

**MOTRICITY, INC. (MOTR) - RIGHTS DISTRIBUTION****DESCRIPTION:**

Motricity, Inc. (MOTR) has declared a Rights distribution to MOTR Common Shareholders, as described below:

RIGHTS: Transferable Rights ("Rights") to purchase, at a subscription price of \$0.65, a unit consisting of .02599 shares of Motricity, Inc. Redeemable Series J Preferred Stock and .30861 warrants to purchase a share of Motricity's common stock. Each warrant will allow the holder to purchase one share of MOTR common stock at a price of \$0.51 per share. Any fractional rights, fractional units, fractional warrants, or fractional shares of Series J preferred stock resulting from this distribution will be rounded down to the nearest whole number, as stated in the MOTR Prospectus dated July 24, 2012.

PRICE: \$0.65 per unit

DISTRIBUTION

RATIO: One transferable Right per each MOTR Common Share.

RECORD DATE: July 23, 2012

EXPIRATION: 5:00 p.m. Eastern Time on August 17, 2012, unless extended

DEPOSITARY: American Stock Transfer & Trust Company LLC

GUARANTY PERIOD: UNKNOWN

Motricity, Inc. Rights became eligible for trading on the NASDAQ Stock Market (NASDAQ) under the symbol MOTRR on July 24, 2012.

Contract Adjustments:

Pursuant to the By-Laws of the Options Clearing Corporation ("OCC"), the below Motricity, Inc. options will be adjusted as follows.

Adjustment Date:	Thursday, July 26, 2012
Option Symbol:	MOTR becomes MOTR1
Underlying Security:	MOTR becomes MOTR1
Contract Multiplier:	1
Strike Prices:	unchanged
Multiplier:	100 (e.g. Premium of 1.00 = \$100)
Settlement Allocation:	95%, 5%
CUSIP:	620107102, 620107110
New Deliverable:	1) 100 Motricity, Inc. (MOTR) Common Shares 2) 100 Rights (MOTRR) to Purchase 100 units as described above

GTC Order Cancellation:

On Wednesday, July 25, 2012, immediately after the BOX close, all resting orders for MOTR in the order book will be canceled by the BOX Market Operations Center. If a BOX Participant wishes to enter orders for the adjusted MOTR series, the BOX Participant will need to reenter the orders before the open on Thursday, July 26, 2012.

Additional Exchange Info:

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
MOTR	C/P	1.00	08/18/2012	MOTR1	C/P	1.00	08/18/2012
MOTR	C/P	2.00	08/18/2012	MOTR1	C/P	2.00	08/18/2012
MOTR	C/P	3.00	08/18/2012	MOTR1	C/P	3.00	08/18/2012
MOTR	C/P	1.00	09/22/2012	MOTR1	C/P	1.00	09/22/2012
MOTR	C/P	1.00	10/20/2012	MOTR1	C/P	1.00	10/20/2012
MOTR	C/P	2.00	10/20/2012	MOTR1	C/P	2.00	10/20/2012
MOTR	C/P	3.00	10/20/2012	MOTR1	C/P	3.00	10/20/2012
MOTR	C/P	4.00	10/20/2012	MOTR1	C/P	4.00	10/20/2012
MOTR	C/P	5.00	10/20/2012	MOTR1	C/P	5.00	10/20/2012
MOTR	C/P	6.00	10/20/2012	MOTR1	C/P	6.00	10/20/2012
MOTR	C/P	1.00	01/19/2013	MOTR1	C/P	1.00	01/19/2013

Questions regarding this memo can be addressed to the BOX Market Operations Center at 617-235-2291 or toll free at 1-866-768-8845.