

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:  
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE  
TO ALL BENEFICIAL OWNERS.**

**NOTICE  
TO HOLDERS OF**

**MOTORS LIQUIDATION COMPANY  
GUC TRUST UNITS (CUSIP NO. 62010U101)<sup>1</sup>**

**October 17, 2017**

Reference is made to (i) the Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 of Motors Liquidation Company and certain of its affiliates, which was confirmed by an order of the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered on March 29, 2011 (as so confirmed, the “Plan”) and which became effective on March 31, 2011, and (ii) the Second Amended and Restated Motors Liquidation Company GUC Trust Agreement dated as of July 30, 2015 (the “GUC Trust Agreement”).<sup>2</sup> The above-described units representing contingent beneficial interests in the GUC Trust (the “Trust Units”) were issued pursuant to the terms of the Plan and the GUC Trust Agreement. Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

The Plan provides for the establishment of the Motors Liquidation Company GUC Trust (the “GUC Trust”) to implement the Plan, including by distributing GUC Trust Distributable Assets (as defined in the GUC Trust Agreement) and resolving outstanding Disputed General Unsecured Claims.

As previously disclosed in the GUC Trust’s public reports filed with the U.S. Securities and Exchange Commission (the “SEC”), the GUC Trust is involved in litigation (the “Recall Litigation”) concerning purported economic losses, personal injuries and/or death suffered by certain lessees and owners of vehicles (persons who have suffered such losses or injuries, regardless of whether they are currently involved in the Recall Litigation, “Potential Plaintiffs”) manufactured by General Motors Corporation prior to its sale of substantially all of its assets to NGMCO, Inc., n/k/a General Motors LLC (“New GM”) on July 10, 2009. Certain of the Potential Plaintiffs have filed lawsuits against New GM, filed motions seeking authority from the Bankruptcy Court to file claims against the GUC Trust (the “Late Claims Motions”), or are members of a putative class covered by those actions.

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<sup>1</sup> The CUSIP number appearing herein has been included solely for the convenience of the holders of the Trust Units. Wilmington Trust Company assumes no responsibility for the selection or use of such number and makes no representations as to the correctness of the CUSIP number appearing herein.

<sup>2</sup> Information on the bankruptcy proceedings, including a copy of the Plan, can be found at: <http://www.motorsliquidationdocket.com/>. Information can also be found on the website maintained by the trust administrator and trustee of the Motors Liquidation Company GUC Trust at <https://www.mlcgustrust.com/>.

Also as previously disclosed in the GUC Trust's public reports filed with the SEC, the GUC Trust had been in discussions with certain of the Potential Plaintiffs regarding a settlement of the Late Claims Motions and related litigation (the "Potential Plaintiff Proposal"), and such discussions had meaningfully progressed. At no point, however, did the GUC Trust execute a formal agreement with any of the Potential Plaintiffs. On August 16, 2017, the GUC Trust announced that (i) it was no longer pursuing the Potential Plaintiff Proposal and, (ii) the GUC Trust had reached an agreement in principle with New GM regarding the terms of a forbearance agreement (the "Forbearance Agreement").

In general terms, the Forbearance Agreement requires the GUC Trust to refrain from seeking entry of an order estimating the purported claims of the Potential Plaintiffs or seeking the issuance of additional shares of New GM common stock (the "Adjustment Shares") related thereto until certain events have transpired in the Bankruptcy Court and in a related proceeding in the District Court for the Southern District of New York. In exchange, New GM is required to reimburse the reasonable fees and expenses of the GUC Trust incurred in connection with the Late Claims Motions and related proceedings, and has agreed to discuss in good faith potential compensation for any related delays in future distributions from the GUC Trust. The GUC Trust and New GM executed the Forbearance Agreement on September 12, 2017, but the Forbearance Agreement remains non-binding until certain conditions precedent are satisfied, including approval of the Forbearance Agreement by the Bankruptcy Court.

Wilmington Trust Company, as trust administrator and trustee of the GUC Trust (in such capacity, the "GUC Trust Administrator"), hereby informs you that:

- (i) on September 12, 2017, the GUC Trust filed a motion with the Bankruptcy Court seeking, among other things, approval of the Forbearance Agreement (the "Forbearance Motion"); and
- (ii) on September 11, 2017, certain Potential Plaintiffs filed a motion with the Bankruptcy Court seeking to enforce the terms of the Potential Plaintiff Proposal, arguing that such unexecuted proposed agreement is binding on the GUC Trust (the "Enforcement Motion," and together with the Forbearance Motion, the "Motions").

On October 11, 2017, the Bankruptcy Court entered a scheduling order which set forth the timing of discovery, briefing and trial dates with respect to the Motions (the "Scheduling Order"). Pursuant to the Scheduling Order, discovery, briefing and trial dates with respect to the two Motions were bifurcated, with all issues related to the Enforcement Motion to occur first, and all issues related to the Forbearance Motion to be deferred. In that regard, the Scheduling Order set the following pertinent dates:

- November 13, 2017 – deadline for parties to file (A) briefs with respect to New GM's standing to be heard on the Enforcement Motion, and (B) joinders to the Enforcement Motion.
- November 28, 2017 – deadline for parties to file objections to the Enforcement Motion.

- December 7, 2017 – deadline for parties to file (A) responses in respect of the New GM standing issue, and (B) replies in support of the Enforcement Motion.
- December 18-20, 2017 – evidentiary hearing with respect to the Enforcement Motion.

Copies of the Motions and the Scheduling Order are available on the website maintained by the GUC Trust: [www.mlcgustrust.com](http://www.mlcgustrust.com).

Wilmington Trust Company has prepared this communication in its capacity as GUC Trust Administrator, 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 holders of Trust Units are urged to consult with their own advisors concerning the Trust Units, the Plan, the Forbearance Agreement and the Motions.

Should any holder of Trust Units have any questions regarding this notice, please contact Wilmington Trust Company as follows:

Wilmington Trust Company  
Rodney Square North  
1110 North Market Street  
Wilmington, Delaware, 19890-1615  
Phone No.: (866) 521-0079  
Fax No.: (302) 636-4140

Wilmington Trust Company may conclude that a specific response to particular inquiries from individual holders of Trust Units is not consistent with its duties to provide equal and full dissemination to all holders of Trust Units.

Very Truly Yours,

Wilmington Trust Company,  
solely in its capacity as GUC Trust Administrator