

**Old Carco LLC
555 Chrysler Drive
Auburn Hills, Michigan 48236-2766**

January [], 2010

To the Creditors of Old Carco LLC and Its Affiliated Debtors:

We are pleased to report that Old Carco LLC and its affiliated debtors and debtors in possession (collectively, the "Debtors") are soliciting your acceptance of their amended joint plan of liquidation (the "Plan").¹ The proposed Plan is the product of many months of hard work and negotiations with the First Lien Lenders, the Government DIP Lenders and the Official Committee of Unsecured Creditors appointed in the Debtors' chapter 11 cases (the "Committee"). Included with these materials is a letter from the Committee supporting the Plan and recommending that creditors of the Debtors vote in favor of the Plan.

We believe that the enclosed Plan provides the best (and in most cases only) possible recovery for creditors of the Debtors under the circumstances. Therefore, we strongly urge you to vote in favor of the Plan.

The following documents are contained in the attached materials:

- (a) The Amended Joint Plan of Liquidation of Debtors and Debtors in Possession;
- (b) The Disclosure Statement with respect to the Plan, in the form approved by the Bankruptcy Court (the "Disclosure Statement");
- (c) A notice providing information regarding Plan voting and announcing the hearing on March 16, 2010, beginning at 10:00 a.m., Eastern Time, in the United States Bankruptcy Court for the Southern District of New York to consider confirmation of the Plan; and
- (d) For creditors entitled to vote on the Plan, a ballot and a return envelope.

The actions described in the Plan constitute the final and necessary steps to complete the orderly liquidation of the Debtors and their remaining assets and are intended to achieve the best possible recovery for those assets, while providing a fair process for the distribution of the proceeds of those assets.

In general, the Plan provides for, among other things: (a) the treatment of claims and interests; (b) the establishment of a Liquidation Trust to collect and distribute the Debtors' remaining assets; (c) the transfer of the Debtors' remaining assets to the Liquidation Trust;

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

(d) the selection of a Liquidation Trustee to oversee the Liquidation Trust and the dissolution and winding up of the Debtors' Estates; (e) the creation and administration of certain trust accounts to hold the Debtors' cash; (f) the appointment of a Litigation Manager to manage the Daimler Litigation; (g) certain releases described in the Plan; (h) the release of Liens and other security interests; and (i) the treatment of executory contracts and unexpired leases.

THE BOARD OF MANAGERS OF OLD CARCO LLC BELIEVES THAT THE PLAN IS IN THE BEST INTERESTS OF CREDITORS AND OTHER STAKEHOLDERS OF THE DEBTORS. ALL CREDITORS ENTITLED TO VOTE ON THE PLAN ARE URGED TO VOTE TO ACCEPT THE PLAN BY RETURNING BALLOTS IN ACCORDANCE WITH THE BALLOT INSTRUCTIONS.

For further information concerning the Plan, you are encouraged to read carefully the enclosed Disclosure Statement, which was approved by the Bankruptcy Court on January [21], 2010, as well as the Plan itself. You also should read the instructions attached to the enclosed ballot for information regarding the proper completion and submission of the ballot. If you have any questions regarding voting procedures, you may call the Debtors' solicitation and tabulation agent, Epiq Bankruptcy Solutions, LLC, at (877) 271-1568 (toll-free telephone number for U.S. callers) or at (877) 271-1568 or +1-503-597-7708 (for International callers). In addition, the Plan, Disclosure Statement and exhibits thereto are available for review, free of charge, at the Debtors' chapter 11 website at www.chryslerrestructuring.com.

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PLEASE NOTE THAT, TO BE COUNTED, YOUR BALLOT MUST BE *ACTUALLY RECEIVED* NO LATER THAN 5:00 P.M., EASTERN TIME, ON **MARCH 2, 2010** OR SUCH OTHER DATE AND TIME THAT ARE IDENTIFIED ON YOUR BALLOT. WE URGE YOU TO READ THE BALLOT INSTRUCTIONS CAREFULLY BEFORE VOTING.

Sincerely yours,

Ronald E. Kolka
Chief Executive Officer

Enclosures

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.**

c/o Kramer Levin Naftalis & Frankel LLP

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-3237

www.chryslercommittee.com

January [], 2010

TO: Unsecured Creditors of Old Carco LLC, et al. (collectively, “Old Carco”)

FROM: The Official Committee of Unsecured Creditors of Old Carco LLC, et al. (the “Creditors’ Committee”)¹

The Creditors’ Committee, which represents the interests of all general unsecured creditors in Old Carco’s chapter 11 bankruptcy cases (“Unsecured Creditors”), writes this letter to recommend that Unsecured Creditors vote in favor of Old Carco’s Amended Joint Plan of Liquidation (the “Plan”). The Plan is a result of months of intense negotiations among Old Carco, the United States Department of Treasury (the “US Treasury”), the Export Development Canada (“EDC” and together with the US Treasury, collectively, the “Government DIP Lenders”), the pre-petition first lien lenders (“First Lien Lenders”), the Creditors’ Committee, and Old Carco’s other creditor constituencies. Given the facts and circumstances described below, and as further described in the Disclosure Statement accompanying the Plan (the “Disclosure Statement”), the Creditors’ Committee believes the Plan provides the best and only possible recovery for Unsecured Creditors.

The Creditors’ Committee and its professionals played an integral role in many of the key activities critical to the outcome of these chapter 11 bankruptcy cases and represented the interest of Unsecured Creditors in all significant case matters. In addition, the Creditors’ Committee played a leading role in identifying potential sources of recovery for the Unsecured Creditors. Directly relevant to the Plan, the Creditors’ Committee conducted an extensive two-month investigation and subsequently filed a complaint on behalf of the estate of Old Carco (“Complaint”) against Daimler AG, a company that formerly owned Old Carco (“Daimler”), and certain former directors affiliated with Daimler (the “Daimler Litigation”). The Complaint seeks to hold Daimler and the other Daimler defendants responsible for damages caused by certain fraudulent transfers made by Daimler in connection with the sale of Old Carco in 2007. A complete description of and the basis for the Daimler Litigation may be found in Section V.N. of the Disclosure Statement.²

In furtherance of the Daimler Litigation, the Creditors’ Committee negotiated an agreement (the “Daimler Litigation Agreement”) with the First Lien Lenders and the Government DIP Lenders to create a separate fund to pay for the litigation expenses related to the Daimler Litigation (the “Daimler Litigation Fund”). Currently, the Daimler Litigation Fund

¹ The current members of the Creditors’ Committee are: (1) International Union, United Automobile, Aerospace & Agricultural Implement Workers of America, UAW, (2) DARCARS Imports, Inc. (a dealership), (3) Patricia Pascale (an asbestos claimant), and (4) Desire Sanchez (a personal injury claimant).

² Please note that the foregoing summary of the allegations in the Complaint is provided to the Unsecured Creditors for informational purposes only is not intended to, and shall not, modify the Complaint. Any statements made herein regarding the Complaint are qualified in their entirety by the actual terms of the Complaint, which in all instances shall govern.

exceeds \$8,000,000. Additionally, the Creditors' Committee retained the law firms Stutzman, Bromberg, Esserman & Plifka, PC and Susman Godfrey L.L.P. to prosecute the Daimler Litigation on a contingency fee basis. The Government DIP Lenders also agreed to release their lien against the Daimler Litigation proceeds to allow for Unsecured Creditors to participate in any recovery. On November 19, 2009, the Bankruptcy Court approved the Daimler Litigation Agreement as part of the "Winddown Orders" described in the Disclosure Statement.

As described in more detail in the Disclosure Statement, the Plan implements the Daimler Litigation Agreement and preserves the Daimler Litigation after the effective date of the Plan and provides the framework for funding expenses of the Daimler Litigation. However, as set forth in the Plan, under the Daimler Litigation Agreement, **the Government DIP Lenders' agreement to release their liens in the Daimler Litigation proceeds is expressly conditioned upon Unsecured Creditors voting in favor of the Plan.**

As a result of the sale of the Debtors' businesses and the obligations remaining to the Government DIP Lenders and the First Lien Lenders, there are no other assets available for distribution to Unsecured Creditors. For this reason, the Creditors' Committee negotiated heavily with the Government DIP Lenders and the First Lien Lenders to provide for the potential of a recovery from the Daimler Litigation. **Any proceeds from the Daimler Litigation provide the only possibility for Unsecured Creditors to obtain any recovery on account of their claims.** However, while the Creditors' Committee believes that the claims set forth by the Daimler Litigation have merit, the Creditors' Committee cannot predict the outcome of the Daimler Litigation or the ultimate recovery for Unsecured Creditors at this time.. Daimler is expected to vigorously defend the litigation, which is just getting underway. Nonetheless, absent Unsecured Creditors' support and vote in favor of the Plan, there will not be any opportunity for a recovery.

Accordingly, the Creditors' Committee recommends that you vote **FOR** the Plan by checking the box:

ACCEPT the Plan

on your ballot and returning your ballot in accordance with the voting instructions described in the ballot and the Disclosure Statement.

THE CREDITORS' COMMITTEE'S RECOMMENDATION THAT UNSECURED CREDITORS VOTE FOR THE PLAN SHOULD NOT SERVE AS A SUBSTITUTE FOR EACH UNSECURED CREDITOR'S OWN CAREFUL READING AND CONSIDERATION OF THE DISCLOSURE STATEMENT, PLAN AND RELATED DOCUMENTS DISSEMINATED THEREWITH, AND CONSULTATION WITH COUNSEL OR OTHER PROFESSIONAL ADVISORS.

If you have questions, please contact us through the Creditors' Committee's website, **www.chryslercommittee.com**, or by phone at the Creditors' Committee hotline (212) 715-3237.

Very truly yours,

**The Official Committee of Unsecured
Creditors of Old Carco LLC, et al.**