

**Notice No. 7 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) (collectively, the "Cases")).<sup>1</sup>

In its notice dated August 21, 2009, (the "August 2009 Notice") Wilmington Trust reported, among other things, the Debtors' anticipated timeline for reaching key milestones in the Cases, including the expected timeline for filing and obtaining confirmation of a plan of reorganization and making distributions to unsecured creditors under the plan. The purpose of this notice is to provide an update with respect to the progression of the Cases as it relates to the anticipated timing of plan-related milestones.

### **1. Update on Plan-Related Timeline**

In the August 2009 Notice, it was reported that the Debtors expected to file their plan of liquidation in January or February of 2010 and to have such plan confirmed by May 2010. The Debtors expected to make distributions to unsecured creditors under the plan in July 2010. That schedule is no longer applicable. The Debtors continue to work toward the formulation of a chapter 11 plan. On May 27, 2010, the Debtors obtained from the Bankruptcy Court a third extension of the period during which they have the exclusive right to file a plan, along with the period to obtain acceptances of such plan (together, the "Exclusive Periods") through September 27, 2010 and November 29, 2010, respectively. In their motion to obtain an extension of the Exclusive Periods, the Debtors stated that although they are working closely with key constituents such as the official committee of unsecured creditors of Motors Liquidation Company, the committee representing current asbestos personal injury claimants and the legal representative for future asbestos personal injury claimants, among others, a number of factors warranted additional time to formulate, file and solicit acceptances in connection with a plan. These factors include the size and complexity of the Cases and the critical contingencies that have yet to be resolved, including the scope of liabilities related to environmental and asbestos-related claims as well as unliquidated litigation claims.

Currently, the Debtors have not provided more specific guidance with respect to when they expect to file a chapter 11 plan. Wilmington Trust will provide a further update when such information is known.

### **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

<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 reorganization 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.

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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-and-

Matthew J. Williams, Esq.  
Keith R. Martorana, Esq.  
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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: July 12, 2010

Very Truly Yours,

Wilmington Trust Company, as indenture  
trustee under the Indentures