

**Wilmington - 1990 Indenture - Debt Issuances**

<u>Title of Old Notes to be Tendered</u>	<u>Outstanding Principal Amount</u>	<u>CUSIP / ISIN</u>	<u>Consideration per Principal Amount of Old Notes Tendered</u>			<u>Plan of Reorganization Class</u>
			<u>Stock per 1,000 USD Outstanding</u>	<u>A Warrants per 1,000 USD Outstanding</u>	<u>B Warrants per 1,000 USD Outstanding</u>	
9.40% Debentures due July 15, 2021	299,795,000.00	370442AN5	3.927557	3.570507	3.570507	Class 3
8.80% Notes due March 1, 2021	524,795,000.00	370442AJ4	3.884837	3.531670	3.531670	Class 3
7.40% Debentures due September 1, 2025	500,000,000.00	370442AR6	3.855920	3.505382	3.505382	Class 3
9.4% Medium-Term Notes due July 15, 2021	15,000,000.00	37045EAG3	3.804800	3.458933	3.458933	Class 3
9.45% Medium-Term Notes due November 1, 2011	48,175,000.00	37045EAS7	3.852164	3.501962	3.501962	Class 3

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			<u>Stock per 1,000 USD Outstanding</u>	<u>A Warrants per 1,000 USD Outstanding</u>	<u>B Warrants per 1,000 USD Outstanding</u>	
7.75% Discount Debentures due March 15, 2036	377,377,000.00	370442AT2	2.149453	1.954046	1.954046	Class 3
7.70% Debentures due April 15, 2016	500,000,000.00	370442AU9	3.838016	3.489106	3.489106	Class 3
8.10% Debentures due June 15, 2024	400,000,000.00	370442AV7	3.936548	3.578680	3.578680	Class 3
63/4% Debentures due May 1, 2028	600,000,000.00	370442AZ8	3.797440	3.452218	3.452218	Class 3
7.20% Notes due January 15, 2011	1,500,000,000.00	370442BB0	3.905699	3.550635	3.550635	Class 3
7.375% Senior Notes due May 23, 2048	425,000,000.00	370442BQ7	3.808419	3.462198	3.462198	Class 3
8.375% Senior Debentures due July 15, 2033	3,000,000,000.00	370442BT1	3.880460	3.527691	3.527691	Class 3
8.25% Senior Debentures due July 15, 2023	1,250,000,000.00	370442BW4	3.899321	3.544837	3.544837	Class 3
7.125% Senior Notes due July 15, 2013	1,000,000,000.00	370442BS3	3.894021	3.540019	3.540019	Class 3

**Wilmington - 1995 Indenture - Convertible Issuances**

<u>Title of Old Notes to be Tendered</u>	<u>Outstanding Principal Amount</u>	<u>CUSIP / ISIN</u>	<u>Consideration per Principal Amount of Old Notes Tendered</u>			<u>Plan of Reorganization Class</u>
			<u>Stock per unit Outstanding</u>	<u>A Warrants per unit Outstanding</u>	<u>B Warrants per unit Outstanding</u>	
7.25% Quarterly Interest Bonds due April 15, 2041	23,000,000.00	370442816	0.095935	0.087214	0.087214	Class 3
7.25% Senior Notes due July 15, 2041	28,750,000.00	370442774	0.095935	0.087214	0.087214	Class 3
7.375% Senior Notes due October 1, 2051	27,600,000.00	370442766	0.096223	0.087475	0.087475	Class 3
7.25% Senior Notes due February 15, 2052	35,000,000.00	370442758	0.095361	0.086692	0.086692	Class 3
4.50% Series A Convertible Senior Debentures due March 6, 2032	1,576,911.00	370442741	0.096124	0.087386	0.087386	Class 3
5.25% Series B Convertible Senior Debentures due March 6, 2032	104,000,000.00	370442733	0.096302	0.087547	0.087547	Class 3
7.375% Senior Notes due May 15, 2048	44,600,000.00	370442725	0.095366	0.086697	0.086697	Class 3
6.25% Series C Convertible Senior Debentures due July 15, 2033	172,000,000.00	370442717	0.097299	0.088454	0.088454	Class 3
7.5% Senior Notes due July 1, 2044	28,800,000.00	370442121	0.096243	0.087493	0.087493	Class 3
1.50% Series D Convertible Senior Debentures due June 1, 2009	40,064,035.00	370442691	0.095768	0.087061	0.087061	Class 3

**Notes:**

- 1) Wilmington Trust Company has prepared this communication based upon information supplied to it without independent investigation. You should not rely on Wilmington Trust Company as your sole source of information. Wilmington Trust Company makes no recommendations and gives no investment or legal advice herein, and all holders of the Notes are urged to consult with their own advisors concerning the notes of Motors Liquidation Company and the Second Amended Joint Chapter 11 Plan of the debtors, including tax advisors concerning the tax treatments of any distributions thereunder.
- 2) The actual number of new securities distributed on account of an entire series of notes of Motors Liquidation Company are subject to rounding as provided in Section 5.6 of the Second Amended Joint Chapter 11 Plan of the debtors, and no fractional shares or units of new securities will be distributed. Each holder's allocated amount may vary slightly due to rounding.
- 3) The 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 numbers and makes no representations as to the correctness of the CUSIP numbers appearing herein.