

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

**NOTICE
TO THE HOLDERS OF**

**MOTORS LIQUIDATION COMPANY
(f/k/a GENERAL MOTORS COMPANY)**

**9.40% Debentures due 2021 (CUSIP No. 370442AN5)
8.80% Notes due 2021 (CUSIP No. 370442AJ4)
7.40% Debentures due 2025 (CUSIP No. 370442AR6)
9.4% Medium Term Notes due 2021 (CUSIP No. 37045EAG3)
9.45% Medium Term Notes due 2011 (CUSIP No. 37045EAS7)¹**

April 21, 2011

Wilmington Trust Company is communicating to you in its capacity as successor indenture trustee to Citibank, N.A. (the "Indenture Trustee") under the Indenture dated as of November 15, 1990 with Motors Liquidation Company (formerly known as General Motors Corporation) (the "Company"), as amended from time to time (the "Indenture"), pursuant to which the above-described notes and debentures (collectively, the "Notes") were issued.

Beginning on June 1, 2009, the Company and certain of its affiliates (collectively with the Company, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On March 18, 2011, the Debtors filed their Second Amended Joint Chapter 11 Plan, which was confirmed by an order of the Bankruptcy Court entered on March 29, 2011 (as so confirmed, the "Plan").² Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

The Plan became effective on March 31, 2011 (the "Effective Date"). The Plan provides for the creation of a liquidating trust (the "GUC Trust") that will hold the New GM Stock and New GM Warrants (collectively, the "New Securities") and will be responsible for making distributions under the Plan to holders of Allowed General Unsecured Claims, including the holders of Notes.

¹ The 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 numbers and makes no representations as to the correctness of the CUSIP numbers appearing herein.

² Information on the bankruptcy proceedings, including a copy of the Plan, can be found at: www.motorsliquidationdocket.com. The Issuer's website URL is: www.motorsliquidation.com. Information can also be found on the website for the Official Committee of Unsecured Creditors for Motors Liquidation Company at: www.motorsliquidationcreditorscommittee.com, and on the Indenture Trustee's website at www.wilmingtontrust.com/gmbondholders.

The initial distribution under the Plan is expected to be made on or about April 21, 2011 (the “Initial Distribution”), and shall consist of each holder of Notes’ Pro Rata Share of New Securities in accordance with the trust agreement governing the GUC Trust (the “GUC Trust Agreement”) and the Plan. The amounts of New Securities that are to be allocated per \$1,000 of principal amount of Notes held is set forth on Exhibit A hereto.³

Following the Initial Distribution, any undistributed New Securities that are not required for the satisfaction of disputed general unsecured claims or to satisfy costs and expenses of the GUC Trust shall be subsequently distributed to those persons who were holders of the Notes who received the Initial Distribution, in accordance with the GUC Trust Agreement and the Plan.⁴ Any such distributions will be made through escrow positions established by DTC for the purposes of making such distributions.

It is also possible that additional cash distributions may be made from a separate trust which was created under the Plan, entitled the Motors Liquidation Company Avoidance Action Trust, to those persons who were holders of the Notes who received the Initial Distribution, in accordance with the GUC Trust Agreement and the Plan. Any such distributions will also be made through the escrow positions established by DTC.

Except as set forth in the Plan, on the Effective Date the Indentures ceased to be of further force and effect, and Wilmington Trust Company has no further obligations as Indenture Trustee in respect thereof (except as set forth in the Plan).

Wilmington Trust Company has prepared this communication 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 all holders of the Notes are urged to consult with their own advisors concerning the Notes and the Plan, including tax advisors concerning the tax treatment of any distributions thereunder. Should any holder of Notes have any questions regarding this Notice, please contact Wilmington Trust Company as follows:

³ The actual number of New 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 Securities will be distributed. Each holder’s allocated amount may vary slightly due to rounding.

⁴ While the Plan provides that GUC Trust Units, representing the contingent right to receive subsequent distributions of New Securities and other assets, could have been issued by the GUC Trust Administrator as a separately issued security, the conditions required for the issuance of such units were not met. Therefore, the GUC Trust Administrator will not issue any transferable GUC Trust Units. Any subsequent distributions of New Securities and other assets will be made solely to those persons who were holders of the Notes who received the Initial Distribution, through the DTC escrow positions described above.

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

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

Very Truly Yours,

Wilmington Trust Company,
as Indenture Trustee under the Indenture

EXHIBIT A

**MOTORS LIQUIDATION COMPANY
(f/k/a GENERAL MOTORS CORPORATION)**

Description of Notes	CUSIP Number ⁶	Principal Amount Outstanding	Amount of New Securities Allocable per \$1,000 of Principal Amount of Notes ⁵		
			Shares of New GM Stock (CUSIP 37045V100) ⁶	New GM Warrants (Exercise Price of \$10.00 per Share, CUSIP 37045V118) ⁶	New GM Warrants (Exercise Price of \$18.33 per Share, CUSIP 37045V126) ⁶
9.40% Debentures due 2021	370442AN5	\$299,795,000	3.927557	3.570507	3.570507
8.80% Notes due 2021	370442AJ4	\$524,795,000	3.884837	3.531670	3.531670
7.40% Debentures due 2025	370442AR6	\$500,000,000	3.855920	3.505382	3.505382
9.4% Medium Term Notes due 2021	37045EAG3	\$15,000,000	3.804800	3.458933	3.458933
9.45% Medium Term Notes due 2011	37045EAS7	\$48,175,000	3.852164	3.501962	3.501962

⁵ The actual number of New 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 Securities will be distributed. Each holder's allocated amount may vary slightly due to rounding.

⁶ The 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 numbers and makes no representations as to the correctness of the CUSIP numbers appearing herein.