending the Certificate of Incorporation of New GM. The proposed amendment, if approved, would restrict the ability of any individual or entity to obtain more than 5% of the overall common stock, preferred stock and/or rights to purchase common stock (such as warrants or options of New GM) (together the "New GM Securities"). Further, the amendment would restrict the ability of any existing holder of more than 5% of the New GM Securities to increase its holdings. Motors Liquidation Company asserts that the proposed amendment is necessary to preserve valuable tax benefits for New GM, which will inure to the benefit of holders of New GM Securities.

The Debtors have scheduled a hearing before the Bankruptcy Court with regard to their motion for September 24, 2010, at 9:45 a.m. The deadline to object to the motion has been set for September 17, 2010, at 4:00 p.m.<sup>2</sup> A copy of the motion and the proposed amendment to the New GM Certificate of Incorporation is available free of cost at [www.wilmingtontrust.com/gmbondholders](http://www.wilmingtontrust.com/gmbondholders).

<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 bankruptcy 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> Please note that these dates are subject to change.

## 2. 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:

David A Vanaskey  
Vice President  
Wilmington Trust Company  
Rodney Square North  
1110 North Market Street  
Wilmington, Delaware, 19890-1615  
Phone No.: (866) 521-0079  
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-and-

Matthew J. Williams, Esq.  
Keith R. Martorana, Esq.  
Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, New York 10166-0193  
Phone No.: (212) 351-2322  
Phone No.: (212) 351-3991  
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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: August 30, 2010

Very Truly Yours,

Wilmington Trust Company, as indenture  
trustee under the Indentures