

**Notice No. 11 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”).

### **1. Approval of Disclosure Statement**

On August 31, 2010, the Debtors filed a plan of liquidation (the “Plan”) together with a disclosure statement (the “Disclosure Statement”) which describes the Plan and provides supplementary information regarding the Debtors and the Bankruptcy Cases. The Plan sets forth the treatment each claimant, including the Holders of Notes, will receive from the liquidation of the Debtors’ estates if the Plan is approved by the Bankruptcy Court.

On December 8, 2010, the Bankruptcy Court entered an order (the “Approval Order”) approving the Disclosure Statement (as amended). Following entry of the Approval Order, the Debtors will initiate the vote solicitation process, pursuant to which all claimants will receive a copy of the Disclosure Statement and Plan, and certain claimants, including the Holders of Notes, will have an opportunity to vote on whether to accept or reject the Plan. Once the votes are tallied, the Bankruptcy Court will hold a hearing to determine whether the Plan can be confirmed.

As outlined in the Approval Order, the following key dates apply to the solicitation of votes and approval of the Plan:

- December 7, 2010 – Record date for purposes of determining who is entitled to vote on the Plan;
- February 11, 2011 (4:00 p.m. Eastern) – Deadline to file objections to the Plan;
- February 11, 2011 (5:00 p.m. Eastern) – Deadline to submit votes to accept or reject the Plan;
- March 3, 2011 (9:45 a.m. Eastern) – Hearing regarding confirmation of the Plan.<sup>1</sup>

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<sup>1</sup> Please note that this date is subject to change.

Copies of the Approval Order, the Plan and the Disclosure Statement are available free of cost at [www.wilmingtontrust.com/gmbondholders](http://www.wilmingtontrust.com/gmbondholders).

## 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:

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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  
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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: December 13, 2010

Very Truly Yours,

Wilmington Trust Company, as indenture  
trustee under the Indentures