

Releases For Chrysler Management.

For good and valuable consideration, the adequacy of which is hereby confirmed, without further notice to or order of the Bankruptcy Court, act or action under applicable law, regulation, order or rule or the vote, consent, authorization or approval of any Person, each of

(i) CarCo and its debtor and non-debtor Subsidiaries, and

(ii) any Person seeking to exercise the rights of CarCo or any of its debtor or non-debtor Subsidiaries or the Estates, including, without limitation, any successor to one or more of CarCo or any of its debtor or non-debtor Subsidiaries, any trustee or examiner appointed pursuant to section 701, 702, 703 or 1104 of the Bankruptcy Code, or any estate representative appointed or selected pursuant to section 1123(b)(3) of the Bankruptcy Code, or any Person claiming by, through or on behalf of any of the CarCo Debtors or any of the Estates or any of their respective successors, assigns or transferees,

(collectively, the “CarCo Entities”) shall be deemed to have completely, finally and forever released each of the Management Released Parties from, and waived, voided, extinguished and discharged, any and all Claims, obligations, suits, judgments, damages, demands, debts, rights, Litigation Claims (including Avoidance and Other Actions) and liabilities whatsoever (including, without limitation, any obligations for which any such Management Released Party is a co-obligor, guarantor or indemnitor or is otherwise responsible for such obligation) that arise under or in connection with or are related to the CarCo Debtors, the conduct, management or governance of the CarCo Debtors’ businesses, the CarCo Chapter 11 Cases, the actions and agreements contemplated by the Master Transaction Agreement by and among Fiat S.p.A., New CarCo Acquisition LLC, Chrysler LLC and the other Sellers identified therein, dated April 30, 2009 (the “MTA”), the limited liability company operating agreement of Chrysler LLC (as it has been amended from time to time, the “Carco LLC Agreement”) and the 363 Process and Transaction and including any of the transactions and/or agreements contemplated thereby or effectuated pursuant thereto or in connection therewith, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, concealed or hidden, then existing or thereafter arising, in law, equity, or otherwise, and that could have been or could now or in the future be asserted by the CarCo Entities against any of the Management Released Parties (such Claims, obligations, suits, judgments, damages, demands, debts, rights, Litigation Claims and liabilities collectively, “CarCo Waived Claims”).

Definitions for Release Provisions:

Definitions. For purposes of the above Management Release Provisions, capitalized terms shall have the following meanings, :

“363 Process and Transactions” means the sale and auction process contemplated under the order of the Bankruptcy Court entered on May 8, 2009 approving bidding procedures for the sale of substantially all of the CarCo Debtors’ assets.

“Action” means any claim, action, suit, arbitration, inquiry or proceeding by or before any Governmental Authority.

“Affiliate” means an “affiliate” as defined in section 101(2) of the Bankruptcy Code.

“Avoidance and Other Actions” means any and all avoidance, recovery, subordination or other actions or remedies that may be brought by and on behalf of the CarCo Debtors or the Estates under the Bankruptcy Code or applicable non-bankruptcy law, including, without limitation, actions or remedies arising under sections 510 and 542-553 of the Bankruptcy Code.

“CarCo” means Chrysler LLC, a Delaware limited liability company.

“CarCo Debtors” means CarCo and the twenty-four of its subsidiaries that filed voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), which cases are being jointly administered under Case No. 09-50002 (AJG) (the “CarCo Chapter 11 Cases”).

“Causes of Action” means, without limitation, any and all claims, causes of action, demands, rights, actions, suits, damages, injuries, remedies, obligations, liabilities, accounts, defenses, offsets, powers, privileges, licenses and franchises of any kind or character whatsoever, known, unknown, accrued or to accrue, contingent or non-contingent, matured or unmatured, suspected or unsuspected, foreseen or unforeseen, concealed or hidden, whether arising before, on or after April 30, 2009, in contract or in tort, in law or in equity, or under any other theory of law, whether asserted or assertable directly or derivatively in law or equity or otherwise by way of claim, counterclaim, cross-claim, third party action, action for indemnity or contribution or otherwise, including, without limitation, the Avoidance and Other Actions

“Claims” means a “claim” as defined in section 101(5) of the Bankruptcy Code.

“Entity” means an “entity” as defined in section 101(15) of the Bankruptcy Code.

“Estate(s)” means the estate(s) of the CarCo Debtors as set forth in section 541 of the Bankruptcy Code.

“Litigation Claims” means the claims, rights of action, suits or proceedings, whether in law or in equity, whether known or unknown, that the CarCo Debtors or the Estates may hold against any Person, including, without limitation, any and all Causes of Action of the CarCo Debtors.

“Person” means any natural person, corporation, general or limited partnership, limited liability company, firm, trust, association, government, governmental agency or other Entity, whether acting in an individual, fiduciary or other capacity.

“Management Released Parties” means all current and former managers (directors) and officers of the CarCo Debtors as of the date the CarCo Chapter 11 Cases were commenced, including, without limitation, all those who executed the waiver required by the Emergency Economic Stimulus Act of 2008 in connection with the extension of loans to CarCo by the United States Treasury.