

**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.

## Information Regarding U.S. Federal Income Tax Basis

The following information is provided to assist you in determining your tax basis in your GM common stock and your Raytheon Class A Common Stock, but is not intended as tax advice. You should consult your tax advisor as to the particular tax basis consequences to you of the Hughes Defense Spin-Off.

Generally, the U.S. federal tax law requires that the tax basis in your old GM common stock be allocated between your GM common stock and the Class A Common Stock you received in the Hughes Defense Spin-Off. This allocation is based on the relative fair market value immediately after the Hughes Defense Spin-Off of your GM common stock and the Class A Common Stock you received. The tax basis in your old GM common stock after the Hughes Defense Spin-Off will generally be equal to the tax basis of your stock immediately before the Hughes Defense Spin-Off, reduced by the amount of tax basis allocated to your Class A Common Stock.

You and your tax advisor may find the information in the following tables useful in connection with the allocation of your tax basis in your old GM common stock between your Class A Common Stock and your GM common stock.

The new GM Class H Common Stock traded separately from the Class A Common Stock for the first time on December 18, 1997, while the GM \$1-2/3 Common Stock did not trade separately from the Class A Common Stock until December 19, 1997 (i.e., the price of GM \$1-2/3 Common Stock included the value of the Class A Common Stock until December 19). Under the distribution ratio for the Hughes Defense Spin-Off, Class H stockholders received 0.56240 shares of Class A Common Stock for each share of GM Class H Common Stock. New York Stock Exchange composite prices for December 18, 1997 were as follows:

Stock	High	Low	Open	Close
GM \$1-2/3 Common	64.88	63.50	64.50	63.56
GM Class H	40.00	36.63	36.75	37.94
Raytheon Class A	57.00	53.88	55.25	54.75

The GM \$1-2/3 Common Stock traded separately from the Class A Common Stock for the first time on December 19, 1997. Under the distribution ratio for the Hughes Defense Spin-Off, GM \$1-2/3 stockholders received 0.06377 shares of Class A Common Stock for each share of GM \$1-2/3 Common Stock. New York Stock Exchange composite prices for December 19, 1997 were as follows:

Stock	High	Low	Open	Close
GM \$1-2/3 Common	60.44	58.31	60.31	58.56

GM Class H	37.75	35.88	37.44	37.38
Raytheon Class A	54.06	50.75	54.00	51.25

The tax law does not clearly address how tax basis should be allocated by stockholders who own two or more blocks of stock. For more information about how to determine the tax basis in your stock, see pages 95-97 of the Solicitation Statement/Prospectus that you received prior to the Hughes Defense Spin-Off. We encourage you to consult with your own tax advisor regarding the tax basis consequences of the Hughes Defense Spin-Off.

### Examples of Tax Basis Allocation for Class H Stock

Federal tax law requires that the tax basis in your old GM Class H Common Stock be allocated between your GM stock and the Class A Common Stock that you received in the Hughes Defense Spin-Off. This allocation is based on the relative fair market value immediately after the Hughes Defense Spin-Off of your new GM Class H Common Stock and your Class A Common Stock.

Federal tax law does not specifically identify how one determines the fair market value of the new Class H Common Stock and the Class A Common Stock that you received. There are arguably three alternative methods to determine the fair market value: (i) the average of the high and low trading prices of such stocks on December 18 (the day on which both stocks first traded); (ii) the opening trading price on December 18; and (iii) the closing trading price on December 18. In certain IRS private rulings, the IRS has recognized the use of the average of the high and low trading prices as an acceptable measure of fair market value. The following examples provide the basis allocation percentages under each of these alternative methods. You may wish to adopt one of these methods for allocating your tax basis.

Each of these examples assumes that a shareholder owns 1,000 shares of old Class H Common Stock that were purchased for \$30 per share, for a total basis of \$30,000. Pursuant to the distribution ratio of 0.56240 shares of Class A Common Stock for each share of Class H Common Stock, this shareholder would have received 562.4 shares of Class A Common Stock in the Hughes Defense Spin-Off. Of these shares, the fractional .4 share was converted into Class B Common Stock and sold at a price of \$56.149 (per whole share) shortly after Hughes Defense merged with Raytheon. The 1,000 shares of old Class H Common Stock were recapitalized and exchanged for 1,000 shares of new Class H Common Stock.

These examples also show how tax basis can be allocated between new Class H Common Stock and Class A Common Stock, including fractional shares sold for cash. Stockholders should recognize gain or loss in an amount equal to the difference between the tax basis allocated to these fractional shares and the amount of cash received.

**(i) Average of High and Low for December 18, 1997**

	GM New Class H	Raytheon Class A
High/Low Average	\$38.315	\$55.44
Shares Retained/Received	1,000	562.40
Total Value of Shares	\$38,315	\$31,179
Allocation of basis %	55.13 %	44.87 %
Allocation of \$30,000 basis	\$16,539	\$13,461
Tax Basis allocated to fractional share ( $.4/562.4 \times \$13,461$ )		\$9.57

**(ii) Opening Price for December 18, 1997**

	GM New Class H	Raytheon Class A
Opening Price	\$36.75	\$55.25
Shares Retained/Received	1,000	562.40
Total Value of Shares	\$36,750	\$31,073
Allocation of basis %	54.19 %	45.81 %
Allocation of \$30,000 basis	\$16,257	\$13,743
Tax Basis allocated to fractional share ( $.4/562.4 \times \$13,743$ )		\$9.77

**(iii) Closing Price for December 18, 1997**

	GM New Class H	Raytheon Class A
Closing Price	\$37.94	\$54.75
Shares Retained/Received	1,000	562.40
Total Value of Shares	\$37,940	\$30,791
Allocation of basis %	55.20 %	44.80 %
Allocation of \$30,000 basis	\$16,560	\$13,440
Tax Basis allocated to fractional share ( $.4/562.4 \times \$13,440$ )		\$9.56

We urge you to consult with your own tax advisor regarding the tax basis consequences to you of the Hughes Defense Spin-Off.

## Examples of Tax Basis Allocation for \$1-2/3 Par Value Common Stock

Federal tax law requires that the tax basis in your GM \$1-2/3 Par Value Common Stock be allocated between your GM stock and the Class A Common Stock that you received in the Hughes Defense Spin-Off. This allocation is based on the relative fair market value immediately after the Hughes Defense Spin-Off of your GM \$1-2/3 Par Value Common Stock and your Class A Common Stock.

Federal tax law does not specifically identify how one determines the fair market value of the \$1-2/3 Par Value Common Stock and the Class A Common Stock that you received. There are arguably three alternative methods to determine the fair market value: (i) the average of the high and low trading prices of such stocks on December 19 (the day on which both stocks first traded separately); (ii) the opening trading price on December 19; and (iii) the closing trading price on December 19. (These three methods all use trading prices as of December 19, because the \$1-2/3 Par Value Common Stock did not begin trading separately from the Class A Common Stock until two days after the Hughes Defense Spin-Off was completed). In certain IRS private rulings, the IRS has recognized the use of the average of the high and low trading prices as an acceptable measure of fair market value. The following examples provide the basis allocation percentages under each of these alternative methods. You may wish to adopt one of these methods for allocating your tax basis.

Each of these examples assumes that a shareholder owns 1,000 shares of GM \$1-2/3 Par Value Common Stock that were purchased for \$50 per share, for a total basis of \$50,000. Pursuant to the distribution ratio of 0.06377 shares of Class A Common Stock for each share of \$1-2/3 Par Value Common Stock, this shareholder would have received 63.77 shares of Class A Common Stock in the Hughes Defense Spin-Off. Of these shares, the fractional .77 share was converted into Class B Common Stock and sold at a price of \$56.149 (per whole share) shortly after Hughes Defense merged with Raytheon.

These examples also show how tax basis can be allocated between shares of \$1-2/3 Par Value Common Stock and Class A Common Stock, including fractional shares that were sold for cash. Stockholders should recognize gain or loss in an amount equal to the difference between the tax basis allocated to these fractional shares and the amount of cash received.

### (i) Average of High and Low for December 19, 1997

	GM \$1-2/3 Stock	Raytheon Class A
High/Low Average	\$59.38	\$52.41
Shares Retained/Received	1,000	63.77
Total Value of Shares	\$59,380	\$3,342
Allocation of basis %	94.67 %	5.33 %
Allocation of \$50,000 basis	\$47,335	\$2,665

Tax Basis allocated to fractional share ( $.77/63.77 \times \$2,665$ ) \$32.18

**(ii) Opening Price for December 19, 1997**

	GM \$1-2/3 Stock	Raytheon Class A
Opening Price	\$60.31	\$54.00
Shares Retained/Received	1,000	63.77
Total Value of Shares	\$60,310	\$3,444
Allocation of basis %	94.60 %	5.40 %
Allocation of \$50,000 basis	\$47,300	\$2,700

Tax Basis allocated to fractional share ( $.77/63.77 \times \$2,700$ ) \$32.60

**(iii) Closing Price for December 19, 1997**

	GM \$1-2/3 Stock	Raytheon Class A
Closing Price	\$58.56	\$51.25
Shares Retained/Received	1,000	63.77
Total Value of Shares	\$58,560	\$3,268
Allocation of basis %	94.71 %	5.29 %
Allocation of \$50,000 basis	\$47,355	\$2,645

Tax Basis allocated to fractional share ( $.77/63.77 \times \$2,645$ ) \$31.94

We urge you to consult with your own tax advisor regarding the tax basis consequences to you of the Hughes Defense Spin-Off.