

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	: (Jointly Administered)
Debtors.	:
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**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR REJECTING
AMENDED JOINT CHAPTER 11 PLAN OF MOTORS LIQUIDATION COMPANY
(F/K/A GENERAL MOTORS CORPORATION) AND ITS AFFILIATED DEBTORS**

<p>CLASS 3 (GENERAL UNSECURED CLAIMS) – NOTE CLAIMS, EUROBOND CLAIMS, AND NOVA SCOTIA GUARANTEE CLAIMS</p>

This Beneficial Owner Ballot is to be used for voting by the record holders or the beneficial owners of debt securities with respect to the Note Claims (as defined in the Plan), the Eurobond Claims (as defined in the Plan), or the Nova Scotia Guarantee Claims (as defined in the Plan). The Note Claims, the Eurobond Claims, and the Nova Scotia Guarantee Claims arise out of or are related to the indentures and fiscal paying agency agreements listed below (collectively, the “**Debt Instruments**”).

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Amended Joint Chapter 11 Plan, dated December 7, 2010 (as it may be amended, the “**Plan**”), from the holders of certain impaired claims against the Debtors. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call the Debtors’ Debt Instruments voting agent, Epiq Bankruptcy Solutions, LLC (the “**DIVA**”) at 877-580-9742 (domestic and Canada) or +1-503-597-7702 (international).

This Beneficial Owner Ballot is to be used for voting by holders of Note Claims, Eurobond Claims, and Nova Scotia Guarantee Claims. **In order for your Class 3 (General Unsecured Claim) vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned to the DIVA at the following address, so as to be received no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A “NOMINEE”), YOU MUST RETURN YOUR BENEFICIAL OWNER BALLOT TO YOUR NOMINEE AND YOUR NOMINEE WILL TRANSMIT YOUR VOTE TO THE DIVA ON A MASTER BALLOT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE. IF YOUR NOMINEE IS NOT TRANSMITTING YOUR VOTE, YOU MUST COMPLETE, SIGN, AND RETURN YOUR BENEFICIAL OWNER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

<p>If by overnight or hand delivery:</p> <p>Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing 757 Third Avenue, 3rd Floor New York, NY 10017</p>	<p>If by standard mailing:</p> <p>Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing FDR Station, P.O. Box 5014 New York, NY 10150-5014</p>
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This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of Class 3 General Unsecured Claims.

Identification of Debtor Entities

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Motors Liquidation Company (f/k/a General Motors Corporation)	09-50026	38-0572515	General Motors Corporation GMC Truck Division NAO Fleet Operations GM Corporation GM Corporation-GM Auction Department National Car Rental National Car Sales Automotive Market Research
MLCS, LLC (f/k/a Saturn, LLC)	09-50027	38-2577506	Saturn, LLC Saturn Corporation Saturn Motor Car Corporation GM Saturn Corporation Saturn Corporation of Delaware
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	09-50028	38-2755764	Saturn Distribution Corporation
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	09-13558	20-1426707	Chevrolet-Saturn of Harlem, Inc.
Remediation and Liability Management Company, Inc.	09-50029	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc.	09-50030	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

**INSTRUCTIONS FOR COMPLETING
BENEFICIAL OWNER BALLOT FOR HOLDERS OF
CLASS 3 GENERAL UNSECURED CLAIMS – NOTE CLAIMS,
EUROBOND CLAIMS, AND NOVA SCOTIA GUARANTEE CLAIMS**

1. This Beneficial Owner Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Plan, dated December 8, 2010 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used but not otherwise defined herein or in the Beneficial Owner Ballot shall have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Plan will be accepted by Class 3 (General Unsecured Claims) if it is accepted by the holders of two-thirds in dollar amount and more than one-half in number of Claims in Class 3 voting on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims in Class 3 and any other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on the Plan, those holders who reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote and whether or not they accept the Plan.

3. **In order for your Class 3 (General Unsecured Claims) vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned to the DIVA at the following address, so as to be received no later than February 11, 2011 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, YOU MUST RETURN YOUR BENEFICIAL OWNER BALLOT TO YOUR NOMINEE AND YOUR NOMINEE WILL TRANSMIT YOUR VOTE TO THE DIVA ON A MASTER BALLOT. PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE. IF YOUR NOMINEE IS NOT TRANSMITTING YOUR VOTE, YOU MUST COMPLETE, SIGN, AND RETURN YOUR BENEFICIAL OWNER BALLOT TO THE DIVA BEFORE THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:**

<p>If by overnight or hand delivery:</p> <p>Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing 757 Third Avenue, 3rd Floor New York, NY 10017</p>	<p>If by standard mailing:</p> <p>Epiq Bankruptcy Solutions, LLC Attn: Motors Liquidation Company Ballot Processing FDR Station, P.O. Box 5014 New York, NY 10150-5014</p>
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Beneficial Owner Ballots will not be accepted by telecopy, facsimile, e-mail, or other electronic means of transmission.

4. To properly complete the Beneficial Owner Ballot, you must follow the procedures described below:
 - a. Make sure that the information contained in Item 1 is correct;
 - b. If you have a Claim in Class 3, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
 - c. Provide the information required by Item 3, if applicable to you;
 - d. If you are completing this Beneficial Owner Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - e. If you also hold Claims in a Class other than Class 3, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
 - f. If more than one timely, properly completed Beneficial Owner Ballot is received, only the Beneficial Owner Ballot that bears the earliest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Beneficial Owner Ballot that bears the latest date counted;
 - g. If you believe that you have received the wrong Ballot, please contact the DIVA immediately;
 - h. Provide your name and mailing address;
 - i. Sign and date your Beneficial Owner Ballot; and
 - j. Return your Beneficial Owner Ballot with an original signature using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL OWNER BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL OWNER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT YOUR NOMINEE OR THE DIVA AT 877-580-9742 (DOMESTIC AND CANADA) OR +1-503-597-7702 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE DIVA IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Principal Amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims.

The undersigned hereby certifies that as of December 7, 2010, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner) or the Nominee of a Beneficial Owner of (i) Note Claims in the following aggregate unpaid principal amount (insert amount in box below), (ii) Eurobond Claims in the following aggregate unpaid principal amount (insert amount in box below), or (iii) Nova Scotia Guarantee Claims in the following aggregate unpaid principal amount (insert amount in box below), as applicable. If your Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims are held by a Nominee on your behalf and you do not know the amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims held, please contact your Nominee immediately. If the principal amount of your Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims has been inserted for you below, please verify the accuracy of this amount and contact your Nominee with regard to any discrepancies.

Principal Amount of Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims indicated in the below document footer: _____

ITEM 2. Vote on the Plan. The Beneficial Owner of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims identified in Item 1 hereby votes to:

- Check one box:
- Accept the Plan
 Reject the Plan

ITEM 3. Certification as to Note Claims, Eurobond Claims, or Nova Scotia Guarantee Claims Held in Additional Accounts. By completing and returning this Beneficial Owner Ballot, the Beneficial Owner certifies that either (i) it has not submitted any other Beneficial Owner Ballots for other Class 3 General Unsecured Claims held in other accounts or other record names or (ii) it has provided the information specified in the following table for all other Class 3 General Unsecured Claims for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 3 BENEFICIAL OWNER BALLOTS OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number	Name of Owner ¹	Amount of Other Class 3 Claims Voted	CUSIP of other Class 3 Claims Voted	Name of Other Debt Instrument Voted

¹ Insert your name if the Note Claims or the Eurobond Claims are held by you in record name or, if held in street name, insert the name of your broker or bank.

ITEM 4. Acknowledgements and Certification. By returning this Beneficial Owner Ballot, the Beneficial Owner of debt securities with respect to the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims identified in Item 1 above (i) acknowledges that it has been provided with a copy of the Disclosure Statement, including all exhibits thereto; (ii) certifies that (a) it is the holder of the Note Claims, the Eurobond Claims, or the Nova Scotia Guarantee Claims identified in Item 1 above and (b) it has full power and authority to vote to accept or reject the Plan; and (iii) further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State, and Zip Code: _____

Telephone Number: _____

E-mail Address: _____

Date Completed: _____

Debt Instruments for Note Claims

	Debt Instrument	CUSIP Nos.
1	Indenture, dated as of November 15, 1990, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., pursuant to which the following debt securities were issued: (a) 9.40% Debentures due July 15, 2021 (b) 8.80% Notes due March 1, 2021 (c) 7.40% Debentures due September 1, 2025 (d) 9.40% Medium Term Notes due July 15, 2021 (e) 9.45% Medium Term Notes due November 1, 2011	370442AN5 370442AJ4 370442AR6 37045EAG3 37045EAS7
2	Indenture, dated as of December 7, 1995, between General Motors Corporation, as issuer, and Wilmington Trust Company, as successor-in-interest Indenture Trustee to Citibank, N.A., pursuant to which the following debt securities were issued: (a) 7.75% Discount Debentures due March 15, 2036 (b) 7.70% Debentures due April 15, 2016 (c) 8.10% Debentures due June 15, 2024 (d) 6.75% Debentures due May 1, 2028 (e) 7.20% Notes due January 15, 2011	370442AT2 370442AU9 370442AV7 370442AZ8 370442BB0

	(f) 7.25% Quarterly Interest Bonds due April 15, 2041 (g) 7.25% Senior Notes due July 15, 2041 (h) 7.375% Senior Notes due October 1, 2051 (i) 7.25% Senior Notes due February 15, 2052 (j) 4.50% Series A Convertible Senior Debentures due March 6, 2032 (k) 5.25% Series B Convertible Senior Debentures due March 6, 2032 (l) 7.375% Senior Notes due May 15, 2048 (m) 7.375% Senior Notes due May 23, 2048 (n) 8.375% Senior Debentures due July 15, 2033 (o) 6.25% Series C Convertible Senior Debentures due July 15, 2033 (p) 8.250% Senior Debentures due July 15, 2023 (q) 7.125% Senior Notes due July 15, 2013 (r) 7.50% Senior Notes due July 1, 2044 (s) 1.50% Series D Convertible Senior Debentures due June 1, 2009	370442816 370442774 370442766 370442758 370442741 370442733 370442725 370442BQ7 370442BT1 370442717 370442BW4 370442BS3 370442121 370442691
3	Trust Indenture, dated as of July 1, 1995, between Michigan Strategic Fund and Law Debenture, as successor-in-interest Trustee to Dai-Ichi Kangyo Trust Company of New York, related to: <ul style="list-style-type: none"> Michigan Strategic Fund Multi-Modal Interchangeable Rate Pollution Control Refunding Revenue Bonds Series 1995 	594693AQ6
4	Indenture of Trust, dated as of July 1, 1994, between City of Moraine, Ohio and Law Debenture, as successor-in-interest Trustee to Dai-Ichi Kangyo Trust Company of New York, related to: <ul style="list-style-type: none"> Solid Waste Disposal Revenue Bonds (General Motors Corporation Project) Series 1994 	616449AA2
5	Indenture, dated as of July 1, 1999, between City of Moraine, Ohio and Law Debenture, as successor-in-interest Trustee to Dai Ichi Kangyo Trust Company of New York, related to: <ul style="list-style-type: none"> Solid Waste Disposal Revenue Bonds (General Motors Project), Series 1999 	616449AB0
6	Trust Indenture, dated as of December 1, 2002, between City of Fort Wayne, Indiana and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, and Bank One Trust Company, N.A., as Co-Trustee, related to: <ul style="list-style-type: none"> City of Fort Wayne, Indiana Pollution Control Revenue Bonds (General Motors Corporation Project), Series 2002 	349272AT1
7	Trust Indenture, dated as of March 1, 2002, between Ohio Water Development Authority and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, related to: <ul style="list-style-type: none"> State of Ohio Pollution Control Refunding Revenue Bonds (General Motors Corporation Project), Series 2002 	677596AU2
8	Indenture of Trust, dated as of December 1, 2002, between Ohio Water Development Authority and Law Debenture, as successor-in-interest Trustee to JPMorgan Chase Bank, related to: <ul style="list-style-type: none"> State of Ohio Solid Waste Revenue Bonds, Series 2002 (General Motors Corporation Project) 	67759ABC2

9	Trust Indenture, dated as of April 1, 1984, among City of Indianapolis, Indiana and Law Debenture, as successor-in-interest Trustee to Bankers Trust Company, and the Indiana National Bank, as Co-Trustee, related to: <ul style="list-style-type: none"> • City of Indianapolis, Indiana Pollution Control Revenue Bonds (General Motors Corporation Project), Series 1984 	455329AB8
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Debt Instruments for Eurobond Claims

	Debt Instrument	ISIN or Swiss Security Numbers
1	Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among General Motors Corporation, Deutsche Bank AG London, and Banque Générale du Luxembourg S.A.	<u>ISIN Nos.:</u> XS0171942757, XS0171943649
2	Bond Purchase and Paying Agency Agreement, dated May 28, 1986, between General Motors Corporation and Credit Suisse	<u>Swiss Security No.:</u> 876 926

Debt Instrument for Nova Scotia Guarantee Claims

	Debt Instrument	ISIN or Swiss Security Numbers
1	Fiscal and Paying Agency Agreement, dated as of July 10, 2003, among General Motors Nova Scotia Finance Company, MLC, Deutsche Bank Luxembourg S.A., and Banque Générale du Luxembourg S.A.	<u>ISIN Nos.:</u> XS0171922643, XS0171908063