

MOTORS LIQUIDATION COMPANY, *ET AL.*

DISCLOSURE STATEMENT

EXHIBIT B

FINANCIAL INFORMATION AND PROJECTIONS

FINANCIAL INFORMATION AND PROJECTIONS (UNAUDITED)

The financial projections ("Projections") contained herein reflect numerous assumptions, including the confirmation and consummation of the Debtors' Amended Joint Chapter 11 Plan (the "Plan") for Motors Liquidation Company¹, et al. as filed with the Bankruptcy Court. The Projections should be viewed in conjunction with a review of these assumptions including the qualifications and footnotes as set forth herein. The Projections were prepared by management in good faith based upon assumptions believed to be reasonable and appropriate at the time that they were prepared. While presented with numerical specificity, the Projections are based upon a variety of estimates and assumptions subject to significant business, economic, environmental and competitive uncertainties and contingencies, many of which are beyond the control of the Debtors. Actual results may vary materially from those presented. The Projections have not been prepared to comply with the guidelines established with respect to Projections by the Securities and Exchange Commission or the American Institute of Certified Public Accountants ("AICPA") and have not been audited. Furthermore, the Projections have been prepared on a cash basis and do not conform to accounting principles generally accepted in the United States ("GAAP").

The Projections are based on the assumption that the Debtors will emerge from Chapter 11 on December 31, 2010 ("Effective Date"). Four Trusts (the "Trusts") will be formed on the Effective Date including: 1) the Asbestos Trust; 2) the General Unsecured Creditors Trust ("GUC Trust"); 3) the Environmental Response Trust ("ERT"); and 4) the Avoidance Action Trust. Motors Liquidation Company ("MLC") will continue in its current corporate form after the Effective Date until it is dissolved at a date no later than December 15, 2011. MLC will provide transition support services to the GUC Trust and the ERT until these trusts fully assume their own administration. MLC will also complete certain required administrative actions, such as preparing and filing tax returns, processing and paying professional fees and other administrative expenses, and resolving and paying any remaining secured, priority and administrative claims remaining after the Effective Date.

The Projections include schedules of:

- a) Opening Statement of Net Assets (Liabilities) of the Debtors and Trusts projected as of December 31, 2010;
- b) Projected Statements of Cash Disbursements for the GUC Trust;
- c) Projected Statements of Net Assets (Liabilities) for the GUC Trust;
- d) Projected Statements of Cash Receipts and Disbursements for the ERT;
- e) Projected Statements of Net Assets (Liabilities) for the ERT;
- f) Projected Statement of Cash Receipts and Disbursements for MLC;
- g) Projected Statements of Net Assets (Liabilities) for MLC;

The Projections are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Factors that could cause actual results to differ materially from the Projections herein include, but are not limited to, the Debtors, the Trusts, and MLC being able to administer their operations consistent with the Projections; the ability of the Debtors, the Trusts, and MLC to respond to any adverse regulatory actions without any unexpected expenditures; the ability of the GUC Trust to resolve claims at estimated levels and to utilize the ADR process in a manner similar to how it was utilized previously; the ability of the ERT to realize sales of property, plant and equipment within projected timelines and for estimated net realizable values; property holding costs not being materially greater than estimated; estimated professional fees incurred by the Debtors, the Trusts, and MLC not being materially greater than estimated; any projected tax liabilities not being materially greater than estimated; obtaining a Private Letter Ruling from the Internal Revenue Service ("IRS") supporting the tax status of the Trusts; projected rental income being collected in the amounts estimated; and demolition costs and scrap values being consistent with those projected.

¹ Capitalized terms not defined herein shall have the meaning set forth in the Plan and related documents.

MOTORS LIQUIDATION COMPANY, *ET AL.*

DISCLOSURE STATEMENT

Opening Statement of Net Assets (Liabilities) of the Debtors and Trusts

Opening Statement of Net Assets (Liabilities) of the Debtors and Trusts
As of December 31, 2010
(UNAUDITED)

(All amounts in millions unless otherwise noted)

See Projection Notes and Assumptions

		Transferred To/Remaining With:			
	Opening Balance [1]	Asbestos Trust [2]	GUC Trust [3]	ERT [4]	MLC [5]
Assets					
Cash and cash equivalents [6]	\$ 738	\$ 2	\$ 57	\$ 447	\$ 124
Other current assets					
Retainers paid to professionals [7]	21	-	-	-	21
Administrative Funding Reserve Account [8]	-	-	-	40	-
Cushion Funding Account [9]	-	-	-	68	-
Total current assets	<u>\$ 759</u>	<u>\$ 2</u>	<u>\$ 57</u>	<u>\$ 555</u>	<u>\$ 145</u>
Property, plant, and equipment [10]	120	-	-	120	-
New GM securities [11]	-	-	-	-	-
Restricted cash [12]	68	-	-	68	-
Total assets	<u><u>\$ 947</u></u>	<u><u>\$ 2</u></u>	<u><u>\$ 57</u></u>	<u><u>\$ 743</u></u>	<u><u>\$ 145</u></u>
Liabilities					
Debtor-in-possession financing [13]	\$ -	\$ -	\$ -	\$ -	\$ -
Accrued professional fees and accounts payable [14]	66	-	-	-	66
Accrued secured, administrative and priority claims [15]	25	-	-	-	25
Environmental liabilities [9]	440	-	-	413	27
Liabilities subject to compromise [16]	38,500	1,800	36,700	-	-
Total liabilities	<u>\$ 39,031</u>	<u>\$ 1,800</u>	<u>\$ 36,700</u>	<u>\$ 413</u>	<u>\$ 118</u>
Net assets (liabilities)	<u><u>\$ (38,084)</u></u>	<u><u>\$ (1,798)</u></u>	<u><u>\$ (36,643)</u></u>	<u><u>\$ 330</u></u>	<u><u>\$ 27</u></u>

Opening Statement of Net Assets (Liabilities) of the Debtors and Trusts
Projection Notes and Assumptions
(UNAUDITED)

1. The Opening Statement of Net Assets (Liabilities) for the Debtors and Trusts is based upon the Debtors' estimates of the results of operations of the Debtors' estates through December 31, 2010, the assumed Effective Date of the Plan, adjusted for payments made to the DIP Lenders and, for the purpose of preparing these Projections, the cancellation of the remaining DIP Credit Agreement facility to the extent outlined in the Plan.
2. In addition to funding the Asbestos Trust with the Asbestos Trust Assets, the Asbestos Trust will be funded with \$2 million for its initial administrative costs. All asbestos personal injury claims will be channeled to the Asbestos Trust. Any operating costs associated with the administration of the Asbestos Trust greater than the initial \$2 million cash funding will be funded from the Asbestos Trust Assets.
3. The cash and cash equivalents contributed to the GUC Trust represent the amount forecasted to cover professional fees to liquidate any Disputed General Unsecured Claims as of the Effective Date, prosecute and defend litigation matters currently involving MLC, and satisfy all other costs associated with administering the GUC Trust, including maintaining communications with stakeholders, trustee fees, the cost associated with distributing New GM Securities, audit and tax functions, and completion of any remaining tax returns and dissolution activities associated with MLC. Any funding requirements of the Avoidance Action Trust are assumed to be the responsibility of the GUC Trust and no separate projections are included related to the Avoidance Action Trust. No valuation has been made of the contingent asset in the Avoidance Action Trust.
4. The cash and cash equivalents contributed to the ERT include amounts for the Minimum Estimated Property Funding Account, Reserve Property Funding Account, Long Term OMM Property Funding Account, Cushion Funding Account, Administrative Funding Account, and Administrative Funding Reserve Account as provided in the Environmental Response Trust Consent Decree and Settlement Agreement ("Settlement Agreement"). In addition, certain property, plant and equipment and restricted cash will be contributed to the ERT. The proceeds from asset sales and restricted cash releases will be utilized to fund ERT activities. Certain environmental liabilities as outlined in note 9 below will also be transferred to the ERT.
5. MLC's post-Effective Date functions will primarily include payment processing relating to accounts payable and accrued and unpaid professional fees as of the Effective Date, resolving and paying any remaining secured, administrative and priority claims, providing and paying for transition services to the ERT and GUC Trust, preparing and filing of tax returns, and performing other administrative duties relating to the wind down and dissolution of the Debtors. The excess of assets over liabilities in the opening statement of Net Assets (Liabilities) is estimated to be \$27 million. This excess is available to pay administrative expenses of the Debtors incurred after the Effective Date. To the extent the excess funds are not used, the balance will be returned to the DIP Lenders.
6. Cash and cash equivalents represents cash and investments in U.S. Treasury or U.S. Treasury backed securities with a maturity of 15 years or less.
7. Retainers paid to professionals represent amounts paid to professional firms as security for services rendered in conjunction with the Debtors' bankruptcy. It is assumed that the amounts will be returned to MLC in conjunction with settling any remaining balances due to these professional firms after the Effective Date and prior to MLC's dissolution.
8. The Administrative Funding Reserve Account includes funding held by the ERT in a separate dedicated account as outlined in the Settlement Agreement.

9. The Environmental Liability, consistent with the Settlement Agreement, is comprised of the following components (excluding any other environmental unsecured claims):

	Amount (in millions)
Required funding per the Settlement Agreement for:	
Minimum Estimated Property Funding Account	\$ 295
Reserve Property Funding Account	52
Long Term OMM Property Funding Account	<u>84</u>
Total funding prior to adjustments	\$ 431
Reduction for expected costs to be incurred by the Debtors from July 1, 2010 to December 31, 2010 as provided for in the Settlement Agreement	<u>(18)</u>
Estimated environmental liabilities expected to be transferred to the ERT	<u>\$ 413</u>

In addition to the items noted above, the Settlement Agreement stipulates that \$68 million will be contributed to the ERT for the Environmental Cushion Funding Account. Separate from the Settlement Agreement, settlements are expected to be reached in regards to certain sites where MLC is a potentially responsible party and which are collectively referred to as the Priority Order Sites, resulting in MLC making estimated payments totaling \$27 million on or after the Effective Date.

10. The values of property, plant, and equipment are based on estimated net realizable values adjusted to reflect the Debtors' plans for disposition and available information regarding net recoverable amounts.
11. As part of the 363 Transaction, New GM issued MLC 150,000,000 shares (as adjusted) representing 10% of New GM's common stock, warrants to acquire shares of New GM common stock initially exercisable for a total of 272,727,270 of such shares (as adjusted) for a total of 15% of New GM's common stock on a fully diluted basis, and New GM or its designated subsidiaries also assumed certain specified liabilities of the Debtors. The agreements governing the 363 Transaction also provide that in the event that the estimated allowed aggregate general unsecured claims against the Debtors, as determined by the Bankruptcy Court upon the request of MLC, exceed \$35 billion, New GM is required to issue Adjustment Shares, up to approximately an additional 2% of its common stock. We have not undertaken a valuation of these securities. On November 17, 2010 New GM executed an initial public offering of common stock. The stock is traded on the New York Stock Exchange under the ticker symbol "GM". The closing price of the common stock on November 30, 2010 was \$34.20 per share.
12. Restricted cash represents cash collateral held by third parties for environmental related financial assurance including insurance, sureties and other similar types of instruments.
13. As of the Effective Date, it is estimated that the amount outstanding under the DIP Credit Agreement facility will total \$1,266 million. Of this amount, it is estimated that \$140 million will be repaid to the DIP Lenders on or about the Effective Date and, for the purpose of preparing these Projections, the cancellation of the remaining DIP Credit Agreement facility to the extent outlined in the Plan
14. Accrued professional fees and accounts payable include amounts due to professionals for services performed prior to the Effective Date, accrued sales, use and property taxes, amounts due to New GM, and amounts due to affiliates.
15. The amounts for accrued secured, administrative and priority claims represent those amounts estimated by the Debtors that may need to be paid relating to any unpaid secured, administrative and priority claims as of the Effective Date. Any funds in excess of those required to satisfy these claims will be returned to the DIP Lenders.
16. Liabilities subject to compromise represent the Debtors' estimates of known or potential pre-petition claims to be addressed in these chapter 11 cases based upon the Debtors' books and records, the Debtors' pre-petition reserves for liabilities, and the ongoing claims resolution process. Neither the total final liabilities subject to compromise amount nor the potential amounts that the liabilities subject to compromise may eventually be settled for is known at this time; however, the Debtors estimate the overall liabilities subject to compromise to be in a range of \$35 billion to \$42 billion. For illustrative purposes only, the mid-point of this expected range (\$38.5 billion) is included in the Projections of which it is assumed that \$1.8 billion will be allocated to the Asbestos Trust and the remainder of \$36.7 billion will be allocated to the GUC Trust. In the Monthly Operating Report for the month ending September 30, 2010, the Debtors disclosed a range of \$35 billion to \$42 billion as the estimate of the overall liabilities subject to compromise and recorded an amount of \$35 billion in their Statement of Net Assets (Liabilities) as their liabilities subject to compromise. The low end of the estimated range was included in the Debtors' Monthly Operating Report

Statement of Net Assets (Liabilities) due to the accounting guidelines requiring recording a liability or contingency at the minimum amount of an estimated range when a range of estimates exists as to its expected eventual outcome.

MOTORS LIQUIDATION COMPANY, *ET AL.*

DISCLOSURE STATEMENT

General Unsecured Creditors Trust Financial Projections

General Unsecured Creditors Trust
Projected Statements of Cash Disbursements
(UNAUDITED)

(All amounts in thousands unless otherwise noted)

See Projection Notes and Assumptions

	Year ending December 31,				
	2011	2012	2013	2014	Total
Beginning cash and cash equivalents	\$ 57,242	\$ 32,031	\$ 11,372	\$ 2,288	\$ 57,242
Cash disbursements					
Administrative and operating expenses	4,123	2,934	2,562	1,916	11,535
Professional fees	21,088	11,725	6,522	372	39,707
Other expenses	-	6,000	-	-	6,000
Total cash disbursements	<u>25,211</u>	<u>20,659</u>	<u>9,084</u>	<u>2,288</u>	<u>57,242</u>
Net cash flow	<u>(25,211)</u>	<u>(20,659)</u>	<u>(9,084)</u>	<u>(2,288)</u>	<u>(57,242)</u>
Ending cash and cash equivalents	<u>\$ 32,031</u>	<u>\$ 11,372</u>	<u>\$ 2,288</u>	<u>\$ -</u>	<u>\$ -</u>

General Unsecured Creditors Trust
Projected Statements of Net Assets (Liabilities)
(UNAUDITED)

(All amounts in thousands unless otherwise noted)

See Projection Notes and Assumptions

Assets	January 1, 2011	Projected December 31,			
		2011	2012	2013	2014
Cash and cash equivalents	\$ 57,242	\$ 32,031	\$ 11,372	\$ 2,288	\$ -
New GM Securities	-	-	-	-	-
Total assets	<u>\$ 57,242</u>	<u>\$ 32,031</u>	<u>\$ 11,372</u>	<u>\$ 2,288</u>	<u>\$ -</u>
Liabilities					
Accrued liabilities	\$ -	\$ 1,458	\$ 1,038	\$ 372	\$ -
Total current liabilities	<u>-</u>	<u>1,458</u>	<u>1,038</u>	<u>372</u>	<u>-</u>
Total liabilities subject to compromise	36,700,000	6,761,513	3,529,522	-	-
Total liabilities	<u>36,700,000</u>	<u>6,762,971</u>	<u>3,530,560</u>	<u>372</u>	<u>-</u>
Net assets (liabilities)	<u>\$ (36,642,758)</u>	<u>\$ (6,730,940)</u>	<u>\$ (3,519,188)</u>	<u>\$ 1,916</u>	<u>\$ -</u>

General Unsecured Creditors Trust
Projection Notes and Assumptions
(UNAUDITED)

General Assumptions

These projections were prepared based on the December 31, 2010 Opening Statement of Net Assets (Liabilities) of the Debtors and Trusts. The Projections assume that the GUC Trust will administer certain post-Effective Date responsibilities as provided in the Plan, including, but not limited to, distributing New GM Securities and resolving outstanding Disputed General Unsecured Claims to determine the amount of Allowed General Unsecured Claims that will be eligible to receive distributions under the Plan. If the Residual Wind-Down Assets (as defined in the Plan) are transferred to the GUC Trust upon dissolution of MLC, then the GUC Trust shall administer the resolution of all Disputed Administrative Expenses, Disputed Priority Tax Claims, Disputed Priority Non-Tax Claims, and Disputed Secured Claims, if any. The beneficiary of the GUC Trust, after satisfaction of all liabilities as outlined in the Plan, shall be the DIP Lenders. The Projections include Projected Statements of Cash Disbursements and Projected Statements of Net Assets (Liabilities) that have been prepared on a cash basis and do not conform to accounting principles generally accepted in the United States ("GAAP").

Projected Statements of Cash Disbursements

The GUC Trust cash receipts are expected to be limited to interest income on invested cash and cash equivalents; however, given the timing of projected cash disbursements and expected yields, any interest income is expected to be negligible and has not been included in the forecast.

Administrative and operating expenses include trustee fees and expenses, monitor fees, facility costs, insurance, stock transfer, tax and accounting fees, and other miscellaneous costs. Professional fees include legal and claims administration fees. These costs were estimated based upon the Debtors' experience, the anticipated scope of services required, and consideration of guidelines proposed by the DIP Lenders as to compensation. Other expenses include approximately \$6 million related to potential state taxes that may be required to be paid by the GUC Trust on behalf of MLC after its dissolution.

Projected Statement of Net Assets (Liabilities)

The Projected Statement of Net Assets (Liabilities) included in these projections are based on the projected assets and liabilities to be transferred to the GUC Trust at the Effective Date and reflect the cash disbursements discussed herein.

Assumed Tax Status of GUC Trust

For all U.S. federal and applicable state and local income tax purposes, all parties (including, without limitation, the Debtors, the GUC Trust Administrator, and the holders of General Unsecured Claims) shall treat the GUC Trust as a "disputed ownership fund" within the meaning of Treasury Regulation section 1.468B-9. The Debtors filed a private letter ruling request with the IRS seeking IRS agreement that the GUC Trust shall be treated as a "disputed ownership fund" for tax purposes.

MOTORS LIQUIDATION COMPANY, *ET AL.*

DISCLOSURE STATEMENT

Environmental Response Trust Financial Projections

Environmental Response Trust

Projected Statements of Cash Receipts and Disbursements

(UNAUDITED)

(All amounts in thousands unless otherwise noted)

See Projection Notes and Assumptions

	Projected Period Ending December 31,							Remainder	Total
	2011	2012	2013	2014	2015	2016	2017 to 2020		
Beginning cash and cash equivalents	\$ 555,180	\$ 477,461	\$ 407,436	\$ 290,584	\$ 264,132	\$ 245,293	\$ 227,014	\$ 102,695	\$ 555,180
Cash receipts									
Rental receipts	\$ 5,746	\$ 1,818	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,564
Investment income	264	264	264	22	-	-	-	-	814
Release of restricted cash	68,416	-	-	-	-	-	-	-	68,416
Asset sale proceeds	53,585	53,238	5,700	7,900	-	-	-	-	120,423
Total cash collections	\$ 128,011	\$ 55,320	\$ 5,964	\$ 7,922	\$ -	\$ -	\$ -	\$ -	\$ 197,217
Cash disbursements									
Holding costs	\$ 54,530	\$ 29,453	\$ 27,207	\$ 9,115	\$ 1,676	\$ 2,456	\$ 12,916	\$ 4,603	\$ 141,956
Environmental Actions	135,748	82,736	45,801	16,668	11,771	11,458	31,456	77,140	412,778
Administrative	8,722	8,806	7,453	7,091	4,032	3,015	6,915	12,852	58,886
Professional fees	5,500	3,650	1,475	1,300	1,300	1,300	4,700	8,100	27,325
Other expenses	1,230	700	880	200	60	50	50	-	3,170
Return of Cushion Funding Account	-	-	-	-	-	-	68,282	-	68,282
Return of Administrative Funding Reserve	-	-	40,000	-	-	-	-	-	40,000
Total cash disbursements	\$ 205,730	\$ 125,345	\$ 122,816	\$ 34,374	\$ 18,839	\$ 18,279	\$ 124,319	\$ 102,695	\$ 752,397
Net cash flow	\$ (77,719)	\$ (70,025)	\$ (116,852)	\$ (26,452)	\$ (18,839)	\$ (18,279)	\$ (124,319)	\$ (102,695)	\$ (555,180)
Ending cash and cash equivalents	\$ 477,461	\$ 407,436	\$ 290,584	\$ 264,132	\$ 245,293	\$ 227,014	\$ 102,695	\$ -	\$ -

Environmental Response Trust
Projected Statement of Net Assets (Liabilities)
(UNAUDITED)

(All amounts in thousands unless otherwise noted)

See Projection Notes and Assumptions

Assets:	December 31,							
	January 1, 2011	2011	2012	2013	2014	2015	2016	2020
Cash and cash equivalents	\$ 446,898	\$ 369,179	\$ 299,154	\$ 222,302	\$ 195,850	\$ 177,011	\$ 158,732	\$ 102,695
Administrative Funding Reserve Account	40,000	40,000	40,000	-	-	-	-	-
Cushion Funding Account	68,282	68,282	68,282	68,282	68,282	68,282	68,282	-
Total current assets	555,180	477,461	407,436	290,584	264,132	245,293	227,014	102,695
Property, plant, and equipment	120,423	66,838	13,600	7,900	-	-	-	-
Restricted cash	68,416	-	-	-	-	-	-	-
Total assets	\$ 744,019	\$ 544,299	\$ 421,036	\$ 298,484	\$ 264,132	\$ 245,293	\$ 227,014	\$ 102,695
Liabilities:								
Accrued professional fees and accounts payable	\$ -	\$ 900	\$ 650	\$ 475	\$ 475	\$ 475	\$ 350	\$ 350
Environmental liability	412,778	277,030	194,294	148,493	131,825	120,054	108,596	77,140
Total liabilities	412,778	277,930	194,944	148,968	132,300	120,529	108,946	77,490
Net assets (liabilities)	\$ 331,241	\$ 266,369	\$ 226,092	\$ 149,516	\$ 131,832	\$ 124,764	\$ 118,068	\$ 25,205

**Environmental Response Trust
Projection Notes and Assumptions
(UNAUDITED)**

General Assumptions

These projections were prepared based on the December 31, 2010 Opening Statement of Net Assets (Liabilities) of the Debtors and Trusts. The Projections assume that the ERT will conduct, manage and/or fund Environmental Actions with respect to certain of the Properties in accordance with the provisions of the Settlement Agreement; reimburse the Lead Agency for Environmental Actions it conducts or has agreed to pay for with respect to the Properties; own certain of the Properties, carry out administrative and property management functions related to the Properties and pay associated administrative costs; and try to sell or transfer the Properties owned by the ERT with the objective that they be put to productive or beneficial use. The Projections include Projected Statements of Cash Receipts and Disbursements and Projected Statements of Net Assets (Liabilities) that have been prepared on a cash basis and do not conform to accounting principles generally accepted in the United States ("GAAP").

Projected Statements of Cash Receipts and Disbursements

Cash Receipts

The ERT is projected to receive rental income of \$8 million during the projection period primarily from properties leased under the Master Lease Agreement with New GM.

The ERT will invest cash holdings in U.S. Treasury securities with remaining maturities of 15 years or less for which investment income is included at recent current market rates.

In accordance with the terms of the Settlement Agreement, the ERT will receive cash collateral proceeds related to surety bonds, performance bonds, and other financial assurance products. The associated cash collateral is expected to be released to the ERT or placed into specific state designated trusts.

The ERT is projected to receive asset sale proceeds of approximately \$120 million from the sale of property, plant and equipment contributed to the ERT from the Debtors.

Cash Disbursements

Holding costs include those related to facility decommissioning; demolition; utilities; property taxes; site separation and site management costs required to hold property, plant, and equipment until final disposition.

Administrative costs primarily include contractors and employees to administer the ERT including management, financial, real estate and demolition personnel; rent and travel related costs for corporate activities; and directors and officers, and property and casualty insurance.

ERT professional fees include legal, accounting, and tax fees. The legal and professional fees included in the Projections are based on estimates by the Debtors and may change based on discussions with the firms that may be providing those services.

The Projections include a return of the Administrative Funding Reserve Account to the U.S. Treasury after three years and the Cushion Funding Account to the Hazardous Substances Superfund after a period of 10 years in accordance with Settlement Agreement.

Environmental Response Trust
Projection Notes and Assumptions
(UNAUDITED)
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Projected Statements of Net Assets (Liabilities)

The Projected Statements of Net Assets (Liabilities) included in the Projections are based on the net assets (liabilities) transferred to the ERT at December 31, 2010 and reflect the cash receipts and disbursements discussed herein.

Assumed Tax Status of ERT

For all U.S. federal and applicable state and local income tax purposes, all parties (including, without limitation, the Debtors, the Environmental Response Trust Administrative Trustee, the lenders under the DIP Credit Agreement, and the holders of Property Environmental Claims) shall treat the ERT as a “qualified settlement fund” within the meaning of section 468B of the Tax Code and the Treasury Regulations thereunder. The Debtors filed a private letter ruling request with the IRS seeking IRS agreement that the ERT will be treated as a “qualified settlement fund” for tax purposes.

MOTORS LIQUIDATION COMPANY, *ET AL.*

DISCLOSURE STATEMENT

Motors Liquidation Company Financial Projections