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Affidavit of Ronald E. Kolka in Support of First Day Pleadings, In re Chrysler LLC, 405 B.R. 84 (No. 09-50002), 2009 WL 1266134

Ronald Kolka

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
Chrysler LLC, *et al.*, : Case No. 09-____ (____)
Debtors. : (Jointly Administered)
-----X

**AFFIDAVIT OF RONALD E. KOLKA
IN SUPPORT OF FIRST DAY PLEADINGS**

STATE OF MICHIGAN)
)
COUNTY OF OAKLAND) ss:

I, Ronald E. Kolka, declare:

1. I am the Executive Vice President and Chief Financial Officer of Chrysler LLC, a Delaware limited liability company, a position I have held since August 2007. I have been with the company for over 22 years, having joined Chrysler Corporation in 1986 in the Corporate Accounting area and then advanced through various domestic and international positions of increasing responsibility to my current position. I am familiar with Chrysler's day-to-day operations, businesses, financial affairs and restructuring efforts.

2. Today (the "Petition Date"), Chrysler LLC and 26 of its domestic direct and indirect subsidiaries (collectively with Chrysler LLC, "Chrysler" or the "Debtors") filed with this Court voluntary petitions (collectively, the "Petitions") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), as well as certain other pleadings (collectively, the "First Day Pleadings").¹ Chrysler's non-U.S. direct and indirect subsidiaries (collectively, the "Foreign Subsidiaries") have not sought relief under chapter 11 of the Bankruptcy Code or any other insolvency laws.

3. I am authorized by Chrysler to submit this Affidavit on its behalf in support of the Petitions and the First Day Pleadings. Except as I indicate otherwise, all of the facts set forth in this Affidavit are based upon my personal knowledge, my review of relevant documents, information supplied to me by other members of Chrysler's management team or professionals retained by Chrysler, or my opinion based upon my experience and knowledge of

¹ Any capitalized term not expressly defined herein shall have the meaning given to that term in the relevant First Day Pleading.

Chrysler's businesses and financial condition. If I were called upon to testify, I could and would testify competently to the facts set forth herein.

OVERVIEW

4. The significance of this chapter 11 filing to Chrysler and to the United States economy is difficult to overstate. In connection with the filing, Chrysler is seeking approval from this Court to consummate the only sale transaction that preserves this company as a going concern and averts a liquidation of historic proportions. The proposed sale transaction, if it can be promptly consummated, will maximize value available for stakeholders, save thousands of jobs, and strengthen the automotive sector and the economy generally. If the proposed transaction, designed to effect an alliance with Italian automobile manufacturer, Fiat S.p.A. ("Fiat"), is rejected and Chrysler liquidates, it will mean the end of an iconic, 83-year-old American car company whose name has been synonymous with innovative engineering, from the Slant-Six and HEMI engines, to power windows, power brakes and power steering, to the minivan. A liquidation would also have significant adverse impacts on the nation's economy and Chrysler's stakeholders:

- 38,500 hourly and salaried Chrysler workers in the U.S. will lose their jobs;
- Chrysler's workers and retirees and their surviving spouses will also lose over \$9.8 billion of health care and other benefits and put at risk \$2 billion in annual pension payments;
- All 23 of Chrysler's manufacturing plants and facilities and 20 parts depots in the United States will shut down (as well as 18 additional plants and parts depots worldwide);
- Approximately 3,200 Chrysler dealers will be put out of business and the over 140,000 employees of those dealerships will lose their jobs;
- Over \$5.3 billion in outstanding auto parts and service supplier invoices will not be paid to Chrysler's suppliers, forcing hundreds of suppliers out of business and the loss of hundreds of thousands of additional jobs;

- Over 31 million Chrysler, Jeep and Dodge owners would lose significant value in their cars and trucks as questions are created regarding their warranties and replacement parts and services;
- U.S. local, state and federal governments will lose billions of dollars in tax revenues, according to a research memorandum published by the Center for Automotive Research in November 2008;²
- Billions in annual sales will disappear from local economies; and,
- Chrysler's first lien secured creditors will receive net present value recoveries of less than 38 cents on the dollar and possibly as little as 9 cents; the U.S. government, another secured creditor, will receive less than that; and Chrysler's unsecured creditors will receive nothing.

5. The proposed sale transaction, which would prevent liquidation and mitigate most of this severe economic damage, preserves Chrysler's business as a U.S.-based company under new ownership – New Chrysler (as defined below). The transaction would create the sixth-largest global automaker by volume unit: Chrysler and its profitable larger car, truck and minivan platform in North America, allied with Fiat and its fuel-efficient, low emission, smaller car portfolio in Europe, Latin America, and Asia. This increased size will allow the alliance to spread its research and development and design development costs over higher volumes, making it more competitive in an increasingly global and consolidating industry. Complementary geographic strengths would provide for billions of dollars in synergies in procurement, product development, sales and service, and other key areas. This balanced geographic footprint would also lessen the alliance's dependency on any single market. Under the new alliance, New Chrysler would gain immediate access to substantially all of Fiat's vehicle platforms, accelerating its plans for the introduction of smaller, more environmentally-friendly vehicles able to comply with increasingly stringent emissions standards. New Chrysler would

² Daniel Cole, et al., Center for Automotive Research Memorandum, *The Impact on the U.S. Economy of a Major Contraction of the Detroit Three Automakers*, at <http://www.cargroup.org> (Nov 4, 2008)

enjoy the benefits of Fiat's leading edge technologies such as the Multiair electronic control system that reduces fuel consumption while improving engine response and the Tetrafuel engine that is the first-ever engine capable of being powered by different fuels, including compressed natural gas and ethanol.

6. The proposed sale transaction that Chrysler is asking the Court to approve under section 363 of the Bankruptcy Code is the result of thousands of hours of negotiations among multiple parties. The transaction is being financially backed by the United States Treasury (the "U.S. Treasury"), which will provide the new alliance with \$6 billion of taxpayer money to start up and maintain operations. This would be an addition to the proposed \$4.5 billion DIP loan. In addition to this unprecedented government support, virtually all of the major constituencies that would be affected by a Chrysler liquidation have recognized how devastating it would be and have made important concessions in support of the alliance.

- The International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW") and the Canadian Auto Workers (the "CAW") have agreed to wage and benefit reductions in the context of a sale to New Chrysler, which would receive the benefit of a new collective bargaining agreement in which certain severance benefits are reduced and retiree health care benefits are restructured;
- Chrysler's dealers have agreed to reduce both their dealer and service contract margins and reimbursement programs;
- Chrysler's suppliers have agreed to significant price reductions and other measures that will save millions of dollars;
- Chrysler's largest secured creditors, JP Morgan Chase, Goldman Sachs, Morgan Stanley and Citigroup, we believe have agreed to the transaction that would substantially compromise their first lien debt, compromising 70% of the \$6.9 billion total outstanding, for an estimated recovery of roughly 28 cents on the dollar; and,
- Chrysler's shareholders, Daimler AG ("Daimler") and Cerberus have agreed as part of a settlement with Chrysler, described below, to forgive \$2.0 billion of second lien debt and assist in funding Chrysler's pension plans.

Representatives of these constituencies have devoted the past six months to reaching these agreements.

7. The primary remaining constituency that does not support the proposed sale transaction are the hedge funds and other financial investors who hold approximately 30% of Chrysler's first tier debt. Chrysler's distressed debt currently trades at around 15 cents on the dollar.³

8. The economic and market conditions that led to the commencement of Chrysler's chapter 11 cases and the need for the proposed sale transaction, are well known but sobering nonetheless. The automotive market meltdown, the worst in at least 26 years,⁴ disrupted Chrysler's substantial progress in implementing a long-term plan to reduce costs and transform its businesses for the next generation of cars. With sales plummeting and credit markets frozen, Chrysler undertook an intense effort to address the challenges it faced. After months of hard work and dedication by Chrysler's management, employees and advisors, working with all key stakeholders and with the support of the U.S. government, Chrysler has commenced these cases to implement a prompt sale to preserve the going concern value of its business and return its business to viability under new ownership.

9. The proposed transaction has not been easy to achieve. Increasingly adverse market conditions in the second half of 2008, impacting the economy worldwide, caused a liquidity crisis at Chrysler as car sales plummeted. Unable to secure financing from banks or other traditional sources of liquidity, Chrysler last fall was forced to take the extraordinary step

³ Jeffrey McCracken and Kate Linebaugh, *Chrysler, Banks Far Apart in Talks*, The Wall Street Journal, at <http://www.wsj.com> (Apr. 10, 2009).

⁴ Chris Isidore, *Auto Sales Are Worst in 26 Years. January Sales Tumble More Than Expected at GM, Ford and Toyota as Rental Car Companies Slash Purchases*, CNNMoney.com, Feb. 3, 2009 (4:22 p.m., ET).

of requesting financial assistance from the U.S. government. After extensive public hearings and debate, the U.S. Treasury loaned Chrysler \$4 billion on January 2, 2009 under the Troubled Assets Relief Program ("TARP"). Under TARP, Chrysler was required to submit a Restructuring and Long-Term Viability Plan, which it did on February 17, 2009 (the "February 2009 Submission"). At the same time, Chrysler continued its longstanding and comprehensive efforts to secure a strategic partner by pursuing negotiations with Fiat to finalize the terms of their strategic alliance (the "Fiat Alliance"). Chrysler has also sought and received \$600 million in loans from the Canadian government.

10. The infusion of new funds did not resolve Chrysler's liquidity problems. Demand for new automobiles and trucks continues to be severely depressed in the current economy, where the typical purchasers of Chrysler's products face difficulty in obtaining the financing to buy vehicles. Chrysler therefore was forced to seek additional financial assistance from the U.S. Treasury to continue its restructuring and implement its proposed alliance with Fiat. On March 30, 2009, the U.S. government put its support behind an effort to consummate the Fiat Alliance and offered to provide substantial additional capital to fund Chrysler's Viability Plan (as defined below) with a modified strategic alliance with Fiat, provided that certain hurdles were overcome before April 30, 2009.

11. All of the key stakeholders, the U.S. Treasury, and Fiat set to work, and the Fiat Transaction (as defined below) is the result. On April 30, 2009, after an intense period of effort to meet the 30-day timeline, Chrysler, Fiat and New Chrysler entered into a Master Transaction Agreement (collectively with other ancillary and supporting documents, the "Purchase Agreement") that is supported by the U.S. government.

12. In the second half of April, urgent efforts were undertaken to complete the elements needed for the multifaceted Fiat Transaction (as defined below), including the completion of an agreement for a new collective bargaining relationship between the UAW and New Chrysler. Chrysler and Fiat engaged in negotiations over the terms of the various documents that would govern the sale transaction, including the establishment of New Chrysler to serve as the alliance entity; the purchase agreement for the sale of assets to New Chrysler; and numerous ancillary agreements to permit the sharing of technology, assist in transitioning the business and related matters. The parties also negotiated with the U.S. Treasury for several layers of new financing relating to the transaction: (a) up to \$500 million working capital infusion from the U.S. Treasury to assist Chrysler in advance of a bankruptcy filing; (b) a \$4.5 billion, 60-day debtor in possession financing facility from the U.S. Treasury to fund Chrysler's bankruptcy process, including the expedited Sale Process; (c) a \$6 billion senior secured financing facility to support the operations of New Chrysler after the sale; and (d) a four-year agreement for wholesale and retail financing with GMAC LLC. Stakeholder negotiations to finalize key details continued for the last two weeks in April, with key parties convening in Washington, D.C. and engaging in virtually round-the-clock discussions under the supervision and leadership of the Auto Task Force. This is the only funding available to support the Fiat Transaction. Until the end of April, these discussions included alternatives that would permit the restructuring transactions to be completed out of court, while bankruptcy preparations intensified as the chances of an out of court solution diminished.

13. On April 29, 2009, after an intense period of effort to meet the government's 30-day timeline, Chrysler, Fiat and New Chrysler entered into the MTA, supported by the U.S. government. Pursuant to that agreement, among other things: (a) Chrysler will

transfer substantially all of its operating assets to New CarCo Acquisition LLC ("New Chrysler"); and (b) in exchange for those assets, New Chrysler will assume certain liabilities of Chrysler and pay Chrysler \$2 billion in cash. Prior to the "Closing Date", (a) Fiat will contribute to New Chrysler access to competitive fuel-efficient vehicle platforms, certain technology, distribution capabilities in key growth markets and substantial cost saving opportunities; and (b) New Chrysler will issue approximately 55%, 8% and 2% of the Membership Interests in New Chrysler to a new VEBA, the U.S. Treasury and the Canadian government, respectively. After the "Fiat Transaction", a subsidiary of Fiat will own 20% of the equity of New Chrysler, with the right to acquire additional 31% of New Chrysler's Membership Interests under certain circumstances. The initial Board of Directors will have nine members. The U.S. Treasury will initially appoint three Directors to serve on the Board, at least two of whom will be independent. Those initial Directors will choose another independent Director. The VEBA and the Canadian government will each be entitled to designate one Director. Fiat will have the right to designate three Directors, at least one of whom will be independent.

14. Upon the consummation of the Fiat Transaction, it is anticipated that no cash would remain with Chrysler. Chrysler, however, would be provided \$200 million through the U.S. Treasury DIP loan to run a safe, prudent and orderly wind down and sale of the estate for the benefit of Chrysler's creditors. The major assets remaining would include eight (8) manufacturing facilities, and related machinery and equipment, with a book value of \$2.3 billion.

15. These cases are necessary to implement the Fiat Transaction and to complete the sale to New Chrysler of the assets it needs, on the time frame it needs them, to launch a new and durable United States car company. An expeditious sale process is key to the Fiat Transaction and maximizing the value of these operations and businesses for the benefit of

Chrysler's stakeholders. The commencement of these chapter 11 cases and the relief sought in the First Day Pleadings are designed to achieve the goals described above by: (a) protecting and preserving Chrysler's business assets and going concern value pending the completion of the Fiat Transaction or a similar going concern sale (a "Sale Transaction") through a prompt and organized sale process and related relief necessary to preserve the enterprise (collectively, the "Sale Process"); and (b) implementing a new debtor-in-possession financing facility provided by the U.S. Treasury to fund the Sale Process (and orderly wind-down of the parts of Chrysler not involved in that sale), as well as to investigate and where appropriate pursue, any valuable claims and causes of action to the benefit of Chrysler's stakeholders. I have reviewed the First Day Pleadings, and I believe that the relief sought in them is necessary to promote Chrysler's goals and initiatives, including a successful Sale Process to maximize the value of Chrysler's business assets for Chrysler's stakeholders.

16. Part I of this Affidavit provides a description of Chrysler's businesses. Part II sets forth Chrysler's organizational and capital structure, including significant indebtedness and members' interests. Part III provides a discussion of Chrysler's financial performance, the events that compelled the commencement of these chapter 11 cases and Chrysler's plan and strategies for these chapter 11 cases. Part IV incorporates and affirms the facts that support the relief requested in the First Day Pleadings. Part V contains information required by Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York.

PART I

Description of Chrysler's Businesses

A. General Overview

17. For 83 years, Chrysler has been one of the most agile and innovative car manufacturers in the world. The company has been a pioneer and an engineer's car company. Chrysler is credited with inventing the legendary HEMI engine, owns the world-famous Dodge and Jeep brands, and is the largest producer of all-electric vehicles in the United States.

18. Chrysler is the quintessential American automobile company. Currently, Chrysler employs approximately 55,000 hourly and salaried employees worldwide, about 70% of whom are based in the United States. As of the Petition Date, Chrysler had 32 manufacturing and assembly facilities, 23 of which (or 69% of the vehicle production) are located in the United States, and 24 parts depots, 20 of which are in this country. Chrysler's business interests touch all 50 states, as well as Canada, Mexico, Europe and Asia. Chrysler has an expansive dealer network, with over 3,200 dealerships in the United States selling Chrysler cars and trucks (or 60% of the global dealer network). Seventy-two percent of Chrysler's sales are in the United States, and it purchases 78% of its parts and materials from U.S.-based suppliers.

19. In the years immediately prior to the Petition Date, Chrysler and its Foreign Subsidiaries produced approximately 2 million new vehicles annually worldwide under the Chrysler, Dodge and Jeep brands. Chrysler's primary competitors include the other major domestic Original Equipment Manufacturers ("OEMs") — Ford Motor Company ("Ford") and General Motors Corporation ("GM") — as well as international competitors such as Toyota Motor Corporation ("Toyota"), Nissan Motor Company ("Nissan"), Honda Motor Company ("Honda") and Hyundai Motor Company ("Hyundai") that all have assembly and/or manufacturing plants in the United States (collectively, the "Transplant OEMs").

20. For the twelve months ended December 31, 2008, Chrysler recorded revenue of more than \$48.5 billion and had assets of approximately \$39.3 billion and liabilities

totaling \$55.2 billion. During the same period, Chrysler had a net loss of approximately \$16.8 billion.

21. Chrysler's ultimate parent company, Chrysler Holding LLC ("Chrysler Parent"), also owns a financing company, nondebtor Chrysler Financial Services Americas LLC ("Chrysler Financial"), that operates under a governance structure separate from Chrysler, with its own board and management. On August 3, 2007, Chrysler and Chrysler Financial entered into a Master Autofinance Agreement (the "MAFA") pursuant to which Chrysler is required to use Chrysler Financial to provide incentive financing to Chrysler's dealers and fleet and retail customers if certain financing thresholds and targets are met. As of the start of the fourth quarter of 2008, approximately 62% of Chrysler's dealers relied on Chrysler Financial to finance their businesses, and approximately 50% of all end consumers financed their vehicle purchases through Chrysler Financial. Beginning in December 2008, the level of financing provided by Chrysler Financial to Chrysler's dealers and consumers became severely restricted due to the continued global credit crisis.

22. In November 2008, Chrysler undertook an organized effort to obtain alternative financing for both its dealers and retail customers. Retail financing programs were established with JPMorgan Chase, USBank and certain credit unions that allowed our dealers to obtain retail financing but these programs were unable to completely address our financing challenges and car sales suffered.

PART II

Organizational and Capital Structure of Chrysler

A. Organizational Structure

23. Chrysler is an indirect wholly-owned subsidiary of Chrysler Parent. Chrysler directly or indirectly owns 100% of the equity interests of each of the other Debtors. Chrysler also owns, directly or indirectly, all or substantially all of the membership or equity interests, as applicable, in 14 active and 7 inactive marketing investment dealerships ("MIDs") and its Foreign Subsidiaries.⁵ As noted above, Chrysler Financial is a sister company also owned by Chrysler Parent, but operates independently from Chrysler under separate management.

24. Debtor Peapod Mobility LLC is a New York limited liability company. Debtor Chrysler Realty Company LLC is the owner of certain valuable real property located on 11th Avenue in New York, New York.

25. Attached as Exhibit A and incorporated by reference is a chart that illustrates the corporate structure of Chrysler, the MIDs, the Foreign Subsidiaries and the other companies within Chrysler.

B. Significant Prepetition Indebtedness

(1) Amended and Restated First Lien Credit Agreement

26. Chrysler is a party to an Amended and Restated First Lien Credit Agreement, dated as of August 3, 2007 (as amended, the "First Lien Credit Agreement") with (a) CarCo Intermediate HoldCo II LLC ("CarCo Holding II"), Chrysler's immediate parent company and a nondebtor, as guarantor; (b) Chrysler, as borrower; (c) the lender parties thereto (collectively, as modified from time to time, the "First Lien Prepetition Lenders"); and (d) JP Morgan Chase Bank, N.A. ("JP Morgan") as administrative agent. The First Lien Credit Agreement sets forth the terms and conditions of a \$10 billion term loan that matures on

⁵ In addition, Chrysler is a party to five joint venture agreements pursuant to which it holds an interest of between 33.3% and 85% in the related nondebtor joint venture entities.

August 3, 2013. The First Lien Credit Agreement was put in place as an integral part of a complex leveraged buyout transaction described below as the Daimler Divestiture, by which a controlling interest in Chrysler was transferred to affiliates of Cerberus Capital Management LC ("Cerberus"). The current trading price of the first lien loan debt is approximately 15 cents on the dollar.

27. Within three months after the first lien loan was made, a significant payment of \$3 billion reduced the outstanding principal amount to \$7 billion in November 2007. As of the Petition Date, the principal amount outstanding under the First Lien Credit Agreement was approximately \$6.9 billion. Principal payments of 0.25% of the original principal amount of \$7 billion are due quarterly. Given the nature of this financing as a term loan, no additional borrowing has been available under the First Lien Credit Agreement since its inception.

28. Chrysler's obligations under the First Lien Credit Agreement are (a) secured by a security interest in and first lien on substantially all of Chrysler's assets, including accounts receivable, inventory, equipment, books and records, cash, general intangibles, real property and a pledge of all of the capital stock of each of Chrysler's domestic subsidiaries (other than its charitable subsidiaries) and 65% of all of the capital stock of each of Chrysler's first-tier Foreign Subsidiaries; and (b) guaranteed by certain other Debtors, which guarantees are secured by a first priority lien on substantially all of such Chrysler's respective assets, including a pledge of all of the capital stock of each of its domestic subsidiaries and 65% of all the capital stock of each of its first-tier foreign subsidiaries.

(2) *Owners' Loan Agreement*

29. Also in connection with the transactions comprising the Daimler Divestiture, Chrysler became a party to that certain Second Lien Credit Agreement, dated as of August 3, 2007 (as amended, the "Owners' Loan Agreement"), among (a) CarCo Holding II, as

guarantor; (b) Chrysler, as borrower; (c) the lender parties thereto (collectively, the "Second Lien Prepetition Lenders"); and (d) JP Morgan as administrative agent. The Second Lien Prepetition Lenders are Cerberus affiliate Madeleine L.L.C. ("Madeleine") and DaimlerChrysler North America Finance Corporation ("Daimler Financial") and, collectively with Madeleine and Cerberus, the "Owner Parties").

30. The Owners' Loan Agreement sets forth that Chrysler was provided with a \$2 billion "delayed draw" term loan facility until August 3, 2008. Prior to the expiration of the draw period, in June 2008, Chrysler received the \$2 billion term loan from the Owner Parties: \$1.5 billion from Daimler Financial, an affiliate of Daimler-Benz AG ("Daimler"), and \$500 million from Madeleine (collectively, the "Owner Loans"). These Owner Loans are scheduled to mature on February 3, 2014 on which date the Owner Loans must be repaid in full.

31. The Owners' Loan Agreement indicates that the Owner Parties hold a second priority security interest in the same collateral that secures the First Lien Credit Agreement. As of the Petition Date, the original principal amount of the Owner Loans, or approximately \$2 billion, remained outstanding under the Owners' Loan Agreement.⁶

(3) *TARP Loan Agreement*

⁶ On April 27, 2009, Chrysler, Daimler and certain of its affiliates, certain affiliates of Cerberus and the Pension Benefit Guaranty Corporation (the "PBGC") entered into a Binding Term Sheet for a settlement under which, among other things, (a) Daimler's equity interest in Chrysler Parent will be redeemed; (b) \$1.5 billion of Chrysler's second lien debt owed to DaimlerChrysler North America Finance Corporation, plus accrued interest therein, will be forgiven if Cerberus likewise forgives \$500 million in second lien debt owed by Chrysler; (c) Daimler will make certain cash contributions to Chrysler's pension plans in the amounts of \$200 million when the definitive Settlement Agreement and Redemption Agreement (the "Settlement Agreement") is signed, \$200 million on the one-year anniversary of the execution of the Settlement Agreement and \$200 million on the second anniversary (collectively, the "Cash Contributions"); (d) Daimler will remain obligated for a \$200 million guaranty, in addition to the Cash Contributions, if Chrysler's pensions plans are terminated; and (e) Chrysler, Chrysler Parent, Cerberus and Daimler and certain affiliates will waive certain potential claims against each other. This settlement remains subject to execution of a mutually satisfactory Settlement Agreement. Upon consummation of this settlement, Daimler no longer will own any interest in Chrysler Parent, which will be 100% owned by Cerberus affiliates.

32. As described in greater detail below, Chrysler Parent, as borrower, and the U.S. Treasury, as lender, entered into a Loan and Security Agreement (the "TARP Loan Agreement") dated as of December 31, 2008. The TARP Loan Agreement sets forth the terms and conditions of a \$4 billion loan for general corporate and working capital purposes that matures no later than January 2, 2012 (the "TARP Loan"). In addition, concurrently with entering into the TARP Loan Agreement, Chrysler Parent provided the U.S. Treasury with a separate promissory note in the amount of \$267 million that matures on January 2, 2012 (the "TARP Note" and, together with the TARP Loan, the "TARP Financing").⁷ CarCo Intermediate HoldCo I LLC, CarCo Holding II, Chrysler and certain of Chrysler's domestic subsidiaries are guarantors of the TARP Financing.

33. As security for the TARP Financing, the U.S. Treasury was granted a first-priority lien on all unencumbered assets and Chrysler's Mopar parts inventory, and a third-priority lien on other assets serving as collateral for obligations under the First Lien Credit Agreement and the Owners' Loan Agreement. In addition, the U.S. Treasury's recourse to the direct or indirect equity interest of Chrysler Parent in FinCo Intermediate HoldCo LLC or any of its subsidiaries (including Chrysler Financial) is limited to \$2 billion. The TARP Loan was amended on April 30, 2009 to provide for a working capital line of up to \$500 million. As of the Petition Date, less than \$100 million of working capital is expected to be outstanding.

(4) *Corporate Credit Card*

34. Chrysler funds many of its eligible employees' business and travel expenses through a corporate credit card issued by American Express (the "Amex Card"). As of

⁷ The TARP Note was provided in lieu of warrants initially requested by the U.S. Treasury. No additional funds were provided by the U.S. Treasury on account of the TARP Note.

the Petition Date, the outstanding amount for advances through the Amex Card was \$1,051,122.54.

(5) *Trade Debt*

35. As of the Petition Date, Chrysler estimates that it had approximately \$5.34 billion in trade debt outstanding with its trade creditors, including domestic and foreign suppliers, shippers, warehousemen and customs brokers.

C. Members' Interests

36. Chrysler has issued 100,000 Class A membership interests and 1,156.19 Class E membership interests. All of Chrysler's Class A membership interests are held by CarCo Holding II and all of Chrysler's Class E membership interests are held by Chrysler Parent. The owners of Chrysler Parent are Cerberus and Daimler. As of the Petition Date, 80.1% of the membership interests in Chrysler Parent were held by Cerberus or its affiliates and 19.9% were held by Daimler or its affiliates.

PART III

Events Leading to the Commencement of the Chapter 11 Cases

A. Chrysler's History from Its Inception in 1925 to the 1990s

37. Chrysler's roots date back to 1925 when the company was founded by Walter P. Chrysler, who reincorporated the predecessor Maxwell Motor Company under his own name. Since then, Chrysler has manufactured millions of vehicles under distinctive brands, including AMC, Chrysler, DeSoto, Dodge, Eagle, Imperial, Jeep, Plymouth and Valiant. Since 1930, Chrysler also has operated a vehicle parts division under the Mopar brand.

38. Chrysler has faced and overcome challenges in the past. Notably, in 1979, under the stewardship of then-CEO Lee Iacocca, Chrysler sought and obtained loan guarantees

from the federal government to survive the economic recession and oil crisis of the late 1970s. These loans were repaid seven years early and generated, at the time, more than \$300 million in returns to the American taxpayers. By the 1990s, Chrysler was seen as a model of American ingenuity, integrity and business practices.

39. Chrysler's size, extensive history and success over many years have created sizable legacy costs — *i.e.*, costs to provide postretirement benefits to retirees. For example, as of the Petition Date, Chrysler was obligated to provide health care benefits to more than 106,000 retirees, their surviving spouses and eligible dependents, at a total annual cost of approximately \$9.87 billion on a present value basis.⁸ Approximately 27,600 of Chrysler's domestic employees (or approximately 72% of the U.S. workforce) were covered by collective bargaining agreements.

B. Daimler's Purchase and Divestiture – Chrysler under German Ownership

40. In 1998, at a time when Chrysler had rebounded from the troubles of the late 1970s and was recognized as one of America's premier corporate enterprises, it was acquired by Daimler. As part of the integration with Daimler, Chrysler became functionally aligned with Daimler's German headquarters, and key functions were centralized in Germany. Likewise, Chrysler Financial was integrated with Daimler's financial arm.

41. Nine years later, in August 2007, with Chrysler's fortunes waning, Daimler sold a controlling interest in Chrysler to Cerberus (the "Daimler Divestiture"), creating the first privately held American auto company in 50 years. Concurrently, Daimler isolated the Chrysler-related financial assets and related financing business, creating Chrysler Financial as a

⁸ The annual cost to Chrysler of providing health and related benefits for its over 160,000 retirees was \$970 million.

separate sister company owned by Chrysler Parent rather than by Chrysler, with separate management and business goals.

C. Chrysler's Prepetition Operational Restructuring and Pursuit of Partnership and Strategic Alliances

(1) The 2006 Transformation Plan and Restructuring of Legacy Labor and Retiree Costs

42. Almost a year before the Daimler Divestiture, in February 2007, Chrysler initiated its "Recovery and Transformation Plan" (the "Transformation Plan").

The Transformation Plan was an aggressive, long-term restructuring effort, designed to

(a) address declining economic and market conditions and competitive industry dynamics and
(b) fundamentally transform Chrysler's businesses to better align them with consumers' changing needs and desires, including for more fuel-efficient cars. Following the Daimler Divestiture, Chrysler engaged new corporate leadership and redoubled existing efforts with respect to the Transformation Plan. The Transformation Plan soon began to have a positive impact on Chrysler's businesses, operations and finances. Among other things, Chrysler:

- drastically reduced its operating costs and adjusted production schedules accordingly;
- discontinued seven vehicle models;
- reduced its vehicle production capacity by 1.2 million units, or more than 30% of its installed base;
- reduced its fixed costs by approximately \$3 billion during the 2008 calendar year;
- identified over \$1 billion in unprofitable assets for sale, with approximately 70% of those assets having been sold as of December 31, 2008;
- reduced workforce costs by taking the difficult step of separating approximately 33,000 employees since year end 2006;

- enhanced productivity to match market leaders;⁹
- implemented a "Genesis Program" that resulted in the reduction of the U.S. dealer network to approximately 3,200 as of the Petition Date from a peak of over 5,300 dealers; and,
- made substantial expenditures in product improvements during the first 60 days after the Daimler Divestiture and focused on making substantial quality improvements. For example, during the 15 months prior to November 2008, warranty claims rate for Chrysler vehicles decreased by 30%.

43. Chrysler also made significant progress addressing its labor and retiree costs. On October 12, 2007, after months of difficult negotiations, Chrysler reached an historic labor agreement with the UAW to address ongoing labor costs of the active workforce. On March 31, 2008, Chrysler finalized a settlement agreement (the "2008 Settlement Agreement") with the UAW and Chrysler's retirees to address Chrysler's legacy costs of approximately \$16 billion for retiree health and related benefits. The 2008 Settlement Agreement was approved by the United States District Court for the Eastern District of Michigan on July 31, 2008. In exchange for the contributions set forth in the 2008 Settlement Agreement, Chrysler no longer would provide health care benefits to retired UAW workers in the United States after January 2010.

44. Pursuant to the 2008 Settlement Agreement, Chrysler generally is required to spend approximately \$6.7 billion by the end of January 2010 for retiree health care on behalf of current and future UAW retirees and their surviving spouses and eligible dependents, including a \$3.6 billion contribution in cash and almost \$2 billion in securities to an independent Voluntary Employee Beneficiary Association (the "VEBA") and \$0.9 billion for continuation of retiree medical benefits until January 1, 2010. In addition to this \$6.5 billion, Chrysler is

⁹ According to the independent Harbour Report, Chrysler increased its manufacturing productivity by 32% over the past seven years, matching the productivity of Toyota, the most productive automaker in North America in terms of hours of assembly per vehicle.

required to transfer to the independent VEBA as of January 1, 2010 approximately \$1.7 billion currently in an existing internal VEBA. Under the 2008 Settlement Agreement, the funding of the independent VEBA would not begin until 2010, at which time the VEBA would become responsible for health care and related benefits for the UAW retirees.

45. Chrysler's increased manufacturing productivity, combined with the favorable hourly labor rates and other labor cost changes in the 2007 UAW Labor Agreement, and the legacy cost changes contained in the 2008 Settlement Agreement were important steps toward making Chrysler's cost structure competitive with the Transplant OEMs by 2010. Through the first half of 2008, Chrysler was meeting and exceeding all of its performance targets, generating over \$1 billion in EBITDA and ending the first two quarters of 2008 with over \$9.4 billion in unrestricted cash.

(2) *Chrysler's 2008 Business Plan*

46. The Company's solid performance in the first half of 2008 exceeded its 2008 business plan YTD, which had been developed in the fall of 2007. At Chrysler, the business plan contains the production plan and sets the financial targets for the Company. It specifies a production plan of what vehicles are to be produced in what amounts; a budget of what capital, research and development, and operating expenditures are to be made; and projections of demand, sales by segment, platform and vehicle, and operating margin and earnings.

47. The soundness of Chrysler's business plan was the result of an annual process that is thorough and time-consuming. The production, marketing, financial and executive functions of the company jointly participate in the planning exercise, using historical performance, external market research, mathematical analysis and thorough business judgment.

Each part of the company is challenged. Personnel from production are expected to specify the number of a particular vehicle model to be produced, and at what cost. Marketing managers too must extrapolate the number of vehicles that can be sold and at what price and cost. Strategic planning representatives must indicate what investments can be made, at what return and in what time frame.

48. Two factors drive the scale of the manufacturing plan: market share and car and truck demand as reflected in a statistic known as the Seasonally Adjusted Annual Rate ("SAAR"). The projection of achievable share, sales and margin in turn gives an available cash flow for return, payment of obligations, and reinvestment in the business.

49. This business planning process is an iterative one that ultimately concludes with a high-level decision from management. A group of senior Chrysler executive officers, including CEO Robert Nardelli, Vice Chairman and President Tom LaSorda, Vice Chairman and President James Press and myself, make the final decision regarding Chrysler's budget and business plan for the coming year. During Mr. Nardelli's tenure as CEO, it has been our policy to set an "aggressively conservative" budget that adopts a low SAAR as the estimate of industry demand, relative to external estimates and projections. We then plan and scale our business to be profitable with those limits in mind.

50. Through this process, Chrysler has been able to identify a durable core of its product base - those platforms and badges, such as the Jeep Grand Cherokee, the Dodge Ram truck and the Town & Country minivan, that perform best as a matter of sales and margin over time, and upon which the overall performance of Chrysler in the marketplace depends. In fact, as part of the Transformation Plan, Chrysler has been aggressively paring its current product offerings to this core since February 2007.

51. Chrysler's 2008 business plan was developed using this process and employing the same principles of "aggressive conservatism." While certain important assumptions underlying that plan - such as the amount of financing that would be available throughout the year - proved to be unforeseeably incorrect, the plan itself was predicated on fundamental strengths at the Company that I believe are still true today.

(3) *Pursuit of Partnerships and Strategic Alliances Amid Worsening Market Conditions*

52. An important component of the Transformation Plan was for Chrysler to leverage the resources of other OEMs, through the aggressive pursuit of partnerships and strategic alliances, to support growth, improve its cost structure and expand its business into new products, market segments and geographic locations. Thomas LaSorda, Chrysler's Vice Chairman and President of the Board of Managers, had primary authority for pursuing these partnerships during the operation of the Transformation Plan with the assistance of Scott Garberding, Chrysler's Chief Procurement Officer and former head of its Global Alliance Operations division, and I refer the Court to their Declarations submitted in these proceedings for the details of those efforts. *See* Declaration of Thomas W. LaSorda; Declaration of Scott R. Garberding.

D. The Financial Crisis

53. Chrysler's Transformation Plan was slowed dramatically by the global credit crisis that affected the liquidity markets in the fall of 2008. What had begun as the U.S. subprime mortgage crisis spread to the primary and secondary credit markets globally and to the banking system as a whole. By October 2008, the credit crisis had effectively "frozen" the secondary asset-backed securities ("ABS") credit market worldwide and caused several major

financial institutions to fail.¹⁰ As a result of this unprecedented global credit crisis, other major financial institutions became dependent upon substantial emergency government financing¹¹ or were forced into liquidation or sales to other entities.¹² In this global economic downturn, despite monumental efforts of certain Congressional representatives, the U.S. Treasury and the Federal Reserve System — not to mention the efforts of other governments around the world¹³ — to inject capital and create liquidity in the financial markets, there is little, if any, credit available to most businesses.

54. Securitizations of wholesale loans (i.e., loans to dealers) and retail loans (i.e., loans to consumers) came to an abrupt halt in the fall of 2008. Because the ABS market is not functioning, there continues to be little market for auto loans and thus limited access to capital for the auto finance companies, except where U.S. government assistance has been made available.

55. Consumer confidence was eroded by the crisis. In the second half of 2008 and in the beginning of 2009, consumers and small businesses dramatically reduced their spending, leading to a collapse in demand for light-duty vehicles and the lowest U.S. auto sales in decades. The SAAR for auto sales in January 2009 was 9.8 million units compared to a January 2008 SAAR of 15.6 million units, representing a more than 37% decrease and the lowest level in 26 years. The March 2009 SAAR level was 9.86 million units, down 35% from 15.1 million units in March 2008.

¹⁰ E.g., Bear, Stearns Co., Inc.; Lehman Brothers Holdings, Inc.; and Fortis N.V.

¹¹ E.g., American International Group, Inc.; Fannie Mae; Freddie Mac, Citigroup Inc.; and Bank of America Corporation.

¹² E.g., Wachovia Corporation and Merrill Lynch & Co, Inc.

¹³ See, e.g., Helene Fouquet, *Peugeot, Renault to Get EU6 Billion in Govt Loans (Update 1)*, Bloomberg.com, Feb. 9, 2009 (13:26 EST).

56. The Transplant OEMs and other OEMs outside the United States have been severely affected as well. For example, Toyota forecasted its first annual operating loss since 1938 on December 22, 2008 and subsequently announced its loss may be three times greater than earlier estimates. In Europe, car sales fell by more than 17% in the first quarter of 2009.

57. The impact of the crisis on Chrysler was direct and devastating: the substantial decline of available dealer and consumer financing as well as plummeting consumer confidence resulted in a precipitous drop in vehicle sales. The November 2008 SAAR was 10.5 million, compared to 2007 industry sales of 16.5 million per year. At Chrysler's 10% U.S. market share, the reduced vehicle sales translated to a loss of approximately 600,000 vehicles or about \$16 billion in lost revenue opportunity on an annualized basis.¹⁴ As a result, the cash inflow to Chrysler was severely reduced, affecting its revenues and generating losses that had to be funded with its cash reserves. This cash drain more than consumed the benefits realized from Chrysler's ongoing restructuring efforts, leaving Chrysler facing a severe and unanticipated liquidity crisis.

58. In fact, the severe and sudden drop in vehicle sales accelerated the depletion of Chrysler's cash at the end of 2008 because supplier payments lag behind revenues, meaning that supplier payables did not immediately decrease when revenues plunged. Typically, Chrysler pays suppliers on 45- to 60-day terms, but receives payments from new vehicle sales immediately upon the completion of vehicle assembly (generally within a few days of receiving parts). In times of stable or increasing sales, this cash flow pattern allows Chrysler to build or maintain cash. But with declining sales, Chrysler's revenues and payables become temporarily

¹⁴ Assistance to Auto Industry: Hearing before the H. Comm. on Financial Services, 110th Cong. (2008) (Statement of Robert L. Nardelli, Chairman and CEO of Chrysler LLC).

out of sync—and more burdensome—as reduced cash inflows are insufficient to pay costs that become due based on higher sales volumes 45 to 60 days earlier. This cash flow model exacerbated the scope of Chrysler's liquidity crisis as sales volumes continued to drop at the end of 2008.

E. Government Assistance

59. In light of deteriorating market conditions and a growing liquidity crisis that would make it impossible for Chrysler to continue operations, Chrysler (like many other large corporate pillars of the economy) turned to the government for assistance in late 2008, with the hope of obtaining new financing to get it through this difficult period.

(1) *Federal Direct Loan Program for Fuel-Efficient Cars Pursuant to the Energy Independence and Security Act*

60. On December 19, 2007, President Bush signed the Energy Independence and Security Act of 2007 ("EISA"). Vehicle manufacturers can apply for direct low-cost loans of up to \$25 billion under the Advanced Technology Vehicles Manufacturing Incentive Program to develop fuel-effective light-duty vehicles and retool plants, pursuant to Section 136 of EISA (the "Section 136 Program"). See 42 U.S.C. § 17013(d).

61. On November 10, 2008, Chrysler submitted an application under the Section 136 Program (the "Section 136 Application"), making a request for \$8.4 billion funding for project costs for Advanced Technology Vehicles and Qualifying Components in the 2008-2011 period. The Section 136 Application is still pending, and no funds have been provided. The Section 136 Program funds, even if they became available, would not assist Chrysler in resolving its liquidity crisis, since these funds are directed solely to new investments in future technology.

(2) *Denial of Request for Emergency Government Funding and the Extended Holiday Idling of Chrysler's Operations*

62. On or about November 18, 2008 (shortly after submitting the Section 136 Application), the three U.S. OEMs made a collective request to the U.S. Congress for emergency bridge financing¹⁵ in the aggregate amount of \$25 billion to sustain operations through the credit crisis. In making this request, the three Detroit automakers indicated that this financing was urgently needed in addition to future funding under the Section 136 Program. In particular, Chrysler requested an aggregate of \$7 billion in funding. Chrysler also emphasized the need for Chrysler Financial to receive immediate funding from TARP to assist in financing the purchases of Chrysler vehicles by dealers and end consumers.

63. On November 18 and 19, 2008, the Chief Executive Officers of Chrysler, GM and Ford provided testimony (the "First Congressional Testimony") before the Senate Banking, Housing and Urban Affairs Committee (the "Senate Committee") and the House Financial Services Committee (the "House Committee," and together with the Senate Committee, the "Congressional Committees"). After the First Congressional Testimony, Nancy Pelosi, the Speaker of the House of Representatives, and Harry Reid, the Senate Majority Leader, indicated in a letter dated November 21, 2008 (the "Pelosi/Reid Letter") that additional detailed information from the OEMs would be needed before a government loan would be considered.

64. On December 2, 2008, in response to the Pelosi/Reid Letter, Chrysler submitted its Plan for Short-Term and Long-Term Viability (the "December 2008 Plan") to the U.S. Congress. The December 2008 Plan reiterated Chrysler's commitment to the prepetition restructuring efforts that Chrysler had been implementing since 2006 and included a renewed request by Chrysler for a \$7 billion secured working capital bridge loan (for Chrysler only) by

¹⁵ Ford requested a credit line as opposed to immediate financing.

December 31, 2008 to meet a short-term deficiency in liquidity and working capital.

The December 2008 Plan provided for:

- (a) approximately \$2.8 billion of potential cost savings and improvements;
- (b) the shared sacrifice from all Chrysler's constituents;
- (c) the production of the high-quality, fuel-efficient vehicles desired by consumers;
- (d) support for the country's energy security and environmental sustainability goals, including by offering the ENVI family of all-electric and range-extended electric vehicles;
- (e) the continued pursuit of new business models that include alliances, partnerships and consolidations; and
- (f) the establishment of an Automotive Energy Security Alliance to:
 - (i) coordinate public and private spending already devoted to advanced vehicle technologies; (ii) produce basic technology available to all manufacturers; (iii) work with national labs and major research universities; and (iv) draw private investment to meet national energy and environmental goals, all to ensure that the United States would not be dependent on foreign technologies in the future.

In support of the December 2008 Plan, Chrysler's Chief Executive Officer again testified before the Senate Committee on December 4, 2008, and before the House Committee on December 5, 2008.

65. On December 10, 2008, the U.S. House of Representatives approved a Bill to Authorize \$14 Billion in Financial Assistance to Eligible Automobile Manufacturers, and for Other Purposes. See H.R. 7321, 110th Cong. (2008). However, on December 11, 2008, the U.S. Senate did not pass similar legislation to provide emergency bridge financing to the U.S. auto manufacturers.

66. On December 19, 2008, Chrysler placed its operations on an extended holiday idling until January 20, 2009 to reduce dealer incentives and to preserve its assets for the benefit of stakeholders as they continued to explore available alternatives. The idling was continued in certain plants until January 26, 2009 or February 2, 2009.

(3) *TARP Funding for Chrysler*

67. Also on December 19, 2008, President Bush announced that bridge loans would be made available to Chrysler and GM and, more specifically, that Chrysler would receive a bridge loan under TARP in the reduced amount of up to approximately \$4 billion (as compared to the \$7 billion requested by Chrysler) for general business purposes.

68. After subsequent negotiations regarding the terms of the proposed loan, on December 31, 2008, Chrysler Parent, as borrower, and the U.S. Treasury, as lender, entered into the TARP Loan Agreement for a three-year loan of \$4 billion for general corporate and working capital purposes. The funds were provided on January 2, 2009. The terms of the loan required Chrysler to submit a plan demonstrating Chrysler's ability to achieve and sustain long-term viability, energy efficiency, rationalization of costs and competitiveness in the U.S. marketplace (the "Viability Plan"), as well as its resulting ability to repay the TARP Financing. The Viability Plan was to extend through 2010 monthly, and through 2014 annually, and was required to include detailed historical and projected financial statements with supporting schedules and additional information as may be requested. As set forth below, Chrysler's Viability Plan was timely submitted on February 17, 2009.

69. Further, the TARP Loan Agreement required Chrysler Parent to submit, on or before March 31, 2009, a written certification and report detailing the progress made in implementing the Viability Plan. Specifically, this report was required to include evidence that (a) the members of the UAW had tentatively agreed to certain compensation reductions, severance rationalization and work rule modifications required pursuant to the TARP Loan Agreement; and (b) the UAW agreed in concept to exchange 50% of their VEBA claim for equity.

70. Chrysler used the \$4 billion bridge TARP Loan to restart and operate their businesses, pay vendors and other payables in the ordinary course of business and to fund their efforts to pursue the Viability Plan. As vehicle sales stabilized, Chrysler anticipated that revenues and payables would again be "in sync" and liquidity would stabilize.

(4) *Chrysler Financial Receives Funding under TARP*

71. Another critical component of the assistance package requested by Chrysler was additional liquidity for Chrysler Financial dedicated to funding vehicle purchases by Chrysler's dealers and end consumers. Initially, Chrysler Financial sought not less than \$2.5 billion in TARP funds for both wholesale (dealer) and retail (consumer) financing. Subsequently, Chrysler Financial reduced its request to \$1.5 billion, focusing solely on retail financing. On January 16, 2009, Chrysler Financial received \$1.5 billion in funds under TARP.

F. The Fiat Alliance

72. At the same time Chrysler was pursuing government assistance, it continued its efforts to secure a strategic partner that could assist it in achieving its long-term viability goals. After GM suspended its negotiation of a potential merger with Chrysler, Chrysler intensified its ongoing efforts to secure a global strategic alliance with Fiat. Fiat made a particularly attractive alliance candidate to Chrysler because, among other reasons, the two companies' product offerings and international distribution networks overlapped little and complemented each other. In November 2008, the parties quickly developed plans that would generate operational synergies over \$3.7 billion in cash flow (on a net present value basis) over an eight-year period, primarily from product and platform sharing, international distribution of each other's products, enhanced purchasing power, plant rationalizations, and powertrain improvements.

73. After extensive discussions, on January 16, 2009, Chrysler entered into a term sheet with Fiat for a strategic alliance pursuant to which Fiat would acquire 35% of the equity of Chrysler and would provide access to competitive fuel-efficient vehicle platforms, distribution capabilities in key growth markets and substantial cost saving opportunities. The Fiat Alliance would: (a) create the sixth largest global automaker by volume with combined vehicle sales in excess of 4 million; (b) dramatically enhance Chrysler's geographic footprint, specifically in Europe and South America, providing access to Fiat's 3,800 dealers outside the United States; (c) provide sales volume benefits from leveraging geographic and product complementarity; (d) provide immediate cost savings from sharing technologies relating to, among others, small engines and powertrain; (e) immediately eliminate redundant capital and engineering spending; and (f) provide procurement and other scale-related savings. The Fiat Alliance was expected to bolster aspects of the Viability Plan, particularly by providing Chrysler with access to Fiat's smaller car platforms, fuel-efficient engine technologies and enhanced distribution channels outside of the NAFTA region.

74. The Fiat Alliance would strengthen Chrysler for the long-term, benefiting all constituents, including U.S. taxpayers, employees, creditors, dealers and suppliers. At the same time, the Fiat Alliance was conditioned on achieving other aspects of Chrysler's Viability Plan, including the completion of a debt restructuring with the First Lien Prepetition Lenders and the Second Lien Prepetition Lenders, agreements with the UAW on labor modifications and necessary approvals of VEBA modifications, obtaining not less than \$3 billion additional TARP funding, as well as modifying the MAFA in a manner favorable to Chrysler. As such, while undertaking substantial efforts to document and implement the strategic transaction with Fiat, Chrysler continued their efforts to pursue the Viability Plan (either on a stand-alone basis or with

the additional benefits and synergies offered by the Fiat Alliance) and obtain concessions from all key stakeholders.

75. A Viability Plan incorporating the Fiat Alliance (along with the other stakeholder concessions) provides the only available chance for a successful restructuring and would create a strong and vibrant American employer, competitor and technology driver.

76. Intense media coverage was focused between January 16, 2009 and the present on Chrysler, the possible Fiat Alliance and the prospect of U.S. government financing in connection with such an alliance.¹⁶ At no point during that time period has any other car manufacturer or entity approached Chrysler with a viable alternative to the Fiat Alliance.

G. Efforts to Obtain Stakeholder Concessions in Support of the Viability Plan and the Fiat Alliance

77. Achieving the concessions to support the viability plan has not been simple or easy. The negotiations have been complicated and hard fought. At the same time, Chrysler dedicated substantial resources to working with Fiat to develop the details, and to further identify and evaluate the numerous potential synergies, of the proposed Fiat Alliance. Chrysler met regularly with representatives of the UAW to discuss wage, benefit and work rule changes and modifications to the funding of VEBA, ultimately resulting in tentative agreements on many of these points. Chrysler continued its longstanding discussions with Daimler and reached tentative agreements to address the treatment of its second lien debt and equity interests. Similar agreements were obtained from Cerberus. Chrysler conducted a nationwide dealer road show to discuss the implementation of necessary cost increases and to encourage new car

¹⁶ Julie MacIntosh and John Reed, *Fiat sticks with Chrysler*, Financial Times, April 27, 2009; John Stoll and Stacy Meichtry, *Chrysler-Fiat Deal Needs U.S. Loans*, Wall St. J., January 21, 2009; Nick Bunkley and Bill Vlasic, *Alliance With Fiat Gives Chrysler Another Partner and Lifeline*, The New York Times, January 21, 2009; Kendra Marr, *Chrysler Values Deal With Fiat at \$10 Billion*, The Washington Post, March 17, 2009.

purchases. Chrysler implemented a supplier cost-saving program and spent many hours in discussions with key suppliers to implement this program to freeze material costs and establish other costdowns.

78. At the same time, difficult discussions were initiated with the First Lien Prepetition Lenders in an effort to convert a majority of their debt to equity. Based on published reports, we believe these discussions eventually led to an agreement with the major banks on April 28, 2009, that hold approximately 70% of the first lien debt. Although details of the agreement have not been made public, the banks agreed to cut their share of the \$6.9 billion of first tier debt to \$2 billion in return for an equity stake in New Chrysler.

H. The February 2009 Submission

79. On February 17, 2009, in the midst of ongoing negotiations with all stakeholders and Fiat, Chrysler submitted its February 2009 Submission to the U.S. Treasury. The February 2009 Submission provided for three possible scenarios: (a) a stand-alone restructuring of Chrysler (the "Stand-Alone Viability Plan") with sacrifices from all key constituents, some of which had been agreed upon and some of which remained subject to ongoing negotiations; (b) a scenario showing the positive impact of synergies from the Fiat Alliance; and (c) an orderly wind-down plan for Chrysler's operations if neither the Stand-Alone Viability Plan nor the Alliance Viability Plan could be achieved.

80. Specifically, the February 2009 Submission incorporated the following proposed sacrifices from all key stakeholder groups:

- Equityholders. Chrysler's ultimate owners, Cerberus and Daimler, would forego any benefit from the upside created by the TARP Financing or other government assistance and accept a reduced share of ownership to provide equity in Chrysler to other constituents that contributed to the restructuring. Cerberus and Daimler both agreed to these provisions.

- Union Employees and Retirees. The UAW agreed to eliminate the job banks effective January 26, 2009. The UAW also agreed to (a) permit Chrysler to satisfy 50% of its VEBA funding obligations in equity and reduce and reamortize the remaining 50% cash funding and (b) make wages competitive with the Transplant OEMs and (c) eliminate retiree healthcare benefits effective January 1, 2010. The aggregate UAW VEBA concessions amounted to \$5.3 billion.
- Non-Represented Employees and Retirees. The headcount in 2008 of non-represented employees had been substantially reduced by over 8,000 positions in 2008; there had been an increase of employee cost-sharing for health care plans; the salary merit programs for 2008 and 2009 and the tuition assistance program had been suspended, as had the employer match of the defined contribution plan; and the retiree health care defined benefit program had been replaced with a defined-contribution health care reimbursement account.
- Retirees. Life insurance and health benefits provided to certain retirees were to be reduced.
- First Lien Prepetition Lenders. Chrysler's creditor groups, including the First Lien Prepetition Lenders, were to convert \$5 billion of their \$7 billion in debt to equity in Chrysler. As described above, the First Lien Lenders have not agreed to this concession.
- Second Lien Prepetition Lenders. The Second Lien Prepetition Lenders were to convert their debt to equity in Chrysler.
- Chrysler Financial. A new MAFA was to be negotiated to enhance dealer and consumer access to financing either through Chrysler Financial or other parties.
- Suppliers. Further price reductions effective April 1, 2009 were to be obtained from all production and non-production suppliers that collaborated with Chrysler to implement shared cost savings. Material cost increases were to be frozen for the remainder of 2009. Chrysler would realize shared savings on supplier generated cost-savings ideas. A pre-existing reduction of 5% on non-production material was to be continued. Agreements already had been reached with some suppliers to implement these changes.
- Dealers. Dealers were to share a greater portion of certain costs as a result of vehicle price increases, new vehicle auction fees, reductions in the rates paid for service center work and other charges or the elimination of certain benefits. Many of these initiatives, reducing costs by approximately \$350 million annually, were implemented on February 2, 2009. In addition, Chrysler were to continue the rationalization of their dealer network, including by pursuing buy-outs and dealer consolidations that strengthen the dealer network, increase sales and promote dealer and manufacturer profitability.

81. In addition to these sacrifices, Chrysler's February 2009 Submission requested additional TARP funding in the increased amount of \$5 billion for Chrysler by March 15, 2009 for working capital and other operating expenses.¹⁷ The plan also provided for approval of Chrysler's Section 136 Application in the reduced amount of \$6 billion out of the \$8.4 billion requested, with \$2.5 billion received in 2010, \$2 billion in 2011 and \$1.5 billion in 2012.

I. Continued Negotiations with Stakeholders and the Auto Task Force

82. Completion of the February 2009 Submission did not slow down stakeholder negotiations. Negotiations in fact intensified as the President's Auto Task Force including Treasury Secretary Timothy Geithner, National Economic Council Director Lawrence Summers and other top government officials,¹⁸ was put in place on February 20, 2009. A strong group of advisors was retained to lead the day-to-day efforts of the Auto Task Force, including experienced investment professionals Ronald Bloom, Steven Rattner and Matthew Feldman. The Auto Task Force immediately became engaged in discussions with Chrysler and its advisers, as they reviewed the proposed Viability Plan. Chrysler spent many hours gathering additional reports and data requested by the Auto Task Force, meeting with its members and advisors in Washington, D.C. and adopting suggestions provided by the Auto Task Force. At the same time, the Auto Task Force began a series of meetings with other key stakeholders to assist in its evaluation of the Viability Plan submitted by Chrysler.

¹⁷ Chrysler's request for TARP funds was increased from \$3 billion to \$5 billion to reflect the continuing deterioration of the market and the reduction in projected SAAR.

¹⁸ The other members of the Auto Task Force are the Secretary of Transportation, the Secretary of Commerce, the Secretary of Labor, the Secretary of Energy, the Chair of the President's Council of Economic Advisers, the Director of the Office of Management and Budget, the Environmental Protection Agency Administrator and the Director of the White House Office of Energy and Climate Change.

83. These information gathering sessions quickly turned into negotiating sessions, with the Auto Task Force working to broker concessions and agreements with all key stakeholders. The Auto Task Force began to establish ground rules and timelines for key tasks. Chrysler, with the cooperation and assistance of the Auto Task Force, began to make progress with many of the key stakeholder groups, particularly the UAW and Fiat. Alliance discussions accelerated with the direct involvement of the Auto Task Force, resulting in new agreements for an alliance structure and discussions of potential funding from the U.S. Treasury. In the meantime, on March 20, 2009, the U.S. Treasury announced the Auto Supplier Support Program to provide up to \$5 billion in support for automotive suppliers of Chrysler and GM (the "Government Supplier Program"), of which \$1.5 billion was designated for Chrysler suppliers. At the end of March, Chrysler provided a written certification and report of the progress made in implementing the Viability Plan to the U.S. Treasury, as required by the TARP Loan Agreement and sought additional time to complete these efforts and renewed their request for additional financial assistance.

84. On March 30, 2009, the Auto Task Force advised Chrysler that based on Chrysler's submissions, it believed that Chrysler could be viable with an appropriate strategic partner that would help Chrysler achieve the scale and other important attributes it needs to be successful in the global automotive industry and that Fiat was such a partner. Subject to completing other aspects of the Viability Plan and obtaining additional concessions from key stakeholders, the U.S. Treasury indicated its willingness to provide substantial additional capital to fund the Viability Plan with a modified Fiat Alliance that addressed certain concerns and goals of the U.S. government, provided that these issues were resolved within the next 30 days. The U.S. government also announced a federal Warranty Commitment Program to backstop

warranties for cars purchased during Chrysler's restructuring period (the "Government Warranty Program").

85. A revised term sheet for the Fiat Alliance, consistent with the requirements of the U.S. government, was signed on March 29, 2009, just prior to the President's announcement, by Chrysler, Chrysler Parent, Fiat and Cerberus. Although the revised term sheet did not expressly contemplate a bankruptcy filing, all parties understood that an expedited and surgical bankruptcy filing might be required to implement the terms of such a transaction. The Government indicated that it would support Chrysler's working capital needs through April 30, 2009, as the parties worked toward an acceptable transaction.

J. The Final 30 Days — Negotiation of the Master Transaction Agreement

86. With the 30-day deadline set, Chrysler focused ever greater resources on the pursuit of the Fiat Alliance and stakeholder concessions necessary to consummate such a transaction. Meetings with Fiat, the Auto Task Force and key stakeholders were occurring daily, seven days a week, from early morning to oftentimes late in the evening. Progress with many stakeholders continued as the parties embraced the notion of the Fiat Alliance. Chrysler began the process of implementing the Government Supplier Program and the Government Warranty Program for their suppliers and customers. Voluminous transaction documents necessary to complete the Fiat Alliance were prepared as details were discussed by the parties.

87. As April drew to a close, the parties undertook intently to put together a deal. The UAW and New Chrysler agreed to a new collective bargaining relationship. Chrysler and Fiat established New Chrysler to serve as the alliance entity and successfully negotiated the Master Transaction Agreement and related agreements. The parties also negotiated with the U.S. Treasury for several layers of new financing relating to the transaction: (a) up to \$500 million working capital infusion from the U.S. Treasury to assist Chrysler in advance of a bankruptcy

filing; (b) a \$4.5 billion, 60-day debtor in possession financing facility from the U.S. Treasury to fund Chrysler's bankruptcy process, including the expedited Sale Process; (c) a \$6 billion senior secured financing facility to support the operations of New Chrysler after the sale; and (d) a four-year agreement for wholesale and retail financing with GMAC LLC.

K. The Master Transaction Agreement

88. After an intense period of effort to meet the government's 30-day timeline, Chrysler, Fiat and New Chrysler tentatively entered into the MTA, supported by the U.S. government. Pursuant to that agreement, among other things: (a) Chrysler will transfer substantially all of its operation assets to New Chrysler; and (b) in exchange for those assets, New Chrysler will assume certain liabilities of Chrysler and pay Chrysler \$2 billion in cash. Prior to the Closing Date, (a) Fiat will contribute to New Chrysler access to competitive fuel-efficient vehicle platforms, certain technology, distribution capabilities in key growth markets and substantial cost saving opportunities; and (b) New Chrysler will issue approximately 55%, 8% and 2% of the Membership Interests in New Chrysler to a new VEBA, the U.S. Treasury and the Canadian government, respectively. After the "Fiat Transaction", a subsidiary of Fiat will own 20% of the equity of New Chrysler, with the right to acquire additional 31% of New Chrysler's Membership Interests under certain circumstances.

L. The Commencement of the Chapter 11 Cases

89. With the support of the U.S. government, the Canadian government, Fiat, the UAW, dealers, suppliers and employees, Chrysler commenced these cases to implement an expeditious sale process to implement the Fiat Transaction, or a similar Sale Transaction with a competing bidder, designed to maximize the value of Chrysler's operations and businesses for the benefit of their stakeholders. Pending such a sale, Chrysler has idled most operations as it conserves its resources, while at the same time ensuring that (a) the facilities are prepared to

resume normal production schedules quickly upon the completion of a sale and (b) consumers are not impacted by the filing (e.g., by continuing operations at parts depots to provide an uninterrupted supply of parts to service Chrysler's vehicles). Upon the consummation of the Fiat Transaction, Chrysler anticipates that the purchased manufacturing and assembly facilities will quickly resume normal operations under ownership of New Chrysler.

90. Under these extraordinary circumstances, it is imperative that Chrysler takes all appropriate steps to preserve the going concern value of its enterprise, protect its assets pending the sale and complete the sale as quickly as possible. Key to the success of any transaction is the support and survival of Chrysler's supplier base and an appropriate dealer network, as well as ongoing consumer and employee goodwill and support. Chrysler's business of designing, assembling and selling cars cannot function without the unique, specially-designed parts produced by suppliers that are not readily replaceable and the distribution network developed over many decades that is required to sell assembled vehicles into the marketplace and provide authorized repair services. In the face of a challenging economic environment in the automotive industry, the supplier base and the necessary parts the dealer network must be supported by Chrysler pending the sale as core elements of the value to be transferred to a buyer. As described below, Chrysler will seek first day relief to honor and pay obligations to essential suppliers and dealers as an essential component of preserving going concern value pending a sale and ensuring that these key business partners will be able to continue their business relationships with New Chrysler. Likewise, to preserve consumer goodwill and the value of Chrysler's brands that are central to any going concern sale, Chrysler must continue to honor warranties and related obligations that directly impact the purchasers of Chrysler, Dodge and Jeep vehicles. Support for

Chrysler employees is key to preserving its going concern value and restarting operations under new ownership.

91. Even with these initiatives, the fragile state of the automotive industry mandate that the sale be completed without delay. Notwithstanding support from Chrysler, the key suppliers and dealers cannot survive a prolonged period of uncertainty. Consumers will look elsewhere for vehicles if delays persist, and dealers selling diminishing volumes may not survive beyond the short term. Suppliers not producing parts will struggle to survive beyond a brief down period even if Chrysler is able to pay past amounts. If a sale is not completed quickly, new product launches will be delayed to the further detriment to the business. Key employees may leave for other opportunities. Chrysler has filed a series of additional declarations in support of the sale and providing further details regarding the necessity to complete the Sale Process as quickly as possible, while supporting the key business partners essential to preserve going concern value.¹⁹ Absent these efforts and the completion of the Sale Process as quickly as possible, no going concern sale will be possible.

92. Despite these challenges, Chrysler believes that the initiation of these chapter 11 cases will allow it to implement an expeditious Sale Process designed to maximize the value of Chrysler's business assets for the benefit of Chrysler's stakeholders.

93. Despite the unprecedented upheaval in the global automotive industry, Chrysler's management team, myself included, believe that Chrysler is a company worth saving. With the right restructuring and business plan, Chrysler will not only survive these difficult times but will return to profitability and resume its place among the world's leading automobile

¹⁹ See Declaration of Scott R. Garberding, April 29, 2009; Declaration of Frank J. Ewasyszn, April 29, 2009; Declaration of Peter M. Grady, April 29, 2009; Declaration of James J. Arrigo, April 29, 2009.

manufacturers, providing jobs and innovative new products to American consumers for decades to come.

94. As indicated, Chrysler has a sustainable core of value that it intends to protect and build upon. The Company has a number of high-performing brands and models—including its Jeep and Dodge Truck nameplates and certain minivan lines—that have enjoyed strong sales and have provided solid returns to the Company for many years. These models can, and will, serve as the centerpiece of a re-focused and re-energized business. Indeed, after its underperforming brands are eliminated and its capital and debt structure is reorganized, the Sale Transaction gives New Chrysler an excellent chance of being profitable in the future.

PART IV

Facts in Support of First Day Pleadings

M. General

95. Concurrently with the filing of its chapter 11 cases, Chrysler filed the First Day Pleadings requesting various forms of relief. Chrysler anticipates that the Court will conduct a hearing soon after the commencement of these chapter 11 cases (the "First Day Hearing") at which the Court will hear and consider certain First Day Pleadings. Chrysler further anticipates that the Court will consider the remainder of the First Day Pleadings on or about the date that is 20 days after the Petition Date.

96. Generally, the First Day Pleadings have been designed to meet the goals of: (a) implementing an expeditious Sale Process; (b) preserving and protecting Chrysler's assets pending a sale, including by paying claims of suppliers, dealers and employees to preserve the going concern value of Chrysler's businesses; (c) obtaining debtor-in-possession financing from the U.S. Treasury to fund the Sale Process and the other activities necessary to protect and

preserve the assets of Chrysler's estates, including the going concern value of its businesses;²⁰ (d) assisting Chrysler in the investigation and evaluation of potentially valuable claims and causes of action; and (e) establishing procedures for the smooth and efficient administration of these chapter 11 cases.

97. I have reviewed each of the following First Day Pleadings, including the exhibits thereto and supporting memoranda. A list of the First Day Pleadings is attached hereto as Exhibit B.

98. I incorporate herein by reference the factual statements set forth in each of the First Day Pleadings.²¹ I believe that the relief sought in each of the First Day Pleadings is tailored to meet the goals described above and, ultimately, will be critical to Chrysler's ability to achieve a successful reorganization.

99. I also believe that it is critical that the First Day Pleadings be heard as soon as possible. If the First Day Pleadings are not granted on an expedited basis, Chrysler, among other things, will not have access to debtor in possession financing to fund an expeditious Sale Process that is critical to Chrysler's ability to preserve going concern value and consummate a Sale Transaction that maximizes the value available to stakeholders. The impact of such a scenario would be immediate and widespread, and cause immediate and irreparable harm to Chrysler and all its constituencies. Accordingly, the expedited approval of the First Day Pleadings is (a) critical to meet Chrysler's ability to preserve their businesses and maximize asset values through the Sale Process and (b) in the best interests of all of Chrysler's stakeholders.

²⁰ Contemporaneously with this Affidavit, Chrysler also has filed the Declarations of Scott R. Garberding, Frank J. Ewasyshyn, Thomas W. LaSorda, Peter M. Grady, John J. Schenden, and James J. Arrigo.

²¹ In addition, certain factual statements set forth in certain First Day Pleadings also are set forth herein.

100. It is my belief that, with respect to those First Day Pleadings that request the authority to pay discrete prepetition claims or continue selected prepetition programs, the relief requested is essential to Chrysler's efforts to preserve and protect the value of its assets and to avoid immediate and irreparable harm to Chrysler.

Motion Regarding Authorization Matters

(b) Employee Wages and Benefits

101. As of the Petition Date, the Debtors employed approximately 38,500 hourly and salaried employees, including approximately 30,800 union employees, in the United States, as well as approximately 70 employees currently living overseas (collectively, the "Regular Employees"). In addition to their Regular Employees, the Debtors rely on 2,300 individuals to provide essential employee services (collectively, the "Additional Workforce"), who are employed by various service providers specializing in providing skilled employees on an as-needed basis. The Additional Workforce provides services to both the Debtors' manufacturing facilities and various administrative departments, and includes engineers, systems specialists and security guards who are on site full-time, as well as a limited number of accountants and attorneys, among others.

102. The Debtors' Regular Employees and Additional Workforce are essential to idling manufacturing facilities in a safe and prudent manner, administering these cases, preserving the value of the Debtors' business assets and assisting the Debtors in their efforts to consummate a Sale Transaction in an expedited manner. Any delay or disruption in the provision of employee benefits, payment of compensation under these extraordinary and difficult circumstances will destroy the Debtors' relationships with the Regular Employees and the third-party employers and will irreparably impair morale of the Debtors' remaining workforce at the

very time when the dedication, confidence and cooperation of the Regular Employees and Additional Workforce are most critical.

103. The Debtors believe that the amount of prepetition wages, salaries and contractual compensation owing to or on account of any particular Regular Employee, with the exception of certain former employees who are entitled to receive certain benefits under applicable collective bargaining agreements, will not exceed the sum of \$10,950 allowable as a priority claim under section 507(a)(4) or section 507(a)(5) of the Bankruptcy Code.

(c) Expedited Hearings on the First Day Pleadings

104. Given the importance of the relief sought in the First Day Pleadings to the Debtors' ability to preserve value as they seek to consummate a sale of substantially all of their assets, the Debtors will move for entry of an order scheduling a expedited hearings on the First Day Pleadings.

Motions Regarding Administrative and Procedural Matters

(d) Joint Administration

105. The Debtors will present a motion requesting the entry of an order providing for the joint administration, but not the substantive consolidation, of their chapter 11 cases. Such an order is a necessary administrative convenience for the Court, the Office of the Clerk of the Court (the "Clerk's Office") and all parties in interest. I believe that the joint administration of the Debtors' respective estates is warranted and will ease the administrative burden for the Court and the parties.

(e) Case Management

106. The Debtors will present a motion requesting that this Court enter an order providing for certain notice, hearing and other case management procedures in these chapter 11 cases. Given that the Debtors have potentially millions of creditors identified on their creditor

matrix, requiring that paper service of each filing be made upon each of these notice parties would be a waste of the Debtors' limited resources. In addition, the Debtors believe that requiring paper service of certain pleadings only upon the main parties in interest, such as the Debtors and their counsel; the Debtors' claims and noticing agent; the U.S. Trustee; counsel to any Committees appointed in these cases; counsel to the administrative agents for Debtors' prepetition senior secured lenders; counsel to Cerberus; counsel to Daimler; counsel to the U.S. Treasury; counsel to the United States; and any party with a particularized interest in the initial pleading, as well as authorizing service on all parties by electronic mail ("e-mail"), will be efficient and save the estates significant time and expense.

107. Additionally, due to the anticipated number of motions and other pleadings that will be filed in these cases, the Debtors believe that special hearing procedures should be established to assist in administering the case docket and avoid constant, and unpredictable, hearings before this Court. These procedures will allow the Debtors and other parties in interest to efficiently schedule matters for hearing before the Court. Among other things, the proposed hearing procedures will permit the Court, the Debtors and the other primary parties in interest in these chapter 11 cases to address groups of motions at regular omnibus hearings, thereby avoiding the substantial time and expense of scheduling separate hearings on each discrete matter. The motion further seeks the establishment of a number of other case management procedures to be utilized in these chapter 11 cases for the benefit of the Court and parties in interest.

(f) Filing Consolidated Lists of Creditors,
Equity Holders and Top 50 Unsecured Creditors

108. Given the size of the Debtors' chapter 11 cases, the Debtors will move for entry of an order authorizing them to file a single consolidated list of the Debtors' 50 largest

unsecured creditors in these chapter 11 cases in lieu of filing separate lists of the largest 20 unsecured creditors for each of the Debtors. Given the size and complexity of the Debtors' businesses, the Debtors believe that filing a consolidated list of their creditors holding the 50 largest unsecured claims (the "Consolidated Top 50 List") would facilitate the review by the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") of creditors' claims and its selection of a single creditors' committee in these cases and promote the efficient and orderly administration of these chapter 11 cases. In addition, consistent with General Order M-192 of the United States Bankruptcy Court for the Southern District of New York, the Debtors have conferred with the Clerk of Court and have been (a) informed that 28 U.S.C. § 156(c) applies to their cases and (b) instructed by the Clerk of Court not to file a list of creditors.

(g) Appointment of Claims and Noticing Agent

109. The Debtors recognize that the size of their chapter 11 cases and the very significant number of creditors and parties in interest involved in their chapter 11 cases may impose heavy administrative and other burdens upon the Court and the Clerk's Office. To relieve the Court and the Clerk's Office of these burdens, the Debtors will seek the entry of an order appointing Epiq Bankruptcy Solutions, LLC ("Epiq") as the Debtors' claims and noticing agent in these chapter 11 cases to, among other things: (a) prepare and serve required notices in the Debtors' chapter 11 cases, including the notice of the commencement of these chapter 11 cases and the initial meeting of creditors under section 341(a) of the Bankruptcy Code; (b) maintain official claims registers; and (c) assist with the production, mailing, processing and tabulation of ballots for purposes of plan voting. The Debtors selected Epiq based on (a) Epiq's experience as a claims and noticing agent in this Court and other jurisdictions and (b) its reputation as a provider of quality services.

(h) Extension of Time to File Schedules and Statements

110. Because of the substantial size, complexity and geographic reach of the Debtors' operations and the press of business preceding the filing of these chapter 11 cases, the Debtors were unable to assemble, prior to the Petition Date, all of the information necessary to complete and file the required schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases and statements of financial affairs (collectively, the "Schedules and Statements"). Accordingly, the Debtors will seek the entry of an order extending by 90 days, or until August 13, 2009, the date by which the Schedules and Statements must be filed pursuant to Bankruptcy Rule 1007.

(i) Order Confirming Administrative Expense Priority for Postpetition Goods and Services

111. In the ordinary course of their businesses, the Debtors purchased a variety of goods used in their automobile manufacturing and assembly operations. Goods were received by the Debtors on a regular basis, and substantial amounts of goods were received within the Twenty-Day Period. The Debtors estimate that within the Twenty-Day Period, the Debtors received goods from suppliers worth approximately \$800 million. Most of these suppliers have not yet been paid for these goods.

112. The proposed procedures for the assertion (and determination) of any claims (the "Twenty-Day Claims") entitled to priority under section 503(b)(9) of the Bankruptcy Code will: (a) provide clear guidance to all parties as to how Twenty-Day Claims shall be filed in these cases and will streamline the process for consideration of such claims; (b) will provide the Debtors the opportunity to address the allowance of claims in an orderly and efficient way; (c) will not impair in any way the substantive rights of any parties; and (d) will ensure that similarly situated creditors receive equal treatment.

113. This relief will avoid the Debtors burdening themselves with ad hoc claims litigation initiated by creditors during the early stages of a case, when there are a host of pressing issues to address. Moreover, by deferring claims litigation issues at the early stages of these cases, the Debtors will be able to structure the claims review process to maximize efficiency. For example, the Debtors will be able to analyze all claims of various categories in one coordinated process, and will be able to structure contested litigation so that multiple claims can be addressed at the same hearing, such that witnesses will not be required to come to Court time and time again, instead of conducting one uncoordinated process for Twenty-Day Claims and a separate process for other prepetition claims

(j) Reclamation Procedures

114. Prior to the Petition Date and in the ordinary course of their business, the Debtors purchased on credit a wide variety of assemblies, components, raw materials and other goods that are used while their vehicle manufacturing and assembly facilities are operating (collectively, the "Goods"). As of the Petition Date, the Debtors were in possession of certain Goods that had been delivered to them, but for which they had not yet made payment to the suppliers of such Goods. As a result of the commencement of these bankruptcy cases, and in light of the temporary idling of the Debtors' operations (during which period many of the Goods likely will remain in storage at the Debtors' idled facilities), the Debtors expect to receive numerous written reclamation demands from various vendors or other parties (collectively, the "Sellers") with respect to the Goods under section 2-702 of the relevant states' versions of the Uniform Commercial Code. The Debtors also anticipate that a number of Sellers, after becoming aware of the commencement of these chapter 11 cases, might attempt to interfere with the delivery of Goods to the Debtors or attempt forcibly to repossess delivered Goods from the Debtors' idled facilities under color of their alleged reclamation rights.

115. To avoid piecemeal litigation that would interfere with the Debtors' efforts to focus on the consummation of a Sale Transaction, the Debtors seek authority, pursuant to sections 105(a), 362 and 546(c) of the Bankruptcy Code, to establish exclusive procedures for the reconciliation and allowance of all asserted reclamation claims. Given the expedited timetable of any Sale Transaction and the continuing storage of many of the Goods at the Debtors' idled facilities, it is of particular importance for the Debtors to avoid costly and distracting piecemeal litigation relating to reclamation claims at the outset of these cases. If the Debtors are unable to establish and implement uniform procedures for addressing reclamation claims, the Debtors will face the prospect of simultaneously defending multiple reclamation proceedings or other enforcement efforts at a time when they need to focus on preserving the going concern value of their assets and maximizing stakeholder recoveries through a Sale Transaction. Instead, the Reclamation Procedures will effectively and efficiently streamline the process of resolving the reclamation claims for the Debtors and the sellers alike.

(k) Interim Compensation

116. Given the size and complexity of the Debtors' chapter 11 cases and the amounts of fees and expenses that will be incurred by the Debtors' professionals, the Debtors will seek the entry of an administrative order establishing an orderly, regular process for the monthly compensation and reimbursement of the Debtors' attorneys and other professionals that are consistent with the procedures adopted by courts in this District for the interim compensation of professionals in other large chapter 11 cases.

Motions Regarding Employee Matters

(l) Workers Compensation Programs

117. In accordance with applicable state law, the Debtors maintain workers' compensation insurance in each of the states in which they have either current or former

employees. The Debtors' failure to pay these amounts, where necessary or appropriate, could adversely impact their administration of these chapter 11 cases and their ability to preserve going concern value pending completion of a Sale Transaction. If workers' compensation coverage is not maintained as required by applicable state laws, without interruption, during periods when the Debtors are conducting business activities, (a) employees could bring lawsuits for damages; (b) the Debtors' business activities in certain states could be enjoined; (c) the Debtors' officers could be subject to criminal prosecution; and (d) ultimately, the Debtors may be required to make alternative arrangements for workers' compensation coverage to return to compliance — almost certainly at a much higher cost. Accordingly, the Debtors will seek an order of the Court authorizing them to continue their workers' compensation programs in all applicable states to maintain these programs and pay the prepetition workers' compensation claims in their discretion in accordance with their business judgment. It may be appropriate, and perhaps necessary, for the reasons stated above to maintain the workers' compensation programs and pay the prepetition workers' compensation claims in states where the Debtors are conducting ongoing business activities to preserve their assets and prepare them for sale. By contrast, continuing these programs and paying these claims may not be necessary or appropriate in states where the Debtors no longer will be conducting any business activities. In connection therewith, the Debtors also request that the order authorize them to pay, in their sole discretion, prepetition premiums, claims and certain other processing costs arising under, or related to, their workers' compensation insurance programs.

Motions Regarding Commercial Relations

(m) Confirmation of Automatic Stay

118. To aid in the administration of the Debtors' bankruptcy cases and to provide the Debtors with breathing space to focus on maximizing value for their stakeholders,

the Debtors will seek an order that confirms the application of three key protections afforded to the Debtors under the Bankruptcy Code: (a) the automatic stay provisions of section 362 of the Bankruptcy Code; (b) the anti-termination and anti-modification provisions of section 365 of the Bankruptcy Code; and (c) the anti-discrimination provisions of section 525 of the Bankruptcy Code. The Debtors believe that the extensive and global nature of the Debtors' businesses and their wide-ranging dealings with non-U.S. creditors and other parties who are unfamiliar with the protections afforded chapter 11 debtors under sections 362, 365 and 525 of the Bankruptcy Code require that an order implementing these protections be entered by this Court.

(n) Confirmation of Administrative Priority

119. As of the Petition Date, the Debtors had outstanding prepetition purchase orders, or outstanding releases under existing purchase orders ("Outstanding Orders"), with suppliers and service providers (collectively, the "Suppliers"). The Debtors believe that the Suppliers, particularly including foreign suppliers or unsophisticated suppliers, may perceive a risk that they will not be paid or may be treated as prepetition general unsecured creditors for the cost of any shipments made or services provided after the Petition Date. This perceived risk may be enhanced given the idling of the Debtors' operations. As a result, the Suppliers may refuse to ship such goods to the Debtors or provide services to the Debtors, to the detriment of the Debtors' efforts to preserve and maximize the value of their assets as they pursue the consummation of the Sale Transaction. Therefore, the Debtors will seek entry of an order confirming that the Debtors' undisputed and liquidated obligations to the Suppliers (including under Outstanding Orders) for (a) shipments of goods requested by, delivered to and accepted by the Debtors on and after the Petition Date and (b) the provision of services to the Debtors on and after the Petition Date at the Debtors' request, each will be entitled to administrative expense priority status.

(o) Warranty and Service Contract Obligations

120. To promote a successful Sale Transaction and preserve going concern value, Chrysler must make every effort to provide a "business as usual" experience to the ultimate end consumers of its vehicles notwithstanding the filing of these chapter 11 cases. Chrysler submits that its continuing support of its dealers during this crucial period — i.e., the maintenance of the public face of Chrysler's businesses — is essential to the preservation and protection of the Chrysler, Jeep and Dodge brands and the dealer network itself. Absent the payment of warranty and incentive payments to dealers, these dealers will have difficulty surviving until the consummation of a sale, and without the dealers no such sale may be possible. Likewise, ensuring that consumer warranty claims are satisfied without interruption is imperative to preserving going concern value. During a period where all aspects of Chrysler's businesses are certain to be under intense public scrutiny, any interruption in the ability of consumers to have its vehicles maintained and repaired would threaten a collapse in confidence in Chrysler's brands. Any indication that Chrysler will not honor its warranty and service contract obligations will cause a loss in consumer loyalty that would negatively and perhaps irreparably impact Chrysler's ability to consummate a Sale Transaction, to the significant detriment of its estates. As such, payment of Warranty Program and Extended Service Program obligations is critical to Chrysler's efforts to complete the Fiat Transaction or other going concern sale and to maximize value available to stakeholders.

121. Honoring these prepetition obligations will require a reasonable expenditure of estate funds and will assist Chrysler in preserving its key customer relationships to the benefit of all stakeholders. Honoring Customer Obligations in the first 20 days of its bankruptcy cases is necessary to avoid immediate and irreparable harm that would result from the public's uncertainty as to whether Chrysler intended to honor its warranty and service

obligations. Moreover, if obligations related to Chrysler's Warranty Program and Extended Service Programs are not honored, it would threaten the viability of Chrysler's dealer network and, in turn, the going concern value of Chrysler's businesses and assets and the ability to consummate a Sale Transaction.

(p) Adequate Assurance of Payment of Utilities

122. The Debtors currently use electric, natural gas, heat, water, sewer and other similar services pursuant to hundreds of separate accounts provided by approximately 62 different utility companies. The Debtors estimate that their average monthly obligations to these utility companies on account of services rendered postpetition will total approximately \$16.1 million prior to and pending the Sale Transaction. Uninterrupted utility service is necessary for the Debtors to preserve and maintain their assets pending consummation of the Sale Transaction. The temporary or permanent discontinuation of utility services could irreparably disrupt the Debtors' ability to maintain the facilities in a safe and prudent manner and, as a result, fundamentally undermine the Debtors' ability to maximize value for stakeholders and achieve their restructuring goals.

123. I understand that, pursuant to section 366(c)(2) of the Bankruptcy Code, a utility may alter, refuse or discontinue a chapter 11 debtor's utility service if the utility does not receive from the debtor or the trustee adequate "assurance of payment" within 30 days of the commencement of the debtor's chapter 11 case. To comply with the requirements of section 366 of the Bankruptcy Code, the Debtors will seek an order of this Court authorizing them to deposit, as adequate assurance, \$5,991,487.00 (the "Adequate Assurance Deposit") into a newly created, segregated, interest bearing account within 20 days of the Petition Date. The Adequate Assurance Deposit equals approximately two weeks of the Debtors' estimated aggregate post petition utility expenses, excluding expenses subject to the Daimler Guarantee. In addition, if

any Utility Company believes additional assurance is required, it may request such assurance, pursuant to specific procedures set forth in the motion (the "Adequate Assurance Procedures"). Moreover, because some utility companies might assert that the Adequate Assurance Procedures are not strictly in compliance with section 366 of the Bankruptcy Code because a final hearing on adequate assurance may not be conducted within the first 30 days of these cases under these procedures, the Debtors are proposing certain "opt out" procedures to resolve disputes with Utility Companies in the first 30 days of the these chapter 11 cases.

124. The Debtors believe that the adequate assurance deposit, in conjunction with the Debtors' ability to pay for future utility services in the ordinary course of business constitutes sufficient adequate assurance of future payment to the Utility Companies that are not subject to the Daimler Guarantee.

125. Further, the Debtors estimate that their average monthly obligations to DTE Energy Center LLC ("DTE") on account of services rendered pursuant to the Utility Service Agreements total approximately \$4.16 million.

126. In accordance with Section 2.8 of the Utility Purchase Agreement, Daimler North America Corporation (f/k/a DaimlerChrysler North America Holding Corporation) ("DCNAC") executed a parent guarantee (the "Daimler Guarantee") pursuant to which DCNAC unconditionally and irrevocably guaranteed to DTE, as primary obligor and not merely as surety, the prompt and complete performance by Utility Assets of all its obligations under the Utility Service Agreements, including Utility Assets' obligation to pay DTE the monthly capacity fee for the provision of utility services to the manufacturing plants listed on the Utility Payment Guarantee Schedule.

127. The Debtors submit that DCNAC's Daimler Guarantee and the Utility Security Interest constitutes sufficient adequate assurance of future payment to DTE in accordance with the Utility Service Agreements for the manufacturing plants listed on the Utility Payment Guarantee List and, thus, satisfies the requirements of section 366 of the Bankruptcy Code. By the Motion, the Debtors will propose that DTE shall be deemed to have adequate assurance for the locations for which there are Utility Service Agreements on an interim basis until the Final Hearing.

Motions Regarding Cash Management and Taxes

(q) Cash Management Systems

128. Chrysler is the direct or indirect parent of each of the other Debtors. Accordingly, the Debtors are "affiliates" within the meaning of section 101(2) of the Bankruptcy Code. The Debtors, as affiliated entities, have utilized a cash management system (as it may be modified, the "Cash Management System") in the day-to-day operation of their businesses for the last 25 years. The Cash Management System provides a well-established mechanism for the collection, concentration, management and disbursement of funds used in the Debtors' businesses. Furthermore, the Debtors maintained approximately 98 foreign and domestic bank accounts in the ordinary course of their businesses.

129. In light of the substantial size and complexity of the Debtors' operations, the successful administration of these cases, as well as the preservation and enhancement of the Debtors' respective values, cannot be achieved if the Debtors' cash management procedures are substantially disrupted. Therefore, it is essential that the Debtors be permitted to continue to consolidate the management of their cash and transfer monies from entity to entity, as needed, in the amounts necessary to continue the operation of their financial affairs and in accordance with their existing cash management procedures.

130. Given the Debtors' corporate and financial structure and the number of affiliated entities participating in the Cash Management System, it would be difficult and unduly burdensome, if not impossible, for the Debtors to establish an entirely new system of accounts and a new cash management and disbursement system for each separate legal entity. Thus, under the circumstances, the maintenance of the Cash Management System not only is essential, but also is in the best interests of the Debtors' respective estates and creditors. In fact, if the Debtors are not permitted to continue to utilize the Cash Management System, the administration of these cases would be severely and irreparably disrupted. The Debtors will request that the Court authorize the Debtors' continued use of the Cash Management System, as well as the Debtors' authority to open and close bank accounts.

131. Any and all excess funds generated by the Debtors are either (a) maintained in domestic bank accounts insured by the United States (through FDIC or FSLIC) or (b) invested in low risk investments through the Investment Accounts (collectively, the "Investment Guidelines"). Although the Investment Guidelines may not strictly comply with the approved investment guidelines identified in section 345 of the Bankruptcy Code in all cases, the Debtors' deposits and investments nevertheless are safe, prudent and designed to yield the maximum reasonable net return on the funds invested, taking into account the safety of such deposits and investments. Accordingly, the Debtors will request authority to invest and deposit funds in accordance with the Investment Guidelines, notwithstanding that such guidelines may not strictly comply in all respects with the approved investment guidelines set forth in section 345 of the Bankruptcy Code.

132. Prior to the Petition Date, the Debtors and certain non-debtor affiliates provided a number of goods and services to, and engaged in intercompany financial transactions

with, each other in the ordinary course of their respective businesses (collectively, the "Intercompany Transactions"). These Intercompany Transactions reduce the administrative costs incurred by the Debtors and allow for the purchase/supply of essential goods when the Debtors' businesses are operating. By contrast, if the Intercompany Transactions were to be discontinued, the Debtors' Cash Management System and related administrative controls would be disrupted to the detriment of the Debtors and their estates.

133. If this Court authorizes the continuation of Intercompany Transactions, at any given time there may be balances due and owing from one Debtor to another or to a non-Debtor affiliate. These balances represent extensions of intercompany credit. To ensure that each individual Debtor will not, at the expense of its creditors, fund the operations of another entity, the Debtors will continue to maintain records of such transfers, including records of all current intercompany accounts receivable and payable. Additionally, the Debtors respectfully request that, pursuant to sections 503(b) and 364(c)(1) of the Bankruptcy Code, all claims of one of the Chrysler Companies against a Debtor arising from Intercompany Transactions (collectively, the "Intercompany Claims") arising after the Petition Date be administrative expense claims accorded superpriority status, with priority over any and all administrative expenses of the kind specified in sections 503(b) and 507(b) of the Bankruptcy Code, subject and subordinate to only the valid liens and security interests, including the claims of the Debtors' prepetition secured lenders.

q. Payment of Prepetition Taxes

134. The Debtors collect and remit to certain domestic taxing authorities a variety of sales, local gross receipts and other similar taxes in connection with the sale of products to their customers (collectively, the "Sales Taxes") including service contracts for extended warranty transactions in some states, where a dealer has failed to obtain an appropriate

exemption certificate or for permitted sales made directly to consumers online or at certain retail locations. Additionally, The Debtors are required to pay use taxes (collectively, the "Use Taxes") for certain purchases of tangible personal property from out-of-state vendors. Similarly, in certain states, the Debtors have the authority to self-assess sales taxes payable on purchases made by the Debtors from in-state suppliers, including, among other things, taxes on company vehicle leasing programs (collectively, the "Self-Assessed Sales Taxes"). The Debtors also are subject to the Michigan Business Tax (the "MBT"), a multi-tiered, multi-rate business tax, calculated by reference to an entity's gross receipts, assets and business income and franchise and similar taxes (the "Franchise Taxes" and collectively with the Sales Taxes, Use Taxes, Self-Assessed Sales Taxes and MBT, the "Prepetition Taxes") to certain of the Taxing Authorities relating to the operation of businesses in the applicable taxing jurisdictions.

135. Prior to the Petition Date, the Debtors have made their best efforts to pay the Prepetition Taxes. In the ordinary course of their businesses, the Debtors remitted to the applicable Taxing Authorities all such taxes when they became due under applicable law. In addition, in the weeks preceding the Petition Date, the Debtors sent additional payments to the Taxing Authorities in the amounts that they estimated would be necessary to cover all liabilities accrued through the Petition Date. However, despite issuing checks and wire transfers on account of the Prepetition Taxes, certain of these payments may not have cleared as of the Petition Date. Moreover, despite the Debtors' efforts to prepay their tax liabilities, certain Prepetition Taxes may remain outstanding.

136. Out of an abundance of caution, the Debtors will seek authorization to authorize the payment of the Prepetition Taxes because: (a) certain of the Prepetition Taxes do not constitute property of the Debtors' chapter 11 estates; (b) the failure to pay certain of the

Prepetition Taxes may impact the Debtors' ability to complete necessary postpetition transactions, including the Fiat Transaction or similar sale transaction (a "Sale Transaction"); (c) the Debtors' directors, managers, officers or employees may face personal liability if certain of the Prepetition Taxes are not paid; and (d) substantially all of the Prepetition Taxes constitute priority claims. Absent payment of these amounts, the Debtors may face serious disruptions and distractions as they seek to consummate an expeditious Sale Transaction, on a going concern basis, that will maximize value for all stakeholders.

PART V

Information Required by Local Bankruptcy Rule 1007-2

137. Local Bankruptcy Rule 1007-2 requires that certain information about Chrysler be provided in this Affidavit. This required information is provided in the attached Schedules 1 through 11. The financial information contained in the Schedules is unaudited and provided on a consolidated basis for Chrysler and its non-debtor subsidiaries.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on April 30, 2009, in Washington, D.C..

/s/ Ronald E. Kolka

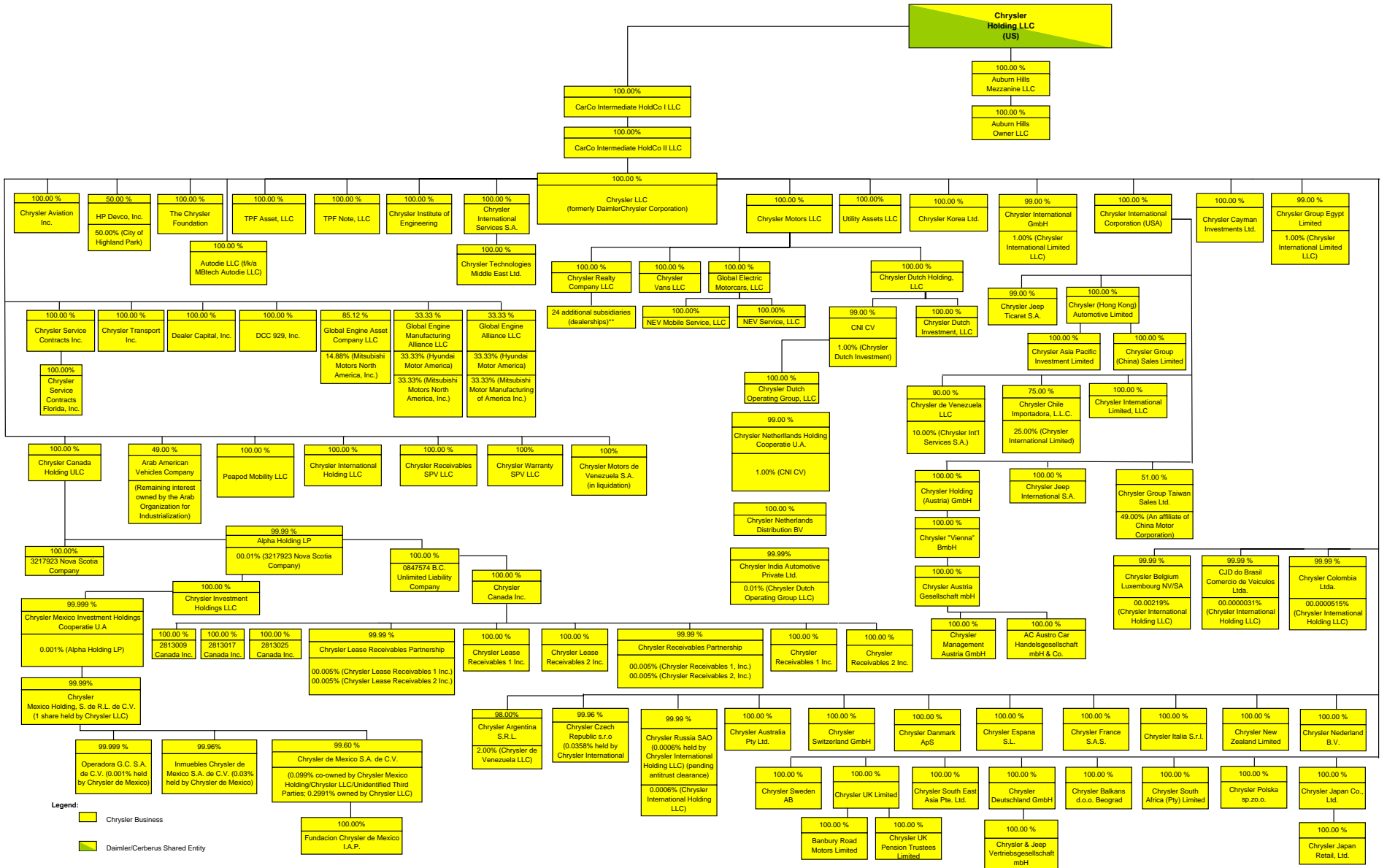
Ronald E. Kolka

Executive Vice President and Chief Financial
Officer of Chrysler LLC

EXHIBIT A

(Corporate Structure of Chrysler)

Chrysler Group



Legend:
 Chrysler Business
 Daimler/Cerberus Shared Entity

****** 24 Additional Subsidiaries (dealerships): Bolded designates dealership is in Liquidation

Alahmbra Chrysler Jeep Dodge, Inc.	La Brea Avenue Motors, Inc.
Action Chrysler Jeep Dodge, Inc.	Lone Star Chrysler Jeep, Inc.
Baum Boulevard Chrysler Jeep Dodge, Inc.	Long Beach Chrysler Jeep, Inc.
Bessemer Chrysler Jeep Dodge, Inc.	Lowell Chrysler Jeep Dodge, Inc.
Chrysler Dodge of Fox Lake, Inc.	McKinney Dodge, Inc.
Chrysler Jeep Dodge of Dayton, Inc.	Ross Park Dodge, Inc.
Dade City Chrysler Jeep Dodge, Inc.	Shakopee Dodge, Inc.
Des Plaines Chrysler Jeep Dodge, Inc.	South Charlotte Chrysler Jeep Dodge, Inc.
Down River Dodge, Inc.	StateLine Chrysler Jeep Dodge, Inc.
El Monte Chrysler Jeep Dodge, Inc.	Stone Mountain Chrysler Jeep Dodge, Inc.
Grapevine Chrysler Jeep Dodge, Inc.	Stoneridge Chrysler Jeep Dodge, Inc.
Gulfgate Dodge, Inc.	Superstition Springs Chrysler Jeep, Inc.

EXHIBIT B

First Day Pleadings

1. Motion of Debtors and Debtors in Possession, Pursuant to Bankruptcy Rule 1015(b), for an Order Directing the Joint Administration of Their Chapter 11 Cases
2. Motion of Debtors and Debtors in Possession, Pursuant to Section 105 of the Bankruptcy Code, for an Order Confirming the Protections of Sections 362, 365 and 525 of the Bankruptcy Code
3. Motion of Debtors and Debtors in Possession for an Order Confirming the Administrative Expense Priority Status of the Debtors' Undisputed and Liquidated Obligations for Postpetition Deliveries of Requested Goods and Provision of Requested Services
4. Motion of Debtors and Debtors in Possession, Pursuant to Bankruptcy Rule 2002, 28 U.S.C. § 156(c) and Local Bankruptcy Rule 5075-1, for an Order Appointing Epiq Bankruptcy Solutions, LLC as Claims and Noticing Agent
5. Motion of Debtors and Debtors in Possession, Pursuant to Section 366 of the Bankruptcy Code, for Interim and Final Orders: (A) Prohibiting Utilities from Altering, Refusing or Discontinuing Services to, or Discriminating Against, the Debtors on Account of Prepetition Invoices; (B) Determining that the Utilities are Adequately Assured of Future Payment; (C) Establishing Procedures for Determining Requests for Additional Assurance; and (D) Permitting Utility Companies to Opt Out of the Procedures Established Herein
6. Motion of Debtors and Debtors in Possession, Pursuant to Bankruptcy Rule 1007, for an Order Extending the Time Within Which They Must File Their (A) Schedules of Assets and Liabilities, (B) Schedules of Executory Contracts and Unexpired Leases and (C) Statements of Financial Affairs
7. Motion of Debtors and Debtors in Possession, Pursuant to Sections 342 and 521(a) of the Bankruptcy Code, Bankruptcy Rules 1007(a) and 2002(a), (f), (l) and (m) and Local Bankruptcy Rule 1007-1, for an Order (A) Waiving the Requirement that Each Debtor File a List of Creditors, (B) Approving the Form and Manner of Notice of the Commencement of the Debtors' Chapter 11 Cases and (C) Authorizing the Filing of a Consolidated List of Top 50 Unsecured Creditors
8. Motion of Debtors and Debtors in Possession for the Entry of an Order (A) Scheduling an Expedited Hearing on First Day Motions Filed By The Debtors And (B) Approving the Form and Manner of Notice Thereof
9. Motion of Debtors and Debtors in Possession, Pursuant to Sections 345, 363(c)(1), 364(c)(1), 503(b)(1) and 553 of the Bankruptcy Code, for Interim and Final Orders:

- (A) Approving the Continued Use of Their Cash Management System, Bank Accounts and Business Forms; (B) Granting Approval of Investment and Deposit Guidelines; (C) Authorizing Banks Participating in the Debtors' Cash Management System to Honor Certain Transfers and Charge Certain Fees and Other Amounts; (D) Permitting Continued Intercompany Transactions and Granting Administrative Expense Status to Postpetition Intercompany Claims; and (E) Preserving and Permitting the Exercise of Intercompany Setoff Rights
10. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a), 362 and 546(c) of the Bankruptcy Code and Bankruptcy Rule 9019(b), for an Interim Order:
(A) Establishing Procedures for Resolving Reclamation Claims Asserted Against the Debtors and (B) Granting Certain Related Relief
 11. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 503 of the Bankruptcy Code and Bankruptcy Rules 3002 and 3003, for an Order Establishing Procedures for the Assertion of Section 503(b)(9) Claims Relating to Goods Received by the Debtors within Twenty Days Before the Petition Date
 12. Motion of Debtors and Debtors in Possession, Pursuant to Bankruptcy Rule 1015(c), for an Administrative Order (A) Establishing Case Management and Scheduling Procedures and (B) Scheduling Initial Case Conference
 13. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363(c) of the Bankruptcy Code, Authorizing the Debtors to Honor or Pay Prepetition Obligations to or for the Benefit of Their Dealers and Other Customers, and for Related Relief
 14. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363(b), and 503(b)(9) of the Bankruptcy Code, for Interim and Final Orders Authorizing Them to Pay the Prepetition Claims of Certain Essential Suppliers and Administrative Claimholders, Continuing the Debtors' Troubled Supplier Program and Granting Certain Related Relief
 15. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code, for an Order Authorizing Them to Pay the Prepetition Claims of Certain Potential Lienholders
 16. Motion of Debtors and Debtors in Possession, Pursuant to Sections 361, 363(e), 541(a) and 542(a) of the Bankruptcy Code, for an Order (A) Authorizing Adequate Protection Procedures for Certain Potential Possessory Lienholders and (B) Granting Certain Related Relief
 17. Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363(b), 507(a) and 541 of the Bankruptcy Code, Authorizing Them to Pay Certain Prepetition Taxes
 18. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a), 363, 507(a)(4), 507(a)(5) and 541(d) of the Bankruptcy Code, for an Order Authorizing Them to Pay: (A)

Prepetition Regular Employee and Independent Contractor Wages, Salaries and Related Items; (B) Prepetition Regular Employee and Independent Contractor Business Expenses; (C) Prepetition Contributions to, and Benefits Under, Employee Benefit Plans; (D) Prepetition Regular Employee Payroll Deductions and Withholdings; (E) Prepetition Additional Workers' Costs; and (F) All Costs and Expenses Incident to the Foregoing Payments and Contributions

19. Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code, for an Order (A) Authorizing the Debtors to (I) Continue Their Existing Workers' Compensation Programs and (II) Pay Certain Prepetition Workers' Compensation Premiums, Claims and Related Expenses; and (B) Granting Certain Related Relief

20. Motion of Debtors and Debtors in Possession for Interim and Final Orders (A) Authorizing Them to Obtain Postpetition Financing; and (B) Granting Adequate Protection to Certain Prepetition Parties

Schedule 1

50 Largest Unsecured Claims (Excluding Insiders)¹

Pursuant to Local Bankruptcy Rule 1007-2(a)(4), the following lists the Debtors' 50 largest unsecured claims,² on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101(31).

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
OHIO MODULE MFG CO LLC 3900 STICKNEY AVENUE TOLEDO, OHIO 43608	OHIO MODULE MFG CO LLC ATT: GENERAL COUNSEL 3900 STICKNEY AVENUE TOLEDO, OHIO 43608 (419) 729-6700	Trade		\$70,337,248.48
BBDO DETROIT INC 840 W LONG LAKE ROAD TROY, MICHIGAN 48098-6360	BBDO DETROIT INC ATT: GENERAL COUNSEL 840 W LONG LAKE ROAD TROY, MICHIGAN 48098-6360 (212) 415-3600	Trade		\$58,055,133.44

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Certain claims may be subject to offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected on this schedule.

² The amounts outstanding for trade indebtedness represent estimated amounts as of the Petition Date.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>JOHNSON CONTROLS ONE PRINCE CENTER HOLLAND, MICHIGAN 49423</p>	<p>JOHNSON CONTROLS INC SPD & PAB ATT: GENERAL COUNSEL ONE PRINCE CENTER HOLLAND, MICHIGAN 49423</p> <p>JOHNSON CONTROLS- ROCKWOOD PLT JIT ATT: GENERAL COUNSEL 20201 WOODRUFF ROAD ROCKWOOD, MICHIGAN 48173</p> <p>JOHNSON CONTROLS TAYLOR PLANT-JIT ATT: GENERAL COUNSEL 13500 HURON TAYLOR, MICHIGAN 48180</p> <p>JOHNSON CONTROLS- SYCAMORE - P A B ATT: GENERAL COUNSEL 1701 WEST BETHANY ROAD SYCAMORE, ILLINOIS 60178</p> <p>(414) 228-1200²⁻ (734) 454-6889</p>	Trade		\$50,312,511.30

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
CONTINENTAL AUTOMOTIVE HUNTSVILLE ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326	CONTINENTAL AUTOMOTIVE HUNTSVILLE ATT: GENERAL COUNSEL ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326 (256) 464-1200 +49 51 19 381 4016	Trade		\$46,995,802.2 5
CUMMINS ENGINE COMPANY INC. 500 JACKSON STREET PO BOX 3005 COLUMBUS, INDIANA 47202-3005	CUMMINS ENGINE COMPANY INC. ATT. GENERAL COUNSEL 500 JACKSON STREET PO BOX 3005 COLUMBUS, INDIANA 47202- 3005 (812) 377-1766 (812) 377-7897	Trade		\$43,912,930.3 0

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>GERMERSHEIM SPARE PARTS INDUSTRIEGEBIEL NORD ABL 900 HAFENSTRASSE 1 GERMERSHEIM RHEINLAND-PFALZ 76725 GERMANY</p>	<p>GERMERSHEIM SPARE PARTS ATT: GENERAL COUNSEL INDUSTRIEGEBIEL NORD ABL 900 HAFENSTRASSE 1 GERMERSHEIM RHEINLAND-PFALZ 76725 GERMANY</p> <p>+49 72 74 560 3791</p>	<p>Trade</p>		<p>\$36,231,566.07</p>
<p>COMAU INC 21000 TELEGRAPH ROAD SOUTHFIELD, MICHIGAN 48034-4280</p>	<p>COMAU INC ATT: GENERAL COUNSEL 21000 TELEGRAPH ROAD SOUTHFIELD, MICHIGAN 48034-4280</p> <p>(039) 116-5651</p>	<p>Trade</p>		<p>\$32,069,462.86</p>

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>VISTEON 4 EAST LASKEY ROAD TOLEDO, OHIO 43612</p> <p>VISTEON CORPORATION 50 W MAIN BLDG 1 VILLAGE CTR DR VAN BUREN TWP, MICHIGAN 48111-5711</p>	<p>VISTEON – PAY AS BUILT ATT: GENERAL COUNSEL 4 EAST LASKEY ROAD TOLEDO, OHIO 43612</p> <p>VISTEON CORPORATION ATT: GENERAL COUNSEL 50 W MAIN BLDG 1 VILLAGE CTR DR VAN BUREN TWP, MICHIGAN 48111-5711</p> <p>(734) 736-5506 (734) 710-7250</p>	Trade		\$25,608,790.94
<p>NEW PROCESS GEAR DIVISION 6600 NEW VENTURE GEAR DRIVE EAST SYRACUSE, NEW YORK 13057</p>	<p>NEW PROCESS GEAR DIVISION ATT: GENERAL COUNSEL 6600 NEW VENTURE GEAR DRIVE EAST SYRACUSE, NEW YORK 13057</p> <p>(905) 726-7046 (905) 726-2593</p>	Trade		\$19,636,149.95

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
DENSO INTERNATIONAL AMERICA INC. MAIL CODE 1100 PO BOX 5133 SOUTHFIELD, MICHIGAN 48086-5047	DENSO INTERNATIONAL AMERICA INC. ATT: GENERAL COUNSEL MAIL CODE 1100 PO BOX 5133 SOUTHFIELD, MICHIGAN 48086-5047 (248) 372-8550	Trade		\$18,704,831.23
YAZAKI NORTH AMERICA 6801 HAGGERTY ROAD CANTON, MICHIGAN 48187-3599	YAZAKI NORTH AMERICA ATT: GENERAL COUNSEL 6801 HAGGERTY ROAD CANTON, MICHIGAN 48187-3599 (734) 983-5186	Trade		\$18,301,816.13
BRIDGEWATER INTERIORS LLC 4617 W FORT STREET DETROIT, MICHIGAN 48209	BRIDGEWATER INTERIORS LLC ATT: GENERAL COUNSEL 4617 W FORT STREET DETROIT, MICHIGAN 48209 (414) 228-1200	Trade		\$17,996,260.29

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
UNITED STATES STEEL CORPORATION 600 GRANT STREET ROOM 6100 PITTSBURGH, PENNSYLVANIA 15219-4776	UNITED STATES STEEL CORPORATION ATT: GENERAL COUNSEL 600 GRANT STREET ROOM 6100 PITTSBURGH, PENNSYLVANIA 15219-4776 (412) 433-1121 (412) 433-2015	Trade		\$16,182,772.22
MBTECH AUTODIE LLC 44 COLDBROOK N W GRAND RAPIDS, MICHIGAN 49503	MBTECH AUTODIE LLC ATT: GENERAL COUNSEL 44 COLDBROOK N W GRAND RAPIDS, MICHIGAN 49503 (039) 116-5651	Trade		\$13,488,125.48
HARMAN/BECKER AUTOMOTIVE SYS-US 1201 S OHIO MARTINSVILLE, INDIANA 46151-2914	HARMAN/BECKER AUTOMOTIVE SYS-US ATT: GENERAL COUNSEL 1201 S OHIO MARTINSVILLE, INDIANA 46151-2914 (202) 393-1101	Trade		\$13,474,376.41

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>DECOMA TEAM SYSTEMS 14253 FRAZHO WARREN, MICHIGAN 48089</p>	<p>DECOMA TEAM SYSTEMS ATT: GENERAL COUNSEL 14253 FRAZHO WARREN, MICHIGAN 48089</p> <p>(905) 726-7046 (905) 726-2593 (248) 729-2650 (248) 729-2828</p>	Trade		\$12,979,451.51
<p>COSMA INTERNATIONAL GROUP CANADA 2550 STEELES AVE EAST BRAMPTON, ONTARIO L6T 5R3 CANADA</p>	<p>COSMA INTERNATIONAL GROUP CANADA ATT: GENERAL COUNSEL 2550 STEELES AVE EAST BRAMPTON, ONTARIO L6T 5R3 CANADA</p> <p>(905) 726-7046 (905) 726-2593 (248) 729-2650 (248) 729-2828</p>	Trade		\$11,446,479.16

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
TATA AMERICA INTERNATIONAL CORPORATION 101 PARK AVENUE 26TH FLOOR NEW YORK, NEW YORK 10178	TATA AMERICA INTERNATIONAL CORPORATION ATT: GENERAL COUNSEL 101 PARK AVENUE AVENUE 26 TH FLOOR NEW YORK, NEW YORK 10178 (212) 557-8038	Trade		\$11,338,715.61
METALSA S A DE C V AV CONSTITUCION 405 PTE MONTERREY, NUEVO LEON 64000 MEXICO	METALSA S A DE C V ATT: GENERAL COUNSEL AV CONSTITUCION 405 PTE MONTERREY, NUEVO LEON 64000 MEXICO +52 (818) 369-7405 +52 (818) 369-7232	Trade		\$11,019,457.33
VARITY KELSEY-HAYES 12025 TECH CENTER DRIVE LIVONIA, MICHIGAN 48150	VARITY KELSEY-HAYES ATT: GENERAL COUNSEL 12025 TECH CENTER DRIVE LIVONIA, MICHIGAN 48150 (734) 855-2660 (734) 855-2473	Trade		\$10,099,570.7

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
MAYCO INTERNATIONAL 42400 MERRILL STERLING HEIGHTS, MICHIGAN 48314	MAYCO INTERNATIONAL ATT: GENERAL COUNSEL 42400 MERRILL STERLING HEIGHTS, MICHIGAN 48314 (586) 803-6000 (586) 803-6113 (586) 254-1550 (586) 254-1555	Trade		\$8,391,564.5
FLEX-N-GATE CORPORATION 1306 E UNIVERSITY P O BOX 727 URBANA, ILLINOIS 61801	FLEX-N-GATE CORPORATION ATT: GENERAL COUNSEL 1306 E UNIVERSITY P O BOX 727 URBANA, ILLINOIS 61801 (217) 278-2611 (217) 278-2318 (586) 759-8975 (586) 759-8995	Trade		\$8,340,684.75

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
CARAVAN/KNIGHT FACILITIES MGT LLC 304 S NIAGARA STREET SAGINAW, MICHIGAN 48602	CARAVAN/KNIGHT FACILITIES MGT LLC ATT: GENERAL COUNSEL 304 S NIAGARA STREET SAGINAW, MICHIGAN 48602 (989) 737-4290 (898) 921-9353 (517) 793-8820 (517) 921-9353	Trade		\$8,148,788.61
MAGNA POWERTRAIN INC 1000 TESMA WAY CONCORD, ONTARIO L4K5R8 CANADA	MAGNA POWERTRAIN INC ATT: GENERAL COUNSEL 1000 TESMA WAY CONCORD, ONTARIO L4K5R8 CANADA (905) 726-7046 (905) 726-2593 (248) 729-2650 (248) 729-2828	Trade		\$8,111,474.35

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
PRIME WHEEL CORPORATION 17705 S MAIN STREET GARDENA, CALIFORNIA 90248	PRIME WHEEL CORPORATION ATT: GENERAL COUNSEL 17705 S MAIN STREET GARDENA, CALIFORNIA 90248 (310) 516-9126 (310) 532-3700 (310) 819-4125 (310) 532-3700	Trade		\$7,947,028.73
SHELL OIL PRODUCTS US 1100 LOUSINIA HOUSTON, TEXAS 77210	SHELL OIL PRODUCTS US ATT: GENERAL COUNSEL 1100 LOUSINIA HOUSTON, TEXAS 77210 (713) 241-7200 (248) 693-5360 (281) 212-3055	Trade		\$7,792,570.19

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>VENCHURS PACKAGING INC 800 CENTER STREET ADRIAN, MICHIGAN 49221</p> <p>VENCHURS PACKAGING INC-PFK 800 LIBERTY STREET ADRIAN, MICHIGAN 49221</p>	<p>VENCHURS PACKAGING INC ATT: GENERAL COUNSEL 800 CENTER STREET ADRIAN, MICHIGAN 49221</p> <p>VENCHURS PACKAGING INC-PFK ATT: GENERAL COUNSEL 800 LIBERTY STREET ADRIAN, MICHIGAN 49221</p> <p>(517) 264-4346 (517) 265-7468 (517) 266-5766 (517) 265-7468</p>	Trade		\$7,737,523.21
<p>TEMIC AUTOMOTIVE OF NORTH AMERICA 21440 WEST LAKE COOK RD DEER PARK, ILLINOIS 60010</p>	<p>TEMIC AUTOMOTIVE OF NORTH AMERICA ATT: GENERAL COUNSEL 21440 WEST LAKE COOK RD DEER PARK, ILLINOIS 60010</p> <p>(847) 862-5000 +495 119 381 4016</p>	Trade		\$7,644,496.83

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
CONTINENTAL TEVES ONE CONTINENTAL DRIVE AUBURN HILLS, MICHIGAN 48326	CONTINENTAL TEVES ATT: GENERAL COUNSEL ONE CONTINENTAL DRIVE AUBURN HILLS, MICHIGAN 48326 (248) 393-5300 +495 119-381 4016	Trade		\$7,420,363.15
KUKA TOLEDO PRODUCTION OPS - P A B 3770 STICKNEY AVE TOLEDO, OHIO 43608	KUKA TOLEDO ATT: GENERAL COUNSEL PRODUCTION OPS - P A B3770 STICKNEY AVE TOLEDO, OHIO 43608 (049) 721-1430	Trade		\$7,318,878.69
THE WACKENHUT CORPORATION 4200 WACKENHUT DRIVE SUITE 100 PALM BEACH GARDENS, FLORIDA 33410	THE WACKENHUT CORPORATION ATT: GENERAL COUNSEL 4200 WACKENHUT DRIVE SUITE 100 PALM BEACH GARDENS, FLORIDA 33410 (800) 749-5686 (561) 691 6511	Trade		\$7,094,023.32

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>COMPUTER SCIENCES CORPORATION 3170 FAIRVIEW FALLS CHURCH, VIRGINIA 22042</p>	<p>COMPUTER SCIENCES CORPORATION ATT: GENERAL COUNSEL COMPUTER SCIENCES CORPORATION 3170 FAIRVIEW FALLS CHURCH, VIRGINIA 22042</p> <p>(703) 641-3300 (401) 965-2579</p>	<p>Trade</p>		<p>\$6,905,182.02</p>
<p>AK STEEL CORPORATION 703 CURTIS STREET MIDDLETOWN, OHIO 45043</p>	<p>AK STEEL CORPORATION ATT: GENERAL COUNSEL 703 CURTIS STREET MIDDLETOWN, OHIO 45043</p> <p>(513) 425-5412 (513) 425-5392</p>	<p>Trade</p>		<p>\$6,608,908.21</p>

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
MAHAR TOOL SUPPLY COMPANY INC 112 WILLIAMS STREET P O BOX 1747 SAGINAW, MICHIGAN 48605	MAHAR TOOL SUPPLY COMPANY INC ATT: GENERAL COUNSEL 112 WILLIAMS STREET P O BOX 1747 SAGINAW, MICHIGAN 48605 (517) 799-5530 (517) 799-0830	Trade		\$6,418,103.12
GAGGENEAU PLANT SULZBACHERSTRASSE TOR 4 GAGGENAU 76571 GERMANY	GAGGENEAU ATT: GENERAL COUNSEL PLANTSULZBACHERSTRASSE TOR 4 GAGGENAU 76571 GERMANY +49 722 5610	Trade		\$6,222,741.93
FAURECIA AUTO SEATING INC ST H PAB2380 MEIJER DR TROY, MICHIGAN 48084	FAURECIA AUTO SEATING INC ST H ATT: GENERAL COUNSEL PAB2380 MEIJER DR TROY, MICHIGAN 48084 (705) 727-1909	Trade		\$5,942,278.42

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
ARCELORMITTAL BURNS HARBOR LLC 3250 INTERSTATE DRIVE RICHFIELD, OHIO 44286	ARCELORMITTAL BURNS HARBOR LLC ATT: GENERAL COUNSEL 3250 INTERSTATE DRIVE RICHFIELD, OHIO 44286 (330) 659-9110 (610) 694-5198	Trade		\$5,843,083.91
VALIANT INTERNATIONAL INC 1511 E 14 MILE ROAD TROY, MICHIGAN 48083	VALIANT INTERNATIONAL INC ATT: GENERAL COUNSEL 1511 E 14 MILE ROAD TROY, MICHIGAN 48083 (519) 974-5200	Trade		\$5,629,386.39
HI LEX CONTROLS – INC. 15780 STEIGER INDUSTRIAL DR HUDSON, MICHIGAN 49247	HI LEX CONTROLS – INC. ATT: GENERAL COUNSEL 15780 STEIGER INDUSTRIAL DR HUDSON, MICHIGAN 49247 (517) 448-2752	Trade		\$5,594,001.17

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>BORG WARNER EMISSIONS/THERMAL SYS 3800 AUTOMATION AVE AUBURN HILLS, MICHIGAN 48326</p>	<p>BORG WARNER EMISSIONS/THERMAL SYS ATT: GENERAL COUNSEL 3800 AUTOMATION AVE AUBURN HILLS, MICHIGAN 48326</p> <p>(312) 322-8550 (247) 754-0500</p>	Trade		\$5,537,893.48
<p>NEMAK S-A APDO POSTAL 100 GARZA GARCIA 66221 MEXICO</p>	<p>NEMAK S-A ATT: GENERAL COUNSEL APDO POSTAL 100 GARZA GARCIA 66221 MEXICO</p> <p>+52 818 748 5208 +52 818 748 5240 +52 818 748 5296 +52 818 748 5230</p>	Trade		\$5,510,106.53
<p>CONTINENTAL AUTOMOTIVE GUADALAJARA ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326</p>	<p>CONTINENTAL AUTOMOTIVE GUADALAJARA ATT: GENERAL COUNSEL ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326</p> <p>+495 119 381 4016</p>	Trade		\$5,504,798.92

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
<p>AUTOLIV ASP INC. 3350 AIRPORT ROAD OGDEN, UTAH 84405</p>	<p>AUTOLIV ASP INC ATT: GENERAL COUNSEL 3350 AIRPORT ROAD OGDEN, UTAH 84405 DAVID JACKSON, DIRECTOR</p> <p>(248) 475-0468 (248) 475-9115 + 46 858 720 656 +46 824 4416</p>	<p>Trade</p>		<p>\$5,403,471.00</p>
<p>THE WORTHINGTON STEEL COMPANY 1205 DEARBORN DRIVE COLUMBUS, OHIO 43085- 4769</p>	<p>THE WORTHINGTON STEEL COMPANY GENERAL COUNSEL 1205 DEARBORN DRIVE COLUMBUS, OHIO 43085-4769</p> <p>(614) 438-3210 (614) 438-3210</p>	<p>Trade</p>		<p>\$5,202,569.80</p>

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
MAGNA STEYR LLC 600 WILSHIRE DR TROY, MICHIGAN 48084	MAGNA STEYR LLC GENERAL COUNSEL 600 WILSHIRE DR TROY, MICHIGAN 48084 (248) 729-2650 (248) 729-2828 (905) 726-7046 (905) 726-2593	Trade		\$5,125,253.96
GT TECHNOLOGIES INC. 5859 E EXECUTIVE DR WESTLAND, MICHIGAN 48185	GT TECHNOLOGIES GENERAL COUNSEL 5859 E EXECUTIVE DR WESTLAND, MICHIGAN 48185 (419) 661-1333 (419) 661-1337	Trade		\$5,116,460.86
ROBERT BOSCH CORPORATION 2800 S 25TH AVENUEB ROADVIEW, ILLINOIS 60153- 4532	ROBERT BOSCH CORPORATION GENERAL COUNSEL 2800 S 25TH AVENUE BROADVIEW, ILLINOIS 60153-4532 (248) 848-2363 (248) 848-6505 (248) 876-1426 (248) 876-1439	Trade		\$5,100,395.28

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
DIESEL RECON COMPANY DIVISION 4155 QUEST WAY MEMPHIS, TENNESSEE 38115	DIESEL RECON COMPANY DIVISION GENERAL COUNSEL 4155 QUEST WAY MEMPHIS, TENNESSEE 38115 (812) 377-1766 (812) 377-7897	Trade		\$5,079,870.46
NIPPEI TOYOMA CORP C/O NTC AMERICA 46605 MAGELLAN DR NOVI, MICHIGAN 48377	NIPPEI TOYOMA CORP C/O NTC AMERICA GENERAL COUNSEL 46605 MAGELLAN DR NOVI, MICHIGAN 48377 (248) 560-1220 (248) 560-0215	Trade		\$5,065,021.88

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
TRW CHASSIS SYSTEM 42315 MANCINI STERLING HEIGHTS, MICHIGAN 48314	TRW CHASSIS SYSTEM GENERAL COUNSEL 42315 MANCINI STERLING HEIGHTS, MICHIGAN 48314 BOB EVANS, GLOBAL ACCOUNT DIRECTOR (734) 855-2912 (734) 855-2600 (734) 855-2473 (734) 855-2999	Trade		\$5,050,331.35

Schedule 2

5 Largest Secured Claims

Pursuant to Local Bankruptcy Rule 1007-2(a)(5), the following lists the Debtors' five largest secured claims on a consolidated basis.¹

Creditor	Contact	Mailing Address & Phone Number	Amount of Claim	Type of Collateral	Disputed
THE UNITED STATES DEPARTMENT OF THE TREASURY	Assistant General Counsel (Banking and Finance)	1500 Pennsylvania Avenue, NW Room 2312 Washington, D.C. 20220 202-622-2000	\$4,547,130,642.00	Substantially all assets, including Mopar parts inventory	No
JPMORGAN BK BRANCH - 0802	Ric Huttenlocher Managing Director	Suite MI1-8074 611 Woodward Avenue Detroit, MI 48226 313-225-2259	\$1,608,833,333.31	Substantially all assets	No
CHASE LINCOLN HOST BANK	Ric Huttenlocher Managing Director	Suite MI1-8074 611 Woodward Avenue Detroit, MI 48226 313-225-2259	\$1,034,250,000.04	Substantially all assets	No
MORGAN STANLEY SR FD INC	Stephen Zannetos Executive Director	1585 Broadway 4th Floor New York, NY 10036 212-761-1927	\$979,527,777.78	Substantially all assets	No
CITIBANK NA-N Y	Wayne Beckmann Managing Director	388 Greenwich Street, 23rd Floor New York, NY 10013 212-816-5566	\$918,598,755.30	Substantially all assets	No

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

Schedule 3

**Consolidated Balance Sheet¹
of Chrysler LLC and its Consolidated Subsidiaries
as December 31, 2008**

(UNAUDITED)

(Dollars in millions)

ASSETS²

CURRENT ASSETS:

Cash and Cash Equivalents	\$ 1,898
Restricted Cash	142
Trade Receivables, net allowance for doubtful accounts of \$32.....	1,638
Inventories	4,671
Prepaid Expenses and Other Current Assets	2,802
Deferred Taxes	20
Total CURRENT ASSETS	<u>11,171</u>

PROPERTY AND EQUIPMENT:

Property, Plant and Equipment, net.....	15,869
Equipment on Operating Leases, net.....	5,092
Total PROPERTY AND EQUIPMENT	<u>20,961</u>

OTHER ASSETS:

Advances to Related Parties and Other Financial Assets:	
Note Receivable – Chrysler CA Lease Depositor LLC	1,000
Other	293
Restricted Cash.....	1,213
Goodwill.....	0
Intangible Assets	3,496
Deferred Taxes	146
Other Assets	1,056
TOTAL OTHER ASSETS	<u>7,204</u>

TOTAL ASSETS..... **\$39,336**

¹ This consolidated balance sheet includes Chrysler LLC and certain of its debtor and non-debtor subsidiaries and affiliates and is provided consistent with Local Bankruptcy Rule 1007-2(a)(6).

² The "book" values referenced herein are not intended to be a representation of fair market value, which may be materially different.

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

Trade Liabilities	\$ 5,739
Accrued Expenses and Other Current Liabilities	12,095
Current Maturities of Financial Liabilities	11,308
Deferred Income	1,516
Deferred Taxes	6
Total CURRENT LIABILITIES	30,664

LONG-TERM LIABILITIES:

Accrued Expenses and Other Liabilities	20,859
Financial Liabilities	2,599
Deferred Income	957
Deferred Taxes	154
Total LONG-TERM LIABILITIES	24,569

MEMBER'S INTEREST:

Contributed Capital	2,471
Accumulated Losses	(17,483)
Accumulated Other Comprehensive Loss	(885)
Total MEMBER'S INTEREST (DEFICIT)	(15,897)

TOTAL LIABILITIES AND MEMBER'S INTEREST (DEFICIT).... \$39,336

Schedule 4

Publicly Held Securities

Local Bankruptcy Rule 1007-2(a)(7) requires the Debtors to identify the number and classes of shares of stock, debentures and other securities of the Debtors that are publicly held and the number of holders thereof, listing separately those held by each of the Debtors' officers and directors and the amounts so held.

Chrysler LLC is a wholly-owned private subsidiary of CarCo Intermediate HoldCo II LLC. None of the Debtors' outstanding securities were publicly held as of the Petition Date.

The Debtors' officers and managers or directors do not own any securities of the Debtors.

Holders of 5% or More of the Debtors' Voting Securities

The following chart sets forth a list of the names of any person known by the Debtors, as of May 1, 2009, to own, control or hold, directly or indirectly, with power to vote, 5% or more of the voting securities of Chrysler LLC:

Percentage Ownership	Name	Address
100%	CarCo Intermediate HoldCo II, LLC ¹	c/o Cerberus Capital Management, L.P. 299 Park Avenue New York, New York 10171

¹ CarCo Intermediate HoldCo II, LLC is 100% owned by CarCo Intermediate HoldCo I, LLC, which in turn is owned for more than 80% by Cerberus affiliates.

Schedule 5

Debtors' Property Not in the Debtors' Possession

Pursuant to Local Bankruptcy Rule 1007-2(a)(8), the following lists the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor or agent for any such entity.

Third Party	Property Description
Various banks and other financial institutions	Various cash collateral accounts to secure letters of credit, surety bonds and operating leases; cash deposits in connection with the purchase card programs.
Daimler AG	\$302,000,000 deposited as security for certain Daimler guaranties pursuant to that certain Agreement (Collateral Support for Continuing Credit Support Instruments), dated as of August 3, 2007.
Chrysler Financial Services Americas LLC	\$500,000,000 held as security for potential losses under the Master Autofinance Agreement.
Various domestic and foreign suppliers or processors used in the ordinary course of business to aid the Debtors in assembling, manufacturing, distributing and otherwise producing the Debtors' vehicles or components thereof. In light of the size and movement of this property through the Debtors' worldwide supply chain, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers and the location of any court proceeding affecting such property would be impractical, if not impossible.	Certain business property generally consisting of raw materials, parts, components, certain vehicles, work in process, tooling, machinery and equipment.
Various domestic and foreign commercial carriers, movers, shippers, freight forwarders/consolidators, delivery services, customs brokers, shipping auditing services, deconsolidators and distributors used in the ordinary course of business. In light of the size and movement of this property through the Debtors' worldwide supply chain, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers and the location of any court proceeding affecting such property would be impractical, if not impossible.	Certain business property generally consisting of raw materials, parts, components, certain vehicles, work in process, tooling, machinery and equipment.
Various warehouses that store the Debtors' goods in transit in the ordinary course of business. In light of the movement of this property through the Debtors' worldwide supply chain, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers and the location of any court proceeding affecting such property would be impractical, if not impossible.	Certain business property generally consisting of raw materials, parts, components, certain vehicles, work in process, tooling, machinery and equipment.

Third Party	Property Description
Various of the Debtors' landlords for leased properties.	Cash security deposits.
Various of the Debtors' utility companies.	Cash security deposits.
Various of the Debtors' insurance providers.	Cash security deposits; prepaid premiums.
Various counterparties to derivative contracts with the Debtors.	Cash deposits.
The Debtors' benefits and claims processors.	Cash deposits.
Various states where the Debtors' businesses are located.	Cash security deposits required under workers' compensation, product liability or other applicable law.
Various taxing authorities.	Prefunded taxes and tax refunds.

Schedule 6

Debtors' Property

Pursuant to Local Bankruptcy Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses:

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
1.	5080 Academy Lane Bessemer, Alabama 35022	Owned	Dealer	Chrysler Realty Company LLC
2.	103 Wynn Drive Component Plant Huntsville, Alabama 35801	Owned	Manufacturing	Chrysler LLC
3.	549 Bessemer Super Hwy Midfield, Alabama 35228	Owned	Dealer	Chrysler Realty Company LLC
4.	6130 E. Auto Park Drive Mesa, Arizona 85206	Owned	Dealer	Chrysler Realty Company LLC
5.	1 Proving Ground Road Yucca, Arizona 86438	Owned	Flex	Chrysler LLC
6.	1100 West Main Street Alhambra, California 91801	Owned	Dealer	Chrysler Realty Company LLC
7.	5365 Car Country Drive Carlsbad, California 92008	Owned	Dealer	Chrysler Realty Company LLC
8.	Lot 15A Elk Grove Auto Mall Elk Grove, California	Owned	Dealer	Chrysler Realty Company LLC
9.	25601 Mission Blvd. Hayward, California 94544	Owned	Dealer	Chrysler Realty Company LLC
10.	415 West Central Avenue Lompoc, California 93436	Owned	Dealer	Chrysler Realty Company LLC
11.	2023-2025 South Figueroa Street Los Angeles, California 90007	Owned	Dealer	Chrysler Realty Company LLC
12.	401 South La Brea Ave. Los Angeles, California 90036	Owned	Dealer	Chrysler Realty Company LLC
13.	401 South La Brea Ave. Los Angeles, California 90036	Owned	Dealer	Chrysler Realty Company LLC
14.	13655 Poway Road Poway, California 92064	Owned	Dealer	Chrysler Realty Company LLC
15.	4100 Stevens Creek Blvd San Jose, California 95129	Owned	Dealer	Chrysler Realty Company LLC
16.	1075 Francisco Blvd East San Rafael, California 94901	Owned	Dealer	Chrysler Realty Company LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
17.	5600 S. Broadway Littleton, Colorado 80121	Owned	Dealer	Chrysler Realty Company LLC
18.	4040 Byrd Drive Loveland, Colorado 80538	Owned	Dealer	Chrysler Realty Company LLC
19.	2600 North Lincoln Loveland, Colorado 80538	Owned	Dealer	Chrysler Realty Company LLC
20.	1800 West 104th Street Thornton, Colorado 80234	Owned	Dealer	Chrysler Realty Company LLC
21.	500 S. College Avenue Distribution Center Newark, Delaware 19713	Owned	Warehouse	Chrysler Motors LLC
22.	550 S. College Avenue Assembly Plant Newark, Delaware 19713	Owned	Manufacturing	Chrysler LLC
23.	2000 North State Road #7 Lauderdale Lakes, Florida 33313	Owned	Dealer	Chrysler Realty Company LLC
24.	5765 Peachtree Industrial Blvd Atlanta, Georgia 30341	Owned	Dealer	Chrysler Realty Company LLC
25.	1149 Citizens Parkway Distribution Center Morrow, Georgia 30260	Owned	MOPAR	Chrysler LLC
26.	5054 Highway 78 Stone Mountain, Georgia 30087	Owned	Dealer	Chrysler Realty Company LLC
27.	3000 West Chrysler Drive Assembly Plant Belvidere, Illinois 61008	Owned	Manufacturing	Chrysler LLC
28.	3142 West Chrysler Drive Sequencing Center Belvidere, Illinois 61008	Owned	Warehouse	Chrysler LLC
29.	SE Corner North Ave & Western A Glendale Heights, Illinois 60139	Owned	Dealer	Chrysler Realty Company LLC
30.	17225 Torrence Ave Lansing, Illinois 60438	Owned	Dealer	Chrysler Realty Company LLC
31.	14500 South Cicero Ave. Midlothian, Illinois 60445	Owned	Dealer	Chrysler Realty Company LLC
32.	14500 South Cicero Ave. Midlothian, Illinois 60445	Owned	Parcel across from Dealer	Chrysler Realty Company LLC
33.	208 West Golf Road Schaumburg, Illinois 60195	Owned	Dealer	Chrysler Realty Company LLC
34.	910 & 920 W. Golf Road Schaumburg, Illinois 60194	Owned	Dealer	Chrysler Realty Company LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
35.	1100 South Tibbs Avenue Indianapolis, Indiana 46241	Owned	Land	Chrysler Motors LLC
36.	500 S. Warman Avenue Indianapolis, Indiana 46222	Owned	Land	Chrysler Motors LLC
37.	2401 South Reed Road Power Train Plant Kokomo, Indiana 46902	Owned	Manufacturing	Chrysler Motors LLC
38.	1001 East Boulevard Power Train Plant Kokomo, Indiana 46902	Owned	Manufacturing	Chrysler Motors LLC
39.	3660 North U.S. Highway 31 Kokomo, Indiana 46904	Owned	Land/ Manufacturing	Chrysler Motors LLC
40.	550 Forbes Blvd Distribution Center Mansfield, Massachusetts 02048	Owned	Warehouse	Chrysler Motors LLC
41.	2301 Featherstone Road Auburn Hills, Michigan 48326	Owned	Office	Chrysler LLC
42.	University Drive & High Meadow Circle Auburn Hills, Michigan 48326	Owned	Land	Chrysler LLC
43.	26311 Lawrence Avenue Centerline, Michigan 48015	Owned	Warehouse	Chrysler LLC
44.	26311 Lawrence Avenue 7921 Bernice-Father Kramer lot Centerline, Michigan 48015	Owned	Vehicle/Trailer Parking	Chrysler Motors LLC
45.	3700 South M-52 Land & Building Chelsea, Michigan 48118	Owned	Flex	Chrysler LLC
46.	21570 Hall Rd. Clinton Twp, Michigan 48038	Owned	Dealer	Chrysler Realty Company LLC
47.	20000 Conner Avenue Assembly Plant Detroit, Michigan 48234	Owned	Manufacturing	Chrysler LLC
48.	2101 Conner Assembly Plant Detroit, Michigan 48215	Owned	Manufacturing	Chrysler LLC
49.	8555 Lynch Road Truck Terminal Detroit, Michigan 48234	Owned	Vehicle/Trailer Parking	Chrysler LLC
50.	20300 Mound Road Former Power Train Plan Detroit, Michigan 48234	Owned	Vehicle/Trailer Parking	Chrysler LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
51.	6700 Lynch Road Component Plant Detroit, Michigan 48234	Owned	Manufacturing	Chrysler LLC
52.	3675 East Outer Drive Stamping Plant Detroit, Michigan 48234	Owned	Manufacturing	Chrysler LLC
53.	14250 Plymouth Road Detroit, Michigan 48227	Owned	Flex	Chrysler LLC
54.	11801 Mack Avenue Power Train Plant Detroit, Michigan 48214	Owned	Manufacturing	Chrysler LLC
55.	12501 Chrysler Drive Detroit, Michigan 48288	Owned	Flex	Chrysler LLC
56.	Huber and Winfield, Parcel 1 Detroit, Michigan 48288	Owned	Vehicle/Trailer Parking	Chrysler LLC
57.	12311 Mark Twain Detroit, Michigan 48227	Owned	Warehouse	Chrysler LLC
58.	11570 East Warren Avenue Power Train Plant Detroit, Michigan 48214	Owned	Manufacturing	Chrysler LLC
59.	5800 North Ann Arbor Road Engine Plant I & II Dundee, Michigan 48131	Owned	Manufacturing	Chrysler LLC
60.	10500 W 8 Mile Road Ferndale, Michigan 48220	Owned	Dealer	Chrysler Realty Company LLC
61.	2900 Busha Highway Marysville, Michigan 48040	Owned	Land	Chrysler Motors LLC
62.	840 Huron Blvd. Marysville, Michigan 48040	Owned	Warehouse	Chrysler LLC
63.	28100 Telegraph Road Southfield, Michigan 48034	Owned	Dealer	Chrysler Realty Company LLC
64.	38111 Van Dyke Assembly Plant Sterling Heights, Michigan 48312	Owned	Manufacturing	Chrysler LLC
65.	35777 Van Dyke Stamping Plant Sterling Heights, Michigan 48312	Owned	Manufacturing	Chrysler LLC
66.	7150 Metropolitan Parkway Sterling Heights, Michigan 48312	Owned	Flex	Chrysler LLC
67.	2000 Van Horn Road Power Train Trenton, Michigan 48183	Owned	Manufacturing	Chrysler LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
68.	2300 Van Horn Road Power Train Trenton, Michigan 48183	Owned	Manufacturing	Chrysler LLC
69.	6301 East 8 Mile Road DTE Substation Warren, Michigan 48091	Owned	Vehicle/Trailer Parking	Chrysler LLC
70.	21500 Mound Road Assembly Plant Warren, Michigan 48091	Owned	Manufacturing	Chrysler LLC
71.	22800 Mound Road Stamping Plant Warren, Michigan 48091	Owned	Manufacturing	Chrysler LLC
72.	8 Mile and Mound Mt. Elliott Land Warren, Michigan 40891	Owned	Land	Chrysler LLC
73.	1615 Weston Court Shakopee, Minnesota 55379	Owned	Dealer	Chrysler Realty Company LLC
74.	5395 I 55 N Jackson, Mississippi 39206	Owned	Dealer	Chrysler Realty Company LLC
75.	315 Goodman Road East Southaven, Mississippi 38671	Owned	Dealer	Chrysler Realty Company LLC
76.	371 Goodman Road East Southaven, Mississippi 38671	Owned	Dealer	Chrysler Realty Company LLC
77.	3140 3160 3180 NW Jefferson Blue Springs, Missouri 64015	Owned	Dealer	Chrysler Realty Company LLC
78.	11503 Saint Charles Rock Road Bridgeton, Missouri 63044	Owned	Dealer	Chrysler Realty Company LLC
79.	1050 Dodge Drive Assembly Plant Fenton, Missouri 63026	Owned	Manufacturing	Chrysler LLC
80.	1001 North Highway Drive Assembly Plant Fenton, Missouri 63026	Owned	Manufacturing	Chrysler LLC
81.	9401 E. 350 Highway Raytown, Missouri 64133	Owned	Dealer	Chrysler Realty Company LLC
82.	3470 Boulder Hwy Las Vegas, Nevada 89121	Owned	Dealer	Chrysler Realty Company LLC
83.	2901 Rte 130 S/2701 Rte 130 Delran/Cinnaminson, New Jersey 08075	Owned	Dealer	Chrysler Realty Company LLC
84.	2060 US Highway 130 Monmouth Junction, New Jersey 08852	Owned	Dealer	Chrysler Realty Company LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
85.	6600 New Venture Gear Drive East Syracuse, New York 13057	Owned	Manufacturing	Chrysler LLC ¹
86.	678 Eleventh Avenue New York, New York 10019	Owned	Dealer	Chrysler Realty Company LLC
87.	108 Route 303 Tappan, New York 10983	Owned	Land	Chrysler Motors LLC
88.	500 Yonkers Ave Yonkers, New York 10704	Owned	Dealer	Chrysler Realty Company LLC
89.	1888 Morse Rd. Columbus, Ohio 43229	Owned	Dealer	Chrysler Realty Company LLC
90.	East Towne Boulevard Middletown, Ohio 45044	Owned	Dealer	Chrysler Realty Company LLC
91.	8000 Chrysler Drive Component Plant Perrysburg, Ohio 43551	Owned	Manufacturing	Chrysler LLC
92.	3800 Stickney Avenue Toledo, Ohio 43608	Owned	Manufacturing	Chrysler LLC
93.	5925 Hagman Road Truck Terminal Toledo, Ohio 43612	Owned	Vehicle/Trailer Parking	Chrysler LLC
94.	1000 Jeep Parkway Toledo, Ohio 43657	Owned	Land	Chrysler LLC
95.	4400 Chrysler Drive Assembly Plant Toledo, Ohio 43608	Owned	Manufacturing	Chrysler LLC
96.	2000 East Aurora Road Stamping Plant Twinsburg, Ohio 44087	Owned	Manufacturing	Chrysler LLC
97.	800 Gold Hill Road Fort Mill, South Carolina 29708	Owned	Dealer	Chrysler Realty Company LLC
98.	2662 Broad Street Extension Sumter, South Carolina 29150	Owned	Dealer	Chrysler Realty Company LLC
99.	Parkside Drive Knoxville, Tennessee 37922	Owned	Dealer	Chrysler Realty Company LLC
100.	2580 Mt. Moriah Memphis, Tennessee 38115	Owned	Dealer	Chrysler Realty Company LLC
101.	6905 S I H 35 Austin, Texas 78745	Owned	Dealer	Chrysler Realty Company LLC

¹ This property was formerly owned by New Venture Gear Inc. and has been transferred or is in the process of being transferred to Chrysler LLC.

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
102.	7309 N. International Hwy 35 Austin, Texas 78752	Owned	Dealer	Chrysler Realty Company LLC
103.	State Hwy 67 Ballinger, Texas 76821	Owned	Manufacturing	Chrysler LLC
104.	2920 North IH 35 Carrollton, Texas 75007	Owned	Dealer	Chrysler Realty Company LLC
105.	11550 LBJ Fwy Dallas, Texas 75238	Owned	Dealer	Chrysler Realty Company LLC
106.	2601 Willian D Tate Ave Grapevine, Texas 76051	Owned	Dealer	Chrysler Realty Company LLC
107.	25430 Bell Patna Katy, Texas 77494	Owned	Dealer	Chrysler Realty Company LLC
108.	4611 Avenue Q Lubbock, Texas 79412	Owned	Dealer	Chrysler Realty Company LLC
109.	700 S. Central Expy McKinney, Texas 75070	Owned	Dealer	Chrysler Realty Company LLC
110.	700 S. Central Expy McKinney, Texas 75070	Owned	Dealer	Chrysler Realty Company LLC
111.	Highway 225 And Beltway 8 Pasadena, Texas 0	Owned	Dealer	Chrysler Realty Company LLC
112.	7242 San Pedro San Antonio, Texas 78279	Owned	Dealer	Chrysler Realty Company LLC
113.	8448 Leesburg Pike Vienna, Virginia 22182	Owned	Dealer	Chrysler Realty Company LLC
114.	2801 West College Avenue Appleton, Wisconsin 54911	Owned	Dealer	Chrysler Realty Company LLC
115.	5555 30 th Avenue Power Train Plant Kenosha, Wisconsin 53144	Owned	Manufacturing	Chrysler LLC
116.	3280 South Clement Avenue Milwaukee, Wisconsin 53207	Owned	Warehouse	Chrysler LLC
117.	3035 South 108 th St West Allis, Wisconsin 53227	Owned	Dealer	Chrysler Realty Company LLC
118.	100 Electronics Boulevard Component Plant Huntsville, Alabama 35824	Leased	Manufacturing	Chrysler LLC
119.	4434 Old Seward Highway Anchorage, Alaska 99503-7485	Leased	Dealer	Chrysler Realty Company LLC
120.	3421 East Harbor Drive Suite 300 Phoenix, Arizona 85034	Leased	Flex	Chrysler Motors LLC
121.	Alhambra, California 91801	Leased	Dealer	Chrysler Realty Company LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
122.	5548 Paseo Del Norte Carlsbad, California 9008	Leased	Dealer	Chrysler Realty Company LLC
123.	11705 Vallye Blvd El Monte, California 91732-3037	Leased	Dealer	Chrysler Realty Company LLC
124.	4880 N. Blackstone Fresno, California 93726-0106	Leased	Dealer	Chrysler Realty Company LLC
125.	16555 Beach Blvd Huntington Beach, California 92647-4882	Leased	Dealer	Chrysler Realty Company LLC
126.	7700 Irvine Center Drive Storage – Suite 170 Irvine, California 92618	Leased	Office	Chrysler Motors LLC
127.	18260 Harlan Road Lathrop, California 95330	Leased	Warehouse	Chrysler Motors LLC
128.	311 - 321 S. La Brea Ave Los Angeles, California 90036	Leased	Dealer	Chrysler Realty Company LLC
129.	La Brea & 3rd Street Los Angeles, California 90036	Leased	Dealer	Chrysler Realty Company LLC
130.	343 - 349 S. La Brea Ave. Los Angeles, California 90036	Leased	Dealer	Chrysler Realty Company LLC
131.	5141 East Santa Ana Avenue Training and Distibution Centers Ontario, California 91761	Leased	Flex	Chrysler Motors LLC
132.	5720 Stoneridge Drive Building E Pleasanton, California 94588	Leased	Flex	Chrysler Motors LLC
133.	1215 K Street 17 th Floor Sacramento, California 95814	Leased	Office	Chrysler Motors LLC
134.	900 W. Capitol Expressway San Jose, California 95136-1198	Leased	Dealer	Chrysler Realty Company LLC
135.	370 South Kiley Blvd San Jose, California 95129	Leased	Dealer	Chrysler Realty Company LLC
136.	2800 Cherry Avenue Signal Hill, California 907551909	Leased	Dealer	Chrysler Realty Company LLC
137.	6660 Leland Street Ventura, California	Leased	Dealer	Chrysler Realty Company LLC
138.	14155 East 42 nd Avenue Building B Denver, Colorado 80239	Leased	Flex	Chrysler Motors LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
139.	12225 East 39 th Avenue Denver, Colorado 80239	Leased	Warehouse	Chrysler Motors LLC
140.	12850 East 40 th Avenue Suite 0001 Denver, Colorado 80239	Leased	Warehouse	Chrysler Motors LLC
141.	6400 South Fiddler's Green Circle, Sales – Suite 400 Greenwood Village, Colorado 80111	Leased	Office	Chrysler Motors LLC
142.	5445 S. Broadway Littleton, Colorado 80121-8002 (GO CJ)	Leased	Dealer	Chrysler Realty Company LLC
143.	5540 S. Bannock Littleton, Colorado 80121-8002 (GO CJ)	Leased	Dealer	Chrysler Realty Company LLC
144.	1401 H Street North West Suite 700 Washington, D.C. 20005	Leased	Office	Chrysler LLC
145.	12020 US Hwy 301 Dade City, Florida 33525-6023	Leased	Dealer	Chrysler Realty Company LLC
146.	1555 W. Indiantown Road Jupiter, Florida 33458-3979	Leased	Dealer	Chrysler Realty Company LLC
147.	8351 Parkline Boulevard Suite 500 Orlando, Florida 32809	Leased	Flex	Chrysler Motors LLC
148.	10100 Boggy Creek Orlando, Florida 32824	Leased	Warehouse Office	Chrysler LLC
149.	190 Ave K Southwest Winter Haven, Florida 33880	Leased	Dealer	Chrysler Realty Company LLC
150.	1000 Cobb Place Boulevard Suite 370 & 390 Kenesaw, Georgia 30144	Leased	Flex	Chrysler Motors LLC
151.	735 Dillingham Blvd Honolulu, Hawaii 96817-4560	Leased	Dealer	Chrysler Realty Company LLC
152.	735 Dillingham Blvd Honolulu, Hawaii 96817-4560	Leased	Dealer	Chrysler Realty Company LLC
153.	3741 and 3593 Morreim Drive Belvidere, Illinois 61008	Leased	Vehicle/Trailer Parking	Chrysler LLC
154.	77 Rand Road Des Plaines, Illinois 60016-1005	Leased	Dealer	Chrysler Realty Company LLC
155.	2207 West Station Street AME Kankakee, Illinois 60901	Leased	Warehouse	Chrysler LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
156.	17201 Torrence Ave Lansing, Illinois 60438-1086	Leased	Dealer	Chrysler Realty Company LLC
157.	901 Warrenville Road Sales Business Center Lisle, Illinois 60532	Leased	Office	Chrysler Motors LLC
158.	1980 High Grove Lane Distribution Center Naperville, Illinois 60540	Leased	Flex	Chrysler Motors LLC
159.	200 Hansen Blvd North Aurora, Illinois 60542-8920	Leased	Dealer	Chrysler Realty Company LLC
160.	5800 West 95th Street Oak Lawn, Illinois 60453	Leased	Dealer	Chrysler Realty Company LLC
161.	1400 E. Dundee Road Palatine, Illinois 60074-8317 (KIA)	Leased	Dealer	Chrysler Realty Company LLC
162.	113 W. 162nd Street South Holland, Illinois 60473	Leased	Dealer	Chrysler Realty Company LLC
163.	1125 East Vaile Avenue Building 800 Kokomo, Indiana 46901	Leased	Manufacturing	Chrysler LLC
164.	9850 Indianapolis Highland, Indiana 46322-2637	Leased	Dealer	Chrysler Realty Company LLC
165.	4505 E. 96th Street Indianapolis, Indiana 46268	Leased	Dealer	Chrysler Realty Company LLC
166.	6410 Ameriplex Drive Logistics Center Portage, Indiana 46368	Leased	Warehouse	Chrysler LLC
167.	10105 Marshall Drive Lenexa, Kansas 66215	Leased	Flex	Chrysler Motors LLC
168.	5311 Dixie Hwy Louisville, Kentucky 40216-1557	Leased	Dealer	Chrysler Realty Company LLC
169.	4848 Veterans Memorial Blvd Metairie, Louisiana 70006-5221	Leased	Dealer	Chrysler Realty Company LLC
170.	8955 Henkels Lane Training Center Annapolis Junction, Maryland 20701	Leased	Flex	Chrysler Motors LLC
171.	5717 Baltimore Pike Baltimore, Maryland 21228-1701	Leased	Dealer	Chrysler Realty Company LLC
172.	6085 Marshalee Sales Business Center 2 nd Floor Elkridge, Maryland 21075	Leased	Office	Chrysler Motors LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
173.	724 Rogers Street Lowell, Massachusetts 01852-4338	Leased	Dealer	Chrysler Realty Company LLC
174.	105 Forbes Boulevard Training Center Mansfield, Massachusetts 02048	Leased	Flex	Chrysler Motors LLC
175.	2367 Walton Boulevard National Training Center Auburn Hills, Michigan 48326	Leased	Flex	Chrysler Motors LLC
176.	1000 Chrysler Drive The Tower Auburn Hills, Michigan 48326	Leased	Headquarters	Chrysler LLC
177.	555 Featherstone Road Auburn Hills, Michigan 48326	Leased	Office	Chrysler LLC
178.	One Chrysler Drive Historic Museum Auburn Hills, Michigan 48326	Leased	Flex	Chrysler LLC
179.	800 Chrysler Drive CTC Auburn Hills, Michigan 48326	Leased	Flex	Chrysler LLC
180.	4400 Purks Road Auburn Hills, Michigan 48326	Leased	Flex	Chrysler Motors LLC
181.	2021 Executive Hills Boulevard Auburn Hills, Michigan 48326	Leased	Warehouse	Chrysler LLC
182.	1272 Doris Road Sales Business Center Auburn Hills, Michigan 48326	Leased	Office	Chrysler Motors LLC
183.	261-291 Collier Road Unit D Auburn Hills, Michigan 48326	Leased	Warehouse	Chrysler LLC
184.	6500 Huber Street JIT Center Detroit, Michigan 48226	Leased	Warehouse	Chrysler LLC
185.	250 West Larned Auto Show Event Detroit, Michigan 48226	Leased	Office	Chrysler LLC
186.	11831 Freud Street JIT Center Detroit, Michigan 48214	Leased	Warehouse	Chrysler LLC
187.	French Road Detroit, Michigan 48213	Leased	Vehicle/Trailer Parking	Chrysler Transport Inc.
188.	601 Piquette Detroit, Michigan 48202	Leased	Warehouse	Chrysler LLC
189.	9303 West Jefferson Detroit, Michigan 48209	Leased	Warehouse	Chrysler Motors LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
190.	6490 & 6334 Lynch Road Detroit, Michigan 48234	Leased	Warehouse	Chrysler LLC
191.	6401 East Nevada Street Detroit, Michigan 48234	Leased	Warehouse	Chrysler Motors LLC
192.	37200 Amrhein Road E-Building Livonia, Michigan 48150	Leased	Flex	Chrysler LLC
193.	23400 Bell Road New Boston, Michigan 48164	Leased	Warehouse	Chrysler Motors LLC
194.	4300 Lapeer Road Marshalling Center Orion Township, Michigan 48359	Leased	Vehicle/Trailer Parking	Chrysler LLC
195.	20495 Pennsylvania Road International Logistics Riverview, Michigan 48192	Leased	Warehouse	Chrysler LLC
196.	3851 Hamlin Road Rochester Hills, Michigan 48309	Leased	Warehouse Office	Chrysler Motors LLC
197.	1000 Town Center Storage – Suite 375 Southfield, Michigan 48075	Leased	Storage	Chrysler LLC
198.	1000 Town Center USCAR – Suite 300 Southfield, Michigan 48075	Leased	Office	Chrysler LLC
199.	7408 Metro Parkway Sterling Heights, Michigan 48312	Leased	Warehouse	Chrysler LLC
200.	6210 Product Drive Sterling Heights, Michigan 48312	Leased	Warehouse	Chrysler LLC
201.	5.18 Acres off Jefferson Avenue Trenton, Michigan 48183	Leased	Vehicle/Trailer Parking	Chrysler LLC
202.	1.59 Acres off Jefferson Avenue Trenton, Michigan 48183	Leased	Vehicle/Trailer Parking	Chrysler LLC
203.	1960 Technology Drive Building A – 1 st & 2 nd Floors Troy, Michigan 48084	Leased	Office	Chrysler LLC
204.	1960 Technology Drive Building B, C and D Troy, Michigan 48084	Leased	Flex	Chrysler LLC
205.	12350 East Nine Mile Road Warren, Michigan 48089	Leased	Warehouse	Chrysler LLC
206.	22077 Mound Road Warren, Michigan 48091	Leased	Vehicle/Trailer Parking	Chrysler LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
207.	6565 East Eight Mile Road Buildings A, D and E Warren, Michigan 48091	Leased	Warehouse	Chrysler LLC
208.	16305 36 th Avenue Suite 600 Plymouth, Minnesota 55446	Leased	Flex	Chrysler Motors LLC
209.	13005 State Highway 55 Plymouth, Minnesota 55441	Leased	Warehouse	Chrysler Motors LLC
210.	875 Berkshire Lane North Minneapolis, Minnesota 55441	Leased	Warehouse	Chrysler Motors LLC
211.	223 E. Goodman Southaven, Mississippi 38671	Leased	Dealer	Chrysler Realty Company LLC
212.	2171 Hitzert Court JIT Center Fenton, Missouri 63026	Leased	Warehouse	Chrysler LLC
213.	5790 Campus Parkway Hazelwood, Missouri 63042	Leased	Warehouse	Chrysler Motors LLC
214.	3187 Riverport Tech Center Drive Maryland Heights, Missouri 63043	Leased	Flex	Chrysler Motors LLC
215.	1341 Routh 23 Butler, New Jersey 07045	Leased	Dealer	Chrysler Realty Company LLC
216.	315 Routh 4 West Paramus, New Jersey 07652	Leased	Dealer	Chrysler Realty Company LLC
217.	234 Route 4 East Paramus, New Jersey 07652	Leased	Dealer	Chrysler Realty Company LLC
218.	1200 Lomas Blvd NE Albuquerque, New Mexico 87114	Leased	Dealer	Chrysler Realty Company LLC
219.	4007 Boston Road Bronx, New York	Leased	Dealer	Chrysler Realty Company LLC
220.	3845 Sheridan Drive Buffalo, New York 14226-1790	Leased	Dealer	Chrysler Realty Company LLC
221.	2185 Walden Ave Cheekatowaga, New York 14225	Leased	Dealer	Chrysler Realty Company LLC
222.	370 Summit Point Drive Suite 3 Henrietta, New York 14467	Leased	Flex	Chrysler Motors LLC
223.	623 W. 50th Street New York, New York 10019-5052	Leased	Dealer	Chrysler Realty Company LLC
224.	678 Eleventh Ave New York, New York 10019-5052	Leased	Dealer	Chrysler Realty Company LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
225.	One Ramland Road Suite 135 Orangeburg, New York 10523	Leased	Flex	Chrysler Motors LLC
226.	108 Route 303 & Palisades Parkway Distribution Center & Business Center Tappan, New York 10983	Leased	Office Warehouse	Chrysler Motors LLC
227.	2020 Niagara Falls Blvd Tonawanda, New York 14150-5599	Leased	Dealer	Chrysler Realty Company LLC
228.	3588 Sunrise Hwy Wantagh, New York 11793-4051	Leased	Dealer	Chrysler Realty Company LLC
229.	3614 Sunrise Hwy Wantagh, New York 11793	Leased	Dealer	Chrysler Realty Company LLC
230.	10420 Harris Oaks Boulevard Suite H Charlotte, North Carolina 28269	Leased	Flex	Chrysler Motors LLC
231.	7601 South Boulevard Charlotte, North Carolina 28273	Leased	Dealer	Chrysler Realty Company LLC
232.	604 Hwy 70 E. By-pass Goldsboro, North Carolina 27530	Leased	Dealer	Chrysler Realty Company LLC
233.	1301 39 th Street North Fargo, North Dakota 58102	Leased	Manufacturing	Global Electric Motorcars, LLC
234.	2828 East Kemper Road Building B Cincinnati, Ohio 45241	Leased	Flex	Chrysler Motors LLC
235.	6060 Mayfield Mayfield Heights, Ohio 44124	Leased	Dealer	Chrysler Realty Company LLC
236.	9777 Mopar Drive Streetsboro, Ohio 44241	Leased	Warehouse	Chrysler Motors LLC
237.	1717 Matzinger Road Toledo, Ohio 48612	Leased	Warehouse	Chrysler LLC
238.	1515 Matzinger Road Sequencing Center Toledo, Ohio 43612	Leased	Warehouse	Chrysler LLC
239.	5111 Telegraph Road Toledo, Ohio 43612	Leased	Warehouse	Chrysler LLC
240.	5159 North Detroit Avenue Toledo, Ohio 43612	Leased	Land	Chrysler Motors LLC
241.	10030 South West Allen Boulevard Beaverton, Oregon 97005	Leased	Warehouse	Chrysler Motors LLC
242.	19701 South West 95 th Place Training Center Tualatin, Oregon 97062	Leased	Flex	Chrysler Motors LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
243.	425 Technology Drive Suite 100 Malvern, Pennsylvania 19355	Leased	Flex	Chrysler Motors LLC
244.	203/205 Overlook Drive Sewickley, Pennsylvania 15143	Leased	Flex	Chrysler Motors LLC
245.	1 Calle 1 Guayanbo, Puerto Rico 00968	Leased	Office	Chrysler International Services, S.A.
246.	8370 Wolf Lake Boulevard Training Center Bartlett, Tennessee 38133	Leased	Flex	Chrysler Motors LLC
247.	8544 Kingston Pike Knoxville, Tennessee 37919	Leased	Dealer	Chrysler Realty Company LLC
248.	4175 East Raines Road Memphis, Tennessee 38118	Leased	Warehouse	Chrysler Motors LLC
249.	4250 East Shelby Drive Memphis, Tennessee 38118	Leased	Warehouse	Chrysler Motors LLC
250.	14131 Midway Road Suite 800 Addison, Texas 75001	Leased	Office	Chrysler Motors LLC
251.	1020 Hayden Drive Carrollton, Texas 75006	Leased	Warehouse	Chrysler Motors LLC
252.	2205 East Beltline Road Carrollton, Texas 75006	Leased	Warehouse	Chrysler Motors LLC
253.	7100 Marvin D Love Fwy Dallas, Texas 75237-3110 (Lone Star)	Leased	Dealer	Chrysler Realty Company LLC
254.	13439 N. Preston Rd. Dallas, Texas 75240-5277	Leased	Dealer	Chrysler Realty Company LLC
255.	533 Northpark Central Drive Suite 170 Houston, Texas 77073	Leased	Flex	Chrysler Motors LLC
256.	8100 Jetstar Drive Suite 175 Irving, Texas 75244	Leased	Flex	Chrysler Motors LLC
257.	2960 I-30 East Mesquite, Texas 75149	Leased	Dealer	Chrysler Realty Company LLC
258.	1011 Technology Park Drive Suite 1011 Glen Allen, Virginia 23060	Leased	Flex	Chrysler Motors LLC
259.	2538 National Road Rte 40 Wheeling, West Virginia 26003	Leased	Dealer	Chrysler Realty Company LLC

	Address	Type of Interest	Type of Property	Owner or Lessee, As Applicable
260.	700 Walnut Ridge Drive Milwaukee Training Center Hartland, Wisconsin 53029	Leased	Flex	Chrysler Motors LLC
261.	16-02W, 16F, Gemdale Plaza Tower A No. 91 Jianguo Road, Chaoyang District Beijing 100022 China	Leased	Office	Chrysler International Corporation

Schedule 7

Location of Debtors' Substantial Assets and Books and Records and Nature, Location and Value of Assets Held Outside the United States

Pursuant to Local Bankruptcy Rule 1007-2(a)(10), the following lists: the locations of the Debtors' substantial assets; the location of their records; and the nature, location and value of any assets held by the Debtors outside of the territorial limits of the United States.

Location of Debtors' Substantial Assets:

The Debtors maintain approximately 98 bank accounts at various institutions. These accounts include 95 bank accounts held by the consolidated guarantors under the Amended and Restated First Lien Credit Agreement, dated November 29, 2007, 3 bank accounts of non-consolidated guarantors, 10 escrow/custody accounts and 6 investment accounts. The Debtors' largest domestic manufacturing facilities are identified in Schedule 6 above. The Debtors additionally have assets in every location from which they operate their business, including various locations and territories abroad.

Location of the Debtors' Books and Records:

The primary location of the Debtors' books and records is at the world headquarters of Debtor Chrysler LLC ("Chrysler") at:

Chrysler LLC
1000 Chrysler Drive
Auburn Hills, MI 48326-2766

The Debtors also maintain certain records at their numerous operating locations and store certain records in off-site storage facilities.

Debtors' Assets Outside the United States:

Chrysler owns certain real property outside the United States as set forth in Schedule 6 above.

Chrysler owns, directly or indirectly, shares, partnership or joint venture interests or membership interests in foreign affiliates or other business ventures.¹ The assets of these affiliates or other business ventures, which are located outside of the United States, are not directly owned by Chrysler or the other Debtors.

Chrysler owns millions of dollars worth of tooling in the possession of suppliers located outside of the United States.

¹ The jurisdictions of the affiliates or other business ventures in which Chrysler maintains an ownership interest include: Argentina, Australia, Belgium, Brazil, Canada, Cayman Islands, Chile, China, Colombia, Czech Republic, Denmark, Egypt, France, Germany, Hong Kong, India, Italy, Japan, Korea, Mexico, Netherlands, New Zealand, Poland, Serbia, Singapore, South Africa, Spain, Sweden, Switzerland, Taiwan, Turkey, the United Kingdom and Venezuela.

Schedule 8

Litigation

Pursuant to Local Bankruptcy Rule 1007-2(a)(11), to the best of the Debtors' knowledge, belief and understanding, there are no actions or proceedings pending or threatened against the Debtors or their properties, as of the Petition Date, where a judgment against the Debtors or a seizure of their property may be imminent.

Schedule 9

Senior Management

Pursuant to Local Bankruptcy Rule 1007-2(a)(12), the following schedule provides the names of the individuals who comprise the Debtors' existing senior management, a description of their tenure with the Debtors and a brief summary of their relevant responsibilities and experience.

Name / Position	Experience / Responsibilities
<i>Robert L. Nardelli</i>	<p>Robert L. Nardelli joined Chrysler LLC in August 2007 as Chairman and Chief Executive Officer and as a member of the Board of Managers.</p> <p>Prior to joining Chrysler, Mr. Nardelli served as Chairman, President and CEO of The Home Depot beginning in 2000. Mr. Nardelli began his career at General Electric Company (GE) in 1971 and advanced through a series of leadership positions in the company's Appliances, Lighting and Transportation Systems business units. In 1988, he left GE to join Case Corporation in Racine, Wisconsin, where he led Case Construction Equipment's global business. He returned to GE in 1992 and ultimately was named President and CEO of GE Power Systems and Senior Vice President of GE.</p> <p>Mr. Nardelli holds a Master of Business Administration from the University of Louisville (1975) and a Bachelor of Science from Western Illinois University (1971).</p>
<i>Frank J. Ewasyshyn</i>	<p>Frank J. Ewasyshyn was appointed Executive Vice President - Manufacturing in May 2004. Prior to this position, he was Senior Vice President - Advance Manufacturing Engineering. In his current position, Mr. Ewasyshyn is responsible for all assembly, stamping and powertrain manufacturing operations, in more than 30 facilities worldwide. Mr. Ewasyshyn joined Chrysler Corporation in 1976 as a Maintenance Foreman.</p> <p>Mr. Ewasyshyn holds a Masters in Electrical Engineering from the University of Windsor, Ontario, Canada (1976) and a B.S. in Electrical Engineering, from the University of Windsor, Ontario, Canada (1974).</p>
<i>Frank O. Klegon</i>	<p>Frank O. Klegon was appointed Executive Vice President - Product Development of Chrysler LLC on August 6, 2007. In this position, he leads all product development teams, product development strategy and advance vehicle engineering. In addition, Mr. Klegon is responsible for areas involved in the product development processes, testing, validation and quality. Prior to holding this position, Mr. Klegon was Vice President – Product Development Process and Components for Chrysler, overseeing the core component and system teams.</p> <p>Mr. Klegon joined Chrysler Corporation in 1985 as Manager – Product Engineering.</p>

Name / Position	Experience / Responsibilities
	<p>Mr. Klegon holds an M.B.A., Business Administration from Michigan State University (1994); and a B. S., Electrical Engineering from Wayne State University (1977).</p>
<i>Ronald E. Kolka</i>	<p>Ronald E. Kolka was named Senior Vice President and Chief Financial Officer of Chrysler LLC in August 2007, reporting to Robert Nardelli, Chairman and Chief Executive Officer (CEO) of Chrysler. He also serves in the Office of the Chairman. In this role, Mr. Kolka is responsible for all finance activities including Controlling, Treasury, Tax, Audit, Global Volume Planning, International Activities (including Canada and Mexico) and Information Technology. Previously, Mr. Kolka served as Head of Finance & Controlling for the Chrysler Group. Mr. Kolka joined Chrysler Corporation in 1986 in the Corporate Accounting area and has held domestic and international positions of increasing responsibility.</p> <p>Mr. Kolka holds a Bachelor's degree in accounting from Michigan State University and an MBA from Wayne State University.</p>
<i>Steven J. Landry</i>	<p>Steven J. Landry was appointed Executive Vice President - North American Sales for Chrysler LLC in September 2007. He is responsible for U.S., Canada and Mexico sales. Prior to holding this position, Mr. Landry was Vice President – Sales and Field Operations, for the Chrysler Group. Mr. Landry joined Chrysler Corporation in September 1982 as a distribution analyst in the Western Region of Chrysler Canada, Ltd.</p> <p>Mr. Landry holds an M.B.A. from Michigan State University (2000) and a B.S., Management, from Saint Mary's University, Halifax, Nova Scotia (1982).</p>
<i>Tom W. LaSorda</i>	<p>Tom W. LaSorda was appointed Vice Chairman and President of Chrysler LLC and named to the Board of Directors of Chrysler LLC in 2007. Previously, Mr. LaSorda served as President and CEO of the Chrysler Group. In February 2004, Mr. LaSorda was appointed Chief Operating Officer for the Chrysler Group.</p> <p>Prior to joining the company in 2000, he was employed by General Motors Corporation (GM), beginning in 1977. He served GM in many capacities including President of Opel Eisenach GmbH in Germany in 1991.</p> <p>Mr. LaSorda holds an M.B.A. from the University of Windsor, Ontario, Canada (1980); a Bachelor of Commerce from the University of Windsor, Ontario, Canada (1977); and a Bachelor of Arts from the University of Windsor, Ontario, Canada (1977).</p>
<i>Michael Manley</i>	<p>Michael Manley was appointed Executive Vice President – International Sales, Marketing and Business Development for Chrysler LLC on May 1, 2007. In his current position, he is responsible for all</p>

Name / Position	Experience / Responsibilities
	<p>sales and marketing activities outside the NAFTA region, as well as for managing the growth of Chrysler, Jeep® and Dodge brands in international markets. Prior to holding his current position, Mr. Manley was Vice President - Sales Strategy and Dealer Operations, for the Chrysler Group.</p> <p>Mr. Manley joined DaimlerChrysler in 2000 as Director – Network Development, DaimlerChrysler United Kingdom, Ltd.</p> <p>Mr. Manley holds a Master of Business Administration from Ashridge Management College, Ashridge, England (1998) and a Bachelor of Science, Engineering, from Southbank University, London, England (1985).</p>
<i>James E. Press</i>	<p>James Press joined Chrysler LLC as Vice Chairman and President in September 2007. He also serves in the Office of the Chairman and on the Board of Managers of Chrysler LLC. At Chrysler, he is responsible for North American sales, international sales, global marketing, product strategy and service and parts.</p> <p>Prior to joining Chrysler, Mr. Press was President and Chief Operating Officer of Toyota Motors North America and a Senior Managing Director of its parent company, Toyota Motor Corporation.</p> <p>Mr. Press holds a Bachelor of Science from Kansas State College (now Pittsburgh State University) (1968).</p>
<i>Nancy A. Rae</i>	<p>Nancy A. Rae was appointed Executive Vice President - Human Resources and Communications for Chrysler LLC in July 2008. Previously, she was Senior Vice President - Human Resources and Corporate Communications for Chrysler LLC. In her current position, Ms. Rae is responsible for the delivery of Human Resources processes, programs and policies and for employee relations. She is responsible for Union Relations, Occupational Safety and Health Services, Personnel Planning and Administration and the joint skills development and training activities encompassed in the UAW/DaimlerChrysler National Training Center. Additionally, she is responsible for Corporate, Product and Internal Communications.</p> <p>Ms. Rae joined Chrysler Corporation in May 1978 in Human Resources at the Warren (Mich.) Truck Assembly Plant and has held a number of management positions in Human Resources since.</p> <p>Ms. Rae holds an M.A. - Industrial Relations from Central Michigan University (1981) and a B.S. - Business Administration in Management from Eastern Michigan University (1978).</p>

Schedule 10

Payroll

Pursuant to Local Bankruptcy Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, managers or directors and stockholders) and the estimated amount to be paid to officers, stockholders, directors and financial and business consultants retained by the Debtors, for the 30-day period following the filing of the Debtors' chapter 11 petitions.

Payments to Employees (Not Including Officers, Directors and Stockholders)¹	Week 1 \$ 24.7 million ² Week 2 \$ 21.7 million ³ Week 3 \$ 7.4 million ⁴ Week 4 \$ 84.4 million ⁵
Payments to Officers, Directors and Stockholders⁶	Officers \$ 457,501 Directors \$ 0 Stockholders \$ 0
Payments to Financial and Business Consultants⁷	Capstone Advisory Group LLC \$ 2.0 million Deloitte Tax, LLP \$ 1.5 million Greenhill & Co., Inc. \$ 3.0 million

¹ The amounts reported include estimated employee wages and salaries, payroll taxes and various other benefits.

² The amount reported represents the Debtors' estimated hourly payroll payments on May 8, 2009.

³ The amount reported represents the Debtors' estimated hourly and bi-weekly payroll payments on May 15, 2009.

⁴ The amount reported represents the Debtors' estimated hourly payroll payments on May 22, 2009.

⁵ The amount reported represents the Debtors' estimated hourly, bi-weekly, monthly non-bargaining unit and monthly executive payrolls on May 29, 2009.

⁶ The amount reported includes only cash payments to officers and does not include costs incurred by the Debtors on behalf of the officers, such as benefit costs.

⁷ The amounts reported represent the Debtors' estimated liabilities for the fees and expenses of financial and business professionals to be retained under the Bankruptcy Code in these cases. The Debtors do not expect to disperse cash in satisfaction of these liabilities within the first 30 days following the commencement of these chapter 11 cases.

Schedule 11

**Cash Receipts and Disbursements,
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Bankruptcy Rule 1007-2(b)(3), the following provides, for the 30-day period following the filing of the Debtors' chapter 11 petitions, the estimated cash receipts and disbursements, net cash gain or loss and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

Cash Receipts	\$261 million
Cash Disbursements	\$2,382 million
Net Cash Loss	\$(2,121 million)
Unpaid Obligations	\$22.9 billion ¹
Unpaid Receivables	\$3.9 billion

¹ Unpaid Obligations are comprised of Accounts Payable, Other Current Liabilities, Restructuring Accruals, Other Long term Liabilities and Other Financial Liabilities. OPEB Liabilities, Pension Liabilities and Deferred Tax Liabilities are not included in this calculation.