

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	CHANGE OF NAME																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>General Motors Corporation</td> <td></td> <td>07/09/2009</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	General Motors Corporation		07/09/2009	CORPORATION: DELAWARE																
Name	Formerly	Execution Date	Entity Type																								
General Motors Corporation		07/09/2009	CORPORATION: DELAWARE																								
RECEIVING PARTY DATA																											
<table border="1"> <tr> <td>Name:</td> <td colspan="3">Motors Liquidation Company</td> </tr> <tr> <td>Street Address:</td> <td colspan="3">300 Renaissance Center</td> </tr> <tr> <td>City:</td> <td colspan="3">Detroit</td> </tr> <tr> <td>State/Country:</td> <td colspan="3">MICHIGAN</td> </tr> <tr> <td>Postal Code:</td> <td colspan="3">48265</td> </tr> <tr> <td>Entity Type:</td> <td colspan="3">CORPORATION: DELAWARE</td> </tr> </table>				Name:	Motors Liquidation Company			Street Address:	300 Renaissance Center			City:	Detroit			State/Country:	MICHIGAN			Postal Code:	48265			Entity Type:	CORPORATION: DELAWARE		
Name:	Motors Liquidation Company																										
Street Address:	300 Renaissance Center																										
City:	Detroit																										
State/Country:	MICHIGAN																										
Postal Code:	48265																										
Entity Type:	CORPORATION: DELAWARE																										
PROPERTY NUMBERS Total: 1																											
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3376296</td> <td>GMAC MORTGAGE CASH BACK REWARDS</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	3376296	GMAC MORTGAGE CASH BACK REWARDS																		
Property Type	Number	Word Mark																									
Registration Number:	3376296	GMAC MORTGAGE CASH BACK REWARDS																									
CORRESPONDENCE DATA																											
Fax Number: 2129499190 <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> Phone: 2129499022 Email: fterranella@lawabel.com Correspondent Name: Lawrence E. Abelman Address Line 1: 666 Third Avenue Address Line 4: New York, NEW YORK 10017																											
ATTORNEY DOCKET NUMBER:	8004864																										
NAME OF SUBMITTER:	Frank Terranella																										
Signature:	/f/																										
Date:	06/17/2013																										
Total Attachments: 3 source=General Motors Corporation to Motors Liquidation Company#page1.tif source=General Motors Corporation to Motors Liquidation Company#page2.tif source=General Motors Corporation to Motors Liquidation Company#page3.tif																											

CH \$40.00 3376296

# 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

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7409341

DATE: 07-09-09

TRADEMARK  
TRADEMARK  
REEL: 004033 FRAME: 0796  
REEL: 005049 FRAME: 0340

FROM RL&amp;F

(THU) 7. 9' 09 14:34/ST. 14:29/NO. 4964902576 ? 2

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:31 PM 07/09/2009  
FILED 02:31 PM 07/09/2009  
SRV 090695704 - 0056925 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]*

FROM RL&F

(THU) 7. 9. 09 14:34/ST. 14:29/NO. 4364902576 P 3

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 Ranade  
Title: Assistant Treasurer