

JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Corinne Ball
Veerle Roovers

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
David G. Heiman

JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309
Telephone: (404) 521-3939
Facsimile: (404) 581-8309
Jeffrey B. Ellman

Proposed Attorneys for Debtors
and Debtors in Possession

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

-----X
In re : Chapter 11
Chrysler LLC, *et al.*, : Case No. 09-50002 (AJG)
Debtors. : (Jointly Administered)
-----X

**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**

TO THE HONORABLE
UNITED STATES BANKRUPTCY JUDGE:

Chrysler LLC ("Chrysler") and 24 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively with Chrysler, the "Debtors"), respectfully represent as follows:

Background

1. On the date hereof (the "Petition Date"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By a motion filed on the Petition Date, the Debtors have requested that their chapter 11 cases be consolidated for procedural purposes only and administered jointly.

2. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Chrysler Companies") comprise one of the world's largest manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Chrysler Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States. In addition, as of the Petition Date, the Debtors made payments for health care and related benefits to more than 105,000 retirees.

4. 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. Historically, Chrysler Financial has provided financing to both Chrysler's dealers and consumers.

5. For the twelve months ended December 31, 2008, the Chrysler Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. A more detailed explanation of Chrysler's businesses and operations, and the events leading to the commencement of these cases, can be found in the Affidavit of Ronald E. Kolka, which was filed contemporaneously herewith and is incorporated herein by reference.

Overview of These Cases

7. 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 some portion of its business as a going concern and averts a liquidation of historic proportions. 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 impacts on the nation's economy and Chrysler's stakeholders that are grim:

- 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 lose over \$9.8 billion of health care and other benefits and \$2 billion in annual pension payments;

- All 23 of Chrysler's manufacturing plants and facilities and 15 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 \$5.7 billion in outstanding auto parts and service supplier invoices will not be paid to Chrysler's suppliers and new business will be cancelled, 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, particularly due to questions about the ongoing availability of warranties and replacement parts and services;
- Local, state and federal governments will lose tens of billions of dollars in tax revenues, according to a research memorandum published by the Center for Automotive Research in November 2008;¹
- Over \$100 billion 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.

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,² 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, the Debtors have

¹ 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).

² 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).

commenced these cases to implement a prompt sale to preserve the going concern value of their businesses and return these businesses to viability under new ownership.

9. The proposed sale transaction would create the sixth-largest global automaker by volume unit, increasing competitiveness with other Original Equipment Manufacturers ("OEMs") and creating billions of dollars in synergies. This transaction is the result of thousands of hours of negotiations among multiple parties. The transaction is being financially backed by the United States Department of the Treasury (the "U.S. Treasury") and Export Development Canada, an affiliate of the Canadian government, which together will provide the new alliance with approximately \$6 billion of taxpayer money to start up and maintain operations. 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 proposed alliance:

- The International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW") has agreed to wage and benefit reductions in the context of a sale to the new company, which would receive the benefit of a new collective bargaining agreement eliminating certain severance benefits, and would be a party to an agreement with the UAW containing restructured retiree health care benefits;
- Chrysler's dealers have agreed to reduce their dealer and service contract margins;
- Chrysler's already financially troubled suppliers have agreed to a further 3% price reduction and other measures that will save millions of dollars;
- Chrysler's largest secured creditors, JPMorgan Chase, Goldman Sachs, Morgan Stanley and Citigroup, have agreed to the transaction that would substantially compromise their first lien debt, comprising 70% of the \$6.9 billion total outstanding, for an estimated recovery of approximately 28 cents on the dollar; and
- Chrysler Parent's minority shareholder, Daimler AG ("Daimler"), has agreed as part of a settlement with Chrysler to (a) forgive \$1.5 billion of second lien

debt, at the same time that \$500 million of second lien debt is forgiven by majority shareholder Cerberus Capital Management L.P. ("Cerberus"); and (b) assist in funding Chrysler's pension plans.

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

10. As the culmination of these efforts, Chrysler, Fiat and New Chrysler (as defined below) have reached an agreement in principle and are expected to entered into a Master Transaction Agreement (collectively with other ancillary and supporting documents, the "Purchase Agreement") in short order. Pursuant to the Purchase Agreement, among other things: (a) Chrysler will transfer the majority of its operating assets to New CarCo Acquisition LLC ("New Chrysler"), a newly established Delaware limited liability company that currently is an indirect wholly-owned subsidiary of Fiat; and (b) in exchange for those assets, New Chrysler will assume certain liabilities of Chrysler and pay to Chrysler \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction").

11. With the support of the U.S. government, Fiat, the UAW, dealers, suppliers and other stakeholders, the Debtors commenced these cases to implement an expeditious sale process to implement the Fiat Transaction, or a similar transaction with a competing bidder, designed to maximize the value of the Debtors' operations and businesses for the benefit of their stakeholders. Pending the proposed sale, the Debtors will idle most operations as they conserve their 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.

12. Time is of the essence. Given the continuing stress on all aspects of the automotive industry and the idling of the Debtors' manufacturing facilities, key relationships with suppliers, dealers and other business partners simply cannot be preserved if the sale process

is not concluded quickly. Absent a prompt sale, approved and consummated in the coming weeks, the value of the Debtors' assets will rapidly decline and the ability to achieve a going concern sale will be irretrievably lost. By contrast, the proposed sale transaction, if it can be promptly consummated, will maximize the value available for stakeholders, will save hundreds of thousands of jobs and will strengthen the U.S. automotive sector and the economy generally.

Jurisdiction

13. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

14. Pursuant to Rule 1015(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an administrative order establishing procedures for: (a) case management and (b) the scheduling of hearings in these chapter 11 cases.

15. Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"), the Debtors hereby seek the entry of a separate administrative order scheduling an initial case conference.

Basis for Relief

16. Bankruptcy Rule 1015(c) provides that:

[w]hen an order for consolidation or joint administration of a joint case or two or more cases is entered pursuant to this rule, . . . the court may enter orders as may tend to avoid unnecessary costs and delay.

Fed. R. Bankr. P. 1015(c). Contemporaneously with the filing of this Motion, the Debtors have filed a motion, pursuant to Bankruptcy Rule 1015(b), seeking entry of an administrative order providing for the joint administration of their chapter 11 cases. Accordingly, an administrative order to establish certain case management procedures is warranted in the Debtors' cases, pursuant to Bankruptcy Rule 1015(c).

17. In addition, section 105(a) of the Bankruptcy Code provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.

11 U.S.C. § 105(a). Section 105(a) grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutes or under equitable common law principles. Accordingly, an administrative order to establish certain case management procedures is warranted in the Debtors' cases, pursuant to section 105(a) of the Bankruptcy Code.

**The Need for the Establishment of
Case Management and Hearing Procedures**

18. Due to the substantial number of parties in interest expected to be involved in these chapter 11 cases, the Debtors submit that these chapter 11 cases require special notice procedures to promote the efficient administration of these cases. The Debtors have potentially millions of creditors and numerous other parties in interest. The Debtors anticipate that thousands of parties may file requests for notices in these chapter 11 cases under Bankruptcy Rule 2002 and that thousands of pleadings will be filed in these cases. Paper service of each filing on each notice party, as is sometimes required absent a court order to the contrary, would

be a waste of the Debtors' limited resources. Instead, because of the very significant number of parties in interest in these chapter 11 cases, the Debtors propose that they and other parties be authorized to effectuate service on most parties by electronic mail ("e-mail"), which would save the estates a significant amount of time and expense relating to the copying and mailing of paper documents. Accordingly, the Debtors submit that paper service of most pleadings in these chapter 11 cases should be made only on the main parties in interest — such as the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), any statutory committees appointed in these chapter 11 cases, certain secured lenders, Daimler, Cerberus, the U.S. Treasury and any party with a particular interest in a pleading. Thus, the Debtors request that the notice procedures outlined below (the "Notice Procedures") be implemented to address these issues.

19. In addition, due to the anticipated number of motions and other pleadings that will be filed in these chapter 11 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. The Debtors believe that the procedures outlined below (the "Hearing 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.

20. The Hearing Procedures also will provide certainty to all parties regarding the deadlines to file motions or similar applications to be heard at a regularly scheduled hearing,

as well as the deadlines for responsive pleadings. Finally, by adopting the mechanism of a hearing agenda, the Hearing Procedures will assist the Court and other parties in interest in understanding, and preparing to address, the issues scheduled for hearing.

21. The requested Notice Procedures, Hearing Procedures and certain other proposed case management procedures (collectively, the "Case Management Procedures") are outlined below.

Notice Procedures

22. Special Service List. Except for notices and related pleadings supplied by the Debtors pursuant to Bankruptcy Rules 2002(a)(1), 2002(a)(4), 2002(a)(7), 2002(b), 2002(d), 2002(f)(1), 2002(f)(2), 2002(f)(3) and 2002(f)(7), and unless otherwise provided by the order granting the relief requested in this Motion (the "Case Management Order") or another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these chapter 11 cases (including notices and orders by the Court, but not including proofs of claim or proofs of interest) (collectively, "Filings") will be served by both e-mail (in electronic, ".pdf" format) and regular U.S. mail service, hand delivery or overnight delivery (traditional paper copy) upon the following parties (collectively, the "Special Service List") except that the U.S. Trustee will be served only by regular U.S. mail, hand delivery or overnight courier (and not by e-mail):

- (a) the Debtors and their counsel;
- (b) the Debtors' claims and noticing agent, Epiq Bankruptcy Solutions, LLC ("Epiq");
- (c) the U.S. Trustee;
- (d) counsel to any official committees established pursuant to section 1102 of the Bankruptcy Code (each, a "Committee");

- (e) counsel to the administrative agent for the Debtors' prepetition senior secured lenders;
- (f) counsel to Cerberus;
- (g) counsel to the U.S. Treasury; and
- (h) counsel to the United States.

The current names and addresses of each of the parties on the Special Service List, to the extent available to date, are identified on Exhibit A attached hereto and incorporated herein by reference.

23. Requests for Additions or Deletions From Special Service List. Unless the Debtors in their sole discretion consent otherwise, any party in interest seeking to be added to the Special Service List in these chapter 11 cases will be required to file and serve a written motion seeking such relief in accordance with the motion procedures set forth in the Case Management Order and must provide a current e-mail address. Promptly after entry of an order approving any such motion, counsel to the Debtors will add the party filing such motion to the Special Service List. A party may be deleted from the Special Service List only by such party's express written request to the Debtors or upon another party's written request to, and approval of, the Court for good and sufficient cause shown.

24. General Service List. Any creditor or party-in-interest may enter an appearance and request electronic service of all motions, applications and similar moving papers, together with any supporting memoranda of law or notices thereof (collectively, the "Motions") in these chapter 11 cases by filing a written request with the Court (a "Notice Request") and providing a copy of the Notice Request to (a) counsel to the Debtors and (b) Epiq, at the addresses set forth on Exhibit A hereto. A Notice Request must include: (a) the name, organization (if any), full street address, phone number, fax number and current e-mail address

of the party requesting service; (b) if the requesting party is an attorney, the name of the person or entity (or persons or entities) that the attorney represents; and (c) a certification that the Notice Request has been served upon (i) counsel to the Debtors and (ii) Epiq, at the addresses set forth on Exhibit A hereto, and the date and manner of service. A fully and properly completed Notice Request will be deemed granted unless the Debtors file and serve a written objection to such Notice Request within ten days of service thereof. If the Notice Request does not comply with the requirements of the Case Management Order (including, without limitation, failing to provide an e-mail address for service), counsel to the Debtors or Epiq will forward a copy of the Case Management Order to the party filing the Notice Request along with a letter (a) indicating such non-compliance, (b) notifying the party that it will not be added to the list of parties entitled to receive all Motions in these chapter 11 cases (the "General Service List") unless it files a Notice Request that complies with the Case Management Order and (c) requesting that such party refile a revised corrected Notice Request. Promptly after approval or deemed approval of the Notice Request, Epiq will add the party filing such Notice Request to the General Service List. The General Service List also will include all of the parties on the Special Service List.

25. Maintenance of Service Lists. On or about the first business day of each calendar month, Epiq or the Debtors will (a) file with the Court an updated copy of the Special Service List and the General Service List (together, the "Monthly Service Lists") and (b) serve the Monthly Service Lists by e-mail on the parties identified therein. The Monthly Service Lists will indicate the month for which such list is being published. Epiq will provide a copy of the most up-to-date version of the Monthly Service Lists to any party in interest requesting a copy of the same, and will maintain copies of such lists on its website for these chapter 11 cases at <http://chapter11.epiqsystems.com/chrysler>. A Motion will be deemed served on the General

Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

26. Special Service Rules. All Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 2002(a)(6), 4001, 6004, 6006 or 6007 will be served on the parties identified on the Special Service List (and the General Service List if such Filing is a Motion) and in accordance with the following procedures:

- (a) Filings relating to the use, sale, lease or abandonment of property will be served on each entity having a known ownership interest in the property or a known lien or encumbrance on the property.
- (b) Filings relating to relief from the automatic stay under section 362 of the Bankruptcy Code or other automatic stay matters will be served, as applicable, on (i) each entity having a known ownership interest in or known lien or encumbrance on any affected property and (ii) the parties to any underlying lawsuit or administrative proceeding and their counsel of record.
- (c) Filings relating to the use of cash collateral or obtaining credit will be served on each entity with a known interest in the cash collateral and each entity with a known interest in or known lien or encumbrance on any property proposed to serve as collateral (or additional collateral) in support of the proposed use of cash collateral or new extension of credit.
- (d) Filings relating to approval of a proposed compromise or settlement will be served on each entity that is a party to the compromise and settlement.
- (e) Filings relating to rights under section 365 of the Bankruptcy Code will be served on each party to the executory contract(s) or unexpired lease(s) sought to be affected.
- (f) Filings relating to applications for payment of compensation or reimbursement of expenses of professionals will be served in accordance with any order establishing procedures for interim compensation and reimbursement of expenses for professionals entered by the Court;³

³ Concurrently herewith, the Debtors have filed their Motion Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, For an Order Establishing Procedures for Interim Monthly Compensation of Professionals.

- (g) Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest will be served on all creditors, unless otherwise ordered by the Court.
- (h) All other Filings will be served on the parties identified on the Special Service List (and the General Service List in the case of a Motion) and each entity with a particularized interest in the subject of the Filing.

27. Service by Electronic Mail. The parties on the Monthly Services Lists (other than the U.S. Trustee) will be deemed to have consented to service by e-mail in these chapter 11 cases. Absent an order of the Court to the contrary, parties on the Special Service List will be required to effectuate service by e-mail, but no other parties will be required to effectuate service by e-mail in these chapter 11 cases (although service by e-mail will be allowed).

Notwithstanding the foregoing, a summons and complaint in an adversary proceeding will not be served by e-mail. Service by e-mail will be subject to the following rules:

- (a) E-mail Subject Line. With respect to the service of any Filing, the subject line of the e-mail will include the following: (i) the Debtors' case name (*In re Chrysler LLC, et al.*) and consolidated case number, (ii) the name of the party serving such Filing and (iii) the title of the Filing being served. If the title of the Filing is too long to reasonably fit within the subject line of the e-mail, the subject line will contain a shortened version of such title, and the text of the e-mail will contain the full name of such Filing.
- (b) E-mail Attachments. All Filings served by e-mail will include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in ".pdf" format, readable by Adobe Acrobat or other equivalent document reader program commonly available without cost. The relevant Filing either will be attached to the e-mail in the format specified above or the e-mail will contain a link to such Filing in such format.
- (c) Alternative Service. Notwithstanding the foregoing, if a party is unable to serve a Filing by e-mail due to technological difficulties (e.g., the electronic file is too large to send by e-mail or the party's e-mail system is not functioning at the time of service), service by such party will be adequate if by U.S. mail or hand or overnight

delivery, as long as each of the parties on the Special Service List is served by hand or overnight delivery.

Hearing Procedures

28. Omnibus Hearing. The Court will conduct regular omnibus hearings in these chapter 11 cases to be scheduled from time to time by the Court (collectively, the "Omnibus Hearings"). Unless otherwise ordered by the Court for good cause shown, all matters that require a hearing will be heard initially at these Omnibus Hearings. The dates and times of any Omnibus Hearings will be scheduled by the Court. Counsel to the Debtors will prepare a notice setting forth the Omnibus Hearing scheduled by the Court and then file the notice on the docket and serve it upon the Monthly Service Lists in these chapter 11 cases.

29. General Motion Practice. The following procedures will be followed for Motions and objections generally, except those filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code or those motions filed pursuant to Local Rule 9074-1(c):

- (a) Any Motion will be filed and served, with a hard copy provided to judge's chambers, at least 14 calendar days prior to an Omnibus Hearing to be heard at that hearing, not taking into account the provisions of Bankruptcy Rule 9006(f). If a Motion is to be served by U.S. mail, it must be filed and served at least 17 calendar days prior to the Omnibus Hearing.
- (b) Each Motion will be served in accordance with the provisions of the Bankruptcy Rules, the Local Bankruptcy Rules and the Case Management Order. In addition, each Motion will state in the upper right-hand corner of its caption the objection date and time for the Motion and the hearing date and time for the Motion.
- (c) Any objection to a Motion (an "Objection") will be filed, with a hard copy provided to judge's chambers, and served no later than 4:00 p.m. (New York time) on the earlier of (i) ten days after the date of the filing of the Motion or (ii) the date that is five calendar days prior to the date of the hearing at which the Motion is scheduled to be heard unless either (x) the movant establishes a longer response date or (y) the movant and the objecting party

mutually agree to extend such deadline; provided, however, that an Objection will not be filed later than 4:00 p.m. (New York time) on the date that is two business days prior to the date of the Omnibus Hearing. The Objection will be served upon the movant, the parties identified on the Special Service List and such parties upon whom the Motion was required to be served pursuant to the terms of the Case Management Order. Service of an Objection will be made so as to be received (including via e-mail) by those parties required to be served no later than the deadline for filing the Objection.

- (d) If no Objection is filed and served in a timely fashion, the movant may submit an order granting the relief requested in the Motion to the Court, along with a certificate of no objection, and the Court may enter the order submitted without conducting a hearing.
- (e) If an Objection is filed, the movant or another interested party may file a reply to the Objection, with a hard copy provided to judge's chambers, by no later than two business days prior to the date of the Omnibus Hearing or, if an Objection is filed two business days prior to an Omnibus Hearing as permitted by paragraph 29(c) above, then a reply may be filed no later than 10:00 a.m. (New York time) on the business day prior to the Omnibus Hearing.

30. Motion Practice for Lift Stay Actions. Motions filed by non-debtor parties

seeking relief pursuant to section 362 of the Bankruptcy Code and objections thereto will be governed by the following procedures:

- (a) Any Motion will be filed, with a hard copy provided to judge's chambers, and served at least 20 days prior to an Omnibus Hearing to be heard initially at such hearing.
- (b) Each such Motion will be served in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules and the provisions of the Case Management Order.
- (c) If the Omnibus Hearing at which such Motion will be heard is more than 30 days after the date of service of the Motion, the movant will be deemed to have consented to the continuation of the automatic stay and waived its right to assert termination of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until such Omnibus Hearing.
- (d) Any Objections to such Motion will be filed, with a hard copy provided to judge's chambers, and served as required by the Case

Management Order no later than 4:00 p.m. (New York time) on the date that is seven days prior to the date of the Omnibus Hearing at which the Motion is scheduled to be heard.

- (e) The initial hearing on the Motion will be nonevidentiary and will be treated as a preliminary hearing pursuant to section 362(e) of the Bankruptcy Code.
- (f) If the party opposing the Motion meets its burden under section 362(e) of the Bankruptcy Code at the initial hearing, the Court will either (i) treat the preliminary hearing as consolidated with the final hearing and deny the Motion or (ii) schedule a final hearing and, upon request, schedule briefing and discovery matters. The stay will continue in effect pending the conclusion of the final hearing.
- (g) Consistent with section 362(e) of the Bankruptcy Code, any final hearing will be scheduled to be concluded within 30 days after the conclusion of the preliminary hearing unless otherwise agreed by the parties or ordered by the Court.

31. Requests for Shortened Time or Limited Notice. Upon the filing of an affidavit and a showing of good cause, a party in interest may move the Court for: (a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an "Emergency Hearing"); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or the Case Management Order, or reduction in the parties to be served with a particular pleading. Any party in interest seeking an Emergency Hearing will contact the Court in advance to coordinate such request. The Court may grant such request *ex parte* or may schedule a telephone conference with the party requesting an expedited hearing, counsel to the Debtors, counsel to any Committee and the U.S. Trustee, or such other parties as determined by the Court, in its discretion.

32. Bridge Orders Not Required in Certain Circumstances. If a Motion to extend the time for the Debtors to take any action is filed before the expiration of the period

prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time will automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

33. Certificates of Service and Notices. With respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service will be filed with the Court within three business days of such service. Parties may certify in a certificate of service that they have served the Filing on a Monthly Service List or the Monthly Service Lists, as appropriate, by referencing such list(s) and the date(s) thereof in a certificate of service. Such reference will obviate the need to attach such Monthly Lists(s) or the addresses included therein to the certificate of service. All other parties not on such lists who have been served will be identified by name and service address.

34. Violation of Procedures. If any party violates the procedures detailed in the Case Management Order — for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than an Omnibus Hearing date without prior approval of the Court — the Debtors will forward a copy of the Case Management Order to such party within five business days after such defective filing. If the notice is corrected at least 14 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter will be scheduled for such Omnibus Hearing. If the notice is corrected less than 14 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter will be scheduled for the next regularly scheduled Omnibus Hearing that

is more than 14 days (or 20 days, as applicable) from the date of the filing of the corrected notice.

35. Omnibus Hearing Practice. With respect to any Motion, the Court may proceed with a pretrial conference for such Motion at any Omnibus Hearing, as opposed to making a dispositive ruling on the Motion at that time, if the interests of fairness or the proper administration of justice so require. With respect to any Filing, if an Objection or other responsive pleading is filed in response, then the Omnibus Hearing will be deemed an evidentiary hearing at which witnesses may testify, unless the Debtors' proposed agenda (after consultation with any opposing parties) otherwise provides. If the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularity its proposed evidence and witnesses in its Objection or other responsive pleading. The party filing a Motion must identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

36. Preliminary Hearing Agenda. By 4:00 p.m. (New York time) on the third business day prior to any Omnibus Hearing, counsel to the Debtors will file with the Court a preliminary agenda for the hearing (the "Preliminary Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. For the avoidance of doubt, the Debtors are not required to serve the Preliminary Agenda on parties who were served with a Motion set for the Omnibus Hearing, but who failed to timely respond by the applicable response deadline. Each Preliminary Agenda will set forth: (a) the docket number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings, including

any Objections or Replies filed to date and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or are proposed to be adjourned to a subsequent hearing date; (d) other comments that will assist the Court in preparing for the hearing; and (e) a suggestion for the order in which the matters should be addressed at the Omnibus Hearing. The Preliminary Agenda is a proposal from the Debtors for the convenience of the Court and counsel, and it is not intended to be determinative of the matters ultimately to be heard at the Omnibus Hearing.

37. Final Hearing Agenda. By 4:00 p.m. (New York time) on the business day prior to any Omnibus Hearing, counsel to the Debtors will file with the Court a final agenda for the hearing (the "Final Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. For the avoidance of doubt, the Debtors are not required to serve the Final Agenda on parties who were served with a Motion set for the Omnibus Hearing, but who failed to timely respond by the applicable response deadline. The Final Agenda will contain the same information as the Preliminary Agenda but will update such information with any new pleadings filed for the Omnibus Hearing since the preparation of the Preliminary Agenda and any change in status for any agenda items.

38. Telephonic Appearances at Hearings. To the extent any party requests permission from the Court to appear telephonically at a hearing due to special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date. Information regarding any such telephonic participation will be noted in the Preliminary Agenda and the Final Agenda.

Additional Procedures

39. Document Requests and Access to Docket. Electronic copies of all pleadings and documents are available for a fee via PACER on the Court's website at <http://www.nysb.uscourts.gov>. Further, the Debtors' claims and noticing agent, Epiq, maintains a website at <http://chapter11.epiqsystems.com/chrysler>, where electronic copies of all pleadings and documents will be posted as soon as possible after filing and may be viewed free of charge. *It should be noted that, at any given time, the official docket on the Court's website may be more up to date than the docket maintained on Epiq's free website.*

40. Adversary Proceedings. Notwithstanding anything to the contrary herein, the prosecution of any adversary proceedings commenced in these chapter 11 cases will be subject to the Court's general case management procedures for adversary proceedings or any separate case management and scheduling orders entered with respect to such adversary proceedings. The parties on the Special Service List will be entitled to service of all Filings in adversary proceedings.

41. Modifications of Case Procedures. Nothing in the Case Management Order will prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of the Case Management Order upon a showing of good cause.

42. Adequate Notice. Notice and service accomplished in accordance with the provisions set forth in the Case Management Order will be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

43. Computation of Time. Unless otherwise specified, all time periods referenced in this Motion will be calculated in accordance with Bankruptcy Rule 9006(a).

44. Effect of Case Management Order. The Bankruptcy Rules and the Local Bankruptcy Rules will continue to apply to all proceedings in these chapter 11 cases except to the extent that any provision of the Case Management Order by its terms supersedes or is inconsistent with such rules.

45. Promulgation of Case Management Order. Within five business days after the entry of the Case Management Order, the Debtors will serve a copy of the Case Management Order on each of the parties on the Monthly Service Lists. In addition, shortly after the end of each calendar month, counsel to the Debtors or Epiq will serve a copy of the Case Management Order upon any party filing a Notice Request within such calendar month.

Initial Case Conference

46. Local Bankruptcy Rule 1007-2(e) provides that "[t]here will be submitted to the Court with the chapter 11 petition a proposed case conference order Any initial conference will be conducted approximately 30 days after the filing of the petition or at such other time as the Court may direct." The Debtors submit that proposed case conference order, attached hereto as Exhibit C, will aid in the efficient administration of these chapter 11 cases consistent with Local Bankruptcy Rule 1007-2(e).

Conclusion

47. For the reasons set forth above, the Debtors submit that the proposed Case Management Procedures will save significant time and expense for the Court, the Debtors' estates and all parties in interest, and will assist in the efficient administration of these chapter 11 cases. As a result, the Debtors submit that the Case Management Procedures are in the best interests of their estates and should be approved in their entirety.

Notice

48. No trustee or examiner has been appointed in these chapter 11 cases.

Notice of this Motion has been given to: (a) the Office of the U.S. Trustee; (b) the creditors holding the 50 largest unsecured claims against the Debtors' estates, as identified in the Debtors' chapter 11 petitions; (c) counsel to the administrative agent for the Debtors' prepetition senior secured lenders; (d) counsel to Cerberus; (e) counsel to Daimler; (f) counsel to the UAW; and (g) counsel to the U.S. Treasury. The Debtors submit that no other or further notice need be provided.

No Prior Request

49. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that this Court: (i) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein to implement case management procedures; (ii) enter an order substantially in the form attached hereto as Exhibit C, scheduling an initial case conference; and (iii) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: April 30, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

Corinne Ball
Veerle Roovers
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

David G. Heiman
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

Jeffrey B. Ellman
JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309
Telephone: (404) 521-3939
Facsimile: (404) 581-8309

PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A
SPECIAL SERVICE LIST

Debtors

Chrysler LLC
Attn: Holly E. Leese, Esq.
Senior Vice President, General Counsel and Secretary
1000 Chrysler Drive
CIMS# 485-14-36
Auburn Hills, Michigan 48326
E-mail: ChryslerOGC@chrysler.com

Counsel to the Debtors

Corinne Ball, Esq.
Veerle Roovers, Esq.
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
E-mail: cball@jonesday.com
E-mail:
vroovers@jonesday.com

David G. Heiman, Esq.
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
E-mail:
dgheiman@jonesday.com

Jeffrey B. Ellman, Esq.
JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309
Telephone: (404) 521-3939
Facsimile: (404) 581-8309
E-mail:
jbellman@jonesday.com

Office of the United States Trustee

Office of the United States Trustee, Southern District of New York
Attn: Brian S. Masumoto, Esq.
33 Whitehall Street
21st Floor
New York, New York 10004
Telephone: (212) 510-0500
Facsimile: (212) 668-2255
(Note: No service by e-mail on the U.S. Trustee)

Noticing Agent

Epiq Bankruptcy Solutions, LLC
Attn. Chrysler Claims Department
757 Third Avenue
New York, New York 10017
Facsimile: (646) 282-2501
E-mail: chrysler@epiqsystems.com

Counsel to Any Committee

[TO COME]

Counsel to the Administrative Agent for the Debtors' Prepetition Senior Secured Lenders

Peter Pantaleo, Esq.
David Eisenberg, Esq.
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000
Facsimile: (212) 455-2502
E-mail: ppantaleo@stblaw.com
E-mail: deisenberg@stblaw.com

Counsel to Cerberus

[TO COME]

Counsel to U.S. Treasury

John J. Rapisardi, Esq.
CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
E-mail: john.rapisardi@cwt.com

Counsel to the United States

Jeannette Vargas
Tara M. La Morte

Assistant United States Attorneys
Southern District of New York
86 Chambers Street, 3rd Floor
New York, NY 10007
Telephone: (212) 637-2678/2730
Facsimile: (212) 637-2702/2730
E-mail: jeannette.vargas@usdoj.gov
E-mail: tara.lamorte2@usdoj.gov

and

J. Christopher Kohn
Tracy J. Whitaker
James G. Bruen
Matthew J. Troy
John T. Stemplewicz
Attorneys, Civil Division, U.S. Department of Justice
P.O. Box 875, Ben Franklin Station
Washington, DC 20044
Telephone: (202) 514-9038/307-1104
Facsimile: (202) 514-9163
E-mail: matthew.troy@usdoj.gov
E-mail: john.stemplewicz@usdoj.gov

EXHIBIT B

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

-----X
In re : Chapter 11
Chrysler LLC, *et al.*, : Case No. 09-50002 (AJG)
Debtors. : (Jointly Administered)
-----X

**ADMINISTRATIVE ORDER, PURSUANT TO BANKRUPTCY RULE 1015(c),
ESTABLISHING CASE MANAGEMENT AND SCHEDULING PROCEDURES**

This matter coming before the Court on the 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 (the "Case Management Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Case Management Motion and the Affidavit of Ronald E. Kolka filed in support of the Debtors' first day papers (the "Affidavit") and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iii) notice of the Case Management Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Case Management Motion and the Affidavit and at the Hearing establish just cause of the relief granted herein;

¹ Capitalized terms not otherwise defined herein will have the meanings given to them in the Case Management Motion.

IT IS HEREBY ORDERED THAT:

1. The Case Management Motion is GRANTED as set forth herein.
2. The Notice Procedures, Hearing Procedures and Other Case Management

Procedures are approved as follows:

Notice Procedures

3. Special Service List. Except for notices and related pleadings supplied by the Debtors pursuant to Bankruptcy Rules 2002(a)(1), 2002(a)(4), 2002(a)(7), 2002(b), 2002(d), 2002(f)(1), 2002(f)(2), 2002(f)(3) and 2002(f)(7), and unless otherwise provided by another order of this Court, every motion, application, complaint, objection, notice, brief, memorandum, affidavit, declaration or other writing filed in these chapter 11 cases (including notices and orders by the Court, but not including proofs of claim or proofs of interest) (collectively, "Filings") shall be served by both e-mail (in electronic, ".pdf" format) and regular U.S. mail service, hand delivery or overnight delivery (traditional paper copy) upon the following parties (collectively, the "Special Service List"), except that the U.S. Trustee shall be served only by regular U.S. mail, hand delivery or overnight courier (and not by e-mail):

- (a) the Debtors and their counsel;
- (b) the Debtors' claims and noticing agent, Epiq Bankruptcy Solutions, LLC ("Epiq");
- (c) the U.S. Trustee;
- (d) counsel to any official committees established pursuant to section 1102 of the Bankruptcy Code (each, a "Committee");
- (e) counsel to the administrative agent for the Debtors' prepetition senior secured lenders;
- (f) counsel to Cerberus;
- (g) counsel to the U.S. Treasury; and
- (h) counsel to the United States.

The current names and addresses of each of the parties on the Special Service List, to the extent available to date, are identified on Annex A attached hereto and incorporated herein by reference.

4. Requests for Additions or Deletions From Special Service List. Unless the Debtors in their sole discretion consent otherwise, any party in interest seeking to be added to the Special Service List in these chapter 11 cases shall be required to file and serve a written motion seeking such relief and must provide a current e-mail address. Promptly after entry of an order approving any such motion, counsel to the Debtors shall add the party filing such motion to the Special Service List. A party may be deleted from the Special Service List only by such party's express written request to the Debtors or upon another party's written request to, and approval of, the Court for good and sufficient cause shown.

5. General Service List. Any creditor or party-in-interest may enter an appearance and request electronic service of all motions, applications and similar moving papers, together with any supporting memoranda of law or notices thereof (collectively, the "Motions"), in these chapter 11 cases by filing a written request with the Court (a "Notice Request") and providing a copy of the Notice Request to (a) counsel to the Debtors and (b) Epiq, at the addresses set forth on Annex A hereto. A Notice Request must include: (a) the name, organization (if any), full street address, phone number, fax number and current e-mail address of the party requesting service; (b) if the requesting party is an attorney, the name of the person or entity (or persons or entities) that the attorney represents; and (c) a certification that the Notice Request has been served upon (i) counsel to the Debtors and (ii) Epiq, at the addresses set forth on Annex A hereto, and the date and manner of service. A fully and properly completed Notice Request shall be deemed granted unless the Debtors file and serve a written objection to such

Notice Request within ten days of service thereof. If the Notice Request does not comply with the requirements of this Order (including, without limitation, failing to provide an e-mail address for service), counsel to the Debtors or Epiq shall forward a copy of this Order to the party filing the Notice Request along with a letter (a) indicating such non-compliance, (b) notifying the party that it shall not be added to the list of parties entitled to receive all Motions in these chapter 11 cases (the "General Service List") unless it files a Notice Request that complies with this Order and (c) requesting that such party refile a revised corrected Notice Request. Promptly after approval or deemed approval of the Notice Request, Epiq shall add the party filing such Notice Request to the General Service List. The General Service List also shall include all of the parties on the Special Service List.

6. Maintenance of Service Lists. On or about the first business day of each calendar month, Epiq or the Debtors shall (a) file with the Court an updated copy of the Special Service List and the General Service List (together, the "Monthly Service Lists") and (b) serve the Monthly Service Lists by e-mail on the parties identified therein. The Monthly Service Lists shall indicate the month for which such list is being published. Epiq shall provide a copy of the most up-to-date version of the Monthly Service Lists to any party in interest requesting a copy of the same, and shall maintain copies of such lists on its website for these chapter 11 cases at <http://chapter11.epiqsystems.com/chrysler>. A Motion shall be deemed served on the General Service List if it is served upon the most recent Monthly Service List that has been filed with the Court as of the day prior to the date of service.

7. Special Service Rules. All Filings for which particular notices are required by Bankruptcy Rules 2002(a)(2), 2002(a)(3), 2002(a)(6), 4001, 6004, 6006 or 6007

shall be served on the parties identified on the Special Service List (and the General Service List if such Filing is a Motion) and in accordance with the following procedures:

- (a) Filings relating to the use, sale, lease or abandonment of property shall be served on each entity having a known ownership interest in the property or a known lien or encumbrance on the property.
- (b) Filings relating to relief from the automatic stay under section 362 of the Bankruptcy Code or other automatic stay matters shall be served, as applicable, on (i) each entity having a known ownership interest in or known lien or encumbrance on any affected property and (ii) the parties to any underlying lawsuit or administrative proceeding and their counsel of record.
- (c) Filings relating to the use of cash collateral or obtaining credit shall be served on each entity with a known interest in the cash collateral and each entity with a known interest in or known lien or encumbrance on any property proposed to serve as collateral (or additional collateral) in support of the proposed use of cash collateral or new extension of credit.
- (d) Filings relating to approval of a proposed compromise or settlement shall be served on each entity that is a party to the compromise and settlement.
- (e) Filings relating to rights under section 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) sought to be affected.
- (f) Filings relating to applications for payment of compensation or reimbursement of expenses of professionals shall be served in accordance with any order establishing procedures for interim compensation and reimbursement of expenses for professionals entered by the Court.
- (g) Notice of other matters for which the Bankruptcy Rules require notice to all parties in interest shall be served on all creditors, unless otherwise ordered by the Court.
- (h) All other Filings shall be served on the parties identified on the Special Service List (and the General Service List in the case of a Motion) and each entity with a particularized interest in the subject of the Filing.

8. Service by Electronic Mail. The parties on the Monthly Services Lists

(other than the U.S. Trustee) shall be deemed to have consented to service by e-mail in these

chapter 11 cases. Absent an order of the Court to the contrary, parties on the Special Service List shall be required to effectuate service by e-mail, but no other parties shall be required to effectuate service by e-mail in these chapter 11 cases (although service by e-mail shall be allowed). Notwithstanding the foregoing, a summons and complaint in an adversary proceeding shall not be served by e-mail. Service by e-mail shall be subject to the following rules:

- (a) E-mail Subject Line. With respect to the service of any Filing, the subject line of the e-mail shall include the following: (i) the Debtors' case name (*In re Chrysler LLC, et al.*) and consolidated case number, (ii) the name of the party serving such Filing and (iii) the title of the Filing being served. If the title of the Filing is too long to reasonably fit within the subject line of the e-mail, the subject line shall contain a shortened version of such title, and the text of the e-mail shall contain the full name of such Filing.
- (b) E-mail Attachments. All Filings served by e-mail shall include access to a computer file containing the entire document, including the proposed form of order and any exhibits, attachments or other materials in ".pdf" format, readable by Adobe Acrobat or other equivalent document reader program commonly available without cost. The relevant Filing either shall be attached to the e-mail in the format specified above or the e-mail shall contain a link to such Filing in such format.
- (c) Alternative Service. Notwithstanding the foregoing, if a party is unable to serve a Filing by e-mail due to technological difficulties (e.g., the electronic file is too large to send by e-mail or the party's e-mail system is not functioning at the time of service), service by such party shall be adequate if by U.S. mail or hand or overnight delivery, as long as each of the parties on the Special Service List is served by hand or overnight delivery.

Hearing Procedures

9. Omnibus Hearing. The Court shall conduct regular omnibus hearings in these chapter 11 cases to be scheduled from time to time by the Court (collectively, the "Omnibus Hearings"). Unless otherwise ordered by the Court for good cause shown, all matters that require a hearing shall be heard initially at these Omnibus Hearings. The dates and times for the first five Omnibus Hearings in these chapter 11 cases are as follows:

_____, 2009, at _____.m., New York time;
_____, 2009, at _____.m., New York time;
_____, 2009, at _____.m., New York time;
_____, 2009, at _____.m., New York time; and
_____, 2009, at _____.m., New York time.

The dates and times of any additional Omnibus Hearings shall be scheduled by the Court.

Counsel to the Debtors shall prepare a notice setting forth the Omnibus Hearings scheduled by the Court and then file the notice on the docket and serve it upon the Monthly Service Lists in these chapter 11 cases.

10. General Motion Practice. The following procedures shall be followed for Motions and objections generally, except those filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code or those motions filed pursuant to Local Rule 9074-1(c):

- (a) Any Motion shall be filed and served, with a hard copy provided to judge's chambers, at least 14 calendar days prior to an Omnibus Hearing to be heard at that hearing, not taking into account the provisions of Bankruptcy Rule 9006(f). If a Motion is to be served by U.S. mail, it must be filed and served at least 17 calendar days prior to the Omnibus Hearing.
- (b) Each Motion shall be served in accordance with the provisions of the Bankruptcy Rules, the Local Bankruptcy Rules and this Order. In addition, each Motion shall state in the upper right-hand corner of its caption the objection date and time for the Motion and the hearing date and time for the Motion.
- (c) Any objection to a Motion (an "Objection") shall be filed, with a hard copy provided to judge's chambers, and served no later than 4:00 p.m. (New York time) on the earlier of (i) ten days after the date of the filing of the Motion or (ii) the date that is five calendar days prior to the date of the hearing at which the Motion is scheduled to be heard unless either (x) the movant establishes a longer response date or (y) the movant and the objecting party mutually agree to extend such deadline; provided, however, that an

Objection shall not be filed later than 4:00 p.m. (New York time) on the date that is two business days prior to the date of the Omnibus Hearing. The Objection shall be served upon the movant, the parties identified on the Special Service List and such parties upon whom the Motion was required to be served pursuant to the terms of this Order. Service of an Objection shall be made so as to be received (including via e-mail) by those parties required to be served no later than the deadline for filing the Objection.

- (d) If no Objection is filed and served in a timely fashion, the movant may submit an order granting the relief requested in the Motion to the Court, along with a certificate of no objection, and the Court may enter the order submitted without conducting a hearing.
- (e) If an Objection is filed, the movant or another interested party may file a reply to the Objection, with a hard copy provided to judge's chambers, by no later than two business days prior to the date of the Omnibus Hearing or, if an Objection is filed two business days prior to an Omnibus Hearing as permitted by paragraph 10(c) above, then a reply may be filed no later than 10:00 a.m. (New York time) on the business day prior to the Omnibus Hearing.

11. Motion Practice for Lift Stay Actions. Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code and objections thereto shall be governed by the following procedures:

- (a) Any Motion shall be filed, with a hard copy provided to judge's chambers, and served at least 20 days prior to an Omnibus Hearing to be heard initially at such hearing.
- (b) Each such Motion shall be served in accordance with the Bankruptcy Rules, the Local Bankruptcy Rules and the provisions of this Order.
- (c) If the Omnibus Hearing at which such Motion shall be heard is more than 30 days after the date of service of the Motion, the movant shall be deemed to have consented to the continuation of the automatic stay and waived its right to assert termination of the automatic stay pursuant to section 362(e) of the Bankruptcy Code until such Omnibus Hearing.
- (d) Any Objections to such Motion shall be filed, with a hard copy provided to judge's chambers, and served as required by this Order no later than 4:00 p.m. (New York time) on the date that is seven

days prior to the date of the Omnibus Hearing at which the Motion is scheduled to be heard.

- (e) The initial hearing on the Motion shall be nonevidentiary and shall be treated as a preliminary hearing pursuant to section 362(e) of the Bankruptcy Code.
- (f) If the party opposing the Motion meets its burden under section 362(e) of the Bankruptcy Code at the initial hearing, the Court shall either (i) treat the preliminary hearing as consolidated with the final hearing and deny the Motion or (ii) schedule a final hearing and, upon request, schedule briefing and discovery matters. The stay shall continue in effect pending the conclusion of the final hearing.
- (g) Consistent with section 362(e) of the Bankruptcy Code, any final hearing shall be scheduled to be concluded within 30 days after the conclusion of the preliminary hearing unless otherwise agreed by the parties or ordered by the Court.

12. Requests for Shortened Time or Limited Notice. Upon the filing of an affidavit and a showing of good cause, a party in interest may move the Court for:

(a) emergency consideration of a Motion at a hearing before the next Omnibus Hearing and upon shortened notice (an "Emergency Hearing"); (b) consideration of a Motion at the next Omnibus Hearing upon shortened time; or (c) some other reduction of a time period under Bankruptcy Rules 9006(b) or 9006(c) or this Order, or reduction in the parties to be served with a particular pleading. Any party in interest seeking an Emergency Hearing shall contact the Court in advance to coordinate such request. The Court may grant such request *ex parte* or may schedule a telephone conference with the party requesting an expedited hearing, counsel to the Debtors, counsel to any Committee and the U.S. Trustee or such other parties as determined by the Court, in its discretion.

13. Bridge Orders Not Required in Certain Circumstances. If a Motion to extend the time for the Debtors to take any action is filed before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the

provisions of any order entered by this Court, the time shall automatically be extended until the Court acts on the Motion, without the necessity for the entry of a bridge order.

14. Certificates of Service and Notices. With respect to all Filings, an appropriate certificate of service indicating the party serving the Filing, the parties on which the Filing was served and the date and manner of service shall be filed with the Court within three business days of such service. Parties may certify in a certificate of service that they have served the Filing on a Monthly Service List or the Monthly Service Lists, as appropriate, by referencing such list(s) and the date(s) thereof in a certificate of service. Such reference shall obviate the need to attach such Monthly Lists(s) or the addresses included therein to the certificate of service. All other parties not on such lists who have been served shall be identified by name and service address.

15. Violation of Procedures. If any party violates the procedures detailed in this Order — for example, by setting a matter for the next regularly scheduled Omnibus Hearing without adequate notice or by setting a matter for a date other than an Omnibus Hearing date without prior approval of the Court — the Debtors shall forward a copy of this Order to such party within five business days after such defective filing. If the notice is corrected at least 14 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter shall be scheduled for such Omnibus Hearing. If the notice is corrected less than 14 days prior to the next regularly scheduled Omnibus Hearing (or 20 days for Motions filed by non-debtor parties seeking relief pursuant to section 362 of the Bankruptcy Code), then the matter shall be scheduled for the next regularly scheduled Omnibus Hearing that is more than 14 days (or 20 days, as applicable) from the date of the filing of the corrected notice.

16. Omnibus Hearing Practice. With respect to any Motion, the Court may proceed with a pretrial conference for such Motion at any Omnibus Hearing, as opposed to making a dispositive ruling on the Motion at that time, if the interests of fairness or the proper administration of justice so require. With respect to any Filing, if an Objection or other responsive pleading is filed in response, then the Omnibus Hearing shall be deemed an evidentiary hearing at which witnesses may testify, unless the Debtors' proposed agenda (after consultation with any opposing parties) otherwise provides. If the objecting party intends to introduce evidence or witnesses, it must identify with reasonable particularity its proposed evidence and witnesses in its Objection or other responsive pleading. The party filing a Motion must identify its proposed evidence and witnesses within two business days of a written request therefor made by the objecting party, or within such later time as agreed to in writing by the parties.

17. Preliminary Hearing Agenda. By 4:00 p.m. (New York time) on the third business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a preliminary agenda for the hearing (the "Preliminary Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. For the avoidance of doubt, the Debtors are not required to serve the Preliminary Agenda on parties who were served with a Motion set for the Omnibus Hearing, but who failed to timely respond by the applicable response deadline. Each Preliminary Agenda shall set forth: (a) the docket number and title of each matter scheduled for the Omnibus Hearing; (b) all related pleadings, including any Objections or Replies filed to date and, as a result, whether each matter is contested or uncontested; (c) whether any matters have settled or are proposed to be adjourned to a

subsequent hearing date; (d) other comments that shall assist the Court in preparing for the hearing; and (e) a suggestion for the order in which the matters should be addressed at the Omnibus Hearing. The Preliminary Agenda is a proposal from the Debtors for the convenience of the Court and counsel, and it is not intended to be determinative of the matters ultimately to be heard at the Omnibus Hearing.

18. Final Hearing Agenda. By 4:00 p.m. (New York time) on the business day prior to any Omnibus Hearing, counsel to the Debtors shall file with the Court a final agenda for the hearing (the "Final Agenda") and serve such agenda on the following: (a) the Court; (b) the parties on the Special Service List; and (c) all persons or entities that are affected directly by the matters to be heard at the Omnibus Hearing. For the avoidance of doubt, the Debtors are not required to serve the Final Agenda on parties who were served with a Motion set for the Omnibus Hearing, but who failed to timely respond by the applicable response deadline. The Final Agenda shall contain the same information as the Preliminary Agenda, but shall update such information with any new pleadings filed for the Omnibus Hearing since the preparation of the Preliminary Agenda and any change in status for any agenda items.

19. Telephonic Appearances at Hearings. To the extent any party requests permission from the Court to appear telephonically at a hearing due to special circumstances, such party is required to notify counsel for the Debtors in writing regarding such request at least three business days prior to the applicable hearing date. Information regarding any such telephonic participation shall be noted in the Preliminary Agenda and the Final Agenda.

Additional Procedures

20. Document Requests and Access to Docket. Electronic copies of all pleadings and documents are available for a fee via PACER on the Court's website at

<http://www.nysb.uscourts.gov>. Further, the Debtors' claims and noticing agent, Epiq, maintains a website at <http://chapter11.epiqsystems.com/chrysler>, where electronic copies of all pleadings and documents shall be posted as soon as possible after filing and may be viewed free of charge. *Parties should note that, at any given time, the official docket on the Court's website may be more up to date than the docket maintained on Epiq's free website.*

21. Adversary Proceedings. Notwithstanding anything to the contrary herein, the prosecution of any adversary proceedings commenced in these chapter 11 cases shall be subject to the Court's general case management procedures for adversary proceedings or any separate case management and scheduling orders entered with respect to such adversary proceedings. The parties on the Special Service List shall be entitled to service of all Filings in adversary proceedings.

22. Modifications of Case Procedures. Nothing in this Order shall prejudice the rights of any party in interest to seek an amendment or waiver of the provisions of this Order upon a showing of good cause.

23. Adequate Notice. Notice and service accomplished in accordance with the provisions set forth in this Order shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

24. Computation of Time. Unless otherwise specified, all time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

25. Effect of Case Management Order. The Bankruptcy Rules and the Local Bankruptcy Rules shall continue to apply to all proceedings in these chapter 11 cases except to the extent that any provision of this Order by its terms supersedes or is inconsistent with such rules.

26. Promulgation of Case Management Order. Within five business days after the entry of this Order, the Debtors shall serve a copy of this Order on each of the parties on the Monthly Service Lists. In addition, shortly after the end of each calendar month, counsel to the Debtors or Epiq shall serve a copy of this Order upon any party filing a Notice Request within such calendar month.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

ANNEX A TO ORDER
SPECIAL SERVICE LIST

Debtors

Chrysler LLC
Attn: Holly E. Leese, Esq.
Senior Vice President, General Counsel and Secretary
1000 Chrysler Drive
CIMS# 485-14-36
Auburn Hills, Michigan 48326
E-mail: ChryslerOGC@chrysler.com

Counsel to the Debtors

Corinne Ball, Esq.
Veerle Roovers, Esq.
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
E-mail: cball@jonesday.com
E-mail:
vroovers@jonesday.com

David G. Heiman, Esq.
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
E-mail:
dgheiman@jonesday.com

Jeffrey B. Ellman, Esq.
JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309
Telephone: (404) 521-3939
Facsimile: (404) 581-8309
E-mail:
jbellman@jonesday.com

Office of the United States Trustee

Office of the United States Trustee, Southern District of New York
Attn: Brian S. Masumoto, Esq.
33 Whitehall Street
21st Floor
New York, New York 10004
Telephone: (212) 510-0500
Facsimile: (212) 668-2255
(Note: No service by e-mail on the U.S. Trustee)

Noticing Agent

Epiq Bankruptcy Solutions, LLC
Attn. Chrysler Claims Department
757 Third Avenue
New York, New York 10017
Facsimile: (646) 282-2501
E-mail: chrysler@epiqsystems.com

Counsel to Any Committee

[TO COME]

Counsel to the Administrative Agent for the Debtors' Prepetition Senior Secured Lenders

Peter Pantaleo, Esq.
David Eisenberg, Esq.
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000
Facsimile: (212) 455-2502
E-mail: ppantaleo@stblaw.com
E-mail: deisenberg@stblaw.com

Counsel to Cerberus

[TO COME]

Counsel to U.S. Treasury

John J. Rapisardi, Esq.
CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
E-mail: john.rapisardi@cwt.com

Counsel to the United States

Jeannette Vargas
Tara M. La Morte
Assistant United States Attorneys
Southern District of New York
86 Chambers Street, 3rd Floor
New York, NY 10007
Telephone: (212) 637-2678/2730
Facsimile: (212) 637-2702/2730
E-mail: jeannette.vargas@usdoj.gov
E-mail: tara.lamorte2@usdoj.gov

and

J. Christopher Kohn
Tracy J. Whitaker
James G. Bruen
Matthew J. Troy
John T. Stemplewicz
Attorneys, Civil Division, U.S. Department of Justice
P.O. Box 875, Ben Franklin Station
Washington, DC 20044
Telephone: (202) 514-9038/307-1104
Facsimile: (202) 514-9163
E-mail: matthew.troy@usdoj.gov
E-mail: john.stemplewicz@usdoj.gov

EXHIBIT C

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

-----X
In re : Chapter 11
Chrysler LLC, *et al.*, : Case No. 09-50002 (AJG)
Debtors. : (Jointly Administered)
-----X

ORDER SCHEDULING INITIAL CASE CONFERENCE

The debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") having filed petitions for reorganization under chapter 11 of the Bankruptcy Code on April 30, 2009, and the Court having determined that a case management conference will aid in the efficient conduct of the case, it is

ORDERED, pursuant to 11 U.S.C. § 105(d), that an initial case management conference will be conducted by the undersigned Bankruptcy Judge in Room ____, United States Bankruptcy Court, One Bowling Green, New York, New York 10004 on _____, 2009, at __: __.__.m., New York time, or as soon thereafter as counsel may be heard, to consider the efficient administration of the case, which may include, *inter alia*, such topics as retention of professionals, creation of a committee to review budget and fee requests, use of alternative dispute resolution, timetables and scheduling of additional case management conferences; and it is further

ORDERED, that the Debtors shall give notice by mail of this order at least seven days prior to the scheduled conference to each committee appointed to serve in the case pursuant to 11 U.S.C. § 1102 (or, if no committee has been appointed, to the holders of the 50 largest

unsecured claims), the holders of the five largest secured claims, any postpetition lender to the Debtors and the United States Trustee, and shall promptly file proof of service of such notice with the Clerk of the Court.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE