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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
FOR THE ENTRY OF AN ORDER (A) SCHEDULING EXPEDITED
HEARINGS ON FIRST DAY MOTIONS FILED BY THE DEBTORS
AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

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,

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).

working with all key stakeholders and with the support of the U.S. government, the Debtors have 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 enter 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. By this Motion, the Debtors are seeking the entry of an order (a) scheduling expedited hearings on certain first day motions and applications filed by the Debtors contemporaneously herewith or to be filed shortly and identified on the attached Exhibit A (collectively, the "First Day Motions") and (b) approving the form and manner of Notice of Chapter 11 Filing and of First Day Motions thereof (the "First Day Notice"), which is attached hereto as Exhibit C.

Argument

Expedited Hearing is Necessary

15. As described in detail in each of the First Day Motions, the related memoranda of law and the Affidavit of Ronald E. Kolka in support of First Day Pleadings (the "Affidavit") filed in support of the First Day Motions, the relief requested in the First Day Motions is essential to preserving the value of the Debtors' business assets, ensuring the smooth administration of these cases and maximizing value for all stakeholders. Accordingly, the

Debtors believe that the First Day Motions involve matters that require expedited, emergency hearings and respectfully request that the Court schedule such hearings on the First Day Motions to be conducted on (a) May 1, 2009 at 10:00 a.m. Eastern Time (the "May 1 Hearing"), to consider, among others, certain critical motions seeking Court authority to (i) pay certain prepetition wage and benefits claims of their employees and certain warranty claims of their customers and (ii) approve cash management procedures and (b) May 4, 2009 at 10:00 a.m. (the "May 4 Hearing" and, together with the May 1 Hearing, the "First Day Hearings"), to consider the remainder of the First Day Motions.

16. To allow the relief sought in the First Day Motions to be heard in an expedited manner, the Debtors respectfully request that the Court schedule the First Day Hearings on the First Day Motions described in the proposed agenda for the May 1 Hearing attached hereto as Exhibit A and the proposed agenda for the May 4 Hearing attached hereto as Exhibit B. A copy of a notice of the First Day Hearings is attached hereto as Exhibit C. A certification of the exigent nature of the relief requested herein is attached hereto as Exhibit D.³

Service of First Day Notice

17. The Debtors propose to serve the First Day Notice by facsimile, electronic transmission (e-mail) and/or hand delivery as soon as practicable after the entry of an order granting this Motion on the following parties (collectively, the "Notice Parties"):

- (a) the United States Trustee for the Southern District of New York (the "U.S. Trustee");

³ Where Rules 6003, 6004 or 6006 of the Federal Rules of Bankruptcy Procedure require a special showing by the Debtors, the details specifically making that showing are in: (a) the applicable First Day Motion, (b) any related pleadings, (c) the Affidavit in the case of certain First Day Motions or (d) other affidavits or declarations filed in support.

- (b) the creditors holding the 50 largest unsecured claims against the Debtors' estates, as identified in the consolidated top 50 list included with the Debtors' chapter 11 petitions (collectively, the "Top 50 Creditors");
- (c) counsel to the administrative agent for the Debtors' prepetition senior secured lenders (the "Administrative Agent");
- (d) counsel to Cerberus;
- (e) counsel to Daimler;
- (f) counsel to the U.S. Treasury;
- (g) counsel to International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW) and the other unions representing the Debtors' employees; and
- (h) the United States Government.

18. The First Day Notice may be viewed on

<http://chapter11.epiqsystems.com/chrysler> and on this Court's website. In light of the nature of the relief requested, the Debtors submit that this notice was adequate and appropriate under the circumstances, and that no other or further notice is necessary.

Notice

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

Notice of this Motion has been given to: (a) the U.S. Trustee; (b) the Top 50 Creditors; (c) counsel to the Administrative Agent; (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 and that the relief requested herein may be granted on an *ex parte* basis.

No Prior Request

20. 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 E, granting the relief requested herein and finding the First Day Notice to be adequate and appropriate notice under the circumstances of these chapter 11 cases if given as described herein; and (ii) grant such other and further relief as the Court may deem proper.

Dated: April 30, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

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PROPOSED ATTORNEYS FOR DEBTORS
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EXHIBIT A

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

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

PROPOSED (MAY 1, 2009 AT 10:00 A.M.) HEARING AGENDA

Location of Hearings: United States Bankruptcy Court for the Southern District of
New York, Alexander Hamilton Custom House, One Bowling
Green, New York, New York 10004-1408

I. Introduction and Request for First Day Hearing

1. **"First Day Affidavit"** — Affidavit of Ronald E. Kolka In Support of First Day Pleadings.

* **Introductory Presentation**

II. First Day Matters

A. Motions Regarding Administrative and Procedural Matters

2. **"Joint Administration"** — 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 (Final Order).
3. **"Confirming Automatic Stay"** — 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 (Final Order).

B. Motions Regarding Commercial Relations

4. **"Employee Wages"** — 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 Wages, Salaries and Related Items; (B) Prepetition Regular Employee Business Expenses; (C) Prepetition Contributions to, and Benefits Under, Employee Benefit Plans; (D) Prepetition Regular Employee Payroll Deductions and Withholdings; (E) Prepetition Additional Workforce Costs; and (F) All Costs and Expenses Incident to the Foregoing Payments and Contributions (Final Order); and
5. **"Customer and Dealer Obligations"** — Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363(c) of the Bankruptcy Code, for Interim and Final Orders Authorizing the Debtors to Honor or Pay Prepetition Obligations to or for the Benefit of Their Dealers and Other Customers, and for Related Relief (Interim Order regarding Warranties and Extended Service only).

C. Motions Regarding Cash Management

6. **"Cash Management"** — Motion of Debtors and Debtors in Possession, Pursuant to Sections 345, 363(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 (Interim Order).

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Dated: April 30, 2009
New York, New York

Respectfully submitted,

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PROPOSED ATTORNEYS FOR DEBTORS
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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

PROPOSED (MAY 4, 2009 AT 10:00 A.M.) HEARING AGENDA

Location of Hearings: United States Bankruptcy Court for the Southern District of
New York, Alexander Hamilton Custom House, One Bowling
Green, New York, New York 10004-1408

I. Introduction and Request for First Day Hearing

1. **"First Day Affidavit" — Affidavit of Ronald E. Kolka Pursuant to Local In Support of First Day Pleadings.**

* **Introductory Presentation**

II. First Day Matters

A. Motions Regarding Administrative and Procedural Matters

2. **"Jones Day Pro Hac Vice" — Motions For Admission to Practice, *Pro Hac Vice*, Under Local Bankruptcy Rule 2090-1(b) (Final Orders);**
3. **"Case Management" — 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 (Final Order);**
4. **"Consolidated Lists" — 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 (Final Order);**
5. **"Epiq Appointment" — 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 (Final Order);**
6. **"Extension for Schedules" — 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 (Final Order);**
7. **"503(b)(9) Claims" — 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 (Final Order);**

8. **"Reclamation Claim Procedures"** — 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 (Interim Order);
9. **"Interim Compensation"** — Motion of Debtors and Debtors in Possession, 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 (Final Order);

B. Motions Regarding Employee Matters

10. **"Workers' Compensation"** — 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 (Final Order).

C. Motions Regarding Commercial Relations

11. **"Confirming Administrative Priority"** — 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 (Final Order);
12. **"Utilities"** — 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 (Interim Order).
13. **"Customer and Dealer Obligations"** — Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a) and 363(c) of the Bankruptcy Code, For Interim and Final Orders Authorizing the Debtors to Honor or Pay Prepetition Obligations to or for the Benefit of Their Dealers and Other Customers, and for Related Relief (Interim and Final Orders);
14. **"Essential Supplier Claims"** — 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 (Interim and Final Orders);

15. **"Lienholder Claims"** — 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 (Final Order); and

D. Motions Regarding Taxes

16. **"Taxes"** — 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 (Final Order).

E. Financing

17. **"DIP Financing"** — 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 Secured Parties (Interim Order).

F. Sale Procedures

18. **"Approval of Sale Procedures"** — Motion of Debtors and Debtors in Possession, Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 6006, for (I) An Order (A) Approving Bidding Procedures and Bidder Protections for the Sale of Substantially All of the Debtors' Assets and (B) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Authorizing the Sale of Substantially All of the Debtors' Assets, Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (C) Granting Certain Related Relief (Procedures Order).

Dated: April 30, 2009
New York, New York

Respectfully submitted,

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

-----X
In re : Chapter 11
Chrysler LLC, *et al.*,¹ : Case No. 09-50002 (AJG)
Debtors. : (Jointly Administered)
-----X

NOTICE OF CHAPTER 11 FILING AND OF FIRST DAY MOTIONS

PLEASE TAKE NOTICE THAT:

1. On April 30, 2009, Chrysler LLC and 24 of its domestic subsidiaries (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

2. Together with their petitions, the Debtors also filed and requested a prompt Court hearing on May 1, 2009 at 10:00 a.m., Eastern Time (the "May 1 Hearing"), on certain motions seeking court orders (i) authorizing the Debtors to pay certain prepetition wage and benefits claims of their

¹ A list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) Docket No. ____ and also can be found at <http://chapter11.epiqsystems.com/chrysler>.

employees; (ii) authorizing the Debtors to pay certain warranty claims of their customers; (iii) authorizing the Debtors to continue to use their cash management system; (iv) directing the joint administration of the Debtors' chapter 11 cases; and (v) confirming the protections of section 362, 365 and 525 of the Bankruptcy Code (collectively, the "May 1 Motions"), listed on the proposed May 1 Hearing agenda attached hereto.

3. The Court scheduled the May 1 Hearing for May 1, 2009 at 10:00 a.m. in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

4. The Debtors additionally requested a prompt Court hearing on May 4, 2009 (the "May 4 Hearing") to consider the remainder of the first day motions (collectively with the May 1 Motions, the "First Day Motions") listed on the proposed May 4 Hearing agenda attached hereto.

5. The Court scheduled the May 4 Hearing for May 4, 2009 at 10:00 a.m. in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

6. A copy of each of the First Day Motions can be viewed on the Court's website www.ecf.nysb.uscourts.gov or at <http://chapter11.epiqsystems.com/chrysler>.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney if you have one in these bankruptcy cases. (If you do not have an attorney in these bankruptcy cases, you may wish to consult one.)

If you do not want the Court to grant the relief requested in the First Day Motions and Authorization Motions, or if you want the Court to consider your view on the First Day Motions, you or your attorney must attend the First Day Hearing. **If you or your attorney do not attend the May 1 Hearing or the May 4 Hearing, the Court may grant the relief requested in the First Day Motions.**

Dated: _____, 2009
New York, New York

Respectfully submitted,

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**PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION**

EXHIBIT D

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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

**BANKRUPTCY RULE 9011 CERTIFICATION
REGARDING REQUEST FOR EMERGENCY HEARINGS**

1. I, Corinne Ball, hereby certify, as a member of the Bar of this Court, that I have carefully examined this matter, and that there is a true necessity for emergency hearings.

2. I certify further that the necessity for these emergency hearings has not been caused by any lack of due diligence or intentional action or failure to act on my part or by my client, but has been brought about only by the circumstances of these chapter 11 cases.

3. I certify that this matter cannot be resolved without the hearings, in that the exigency of the situation, as described in the attached Motion of Debtors and Debtors in Possession for the Entry of an Order (A) Scheduling Expedited Hearings on First Day Motions Filed by the Debtors and (B) Approving the Form and Manner of Notice Thereof (the "Expedited Hearings Motion"), requires that this Court immediately consider the relief requested in the First Day Motions (as defined in the Expedited Hearings Motion).

Dated: April 30, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

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ONE OF THE PROPOSED ATTORNEYS
FOR DEBTORS AND DEBTORS IN
POSSESSION

EXHIBIT E

**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 (A) SCHEDULING EXPEDITED
HEARINGS ON FIRST DAY MOTIONS FILED BY THE
DEBTORS AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for the Entry of (A) an Order Scheduling Expedited Hearings on First Day Motions Filed by the Debtors and (B) Approving Form and Manner of Notice Thereof (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion, the Affidavit of Ronald E. Kolka in Support of the First Day Pleadings (the "Kolka Affidavit") and the Bankruptcy Rule 9011 Certification of Corinne Ball Regarding Request for Emergency Hearings (the "Ball Certification") attached to the Motion as Exhibit D; 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), (iii) it appears that proper and adequate notice of the Motion has been given and that no other or further notice is necessary and (iv) the exigency of the situation justifies immediate hearings on the First Day Motions; and the Court having

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

determined that the legal and factual bases set forth in the Motion, the Kolka Affidavit and the Ball Certification establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court shall conduct the May 1 Hearing to consider the items on the Agenda Letter attached to the Motion as Exhibit A on May 1, 2009 at 10:00 a.m. in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.
3. The Court shall conduct the May 4 Hearing to consider the items on the Agenda letter attached to the Motion as Exhibit B on May 4, 2009 at 10:00 a.m. in Courtroom 523 at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 1408.
4. The form of Notice of Chapter 11 Filing and of First Day Motions (the "First Day Notice") attached to the Motion as Exhibit C is approved in all respects.
5. Service of the First Day Notice to the First Day Notice Parties as determined in the Motion is adequate and appropriate notice under the circumstances of the Debtors' chapter 11 cases.
6. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE