

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

In re:	)	Chapter 11
	)	
Old Carco LLC,	)	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	)	
	)	
Debtors.	)	Jointly Administered
	)	
	)	

**STIPULATION BETWEEN THE DEBTORS AND THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS REGARDING  
CREDITOR ACCESS TO INFORMATION PURSUANT TO  
SECTIONS 105(a), 1102(b)(3) AND 1103(c) OF THE BANKRUPTCY CODE**

The debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) and the Official Committee of Unsecured Creditors (the “Creditors’ Committee”), by and through their respective counsel, hereby enter into this stipulation (this “Stipulation”) and agree as follows:

**RECITALS**

WHEREAS, on April 30, 2009 (the “Petition Date”), Old Carco LLC f/k/a Chrysler LLC and 24 of its affiliated 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”), in the United States Bankruptcy Court for the Southern District of New York (the “Court”). On May 19, 2009, the remaining Debtor, Alpha Holding LP, commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

WHEREAS, on May 5, 2009 (the “Formation Date”), pursuant to section 1102 of

the Bankruptcy Code, the Office of the United States Trustee for the Southern District of New York (the “United States Trustee”) appointed the Creditors’ Committee to represent the interests of all unsecured creditors in these chapter 11 cases. As of the date hereof, the members of the Creditors’ Committee are: (i) International Union, United Automobile, Aerospace & Agricultural Implement Workers of America, UAW; (ii) Continental Automotive Systems, Inc.; (iii) AutoNation, Inc.; (iv) DARCARS Imports, Inc.; (v) Desiree Sanchez; and (vi) Patricia Pascale.

IT IS THEREFORE AGREED THAT:

1. Access to Creditor Information. In full satisfaction of the Creditors’ Committee’s obligations to provide access to information to unsecured creditors in accordance with sections 1102(b)(3)(A) and (B) of the Bankruptcy Code, the Creditors’ Committee shall, until the earliest to occur of dissolution of the Creditors’ Committee, dismissal or conversion of these chapter 11 cases or a further order of the Court, establish and maintain the following procedures for disseminating information to unsecured creditors (the “Creditor Information Protocol”):

- (a) Establish and maintain an electronic mail address for creditors to submit questions, comments and requests for access to information;
- (b) Establish and maintain an internet-accessed webpage (the “Committee Website”) that provides non-confidential information, including:
  - (1) highlights of significant events in the cases, including bar dates and other key case deadlines;
  - (2) press releases (if any) issued by the Creditors’ Committee;
  - (3) a link to the Debtors’ bankruptcy information website ([www.chryslerrestructuring.com](http://www.chryslerrestructuring.com)); and
  - (4) responses to creditor questions, comments and requests for access to information; provided, that the Creditors’ Committee may privately provide such responses to individual creditors in the exercise of its reasonable discretion, including in light of the nature of the information

requested, and provided further that any inquiry involving confidential information shall be subject to the provisions on confidentiality set forth below, including the creditor's agreement to be bound by appropriate confidentiality and trading constraints, as approved by the Debtors and the United States Trustee.

2. Privileged and Confidential Information. Except upon further order of the Court, the Creditors' Committee and the other Committee Parties (as defined below) shall not be required to disseminate, provide or disclose to any entity (as defined in section 101(15) of the Bankruptcy Code, an "Entity"): (a) any confidential, proprietary or other non-public information concerning the Debtors or the Creditors' Committee, including (without limitation) with respect to the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' business activities or any other matter relevant to these cases or to the formulation of one or more chapter 11 plans (including any and all confidential, proprietary or other non-public materials of the Creditors' Committee), whether provided (voluntarily or involuntarily) by or on behalf of the Debtors or by any third party or prepared by or for the Creditors' Committee (collectively, the "Confidential Information"); or (b) any other information if the effect of such disclosure would constitute a general or subject matter waiver of the attorney-client, work-product or other applicable privileges possessed by the Creditors' Committee. Likewise, the Creditors' Committee and its past, present and future members and their respective representatives, agents, advisors and professionals (collectively, the "Committee Parties") shall not be authorized to disseminate, provide or disclose to any Entity any of the Debtors' Confidential Information, except upon the Debtors' express written advance consent or otherwise in accordance with the terms and conditions of this Stipulation.

3. Information Received in Discovery. Subject to the terms of any protective order, sealing order or confidentiality agreement (the terms of which remain in effect and are not

modified by this Stipulation, as set forth in paragraph **10** below), any information received (formally or informally) by the Creditors' Committee from any Entity in connection with an examination pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") or in connection with discovery in any contested matter, adversary proceeding or other litigation shall not be governed by the terms of this Stipulation but, rather, by any order or agreement governing such discovery.

4. Identification of Confidential Information. Upon request, the Debtors shall assist the Creditors' Committee in identifying any Confidential Information concerning the Debtors that is provided by the Debtors or their agents or professionals, or by any third party, to the Creditors' Committee and its agents and professionals. Any documents, information or other materials designated by the Debtors as confidential shall be treated as Confidential Information for purposes of this Stipulation.

5. Creditor Information Requests. If a creditor (a "Requesting Creditor") submits a written request (including on the Committee Website or by electronic mail) (an "Information Request") for the Creditors' Committee to disclose information, the Creditors' Committee shall: (a) as soon as practicable, but in any event no more than 20 days after receipt of the Information Request, provide a response to the Information Request (including on the Committee Website) (a "Response"), including by providing access to the information requested or the reasons that the Information Request cannot be fulfilled; and (b) provide the Debtors with (i) notice and a copy of the Information Request within five business days of the submission of such Information Request and (ii) a copy of the Response concurrently with providing such Response to the Requesting Creditor. If the Response is to deny the Information Request because the Creditors' Committee believes the Information Request implicates Confidential

Information that need not (and/or cannot) be disclosed pursuant to the terms of this Stipulation or otherwise under section 1102(b)(3)(A) of the Bankruptcy Code, or that the Information Request is unduly burdensome, the Requesting Creditor may, after a good faith effort to meet and confer with an authorized representative of the Creditors' Committee and the Debtors regarding the Information Request and the Response, seek to compel such disclosure for cause pursuant to a motion. Such motion shall be served on at least 20 days' notice on counsel to the Debtors, the United States Trustee and counsel to the Creditors' Committee, and the hearing on any such motion otherwise shall be noticed and scheduled pursuant to the terms of the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures, entered on May 12, 2009 [Docket No. 661] (the "Case Management Order"). The Creditors' Committee shall not object to any Requesting Creditor's request to participate in any such hearing by telephone conference. Nothing herein shall be deemed to preclude the Requesting Creditor from requesting (or the Creditors' Committee or Debtors from objecting to such request) that the Creditors' Committee provide the Requesting Creditor a log or other index of any information specifically responsive to the Requesting Creditor's request that the Creditors' Committee deems to be Confidential Information or protected by the attorney/client, work product, or any other privilege. Furthermore, nothing herein shall be deemed to preclude the Requesting Creditor from requesting that the Court conduct an in camera review of any information specifically responsive to the Requesting Creditor's request that the Creditors' Committee claims is Confidential Information or subject to the attorney/client, work product, or other privilege.

6. Considerations for Requests for Confidential Information. In its Response to an Information Request for access to Confidential Information, the Creditors' Committee shall

consider whether (a) the Requesting Creditor (i) is willing to agree to confidentiality restrictions approved by the Debtors with respect to such Confidential Information and (ii) represents that any trading restrictions and related information-screening procedures comply with applicable securities laws (if any); and (b) under the particular facts, any particular confidentiality agreement and any information-screening process will reasonably protect the confidentiality of such information; provided, however, that if the Creditors' Committee elects to (and is permitted to) provide access to Confidential Information on the basis of such confidentiality and trading restrictions, the Creditors' Committee shall have no responsibility for the Requesting Creditor's compliance with, or liability for violation of, applicable securities or other laws (if any). Notwithstanding the foregoing, the Creditors' Committee shall not disclose the Debtors' Confidential Information to a Requesting Creditor without the Debtors' specific written consent, unless the Bankruptcy Court orders otherwise after notice to the Debtors and a hearing. Any disputes with respect to this paragraph **6** shall be resolved as provided in paragraph **5** above and, to the extent applicable, paragraph **7** below.

7.     Restrictions on the Release of Confidential Information of Third Parties.

In addition, if the Information Request implicates Confidential Information of the Debtors (or any other Entity) and the Creditors' Committee agrees that such request should be satisfied, or if the Creditors' Committee on its own wishes to disclose such Confidential Information to creditors, the Creditors' Committee may make a demand (a "Demand") for the benefit of the Debtors' unsecured creditors, subject to the terms of paragraph **10** below, as follows: (a) if the Confidential Information is information of the Debtors, by submitting a written request, each clearly captioned as a "Committee Information Demand," by email and overnight delivery to Jones Day, counsel for the Debtors, at (i) 222 East 41st Street, New York, New York 10017,

attention: Corinne Ball, Esq. (email: cball@jonesday.com) and Veerle Roovers, Esq. (email: vroovers@jonesday.com) and (ii) 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309-3053, attention: Jeffrey B. Ellman, Esq. (email: jbellman@jonesday.com) (collectively, the “Debtors’ Counsel”), stating that such information is proposed be disclosed in the manner described in the Demand unless the Debtors file an object to such Demand on or before 15 days after the service of such Demand and subject to the Committee Parties’ compliance with the terms of the applicable confidentiality agreements as set forth in paragraph **10** below; and, after the lodging of any such objection, the Creditors’ Committee, the Requesting Creditor and the Debtors may schedule a hearing with the Court pursuant to the Case Management Order seeking a ruling with respect to the Demand; and (b) if the Confidential Information is information of another Entity, by submitting a written request to such Entity and its counsel of record, with a copy to the Debtors’ Counsel, stating that such information will be disclosed in the manner described in the Demand unless such Entity files an objection to such Demand on or before 15 days after the service of such Demand; and, after the lodging of such an objection, the Creditors’ Committee, the Requesting Creditor, such Entity and the Debtors may schedule a hearing with the Court pursuant to the Case Management Order seeking a ruling with respect to the Demand. In the event of any objection to the disclosure of Confidential Information pursuant to this paragraph **7**, no such information shall be disclosed except to the extent provided in an order by the Court that has become final and non-appealable.

8. Determination of Creditors Subject to Disclosure. Nothing in this Stipulation shall require the Creditors’ Committee or the Debtors to provide access to information or solicit comments from any Entity that has not demonstrated to the satisfaction of the Creditors’ Committee and the Debtors, each in their sole discretion, or to the Court after

notice and a hearing, that it holds a claim of the kind described in section 1102(b)(3)(A)(i) of the Bankruptcy Code.

9. Exculpation. None of the Debtors (or their non-Debtor direct and indirect subsidiaries) or the Committee Parties (collectively, the “Exculpated Parties”) shall have or incur any liability to any Entity (including the Debtors and its affiliates) for any act taken or omitted to be taken in connection with the preparation, dissemination or implementation of the Creditor Information Protocol, the Committee Website and other information to be provided pursuant to section 1102(b)(3) of the Bankruptcy Code; provided, however, that the foregoing shall not affect the liability of any Exculpated Party protected pursuant to this paragraph 9 that otherwise would result from any such act or omission to the extent that such act or omission is determined in a final, non-appealable order to have constituted a breach of fiduciary duty, gross negligence or willful misconduct, including, without limitation, fraud and criminal misconduct, or the breach of any confidentiality agreement (including as set forth in the Creditors’ Committee’s by-laws) or this Stipulation. Without limiting the foregoing, the exculpation provided in this paragraph 9 shall be coextensive with any Exculpated Party’s qualified immunity under applicable law.

10. Existing Confidentiality Agreements. Nothing in this Stipulation shall diminish or otherwise modify the obligations of the Committee Parties under any confidentiality agreements with the Debtors or any other Entity or the confidentiality provisions of the Creditors’ Committee’s by-laws, all of which shall remain in full force and effect.

11. Effectiveness. This Stipulation shall be effective immediately upon entry and shall apply to all information governed by this Stipulation, including, without limitation, information in the Creditors’ Committee’s possession as of the Formation Date.



12. Binding. This Stipulation shall be binding in all respects on (a) the Committee Parties and (b) the Debtors and any successors thereto.

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Dated: New York, New York  
July 2, 2009

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