

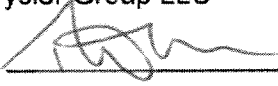
Purchase Agreement

This is a Purchase Agreement dated August 7, 2009 between Chrysler Group LLC and Old Car Co LLC.

By signing below, the parties agree as follows:

1. Chrysler Group LLC will purchase 2,951 vehicles from Old Car Co for \$51,642,500 (\$17,500 per vehicle)
2. The payment schedule will be:
 - a. September 10, 2009: \$25,821,250
 - b. October 9, 2009: \$25,821,250
3. Upon purchase, Old Car Co will not have any future interest in the 2,951 vehicles

Chrysler Group LLC

By:  _____

Peter M. Grady

Title: VICE PRESIDENT

Date: 8/7/09

Old Car Co

By: _____

Title: _____

Date: _____

By:  _____

Richard K. Palmer

Title: CFO

Date: 8/10/09

	VIN	VIN	VIN	VIN	VIN	VIN	VIN
7	45602088	85302921	7C552934	7H773286	8B153883	8C214784	8D712291
14	45605478	85308691	7C558773	7H802420	8C100247	8C215515	8D712292
21	55721265	85315734	7C578240	7H834224	8C100352	8C217035	8D728240
28	55725417	85316811	7C580211	7H844485	8C118327	8C243060	8F103466
35	55727375	89365987	7C633340	7J101354	8C118835	8C505431	8F104426
42	55731013	89377831	7C663702	7J567009	8C118836	8C509300	8F112072
49	55731219	89383145	7C674781	7J576361	8C119234	8C524132	8F112227
56	55763035	89388031	7D194880	7J585110	8C119236	8C524212	8F112683
63	65917863	95351070	7D201597	7J588658	8C119247	8C524216	8F113572
70	75112028	95351409	7D252203	7J594265	8C122107	8C524219	8F113836
77	75112229	95363774	7D252204	7J598159	8C122833	8C524221	8F114724
84	75112811	95365154	7D252205	7L102398	8C124195	8C524222	8F115488
91	75113292	95365588	7D252206	7L107127	8C124555	8C524223	8F118742
98	75113996	95366056	7D504088	7L112570	8C126202	8C524224	8F119694
105	75114206	95367373	7D559880	7L112571	8C127103	8C524356	8F119885
112	75143705	95368258	7D559881	7L112854	8C127958	8C524768	8F120141
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168	75144562	5G817852	7F522429	7L204484	8C141740	8D543111	8F138714
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182	75147931	5J626917	7F530548	7N550374	8C142491	8D543443	8F142654
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217	75169160	6C254519	7G711276	7R127501	8C154143	8D549589	8F175118
224	75182109	6C254520	7G754799	7R127502	8C159338	8D564655	8G100193
231	75193744	6F113300	7G754812	7R127503	8C172652	8D598830	8G112099
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245	75193746	6G205523	7G782107	7R196393	8C179540	8D601585	8G121282
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259	75193977	6G272875	7G783037	7R218078	8C183498	8D601587	8G136997
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413x\$17,500 = \$ 7,227,500

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392	8H246120	8L529265	8R136781	8R734626	8W283222	9C519043	9C519257
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406	8H249822	8L544481	8R143121	8R745716	8W290296	9C519048	9C519269
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	VIN	VIN	VIN	VIN	VIN	VIN	VIN
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28	9C519281	9C524208	9C539169	9C539715	9C542358	9D187999	9F700288
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42	9C519296	9C524214	9C539171	9C539717	9C542393	9D188108	9F700290
49	9C519301	9C524215	9C539172	9C539759	9C542483	9D188109	9F700292
56	9C519307	9C524217	9C539173	9C539760	9C548344	9D188697	9F700295
63	9C519310	9C524218	9C539174	9C539761	9C549751	9D189599	9F700310
70	9C519315	9C524220	9C539175	9C539762	9C550776	9D189651	9F700340
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84	9C519377	9C524354	9C539177	9C539764	9C550795	9D189954	9F700352
91	9C519378	9C524587	9C539178	9C539765	9C550911	9D189987	9F700353
98	9C519379	9C528813	9C539179	9C539766	9C550912	9D202952	9F700354
105	9C519380	9C528951	9C539180	9C539767	9C550916	9D202953	9F700356
112	9C519382	9C531413	9C539181	9C540104	9C551512	9D202954	9F700357
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154	9C519388	9C538637	9C539188	9C540324	9D100192	9D208729	9F700364
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182	9C519392	9C538872	9C539192	9C541177	9D100210	9D219569	9F700371
189	9C519458	9C538873	9C539193	9C541178	9D100211	9D219650	9F700372
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203	9C519461	9C538904	9C539195	9C541180	9D117983	9D221597	9F700381
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266	9C519484	9C539144	9C539689	9C541409	9D133505	9D221606	9F705461
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315	9C524087	9C539151	9C539696	9C541723	9D152829	9D222787	9F706748
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357	9C524093	9C539157	9C539704	9C541860	9D187212	9D222793	9F708376
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406	9C524136	9C539165	9C539711	9C542146	9D187496	9F700278	9F710966
413	9C524169	9C539166	9C539712	9C542355	9D187574	9F700279	9F711059

413x\$17,500 = \$ 7,227,500

	VIN	VIN	VIN	VIN	VIN	VIN	VIN
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14	9F713882	9F718607	9G523851	9G540497	9H524901	9H560472	9H602077
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49	9F718173	9F718618	9G523856	9G540502	9H534468	9H570257	9H602082
56	9F718390	9F718619	9G523857	9G540503	9H535346	9H570286	9H602083
63	9F718391	9F718620	9G523858	9G540504	9H536031	9H570967	9H602084
70	9F718392	9F718621	9G523859	9G540505	9H537325	9H571683	9H602085
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84	9F718394	9F718624	9G523970	9G540507	9H537327	9H571908	9H602234
91	9F718395	9F718625	9G523971	9G540508	9H537328	9H571909	9H602235
98	9F718396	9F718626	9G523972	9G541069	9H537329	9H571910	9H602352
105	9F718398	9F718627	9G523973	9G550156	9H537330	9H571914	9H602353
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126	9F718401	9F719304	9G523976	9G552503	9H537334	9H571917	9H602356
133	9F718402	9FA04067	9G523977	9G553386	9H537335	9H571918	9H602357
140	9F718403	9G500203	9G523978	9G553389	9H537737	9H571919	9H602358
147	9F718404	9G500213	9G523979	9G553824	9H537738	9H572464	9H602359
154	9F718405	9G500220	9G523980	9G554010	9H538373	9H574422	9H602361
161	9F718406	9G500222	9G523981	9H500225	9H539303	9H574423	9H602362
168	9F718407	9G500223	9G524057	9H500267	9H540860	9H574564	9H602364
175	9F718408	9G500238	9G528178	9H500274	9H540861	9H575799	9H602366
182	9F718411	9G500239	9G528189	9H500287	9H540863	9H575800	9H602367
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259	9F718501	9G515669	9G531423	9H500338	9H541275	9H581795	9H602378
266	9F718502	9G516267	9G531424	9H500344	9H542867	9H582023	9H602453
273	9F718503	9G516382	9G538022	9H500348	9H542868	9H582308	9H602454
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322	9F718517	9G523261	9G538792	9H500391	9H548038	9H586718	9H602812
329	9F718518	9G523262	9G539237	9H500403	9H549623	9H586719	9H602814
336	9F718519	9G523264	9G539629	9H500407	9H551456	9H587160	9H602815
343	9F718520	9G523265	9G540485	9H500408	9H551459	9H587422	9H602816
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371	9F718524	9G523269	9G540489	9H514445	9H552150	9H590392	9H603206
378	9F718525	9G523270	9G540490	9H519661	9H554334	9H590940	9H603207
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399	9F718529	9G523683	9G540493	9H523676	9H558048	9H601812	9H603545
406	9F718530	9G523724	9G540494	9H523677	9H558806	9H602053	9H603546
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28	9H603551	9H605286	9J500108	9J510416	9J524515	9L737554	9W539323
35	9H603552	9H605287	9J500113	9J510417	9J524923	9L737555	9N510472
42	9H603553	9H605288	9J500114	9J511673	9J526970	9L737580	9N510486
49	9H603554	9H605313	9J500115	9J511674	9J527246	9L737581	9N514675
56	9H603555	9H605314	9J500146	9J511743	9J530289	9L737582	9N515511
63	9H603556	9H605315	9J500147	9J512171	9J530290	9L737583	9N515663
70	9H603557	9H605316	9J500148	9J513442	9J530291	9L739115	9N515664
77	9H603571	9H605320	9J500149	9J513703	9J530462	9L746642	9N515665
84	9H603572	9H605321	9J500150	9J513704	9J530464	9L751829	9N524262
91	9H603573	9H605786	9J500151	9J513705	9J530598	9L751830	9N524263
98	9H603574	9H606269	9J500152	9J514141	9J530600	9L751831	9N527134
105	9H603576	9H608000	9J500153	9J514145	9J530601	9L751832	9N527152
112	9H604043	9H608001	9J500154	9J514147	9J530602	9L752281	9N527153
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154	9H604267	9H614086	9J500173	9J522689	9J530620	9L753139	9N528156
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182	9H604388	9H618197	9J500214	9J522693	9J530760	9L754095	9N530361
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217	9H604396	9H620927	9J504329	9J522698	9J533059	9L755313	9N531542
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245	9H604401	9H623028	9J504335	9J522702	9J533795	9L755317	9N542119
252	9H604402	9H624725	9J504336	9J522703	9W539321	9L755318	9N542183
259	9H604403	9H624882	9J504337	9J522704	9L713602	9L755319	9N542517
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280	9H604407	9H627827	9J504340	9J522707	9L720796	9L755322	9N542853
287	9H604408	9H627828	9J504341	9J522708	9L723744	9L755323	9N543585
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322	9H604414	9H627833	9J504420	9J523172	9L724455	9L755329	9N546632
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343	9H604418	9H627838	9J504457	9J523175	9L724458	9L756305	9N553553
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392	9H605060	9H631504	9J506807	9J523758	9L737517	9L757571	9R513739
399	9H605215	9H631505	9J506847	9J523759	9L737518	9L757572	9R513740
406	9H605279	9H631506	9J506904	9J523760	9L737519	9L769060	9R513741
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	VIN	VIN	VIN	VIN	VIN	VIN	VIN
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21	9R513872	9R565767	9R567558	9R567935	9R568387	9R588585	9R634809
28	9R513873	9R565769	9R567559	9R567936	9R568415	9R589728	9R634810
35	9R513875	9R565773	9R567573	9R567937	9R568416	9R591538	9R634811
42	9R513876	9R565776	9R567577	9R567938	9R568423	9R591539	9R637449
49	9R515030	9R565777	9R567582	9R567945	9R568424	9R591540	9R637450
56	9R515388	9R565780	9R567585	9R567946	9R568429	9R591541	9R637451
63	9R515389	9R566440	9R567588	9R567947	9R568430	9R591542	9R637452
70	9R515576	9R567451	9R567589	9R567948	9R568439	9R591543	9R637453
77	9R515577	9R567456	9R567593	9R567951	9R568441	9R591544	9R637454
84	9R515579	9R567457	9R567595	9R567952	9R568444	9R593172	9R637455
91	9R515674	9R567460	9R567597	9R567953	9R568461	9R597551	9R637456
98	9R516880	9R567469	9R567599	9R567954	9R568467	9R597552	9R638744
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112	9R542464	9R567479	9R567604	9R567957	9R568471	9R612911	9R644510
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154	9R545555	9R567489	9R567623	9R567974	9R568484	9R627233	9R646643
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168	9R545690	9R567491	9R567626	9R567979	9R568507	9R631056	9R646645
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385	9R565758	9R567542	9R567918	9R568180	9R570824	9R632302	9R646678
392	9R565759	9R567543	9R567928	9R568188	9R570826	9R632303	9R646679
399	9R565760	9R567544	9R567929	9R568242	9R572364	9R633435	9R646680
406	9R565761	9R567547	9R567931	9R568267	9R572614	9R633436	9R646681
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413x\$17,500 = \$ 7,227,500

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21	9R646685	9R673839	9S732650	9S782929	9T184656	9T590271	9W519299
28	9R646686	9R675130	9S732998	9S785420	9T193091	9T590272	9W519303
35	9R646687	9R679277	9S733000	9S785557	9T196172	9T603608	9W519305
42	9R646688	9R680089	9S733001	9S785558	9T196173	9U024557	9W519316
49	9R646689	9S012162	9S733002	9S785559	9T196174	9W118857	9W519321
56	9R646690	9S234535	9S733003	9S785560	9T196175	9W500128	9W519326
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77	9R646693	9S700168	9S734726	9S790898	9T196180	9W508425	9W519332
84	9R646694	9S700169	9S735222	9S791207	9T197830	9W508845	9W519340
91	9R646695	9S700173	9S735223	9S805608	9T211486	9W508857	9W519352
98	9R646696	9S700220	9S735607	9S805686	9T211487	9W509667	9W519358
105	9R646697	9S700221	9S736970	9S807105	9T242008	9W509669	9W519362
112	9R646698	9S700222	9S744329	9S811676	9T515046	9W509670	9W519371
119	9R646699	9S700223	9S745941	9S813239	9T528836	9W515858	9W519374
126	9R646700	9S700224	9S745942	9T134732	9T529104	9W517809	9W519377
133	9R646701	9S700226	9S745943	9T139248	9T529167	9W517827	9W519396
140	9R646702	9S700234	9S747698	9T139249	9T529224	9W539324	9W519401
147	9R646703	9S700240	9S747699	9T142549	9T532044	9W517943	9W519404
154	9R646704	9S700242	9S747705	9T147970	9T541276	9W519126	9W519409
161	9R646705	9S700244	9S747706	9T148156	9T556283	9W519130	9W519411
168	9R646706	9S700247	9S750381	9T148275	9T556783	9W519131	9W519412
175	9R646707	9S700248	9S752383	9T149252	9T557798	9W519134	9W519414
182	9R646708	9S700249	9S753401	9T149253	9T558715	9W519135	9W519415
189	9R646709	9S700250	9S756683	9T149254	9T558733	9W519146	9W519419
196	9R646710	9S700251	9S756684	9T155796	9T558734	9W519148	9W519433
203	9R646711	9S700252	9S756685	9T159342	9T558735	9W519149	9W519441
210	9R646712	9S700253	9S758974	9T160986	9T558736	9W519150	9W519455
217	9R646713	9S700255	9S760347	9T166226	9T563622	9W519151	9W519462
224	9R646714	9S700257	9S764990	9T167114	9T563623	9W519158	9W519466
231	9R646715	9S700263	9S765231	9T167941	9T566654	9W519160	9W519479
238	9R646716	9S700264	9S765959	9T170336	9T567822	9W519165	9W519481
245	9R646717	9S700265	9S766238	9T170337	9T571970	9W519166	9W519499
252	9R646718	9S700266	9S766239	9T170338	9T573573	9W519170	9W519504
259	9R646719	9S700293	9S766256	9T170339	9T573574	9W519172	9W519511
266	9R646720	9S711709	9S767965	9T170340	9T573576	9W519175	9W519514
273	9R646721	9S712432	9S776402	9T170685	9T573577	9W519176	9W519515
280	9R646722	9S712668	9S776403	9T170686	9T573817	9W519179	9W519517
287	9R646723	9S713975	9S776404	9T170687	9T576623	9W519187	9W519518
294	9R646724	9S713977	9S776405	9T170689	9T578716	9W519189	9W519519
301	9R646725	9S716437	9S776406	9T170767	9T578938	9W519198	9W519524
308	9R646726	9S716438	9S776408	9T170768	9T578939	9W519203	9W519527
315	9R646727	9S721216	9S776410	9T170773	9T583883	9W519207	9W519533
322	9R646728	9S722044	9S776411	9T170774	9T587812	9W519208	9W519619
329	9R646729	9S723334	9S776412	9T170775	9T587813	9W519211	9W519620
336	9R646730	9S723336	9S776413	9T170776	9T587814	9W519217	9W519621
343	9R646731	9S723337	9S776414	9T170778	9T587848	9W519220	9W519622
350	9R646732	9S723338	9S776973	9T171657	9T587900	9W519221	9W519625
357	9R646733	9S723339	9S776974	9T171740	9T588272	9W519226	9W519707
364	9R646734	9S723340	9S776975	9T171757	9T588273	9W519229	9W519752
371	9R646735	9S725165	9S776976	9T172377	9T588417	9W519231	9W519756
378	9R646736	9S725166	9S776977	9T172542	9T588479	9W519232	9W519758
385	9R646737	9S725225	9S777680	9T172563	9T589452	9W519233	9W519759
392	9R649162	9S725637	9S778502	9T177009	9T589453	9W519241	9W519760
399	9R660738	9S725834	9S778503	9T183592	9T589582	9W519251	9W519761
406	9R660904	9S725835	9S781073	9T183593	9T589583	9W519252	9W519762
413	9R667739	9S726302	9S781074	9T183594	9T589584	9W519262	9W519764

413x\$17,500 = \$ 7,227,500

	VIN	VIN	VIN	VIN	VIN	VIN	VIN
2	9W519781	9W539325					
4	9W519796	9W539326					
6	9W519797	9W539327					
8	9W520172	9W539328					
10	9W520173	9W539329					
12	9W520226	9W539761					
14	9W520288	9W540772					
16	9W520294	AL100039					
18	9W520307	AL100040					
20	9W520333	XM538855					
21	9W520340						
22	9W520341						
23	9W520347						
24	9W520355						
25	9W520378						
26	9W520384	413 413x\$17,500 =	\$	7,227,500			
27	9W520394	413 413x\$17,500 =	\$	7,227,500			
28	9W520400	413 413x\$17,500 =	\$	7,227,500			
29	9W520411	413 413x\$17,500 =	\$	7,227,500			
30	9W520414	413 413x\$17,500 =	\$	7,227,500			
31	9W521179	413 413x\$17,500 =	\$	7,227,500			
32	9W521182	413 413x\$17,500 =	\$	7,227,500			
33	9W521196	60 60x\$17,500 =	\$	1,050,000			
34	9W521217	2951	\$	51,642,500			
35	9W521218						
36	9W521241						
37	9W521255						
38	9W521266						
39	9W521281						
40	9W521319						
41	9W522804						
42	9W526092						
43	9W526495						
44	9W526496						
45	9W526497						
46	9W526498						
47	9W526580						
48	9W530728						
49	9W530729						
50	9W532531						
51	9W537431						
52	9W537432						
53	9W537723						
54	9W537724						
55	9W537843						
56	9W537844						
57	9W538135						
58	9W538307						
59	9W538792						
60	9W539315						

EXHIBIT B

[Proposed Order]

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER, PURSUANT TO SECTIONS 105 AND 363 OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002 AND 6004,
(A) AUTHORIZING SALE OF CERTAIN OF THE DEBTORS' COMPANY CARS
TO CHRYSLER GROUP LLC, FREE AND CLEAR OF LIENS, CLAIMS
AND ENCUMBRANCES AND (B) GRANTING CERTAIN RELATED RELIEF**

This matter coming before the Court on the Motion of the Debtors and Debtors in Possession, Pursuant to Sections 105 and 363 of the Bankruptcy Code and Bankruptcy Rules 2002 and 6004, for an Order (A) Authorizing the Sale of Certain of the Debtors' Company Cars to Chrysler Group LLC, Free and Clear of Liens, Claims and Encumbrances and (B) Granting Certain Related Relief (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 having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having determined that the legal and factual basis set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that the relief requested in the Motion is in the best interests of the Debtors, their creditors and other parties in interest in the Debtors' chapter 11 cases;

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

IT IS HEREBY FOUND AND DETERMINED THAT:

- A. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157(b)(1) and 1334(a), and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (N) and (O).
- B. Adequate and sufficient notice of the Motion and the Hearing has been provided in accordance with Bankruptcy Rules 2002(a) and 6004(a) and the Case Management Order, and no other or further notice is or shall be required.
- C. The Letter Agreement and the sale contemplated thereby (the "Sale") were negotiated, proposed and entered into by the Debtors and New Chrysler in good faith, without collusion and from arm's-length bargaining positions. Neither the Debtors nor New Chrysler has engaged in any conduct that would cause or permit the Sale to be avoided under section 363(n) of the Bankruptcy Code.
- D. New Chrysler is a good faith purchaser under section 363(m) of the Bankruptcy Code and, as such, is entitled to all of the protections afforded thereby.
- E. New Chrysler is not an "insider" of the Debtors, as that term is defined in section 101 of the Bankruptcy Code.
- F. The consideration provided by New Chrysler pursuant to the Letter Agreement is fair and reasonable.
- G. The transfer of the Purchased Vehicles to New Chrysler will be a legal, valid and effective transfer of the Purchased Vehicles and, except as otherwise provided herein, will vest New Chrysler with all right, title and interest of the Debtors in and to the Purchased Vehicles free and clear of any and all liens, claims or encumbrances of any kind or nature (collectively, the "Liens").

H. The transfer of the Purchased Vehicles to New Chrysler is free of any express or implied warranty (including, without limitation, any implied warranty of merchantability or fitness for a particular purpose) regarding the value, use or condition of the Purchased Vehicles, which are being conveyed on an "As Is," "Where Is" basis.

I. The Debtors may sell the Purchased Vehicles free and clear of all Liens of any kind or nature whatsoever because, in each case, one or more of the standards set forth in section 363(f)(1)-(5) of the Bankruptcy Code has been satisfied.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 363(b) of the Bankruptcy Code, the Debtor is authorized to enter into and perform its obligations under the Letter Agreement, and consummate the Sale, pursuant to and in accordance with the terms and conditions set forth in the Letter Agreement, the Motion and this Order.
3. Pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, the Purchased Vehicles shall be transferred to New Chrysler, and upon the closing of the Sale shall be, free and clear of all Liens, and all such Liens shall attach to the proceeds of the Sale in the order of their priority, with the same validity, force and effect which they now have as against the Purchased Vehicles, subject to any claims and defenses the Debtors may possess with respect thereto.
4. The Debtor is authorized to execute such additional documents and take such other actions as are necessary or appropriate to implement the relief granted herein.
5. Pursuant to Bankruptcy Rule 6004(h), this Order shall not be stayed for ten days and shall be effective immediately upon entry.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____, 2009

UNITED STATES BANKRUPTCY JUDGE