

IMPORTANT NOTICE

To the Holders of the

Motors Liquidation Company

(formerly known as General Motors Corporation)

€1,000,000,000

7.250% Notes due 2013 ISIN No. XS0171942757

and

€1,500,000,000

8.375% Notes due 2033 ISIN No. XS0171943649

Reference is made to (i) the Fiscal and Paying Agency Agreement (the "Fiscal Agency Agreement") among General Motors Corporation, now known as Motors Liquidation Company (the "Company" or the "Issuer"), Deutsche Bank AG London (the "Fiscal Agent") and Banque Generale du Luxembourg S.A. dated July 3, 2003 pursuant to which the 7.250% Notes Due 2013 (ISIN No. XS0171942757) and the 8.375% Notes due 2033 (ISIN No. XS0171943649) (collectively, the "Notes") were issued and (ii) the Second Amended Joint Chapter 11 Plan, dated as of March 18, 2011, of the Company and certain of its affiliates, which was confirmed by an order of the United States Bankruptcy Court for the Southern District of New York entered on March 29, 2011 (the "Plan") and became effective on March 31, 2011. Capitalized terms not defined herein shall have the meanings given to them in the Plan, as defined below.

On July 6, 2011, the United States Bankruptcy Court for the Southern District of New York entered an order which, in part, amended the agreement governing the Motors Liquidation Company GUC Trust to establish appropriate mechanics for the issuance of non-transferable "units" representing contingent beneficial interests in the Motors Liquidation Company GUC Trust. As a result, on behalf of each series of Notes, Euroclear and Clearstream have been credited on the books and records of the Motors Liquidation Company GUC Trust only, with a number of such units. As required under the Plan, the units will be so credited at the ratio of one unit for each \$1,000 in amount of Allowed General Unsecured Claims (within the meaning of the Plan). In connection with the July 2011 Distribution, no holder will receive any units by way of credit to their accounts through Euroclear and Clearstream or otherwise as the units are non-transferable and are not certificated. A copy of this amendment to the GUC Trust Agreement is available at the Motors Liquidation Company GUC Trust website at <https://www.mlcguctrust.com/>.

The Company hereby informs you that, pursuant and subject to the terms of the Plan and the GUC Trust Agreement referred to therein, a distribution (the "July 2011 Distribution") of New GM Stock and New GM Warrants (collectively, the "New GM Securities") is anticipated to be made on or about the date hereof to those persons ("Holders") who were holders of beneficial interests in the Notes who received the initial distribution (the "Initial Distribution") of New GM Securities on April 21, 2011. The amounts of New GM Securities to be allocated in the July 2011 Distribution, per \$1,000 of principal amount of Notes held at the time of the Initial Distribution, are set forth below:

**Amount of New Securities Allocable per
1,000 of Principal Amount of Notes**

Description of Notes	Shares of New GM Stock ISIN U537045V1008	New GM Warrants (Exercise Price of U.S. \$10.00 per Share) ISIN	New GM Warrants (Exercise Price of U.S. \$18.33 per Share) ISIN U537045V1263
2013 Notes XS0171942757	0.156779	0.142526	0.142526
2033 Notes XS0171943649	0.156501	0.142273	0.142273

The actual number of New GM Securities distributed on account of an entire series of Notes are subject to rounding as provided in Section 5.6 of the Plan, and no fractional New GM Securities will be distributed. Each holder's allocated amount may vary slightly due to rounding.

The terms of the Initial Distribution were previously described in the notice issued by the Company on April 20, 2011 (the "Prior Notice"). As described in the Prior Notice, the July 2011 Distribution will be made in accordance with the procedures established by the Clearstream and Euroclear clearing systems.

Except as set forth in the Plan, the Fiscal Agency Agreement ceased to be of further force and effect on the Effective Date, and the Fiscal Agent has no further obligations under the Fiscal Agency Agreement except as set forth in the Plan.

Holders are not required by the Clearstream and Euroclear clearing systems, the Fiscal Agent or the common depository for the Notes, to take any action to receive distributions pursuant to the Plan. Plan distributions will be made via the Clearstream and Euroclear clearing systems in accordance with customary procedures.

Information on the bankruptcy proceedings can be found at: www.motorsliquidationdocket.com. The Issuer's website URL is: www.motorsliquidation.com. Information can also be found on the Motors Liquidation Company GUC Trust website at: www.mlcguctrustee.com.

This Notice is given by:

**Wilmington Trust Company, in its capacity as
trustee and trust administrator of the Motors
Liquidation Company GUC Trust**

July 27, 2011