



**Notice No. 8 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”):

<u>Issue Name</u>	<u>CUSIP#</u>	<u>Indenture</u>
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 (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)).<sup>1</sup>

**1. Entry of Order Approving the Stipulation Allowing the Proofs of Claim of Wilmington Trust on Behalf of the Holders**

On August 9, 2010, the Bankruptcy Court entered an order (the "Allowance Order") allowing Wilmington Trust's proof of claim for principal and interest due under the Indentures in the amount of approximately \$23.3 billion plus certain fees and expenses (the "Wilmington Trust Allowed Claim"). A copy of the Allowance Order is available free of cost at [www.wilmingtontrust.com/gmbondholders](http://www.wilmingtontrust.com/gmbondholders).

Upon consummation of a plan of liquidation, Wilmington Trust will begin to receive distributions on account of the Wilmington Trust Allowed Claim and allocate those distributions in accordance with the terms of the Indentures to Holders of the Notes. As discussed in Section 2 below, the Debtors currently anticipate confirming a plan of liquidation by the end of calendar year 2010, although unforeseen delays could occur and there could be a period of time after confirmation before the plan can be consummated and distributions commenced.

Proofs of claim filed by individual beneficial Holders of the Notes for principal and interest are duplicative of the Wilmington Trust Allowed Claim. The Debtors intend to file objections to these duplicative proofs of claims. ***Objections to claims of beneficial Holders of the Notes on the grounds that such claims are duplicative of the Wilmington Trust Allowed Claim will not affect any Holder's right to share in plan distributions. Please call the numbers below (see Section 3) with any questions.***

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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 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.

## 2. Update on Plan-Related Timeline

At an August 6, 2010 hearing the Debtors announced their intention to file and confirm a plan of liquidation (the “Plan”) by the end of calendar year 2010, and in accordance with the following (non-binding) timeline:

- Week of August 20, 2010 – File the Plan and a disclosure statement (the “Disclosure Statement”) describing the Plan.
- End of September 2010 – Schedule a hearing to seek Bankruptcy Court approval of the Disclosure Statement.
- End of Calendar Year 2010 – Schedule a hearing to seek Bankruptcy Court approval and confirmation of the proposed Plan.

Note that this timeline represents the current intentions of the Debtors and could be delayed in the event of unforeseen circumstances.

## 3. 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  
Fax No.: (302) 636-4140

-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  
Fax No.: (212) 351-5232

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 16, 2010

Very Truly Yours,

Wilmington Trust Company, as indenture  
trustee under the Indentures