

Motors Liquidation Co  
Form 15-12B  
April 05, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-43

MOTORS LIQUIDATION COMPANY  
(Exact name of registrant as specified in its charter)

401 S. Old Woodward, Suite 370  
Birmingham, Michigan 48009  
(313) 486-4044

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$1 2/3 par value per share  
(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1) X  
Rule 12g-4(a)(2)

Rule 12h-3(b)(1)(i) X  
Rule 12h-3(b)(1)(ii)  
Rule 15d-6

Approximate number of holders of record as of the certification or notice date:  
Common Stock, \$1 2/3 par value per share – 1 holder

Pursuant to the requirements of the Securities Exchange Act of 1934, MOTORS LIQUIDATION COMPANY has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 1, 2011

Motors Liquidation Company

By: /s/ James Selzer  
Name:  
Title: Vice President & Treasurer

