



**OLD CARCO LLC (f/k/a CHRYSLER LLC), et al.  
 Periodic Report Regarding Value, Operations and Profitability  
 of Entities in which the Estate of Old Carco LLC Holds a  
 Substantial or Controlling Interest**

The Debtors in these jointly administered cases are as follows:

<b>Debtor Name</b>	<b>Case Number</b>
Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC)	09-50000
Peapod Mobility LLC	09-50001
Old Carco LLC (f/k/a Chrysler LLC)	09-50002
Old Carco Aviation Inc. (f/k/a Chrysler Aviation Inc.)	09-50003
Old Carco Dutch Holding LLC (f/k/a Chrysler Dutch Holding LLC)	09-50004
Old Carco Dutch Investment LLC (f/k/a Chrysler Dutch Investment LLC)	09-50005
Old Carco Dutch Operating Group LLC (f/k/a Chrysler Dutch Operating Group LLC)	09-50006
Old Carco Institute of Engineering (f/k/a Chrysler Institute of Engineering)	09-50007
Old Carco International Corporation (f/k/a Chrysler International Corporation)	09-50008
Old Carco International Limited, LLC (f/k/a Chrysler International Limited, LLC)	09-50009
Old Carco International Services, S.A. (f/k/a Chrysler International Services, S.A.)	09-50010
Old Carco Motors LLC (f/k/a Chrysler Motors LLC)	09-50011
Old Carco Service Contracts Florida, Inc. (f/k/a Chrysler Service Contracts Florida, Inc.)	09-50012
Old Carco Service Contracts Inc. (f/k/a Chrysler Service Contracts, Inc.)	09-50013
Old Carco Technologies Middle East Ltd. (f/k/a Chrysler Technologies Middle East Ltd.)	09-50014
Old Carco Transport Inc. (f/k/a Chrysler Transport Inc.)	09-50015
Old Carco Vans LLC (f/k/a Chrysler Vans LLC)	09-50016
DCC 929, Inc.	09-50017
Dealer Capital, Inc.	09-50018
Global Electric Motorcars, LLC	09-50019
NEV Mobile Service, LLC	09-50020
NEV Service, LLC	09-50021
TPF Asset, LLC	09-50022
TPF Note, LLC	09-50023
Utility Assets LLC	09-50024
Alpha Holding LP	09-50025

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26**

This report as of July 30, 2009 addresses the value, operations and profitability of the non-Debtor entities in which the Debtors' estates hold a substantial or controlling interest as of the date of this report, as required by Bankruptcy Rule 2015.3 and an order of the Bankruptcy Court dated July 16, 2009 (Docket # 4711). On June 10, 2009, the Debtors sold substantially all of the Debtors' assets and the majority of its non-Debtor subsidiaries and other equity interests to New Carco Acquisition LLC (n/k/a Chrysler Group LLC, "New Chrysler"), an entity formed by Fiat S.p.A. , pursuant to a Bankruptcy Court Order approving the sale (Docket # 3232) and the various sales transaction related documents referenced therein ("Fiat Transaction").

This report covers the non-Debtor entities and equity interests not sold in the above referenced transaction, as detailed in Schedule A attached. The qualitative and the quantitative information in this report, unless otherwise noted, reflect assets, liabilities, valuations and operations as they exist after the Fiat Transaction.

The entities covered by this report are addressed below, categorized consistently with Schedule A attached.

Foreign Companies in Liquidation

Chrysler de Venezuela S.A. and Chrysler Motors de Venezuela S.A. have been in liquidation for several years, referred to as foreign companies in liquidation (collectively "FCLs"). All the operations of these entities were assumed by Chrysler de Venezuela LLC (a Delaware LLC). Chrysler de Venezuela LLC was sold to New Chrysler as part of the Fiat Transaction described above.

The FCLs have not operated for several years and have no material assets or liabilities. There are no transactions, cash or otherwise, anticipated between the FCLs or with any of the Debtors or with any of the Debtors' remaining non-Debtor subsidiaries. It has been expected that the FCLs will be formally dissolved upon receipt of final approvals from the requisite government agencies in Venezuela. Legal consideration is being given to the eventual formal abandonment of these entities.

Current estimated valuation - \$0

Foreign Holding Companies

Prior to the Fiat Transaction described above, all three entities listed as Foreign Holding Companies (collectively "FHCs") on Schedule A were in the direct or indirect ownership line between Old Carco LLC (the "Company") and its former Canadian and Mexican subsidiaries. Old Carco Canada Holding ULC and 3217923 Nova Scotia Company ULC were established in 2005 and 2007, respectively, for

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26**  
**(continued)**

strategic and tax planning reasons. Bonsol Holding S.a.r.l. was established in 2009 to facilitate the Fiat Transaction. All of the FHCs' former subsidiaries, except Alpha Holding LP (which became a Debtor on May 19, 2009 in a case that is jointly administered with the other Debtors' cases by an order of the Bankruptcy Court dated May 26, 2009), were sold as part of the Fiat Transaction.

All three FHCs are now inactive with no further transactions, cash or otherwise, anticipated among them or with any of the Debtors or with any of the Debtors' remaining non-Debtor subsidiaries. Their only remaining balances are various intercompany accounts which will not be settled. Legal consideration is being given to the eventual formal abandonment of these entities.

Current estimated valuation - \$0

Marketing Investment Dealerships

Before the commencement of its chapter 11 case on April 30, 2009 (the "Filing Date"), the Company had a program to assist entrepreneurs in establishing Chrysler dealerships. The Company would assist in all aspects of the dealership's financing, by providing financing in the form of preferred stock and guaranteeing working capital and floorplan financing provided by Chrysler Financial Services Americas LLC ("CFSA"). In some cases, the dealership was an established dealership that the Company acquired from a previous owner; in other cases, it was a newly established dealership. The dealership real property (land and buildings) was typically owned or leased by Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC) and leased/subleased to the dealership.

The objective for the entrepreneur was to eventually redeem the preferred stock with cash generated through profitable operations and ultimately become the sole owner of the common stock. During the period in which the preferred stock was still outstanding and the entrepreneur was increasing his/her common stock ownership, these dealerships were referred to as Marketing Investment Dealerships ("MIDs"). 100% of the voting rights of the dealership entity remained with the preferred stock (owned by the Company) until fully redeemed, at which point the dealership left the MID program.

Historically, if a MID failed to achieve profitability or demonstrate a reasonable path towards profitability within the expected timeframe, the Company would assume full operational control and ownership. The Company would then: recapitalize the MID with a new operator; or sell the dealership to a privately capitalized operator; or commence an orderly liquidation, usually without a bankruptcy filing.

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26**  
**(continued)**

In the orderly liquidation scenario, the Company would sell the dealership's parts inventory, equipment and unsold vehicles to other local dealerships, generally at a discount. The cash generated from the sales, plus any cash in the dealership account, would go first to CFSA, due to their security interest in all the dealership tangible assets in support of their loans. Any remaining cash would be used to satisfy the other liabilities of the dealership. At the point the liquidation commenced, the Company would estimate the amount of cash required to affect the full liquidation and, if needed, contribute to the existing dealership cash account at that point. Any ultimate cash surplus or deficiency was returned to/supplied by the Company. This is no assurance that a similar liquidation approach would be utilized in the future, as alternative approaches are under current legal review.

At the Filing Date, the Company had 24 MIDs. As part of the Fiat Transaction, six were purchased by New Chrysler; ten were excluded (retained by the Company); and eight (the "Deferred Purchase Option MIDs") were subject to a deferred purchase option in favor of New Chrysler (New Chrysler has 90 days after closing to exercise). To date, New Chrysler has exercised its option to acquire four of the Deferred Purchase Option MIDs. The remaining four Deferred Purchase Option MIDs and the ten excluded MIDs (in process of liquidation) are addressed in greater detail below.

*Deferred Purchase Option MIDs*

New Chrysler has 90 days (i.e., until September 8, 2009) to exercise the option to acquire any or all of the remaining four Deferred Purchase Option MIDs (see Schedule A attached). The unaudited combined balance sheet of these MIDs as of May 31, 2009 is attached as Schedule B. The unaudited combined income statements of these MIDs for the five months ended May 31, 2009 is attached as Schedule B1.

Current estimated valuation - \$0

Given the zero cost option for New Chrysler to acquire the Deferred Purchase Option MIDs, the value to the Company is presently estimated at \$0. The Company most likely would liquidate any MIDs not acquired by New Chrysler and it is not likely, based on past experience, that the Company would realize any material value from such liquidation(s).

*Other MIDs in Process of Liquidation*

Of the ten excluded MIDs in process of liquidation (the "Liquidating MIDs"), eight were closed in 2008 and are in the final "run-off" stage with no significant assets other than small amounts of cash to liquidate remaining liabilities.

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26**  
**(continued)**

The unaudited combined balance sheet of the ten Liquidating MIDs is attached as Schedule C. The unaudited combined income statements of Long Beach Chrysler-Jeep, Inc. and Lone Star Chrysler Jeep Dodge, Inc. (the only Liquidating MIDs operating in 2009) for the five months ended May 31, 2009 is attached as Schedule C1.

Long Beach Chrysler-Jeep, Inc. was closed on June 19, 2009, and Lone Star Chrysler Jeep Dodge, Inc. is expected to close at the end of August 2009. Both of these MIDs have negative net worth, and each owes over \$5 million to CFSA under various loan arrangements. It is highly unlikely that a buyer will be found for these dealership(s), or a substantial portion of their assets and liabilities, that will result in any net realizable value to the Company.

Based upon past experience in liquidating MIDs, the Company believes the Liquidating MIDs will not yield any net realizable value. It is more likely that additional cash may be required to affect a non-bankruptcy liquidation, if completed consistent with past practice. The liquidation costs are presently being analyzed and various liquidation strategies are being considered to avoid or minimize the need for any additional cash to complete the liquidation process.

Current estimated valuation - \$0

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26 - Schedule A**

The following non-Debtor entities (19) are covered by this report (c):

<u>Category and Name of Entity</u>	<u>Jurisdiction of Organization</u>	<u>Percentage of Debtor Ownership (a)</u>
<b>Foreign Companies in Liquidation ("FCLs") (2)</b>		
Chrysler de Venezuela S.A.	Venezuela	100%
Chrysler Motors de Venezuela S.A. (b)	Venezuela	100%
<b>Foreign Holding Companies ("FHCs") (3)</b>		
Bonsol Holding S.a.r.l.	Luxembourg	100%
Old Carco Canada Holding ULC	Canada	100%
3217923 Nova Scotia Company ULC	Canada	100%
<b>Marketing Investment Dealerships ("MIDs")</b>		
<b>Deferred Purchase Option MIDs (4)</b>		
Action Chrysler Jeep Dodge, Inc.	Delaware	100%
Des Plaines Chrysler Jeep Dodge, Inc.	Delaware	73.7%
Grapevine Chrysler Jeep Dodge, Inc.	Delaware	100%
South Charlotte Chrysler Jeep Dodge, Inc.	Delaware	43.9%
<b>Other MIDs in Process of Liquidation (10)</b>		
Ross Park MID Inc.	Delaware	100%
Baum Boulevard MID Inc.	Delaware	100%
Fox Lake MID Inc.	Delaware	100%
Dayton MID Inc.	Delaware	100%
El Monte MID Inc.	Delaware	100%
Lone Star Chrysler Jeep Dodge, Inc.	Delaware	100%
Long Beach Chrysler-Jeep, Inc.	Delaware	100%
Lowell MID Inc	Delaware	100%
Shakopee MID Inc.	Delaware	100%
Stoneridge Motors, Inc.	Delaware	100%

Notes:

- a. All directly owned by a Debtor, except: Old Carco Canada Holding ULC is 100% owned by Bonsol Holding S.a.r.l. and 3217923 Nova Scotia Company ULC is 100% owned by Old Carco Canada Holding ULC
- b. Name change pending
- c. The Deferred Closing Entities listed in Schedule 2.1 of the Transition Services Agreement re the Fiat Transaction were all transferred to New Chrysler prior to the date of this report and, accordingly, are not included

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26 - Schedule B Combined Balance Sheet**  
**Deferred Purchase Option MIDs (1)**  
**(unaudited - in thousands of dollars)**

	Combined 5/31/09
<b>CURRENT ASSETS</b>	
Cash and cash equivalents	\$5,500
Receivables	2,032
Inventories	28,677
Other current assets	142
<b>TOTAL CURRENT ASSETS</b>	<b>36,351</b>
<b>OTHER ASSETS</b>	
Equipment, net (2)	3,456
Other assets	10
Goodwill (5)	6,150
<b>TOTAL OTHER ASSETS</b>	<b>9,616</b>
<b>TOTAL ASSETS (3)</b>	<b>\$45,967</b>
<b>CURRENT LIABILITIES</b>	
Accounts payable	\$2,591
Accrued expenses	1,356
Floorplan liability (4)	28,689
<b>TOTAL CURRENT LIABILITIES</b>	<b>32,636</b>
<b>LONG-TERM LIABILITIES</b>	
Long-term debt (4)	13,312
Other liabilities	0
<b>TOTAL LONG-TERM LIABILITIES</b>	<b>13,312</b>
<b>TOTAL LIABILITIES</b>	<b>45,948</b>
<b>NET WORTH</b>	<b>19</b>
<b>TOTAL LIABILITIES AND NET WORTH</b>	<b>\$45,967</b>

Notes:

- 1 Includes four Deferred Purchase Option MIDs. See Schedule A
- 2 Land and buildings are leased or sub-leased from a subsidiary of Chrysler Group LLC
- 3 All assets are carried at historical cost. In the event New Chrysler does not exercise its option to acquire any given MID, the net realizable value of its assets in a liquidation scenario, except for cash, would likely be less than historical cost
- 4 All floorplan liability and long-term debt is owed to Chrysler Financial Services Americas LLC. The Long-term debt is a combination of working capital loans and loans used for the original purchase of the dealership
- 5 Goodwill for any MIDs not acquired by New Chrysler will be written off at end of option period



**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26 - Schedule B1 Combined Income Statements**  
**Deferred Purchase Option MIDs (1)**  
**(unaudited - in thousands of dollars)**

	For the Five Months Ended 5/31/09
<b>New Vehicle Sales, Net</b>	
Gross profit	\$1,196
Sales expense	1,715
New vehicle sales margin	(519)
<b>Used Vehicle Sales, Net</b>	
Gross profit	1,353
Sales expense	1,471
Used vehicle sales margin	(118)
<b>Service, Body and Paint Departments</b>	
Gross revenue	2,671
Cost of good sold	1,658
Service, body and paint departments margin	1,013
<b>Parts Department</b>	
Gross revenue	2,246
Cost of good sold	1,002
Parts department margin	1,244
<b>TOTAL MARGIN</b>	1,620
<b>Other Expenses</b>	
Fixed expenses	4,565
Salaries - owners & officers	304
<b>TOTAL OTHER EXPENSES</b>	4,869
<b>OPERATING PROFIT</b>	(3,249)
<b>Other Income/(Expenses), net (2)</b>	647
<b>NET INCOME/(LOSS) BEFORE TAXES</b>	(\$2,602)

Notes:

1 Includes four Deferred Purchase Option MIDs. See Schedule A

2 Primarily sales volume incentives from the Company

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26 - Schedule C Combined Balance Sheet**  
**Other MIDs in Process of Liquidation (1)**  
**(unaudited - in thousands of dollars)**

	<u>Combined Date (2)</u>
<b>CURRENT ASSETS</b>	
Cash and cash equivalents	\$2,927
Receivables	657
Inventories	10,215
Other current assets	179
<b>TOTAL CURRENT ASSETS</b>	<u>13,978</u>
<b>OTHER ASSETS</b>	
Equipment, net (3)	318
Other assets	72
Goodwill (6)	0
<b>TOTAL OTHER ASSETS</b>	<u>390</u>
<b>TOTAL ASSETS (4)</b>	<u><u>\$14,368</u></u>
<b>CURRENT LIABILITIES</b>	
Accounts payable	\$779
Accrued expenses	1,041
Floorplan liability (5)	10,147
<b>TOTAL CURRENT LIABILITIES</b>	<u>11,967</u>
<b>LONG-TERM LIABILITIES</b>	
Long-term debt (5)	5,385
Other liabilities	249
<b>TOTAL LONG-TERM LIABILITIES</b>	<u>5,634</u>
<b>TOTAL LIABILITIES</b>	<u>17,601</u>
<b>NET WORTH</b>	<u>(3,233)</u>
<b>TOTAL LIABILITIES AND NET WORTH</b>	<u><u>\$14,368</u></u>

Notes:

- 1 Includes 10 Other MIDs in Process of Liquidation. See Schedule A
- 2 For two MIDs closed in June/July 2009 (Lone Star Chrysler Jeep Dodge, Inc. and Long Beach Chrysler-Jeep, Inc.) balances are as of May 31, 2009  
For El Monte MID, Inc. balances are as of June 30, 2009  
For all other MIDs the balances are as of March 31, 2009
- 3 Land and buildings leased or sub-leased from a subsidiary of Chrysler Group LLC
- 4 All assets are carried at historical cost, not net realizable value, which is likely to be less than historical cost, except for cash
- 5 All floorplan liability and long-term debt is owed to Chrysler Financial Services Americas LLC. The Long-term debt is a combination of working capital loans and loans used for the original purchase of the dealership
- 6 Any remaining Goodwill was written off in 2009

**Old Carco LLC (f/k/a Chrysler LLC), et al.**  
**Jointly Administered Case Number 09-50002 (AJG)**  
**Modified Official Form 26 - Schedule C1 Combined Income Statements**  
**Other MID's in Process of Liquidation (1)**  
**(unaudited - in thousands of dollars)**

	For the Five Months Ended <u>5/31/09</u>
<b>New Vehicle Sales, Net</b>	
Gross profit	\$123
Sales expense	<u>513</u>
New vehicle sales margin	<u>(390)</u>
<b>Used Vehicle Sales, Net</b>	
Gross profit	315
Sales expense	<u>410</u>
Used vehicle sales margin	<u>(95)</u>
<b>Service, Body and Paint Departments</b>	
Gross revenue	1,153
Cost of good sold	<u>677</u>
Service, body and paint departments margin	<u>476</u>
<b>Parts Department</b>	
Gross revenue	856
Cost of good sold	<u>335</u>
Parts department margin	<u>521</u>
<b>TOTAL MARGIN</b>	<u><u>512</u></u>
<b>Other Expenses</b>	
Fixed expenses	1,836
Write-off of goodwill	1,700
Salaries - owners & officers	<u>108</u>
<b>TOTAL OTHER EXPENSES</b>	<u>3,644</u>
<b>OPERATING PROFIT</b>	<u>(3,132)</u>
<b>Other Income/(Expenses), net (2)</b>	<u>90</u>
<b>NET INCOME/(LOSS) BEFORE TAXES</b>	<u><u>(\$3,042)</u></u>

Notes:

1 Includes only Lone Star Chrysler Jeep Dodge, Inc. and Long Beach Chrysler-Jeep, Inc. See Schedule A. These were the only two MID's in Other MID's in Process of Liquidation category in operation during 2009. Both MID's were still operating as of May 31, 2009; Long Beach Chrysler-Jeep, Inc. was closed in June and Lone Star Chrysler Jeep Dodge, Inc. is expected to close at the end of August 2009.

2 Primarily sales volume incentives from the Company