

**Important Information**

The historical information included or referred to in this document or in any linked documents pertains to Motors Liquidation Company (formerly named "General Motors Corporation"), which on June 1, 2009 filed a voluntary petition under chapter 11 of the Bankruptcy Code. On July 10, 2009, General Motors Corporation under its new name, "Motors Liquidation Company", sold substantially all of its assets to General Motors Company, a separate independent company, pursuant to the provisions of section 363 of the Bankruptcy Code. The information in this document does not refer to the new General Motors Company.

## **Shareholding and Cost Basis Allocation Information for U.S. Taxpayers Resulting from the Hughes Split-off and News Corporation Transaction**

The following information is provided to assist you in:

- Determining your holdings of Hughes Electronics Corporation common stock (HS) and News Corporation Preferred ADSs (NWS.A) after the completion of the split-off of Hughes from General Motors Corporation and the subsequent transactions with News Corporation (collectively the "transactions"),
- Calculating your gain or loss for U.S. federal income tax purposes that resulted from the transactions, and
- Determining your tax basis in your Hughes common stock and your News Corporation Preferred ADSs for U.S. federal income tax purposes.

Upon the split-off of Hughes Electronics Corporation from General Motors Corporation and the merger of Hughes with a wholly owned subsidiary of News Corporation on December 22, 2003, the former shareholders of GM Class H common stock received .82322 shares of Hughes common stock and .09207 News Corporation Preferred ADSs (subsequently, News Corporation completed a reincorporation in the United States in November 2004. As part of the reincorporation, News Corporation exchanged 2 shares of non-voting common stock for each Preferred ADS) for each share of GM Class H common stock held immediately prior to the closing of the transactions. Such holders also may have received an amount of cash instead of a fractional share of Hughes common stock or a fractional NWS.A share.

GM obtained a ruling from the Internal Revenue Service to the effect that the split-off of Hughes from GM was tax- free for federal income tax purposes and that, accordingly, a holder of GM Class H common stock recognized no gain or loss on the receipt of a share of Hughes common stock and has a tax basis in its Hughes common stock that is equal to the tax basis in the shares of GM Class H common stock exchanged.

The U.S. federal income tax impact of the exchange of a portion of your Hughes common stock for News Corporation Preferred ADSs (and the receipt of cash instead of fractional shares) will depend on whether you made a valid share identification election prior to the closing of the transactions and on your tax basis in your Hughes common stock.

Generally, you will be treated as exchanging a portion of each of your shares of Hughes common stock in exchange for News Corporation Preferred ADSs in a taxable transaction. That is, you will be treated as having sold 17.678% of each of your shares of Hughes common stock for .09207 News Corporation Preferred ADSs. You also will be treated as having sold for cash any fractional share of Hughes common stock or News Corporation Preferred ADSs that you otherwise would have received. You will recognize gain or loss equal to the difference between (i) the sum of the fair market value of the News Corporation Preferred ADSs you received in the transactions plus any cash that you received in lieu of fractional shares and (ii) the tax basis in the portion of the Hughes common stock that you are treated as having sold (including the tax basis in any fractional shares that you otherwise would have retained). Your basis in the News Corporation Preferred ADSs that you received will be equal to the fair market value of such

shares at the time the transactions closed. Your basis in the portion of the shares of Hughes common stock retained will remain the same.

The foregoing assumes that you did not make a valid share identification election prior to the closing of the transactions. The following example is provided to assist you in performing the calculations. However, you should consult your tax advisor to determine the U.S. federal income tax consequences to you, as well as any other consequences under other U.S., state, local, and foreign tax laws. To determine the amount of gain or loss that must be recognized in the merger, the example uses the December 22, 2003 volume weighted average price of News Corporation Preferred ADSs (\$29.01) on the NYSE and cash received on any fractional shares of HS and NWS.A (approximately \$16.25 and \$28.97 per share respectively based upon the actual proceeds from the sale of cumulative fractional shares). In addition, the example assumes that a stockholder owns 100 GMH shares before the transactions with a cost basis of \$10 per share. The example does not address the situation of multiple blocks of GMH shares with differing tax bases. The percentages shown in the example have been rounded from those used in the actual calculations.

## Split-off and Exchange Example

### Part 1 - Calculation of what the shareholder received for his/her original 100 GMH shares.

#### Split-Off of Hughes Electronics from GM (Step 1):

GMH shares are exchanged 1 for 1 for HS shares:

100 shares of GMH are exchanged for 100 shares of HS

#### Exchange of 17.678% of HS shares for NWS.A Shares at the predetermined exchange ratio of .52083 shares of NWS.A for each HS share exchanged (Step 2):

Calculation of NWS.A shares received for 17.678% of HS shares:

$100 \text{ shares} \times .17678 \times .52083 = 9.207$  or 9 shares of NWSA

plus

Cash for fractional shares =  $.207 \times \$28.97 = \$6.01$

Remaining HS Shares and Cash:

$100 \text{ shares} \times .82322 = 82.322$  or 82 shares of HS

plus

Cash for fractional shares =  $.322 \times \$16.25 = \$5.23$

**Part 2 - Information Regarding how to Determine Tax Basis for Federal Income Tax Purposes and Associated Taxable Gain or Loss**

**You should consult your tax advisor as to the particular consequences to you of the transactions under U.S. federal, state, local and foreign tax laws.**

<b>Initial Tax Basis of Shares Before Split-Off and Exchange</b>			
	<u>Shares</u>	<u>Basis/Sh</u>	<u>Total</u>
<b>GMH</b>	100	\$ 10.00	<u>\$ 1,000.00</u>

<b>Total Gains/(Losses)</b>			
<u>Proceeds</u>	<u>Shares</u>	<u>Basis/Sh*</u>	<u>Total</u>
NWS.A	9	\$ 29.01	\$ 261.09
Cash			<u>\$ 11.24</u>
			\$ 272.33
<b>Less Basis in HS exchanged</b>	18	\$ 10.00	<u>\$ (180.00)</u>
<b>Gain/(Loss)</b>			<u>\$ 92.33</u>

<b>Step 1 - Split Off</b>			
<b>Basis of Shares After Split-Off and Before Exchange</b>			
	<u>Shares</u>	<u>Basis/Sh</u>	<u>Total</u>
<b>HS</b>	100	\$ 10.00	<u>\$ 1,000.00</u>

<b><u>Summary</u></b>	
<b>Tax basis of remaining HS shares</b>	<b>\$ 820.00</b>
<b>Tax basis of NWS.A shares</b>	<b>\$ 261.09</b>
<b>Cash Received</b>	<b>\$ 11.24</b>
<b>Taxable Gain/ (Loss)</b>	<b>\$ 92.33</b>

<b>Step 2 - Exchange</b>			
<b>Basis of Shares After Split-Off and Exchange</b>			
	<u>Shares</u>	<u>Basis/Sh*</u>	<u>Total</u>
<b>Remaining HS</b>	82	\$ 10.00	\$ 820.00
<b>NWS.A</b>	9	\$ 29.01	\$ 261.09
			<u>\$ 1,081.09</u>
<b>Cash for Fractional Shares</b>			
	<u>Fraction</u>	<u>Price<sup>+</sup></u>	<u>Cash Paid</u>
<b>HS</b>	0.322	\$ 16.25	\$ 5.23
<b>NWS.A</b>	0.207	\$ 28.97	\$ 6.01
			<u>\$ 11.24</u>

\* \$29.01 share price is the volume weighted average price of NWS.A on 12/22/03

<sup>+</sup> approximate share prices received for fractional shares based upon the actual proceeds from the sale of cumulative fractional shares

The examples in these materials are based on the assumptions stated and are for illustrative purposes only. These materials are not intended as tax advice and you should consult your professional tax advisor if you have any questions regarding the calculation of the basis of any HS or NWS.A shares that you own.