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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.*, :
Debtors. : Case No. 09-50002 (AJG)
: (Jointly Administered)
: :
-----X

**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**

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. Pursuant to Rules 2002(a), (f), (l) and (m) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1007-1 of the Local Rules for the United States Bankruptcy Court of the Southern District of New York (the "Local Bankruptcy Rules"), the Debtors hereby seek the entry of an order: (a) waiving the requirement that each Debtor file a list of creditors on the Petition Date, pursuant to section 521(a)(1) of the Bankruptcy Code and Bankruptcy Rule 1007(a)(1) (collectively, the "Notice Rules"); (b) approving the form and manner of notice (the "Commencement Notice") of the commencement of these chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the "Section 341 Meeting"), substantially in the form attached hereto as Exhibit A; and (c) authorizing the Debtors to file a single consolidated list of the 50 largest unsecured creditors in these cases in lieu of filing separate lists of the 20 largest unsecured creditors of each Debtor pursuant to Bankruptcy Rule 1007(d).

Request for Waiver of the Notice Rules

15. Pursuant to the Notice Rules, a chapter 11 petition must be accompanied by a list of creditors containing the name and address of each entity included or to be included on a debtor's schedules of liabilities.³ The Debtors comprise an exceptionally large and complex enterprise with potentially millions of creditors. As such, the Debtors were not able to prepare their schedules of liabilities for filing on the Petition Date.⁴

16. Local Bankruptcy Rule 1007-1 provides that "[a] person filing any lists, schedules or statements pursuant to Bankruptcy Rule 1007 shall comply with such filing requirements as are contained in any standing order issued by the Court." In turn, General Order M-192 of the United States Bankruptcy Court for the Southern District of New York (the "Standing Order") provides that any debtor "with one thousand (1000) or more creditors and equity security holders" should "immediately contact the Clerk of Court to determine if 28 U.S.C. § 156(c)" applies to its case.⁵ Standing Order at 2. The Debtors have conferred with the Clerk of Court and have been (a) informed that 28 U.S.C. § 156(c) applies to their cases and (b) instructed by the Clerk of Court not to file a list of creditors.

17. The Debtors have contemporaneously filed a motion, pursuant to 28 U.S.C. § 156(c), for an order authorizing the appointment of Epiq Bankruptcy Solutions, LLC

³ Specifically, section 521(a)(1) of the Bankruptcy Code provides that "[t]he debtor shall — file a list of creditors . . ." 11 U.S.C. § 521(a)(1). Bankruptcy Rule 1007(a)(1) implements the requirement of section 521 of the Bankruptcy Code by requiring that a voluntary debtor "shall file with the petition a list containing the name and address of each entity included or to be included on Schedules D, E, F, G, and H as prescribed by the Official Forms."

⁴ Contemporaneously herewith, the Debtors have filed a motion for a 60-day extension of the time to file, among other things, their schedules of assets and liabilities.

⁵ 28 U.S.C. § 156(c) authorizes the use of non-court services for noticing, providing that "[a]ny court may utilize . . . services, either on or off the court's premises, which pertain to the provision of notices . . . to parties in cases filed under the provisions of title 11 The utilization of such . . . services shall be subject to such conditions and limitations as the pertinent circuit council may prescribe." 28 U.S.C. § 156(c).

("Epiq") as claims and noticing agent in these chapter 11 cases. The Debtors intend to furnish their list of creditors to Epiq so that Epiq can undertake the mailing of the Commencement Notice, pursuant to section 342(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a) and (f).⁶ Because Epiq will receive a list of the Debtors' creditors, and will use that list to furnish those creditors with the Commencement Notice, the filing of a list of creditors pursuant to the Notice Rules serves no practical purpose. Accordingly, the Notice Rules should be waived in these chapter 11 cases.

Request for Approval of the Form and Manner of the Commencement Notice

18. The Debtors additionally request authority for Epiq to serve the Commencement Notice, substantially in the form of Official Bankruptcy Form 9 (for chapter 11 cases) and as included in the attached Exhibit A.⁷ The Debtors propose that the Commencement Notice would be served by regular U.S. mail, postage prepaid, on those entities entitled to receive such notice pursuant to Bankruptcy Rule 2002(a), with the exception of the millions of owners of vehicles manufactured by the Debtors who hold potential vehicle warranty claims (collectively, the "Warranty Parties"), no later than five business days after the Debtors receive notice from the United States Trustee (the "U.S. Trustee") of the time and place of the Section 341 Meeting. The Debtors hereby request that the Court approve the foregoing as providing sufficient notice of the commencement of these chapter 11 cases and the Section 341 Meeting.

⁶ Section 342 of the Bankruptcy Code provides that "[t]here shall be given such notice as is appropriate . . . of an order for relief in a case under this title." 11 U.S.C. § 342(a). Bankruptcy Rule 2002(a) provides that "the clerk, or some other person as the court may direct, shall give . . . at least 20 days' notice by mail of: (1) the meeting of creditors under § 341 or § 1104(b) of the Code" Bankruptcy Rule 2002(f) provides that "the clerk, or some other person as the court may direct, shall give . . . notice by mail of: (1) the order for relief. . . ."

⁷ No bar date for the filing of proofs of claim in these cases has been established. Accordingly, the Case Commencement Notice will not include a notice of the bar date. The Debtors intend to seek Court approval of a notice of bar date at an appropriate juncture in these chapter 11 cases.

19. Due to the substantial number of Warranty Parties comprising millions of vehicle owners, the Debtors hereby seek to provide notice to the Warranty Parties by publication notice only in *USA Today* and the national and international editions of *The Wall Street Journal*. Notice by publication is authorized under the Bankruptcy Code and the Bankruptcy Rules. Bankruptcy Rule 2002(a) provides that notice of certain matters must be given to all of the Debtors' creditors, equity holders and other parties in interest. Bankruptcy Rule 2002(m) provides that "[t]he Court may . . . enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules." Bankruptcy Rule 2002(m). Further, Bankruptcy Rule 2002(1) provides that "the court may order notice by publication if it finds that notice by mail is impracticable"

20. Section 105(a) of the Bankruptcy Code, which codifies the equitable powers of the bankruptcy courts, authorizes the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code]." 11 U.S.C. § 105(a); see also Schwartz v. Aquatic Dev. Group, Inc. (In re Aquatic Dev. Group, Inc.), 352 F.3d 671, 680 (2d Cir. 2003) (stating that "it is axiomatic that bankruptcy courts are courts of equity, empowered to invoke equitable principles to achieve fairness and justice") (citation omitted).

21. The Debtors respectfully submit that providing only publication notice to the Warranty Parties will significantly reduce the Debtors' administrative burden and that none of the Warranty Parties will be prejudiced by the relief requested. Moreover it will result in substantial savings for the Debtors' estates to the benefit of all parties in interest. Relief similar to that requested in this Motion has been granted in comparable chapter 11 cases in this District.

See, e.g., In re Bally Total Fitness of Greater New York, Inc., 08-14818 (BRL) (Bankr. S.D.N.Y. Dec. 9, 2008) (authorizing publication notice for current and former members); In re Bally Total Fitness of Greater New York, Inc., No. 07-12395 (BRL) (Bankr. S.D.N.Y. Aug. 1, 2007) (same).

Request for Authority to File a Single Consolidated List of Creditors

22. Pursuant to Bankruptcy Rule 1007(d), a chapter 11 debtor must file with its voluntary petition a list setting forth the names, addresses and claim amounts of those creditors, excluding insiders, holding the 20 largest unsecured claims in the debtor's case (a "Top 20 List"). This Top 20 List primarily is used by the U.S. Trustee to evaluate the types and amounts of unsecured claims against the debtor and, thus, identify potential candidates to serve on any official committee of unsecured creditors appointed in the debtor's chapter 11 case under section 1102 of the Bankruptcy Code. See In re Dandy Doughboy Donuts, Inc., 66 B.R. 457, 458 (Bankr. S.D. Fla. 1986) (stating that the purpose of the Top 20 List is to facilitate the appointment of an unsecured creditors committee); 7 COLLIER ON BANKRUPTCY ¶ 1107.05 (Alan N. Resnick & Henry J. Sommer eds., 15th ed. rev. 2008) (stating "the list enables the United States Trustee to determine the different types of claims existing in order to assure that a fully representative committee is appointed").

23. Given the size and complexity of the Debtors' businesses, the Debtors believe that filing a consolidated list of their creditors holding the 50 largest unsecured claims (the "Consolidated Top 50 List") would facilitate the U.S. Trustee's review of creditors' claims and its appointment of a single creditors' committee in these cases. By contrast, the filing of multiple Top 20 Lists for each of the Debtors actually would impose an unnecessary burden on the U.S. Trustee without providing any benefit. Under these circumstances, the exercise of

satisfying the literal requirements of Bankruptcy Rule 1007(d) would only serve to frustrate its intended purpose.

24. Considering the burden that would be imposed upon the U.S. Trustee by filing separate Top 20 Lists, and the absence of any corresponding benefit, the Debtors request authority to file the Consolidated Top 50 List in lieu of filing separate Top 20 Lists for each Debtor. The Debtors believe that such relief is appropriate under the circumstances for the efficient and orderly administration of these cases.

25. Relief similar to that requested in this Motion has been granted in comparable chapter 11 cases in this District. See, e.g., In re Lyondell Chemical Co., No. 09-10023 (REG) (Bankr. S.D.N.Y. Jan. 7, 2009); In re Lehman Bros. Holdings Inc., No. 08-13555 (JMP) (Bankr. S.D.N.Y. Sept. 16, 2008); Interep Nat'l Radio Sales, Inc., No. 08-11079 (RDD) (Bankr. S.D.N.Y. April 1, 2008); In re DJK Residential LLC (SIRVA, Inc.), No. 08-10375 (JMP) (Bankr. S.D.N.Y. Feb. 5, 2008); In re PLVTZ, Inc., No. 07-13532 (REG) (Bankr. S.D.N.Y. Nov. 9, 2007); In re Bally Total Fitness of Greater New York, Inc., No. 07-12395 (BRL) (Bankr. S.D.N.Y. Aug. 1, 2007); In re Dana Corp., No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 6, 2006); In re Calpine Corp., No. 05-60200 (BRL) (Bankr. S.D.N.Y. Jan. 25, 2006); In re Musicland Holding Corp., No. 06-10064 (SMB) (Bankr. S.D.N.Y. Jan. 17, 2006); In re Delphi Corp., No. 05-44481 (RDD) (Bankr. S.D.N.Y. Oct. 13, 2005); In re Delta Air Lines, Inc., No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sept. 16, 2005); In re Tower Auto., Inc., No. 05-10578 (ALG) (Bankr. S.D.N.Y. Feb. 3, 2005); In re Loral Space & Commc'ns Ltd., No. 03-41710 (RDD) (Bankr. S.D.N.Y. July 15, 2003); In re NRG Energy, Inc., No. 03-13024

(PCB) (Bankr. S.D.N.Y. May 19, 2003); In re Enron Corp., No. 01-16034 (AJG) (Bankr. S.D.N.Y. Dec. 3, 2001).⁸

Notice

26. 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 United States Trustee for the Southern District of New York; (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

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

⁸

Because of the voluminous nature of these unreported orders, they are not attached to this Motion. Copies of these unreported orders will be made available to the Court at or prior to the hearing on this Motion and are available to other parties upon request from the Debtors' counsel.

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; and (ii) 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

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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

United States Bankruptcy Court for the Southern District of New York

Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, and Deadlines

A chapter 11 bankruptcy case concerning the Debtors listed below was filed on April 30, 2009. You may be a creditor of the Debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Reverse Side for Important Explanations

Debtors (names, complete EINs, addresses, and case number):

<i>Chrysler LLC</i>	38-2673623	Case No. 09-50002	(AJG)
Address of Lead Debtor: 100 Chrysler Drive, Auburn Hills, Michigan 48326			
<i>Chrysler Aviation Inc.</i>	38-3475417	Case No. 09-	()
<i>Chrysler Dutch Holding LLC</i>	26-1498515	Case No. 09-	()
<i>Chrysler Dutch Investment LLC</i>	26-1498838	Case No. 09-	()
<i>Chrysler Dutch Operating Group LLC</i>	26-1498787	Case No. 09-	()
<i>Chrysler Institute of Engineering</i>	N/A	Case No. 09-	()
<i>Chrysler International Corporation</i>	38-2631697	Case No. 09-	()
<i>Chrysler International Limited, L.L.C.</i>	N/A	Case No. 09-	()
<i>Chrysler International Services, S.A.</i>	38-0420030	Case No. 09-	()
<i>Chrysler Motors LLC</i>	38-3625541	Case No. 09-	()
<i>Chrysler Realty Company LLC</i>	38-1852134	Case No. 09-	()
<i>Chrysler Service Contracts Inc.</i>	38-3382368	Case No. 09-	()
<i>Chrysler Service Contracts Florida, Inc.</i>	26-0347220	Case No. 09-	()
<i>Chrysler Technologies Middle East Ltd.</i>	75-2487766	Case No. 09-	()
<i>Chrysler Transport Inc.</i>	38-2143117	Case No. 09-	()
<i>Chrysler Vans LLC</i>	31-1781705	Case No. 09-	()
<i>DCC 929, Inc.</i>	38-2899837	Case No. 09-	()
<i>Dealer Capital, Inc.</i>	38-3036138	Case No. 09-	()
<i>Global Electric Motorcars, LLC</i>	31-1738535	Case No. 09-	()
<i>NEV Mobile Service, LLC</i>	33-1024272	Case No. 09-	()
<i>NEV Service, LLC</i>	03-0501234	Case No. 09-	()
<i>Peapod Mobility LLC</i>	26-4086991	Case No. 09-	()
<i>TPF Asset, LLC</i>	74-3167035	Case No. 09-	()
<i>TPF Note, LLC</i>	74-3167038	Case No. 09-	()
<i>Utility Assets LLC</i>	20-0874783	Case No. 09-	()

All other names used by the Debtors in the last 8 years:

Chrysler 300	Chrysler Aspen
Chrysler Sebring	Chrysler PT Cruiser
Chrysler Town & Country	Dodge
Dodge Avenger	Dodge Caliber
Dodge Challenger	Dodge Charger
Dodge Dakota	Dodge Durango
Dodge Grand Caravan	Dodge Journey
Dodge Nitro	Dodge Ram
Dodge Sprinter	Dodge Viper
Jeep	Jeep Commander
Jeep Compass	Jeep Grand Cherokee
Jeep Liberty	Jeep Patriot
Jeep Wrangler	Mopar
Plymouth	

Telephone number:
Toll Free Number for U.S. and Canada:
877-271-1568
International: 503-597-7708
(For Epiq Bankruptcy Solutions LLC,
Agent for the Debtors)

Web Address:
<http://chapter11.epiqsystems.com/chrysler>

Attorney for Debtors (name and address):

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Meeting of Creditors

Date: _____, 2009 Time: _____m. EST Location: 80 Broad Street, 4th Floor, New York, New York 10004

General Deadline to File a Proof of Claim

No bar date has yet been established for the filing of proofs of claim. If and when a bar date is established, a separate notice will be provided.

Creditor with a Foreign Address:

A creditor to whom this notice is sent at a foreign address should read the information under "Claims" on the reverse side.

Deadline to File a Complaint to Determine Dischargeability of Certain Debts: N/A

Creditors May Not Take Certain Actions:

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the Debtors and the Debtors' property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

Address of the Bankruptcy Clerk's Office:

One Bowling Green
New York, NY 10004-1408
Telephone number: (212) 668-2870

For the Court:

Clerk of the Bankruptcy Court:

Hours Open: 8:30 a.m. - 5:00 p.m. EST

Date: _____, 2009

EXPLANATIONS		B9F (Official Form 9F) (12/07)
Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by the Debtors listed on the front side, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the Debtors will remain in possession of the Debtors' property and may continue to operate any business.	
Legal Advice	Neither the Debtors' counsel nor the staff of the bankruptcy clerk's office can give you legal advice. Consult a lawyer to determine your rights in this case.	
Creditors Generally May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the Debtors by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the Debtors; repossessing the Debtors' property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay.	
Meeting of Creditors	A meeting of creditors is scheduled for the date, time, and location listed on the front side. <i>The Debtors' representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice. The court, after notice and a hearing, may order that the United States trustee not convene the meeting if the Debtors have filed a plan for which the Debtors solicited acceptances before filing the case.	
Claims	A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office or online at http://chapter11.epiqsystems.com/chrysler . You may look at the schedules that will be filed at the bankruptcy clerk's office or online at http://chapter11.epiqsystems.com/chrysler . If your claim is scheduled and is <i>not</i> listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all <i>or</i> if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. The court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. Filing Deadline for a Creditor with a Foreign Address: The deadline for filing claims will be set in a later court order and will apply to all creditors unless the order provides otherwise. If notice of the order setting the deadline is sent to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline.	
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. <i>See</i> Bankruptcy Code § 1141 (d). A discharge means that you may never try to collect the debt from the Debtors, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141 (d) (6) (A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed on the front side. The bankruptcy clerk's office must receive the complaint and any required filing fee by that deadline.	
Order Limiting Notice	On _____, 2009, the Bankruptcy Court entered an order establishing the scope of notice to be given in connection with certain proceedings in these cases (Docket No. ____). This order requires that notice of proceedings in these cases need only be sent via electronic mail (and in some cases regular U.S. mail) to the parties on the established service lists. Any party in interest that desires to receive electronic mail notice in these cases and, consequently, be added to the general service list, must file with the Bankruptcy Court a notice of appearance and request for service and shall serve such request on: (a) the Clerk of Court, One Bowling Green, New York, New York 10004-1408; (b) Jones Day, counsel to the Debtors, attn. Corinne Ball, Esq., Jones Day, 222 East 41st Street, New York, NY 10017, David G. Heiman, Esq., Jones Day, North Point, 901 Lakeside Avenue, Cleveland, Ohio, 44114-1130 and Jeffrey B. Ellman, Esq., Jones Day, 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309; and (c) the Debtors' claims and noticing agent, Epiq Bankruptcy Solutions, LLC ("Epiq"), attn. Tauheed Williams, 757 Third Avenue, New York, NY 10017. All creditors will receive notice of certain matters, including, but not limited to, the bar date for filing Proof of Claim, the time fixed for filing objections to and any hearing to consider a disclosure statement and/or plan and the dismissal or conversion of these cases to another chapter of the Bankruptcy Code.	
How to Obtain Documents	Electronic copies of all pleadings or other documents filed in these cases may be obtained for \$0.08 per page via PACER on the Court's web site at http://www.nysb.uscourts.gov . Paper copies of all pleadings or other documents filed in these cases may be obtained by sending a written request to Epiq, the Debtors' claims and noticing agent at Epiq Bankruptcy Solutions, LLC; attn. Tauheed Williams, 757 Third Avenue, New York, NY 10017. Additionally, free electronic copies of certain pleadings or other documents filed in these cases will be posted on the Epiq's web site at http://chapter11.epiqsystems.com/chrysler as soon as possible after filing.	
Court Filings	Any paper that you file in these bankruptcy cases should be filed at the Clerk of Court's office at the address listed below. In addition, these cases have been designated as cases assigned to the electronic case filing system and can be accessed via the Court's web site at http://www.nysb.uscourts.gov or ecf.nysb.uscourts.gov .	
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the Debtors' property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office.	
Creditor with a Foreign Address	Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.	

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

**ORDER, PURSUANT TO SECTION 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, (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**

This matter coming before the Court on the 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 (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 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 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

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

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 Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and the Affidavit and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The requirement that the Debtors file a list of creditors with the Court on the Petition Date pursuant to the Notice Rules is hereby waived.
3. The Debtors shall furnish Epiq Bankruptcy Solutions, LLC ("Epiq") with the list of their creditors as soon as possible upon the Court's authorization of the Debtors' engagement of Epiq as claims and noticing agent in these chapter 11 cases.
4. Epiq is authorized and directed to serve the Commencement Notice, substantially in the form of Official Bankruptcy Form 9 (for chapter 11 cases) and as included in the Exhibit A to the Motion, no later than five business days after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting. Epiq shall serve the Commencement Notice by regular U.S. mail, postage prepaid, on those entities entitled to receive the Commencement Notice pursuant to Bankruptcy Rule 2002 with the exception of the Warranty Parties. The Debtors shall arrange for the Commencement Notice to be published in *USA Today* and the national and international editions of *The Wall Street Journal* no later than five business days after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting. Service and publication of the Commencement Notice in accordance with this paragraph is approved in all respects and is deemed sufficient notice to all parties in interest (including the Warranty Parties) of the commencement of these chapter 11

cases and the Section 341 Meeting under the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

5. The Debtors are authorized to file a Consolidated Top 50 List in these chapter 11 cases, in lieu of filing a separate Top 20 List in each of the Debtors' respective cases.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE