

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Motors Corporation		07/09/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Motors Liquidation Company		
Street Address:	300 Renaissance Center		
City:	Detroit		
State/Country:	MICHIGAN		
Postal Code:	48265-3000		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3379488	BUSINESS CENTRAL	
Registration Number:	3287930	IT ALL ADDS UP.	
CORRESPONDENCE DATA			
Fax Number:	(248)267-4285		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	313-665-4697		
Email:	lisa.k.benkarski@gm.com		
Correspondent Name:	Lisa Benkarski		
Address Line 1:	300 Renaissance Center		
Address Line 2:	MC#482-C23-B21		
Address Line 4:	Detroit, MICHIGAN 48265-3000		
NAME OF SUBMITTER:	Timothy G. Gorbatoff		
Signature:	/TGG/		
Date:	10/30/2009		

CH \$65.00 3379488

Total Attachments: 3

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Delaware

PAGE 1

The First State

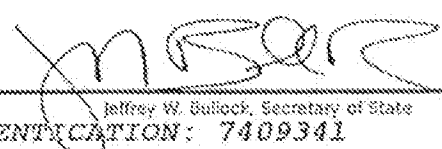
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENERAL MOTORS CORPORATION", CHANGING ITS NAME FROM "GENERAL MOTORS CORPORATION" TO "MOTORS LIQUIDATION COMPANY", FILED IN THIS OFFICE ON THE NINTH DAY OF JULY, A.D. 2009, AT 2:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0056825 8100

090685704




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7409341

DATE: 07-09-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004088 FRAME: 0382

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:31 PM 07/09/2009
FILED 02:31 PM 07/09/2009
SRV 090685794 - 0056825 FILE

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
GENERAL MOTORS CORPORATION

General Motors Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is General Motors Corporation.

SECOND: The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was October 13, 1916.

THIRD: The date of filing of the Corporation's Restated Certificate of Incorporation with the Secretary of State of the State of Delaware was March 1, 2004.

FOURTH: On June 1, 2009, the Corporation and certain of its direct and indirect subsidiaries filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (Case Nos. 09-50026 (REG), 09-50027 (REG), 09-50028 (REG) and 09-13558 (REG), respectively). This Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Sections 242 and 303 of the Delaware General Corporation Law (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the transactions contemplated by that certain Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended, by and among the Corporation, certain of its direct and indirect subsidiaries, and NGMCO, Inc., as approved on July 5, 2009 by order (the "Order") of the Bankruptcy Court. Provision for amending the Restated Certificate of Incorporation of the Corporation to change the name of the Corporation is contained in the Order of the Bankruptcy Court having jurisdiction for the reorganization proceedings of the Corporation under the Federal Bankruptcy Code.

FIFTH: Article First of the Restated Certificate of Incorporation of the Corporation be, and it hereby is, amended to read as follows:

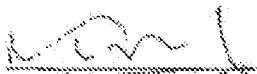
"The name of the Corporation is Motors Liquidation Company"

SIXTH: That this Certificate of Amendment shall be effective upon filing.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment as of this 9 day of July, 2009.

GENERAL MOTORS CORPORATION

By: 
Name: Niharika Kamdev
Title: Assistant Treasurer