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ARTICLE II COMPANY DISCLOSURE LETTER

TO

MASTER TRANSACTION AGREEMENT

among

FIAT S.p.A.,

NEW CARCO ACQUISITION LLC,

CHRYSLER LLC

and

the other SELLERS identified therein

Dated as of April 30, 2009

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**SECTION 2.06**

**PURCHASE AND SALE OF PURCHASED ASSETS**

**Section 2.06(c)**

Cash collateral held by JPMorgan Chase Bank, N.A. securing financing under the A&R First Lien Credit Agreement, as amended, and the Second Lien Term Loan Agreement, dated as of August 3, 2007, among CarCo Intermediate HoldCo II LLC, Chrysler LLC, the several banks and other financial institutions or entities from time to time parties thereto, Goldman Sachs Credit Partners L.P. and Citibank, N.A. as syndication agents, and JPMorgan Chase Bank, N.A. as administrative agent.

**Section 2.06(f)**

1. Paint shop located at the following location:

<b>Address</b>	<b>Type of Property</b>	<b>Owner</b>
550 S. College Avenue Assembly Plant Newark, Delaware 19713	Manufacturing	Chrysler LLC

2. Equipment located at the following locations:

<b>Address</b>	<b>Type of Property</b>	<b>Owner</b>
6700 Lynch Road Component Plant Detroit, Michigan 48234	Manufacturing	Chrysler LLC
6490 & 6334 Lynch Road Detroit, Michigan 48234	Warehouse	Chrysler LLC
2171 Hitzert Court JIT Center Fenton, Missouri 63026	Warehouse	Chrysler LLC
1050 Dodge Drive Assembly Plant Fenton, Missouri 63026	Manufacturing	Chrysler LLC
1001 North Highway Drive Assembly Plant Fenton, Missouri 63026	Manufacturing	Chrysler LLC

3. Equipment and data center located at the following location:

Address	Type of Property	Owner
38111 Van Dyke Assembly Plant Sterling Heights, Michigan 48312	Manufacturing	Chrysler LLC

4. Training center assets at the following locations, to the extent the associated leases are Excluded Contracts:

Address	Type of Property	Lessee
3421 East Harbor Drive Suite 300 Phoenix, Arizona 85034	Flex	Chrysler Motors LLC
5141 East Santa Ana Avenue Ontario, California 91761	Flex	Chrysler Motors LLC
5720 Stonebridge Drive Building E Pleasanton, California 94588	Flex	Chrysler Motors LLC
14155 East 42nd Avenue Building B Denver, Colorado 80239	Flex	Chrysler Motors LLC
8351 Parkline Boulevard Suite 500 Orlando, Florida 32809	Flex	Chrysler Motors LLC
1000 Cobb Place Boulevard Suites 370 & 390 Kenesaw, Georgia 30144	Flex	Chrysler Motors LLC
1980 High Grove Lane Naperville, Illinois 60540	Flex	Chrysler Motors LLC
10105 Marshall Drive Lenexa, Kansas 66215	Flex	Chrysler Motors LLC
8955 Henkels Lane Annapolis Junction, Maryland 20701	Flex	Chrysler Motors LLC
105 Forbes Boulevard Mansfield, Massachusetts 02048	Flex	Chrysler Motors LLC
2367 Walton Boulevard Auburn Hills, Michigan 48326	Flex	Chrysler Motors LLC
16305 36th Ave., Suite 600 Plymouth, MN 55446	Flex	Chrysler Motors LLC
3187 Riverport Tech Center Drive Maryland Heights, Missouri 63043	Flex	Chrysler Motors LLC
370 Summit Point Drive, Suite 3, Henrietta, New York 14467	Flex	Chrysler Motors LLC
One Ramland Road, Suite 135, Orangeburg, New York 10523	Flex	Chrysler Motors LLC
10420 Harris Oaks Boulevard, Suite H Charlotte, North Carolina 28269	Flex	Chrysler Motors LLC
2828 East Kemper Road Building B Cincinnati, Ohio 45241	Flex	Chrysler Motors LLC

Address	Type of Property	Lessee
19701 South West 95th Place, Tualatin, Oregon 97062	Flex	Chrysler Motors LLC
425 Technology Drive, Suite 100 Malvern, Pennsylvania 19355	Flex	Chrysler Motors LLC
203/205 Overlook Drive Sewickley, Pennsylvania 15143	Flex	Chrysler Motors LLC
8370 Wolf Lake Boulevard, Bartlett, Tennessee 38133	Flex	Chrysler Motors LLC
8100 Jetstar Drive, Suite 175 Irving, Texas 75244	Flex	Chrysler Motors LLC
533 Northpark Central Drive Suite 170 Houston, Texas 77073	Leased	Chrysler Motors LLC
1011 Technology Park Drive Suite 1011 Glen Allen, Virginia 23060	Flex	Chrysler Motors LLC
700 Walnut Ridge Drive, Hartland, Wisconsin 53029	Flex	Chrysler Motors LLC

**Section 2.06(g)(i)**

*Wholly-owned subsidiaries*

a. Purchased Entities:

**Name**

1. Bessemer Chrysler Jeep Dodge, Inc.
2. Downriver Dodge, Inc.
3. La Brea Avenue Motors, Inc.
4. Autodie LLC
5. Chrysler de Venezuela LLC
6. Chrysler International Holding LLC
7. Chrysler Receivables SPV LLC
8. Chrysler Warranty SPV LLC
9. The Chrysler Foundation
10. Chrysler Jeep International S.A.
11. Chrysler Canada Holding ULC
12. Chrysler Cayman Investments Ltd.
13. Chrysler Chile Importadora, LLC
14. Chrysler Group Egypt Limited
15. Chrysler International GmbH
16. Chrysler Holding (Austria) GmbH
17. Chrysler Korea Ltd.
18. CNI C.V.

**Jurisdiction of Organization**

- Delaware  
Delaware  
Delaware  
Delaware  
Delaware  
Delaware  
Delaware  
Delaware  
Michigan  
Belgium  
Canada  
Cayman Islands  
Chile  
Egypt  
Germany  
Germany  
Korea  
Netherlands

b. Purchased Companies which are not Purchased Entities:

<b><u>Name</u></b>	<b><u>Jurisdiction of Organization</u></b>
1. Alpha Holding LP	Delaware
2. Chrysler Investment Holdings LLC	Delaware
3. 3217923 Nova Scotia Company	Canada
4. 0847574 B.C. Unlimited Liability Company	Canada
5. Chrysler Canada Inc.	Canada
6. 2813017 Canada Inc.	Canada
7. 2813025 Canada Inc.	Canada
8. 2813009 Canada Inc.	Canada
9. Chrysler Lease Receivables 1 Inc.	Canada
10. Chrysler Lease Receivables 2 Inc.	Canada
11. Chrysler Lease Receivables Unlimited Partnership	Canada
12. Chrysler Receivables 1 Inc.	Canada
13. Chrysler Receivables 2 Inc.	Canada
14. Chrysler Receivables Partnership	Canada
15. Chrysler “Vienna” BmbH	Germany
16. Chrysler Austria Gesellschaft mbH	Germany
17. Chrysler Management Austria GmbH	Germany
18. AC Austro Car Handelsgesellschaft mbH & Co Management	Germany
19. Chrysler India Automotive Private Limited <sup>1</sup>	India
20. Chrysler Mexico Holding, S. de R.L. de C.V. <sup>2</sup>	Mexico
21. Fundacion Chrysler de Mexico, I.A.P.	Mexico
22. Inmuebles Chrysler de Mexico, S.A. de C.V.	Mexico
23. Operadora G.C., S.A. de C.V.	Mexico
24. Chrysler Mexico Investment Holdings Cooperatie U.A.	Netherlands
25. Chrysler Netherlands Distribution B.V.	Netherlands
26. Chrysler Netherlands Holding Cooperatie U.A. <sup>3</sup>	Netherlands

c. To the extent that National Sales Companies (“NSCs”) are not designated as Excluded Subsidiaries pursuant to Section 2.14 of the Agreement, the Equity Interests in the following NSCs:

<b><u>Name</u></b>	<b><u>Jurisdiction of Organization</u></b>
1. Chrysler Argentina S.R.L.	Argentina
2. Chrysler Australia Pty Ltd.	Australia
3. Chrysler Belgium Luxembourg NV/SA	Belgium
4. CJD do Brasil Comercio de Veículos Ltda.	Brazil

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<sup>1</sup> 0.01% owned by Chrysler Dutch Operating Group LLC, a Selling Group Member.

<sup>2</sup> 0.01% owned by the Company.

<sup>3</sup> 1.00% owned by CNI C.V.

<u>Name</u>	<u>Jurisdiction of Organization</u>
5. Chrysler Colombia Ltda.	Colombia
6. Chrysler Czech Republic s.r.o.	Czech Republic
7. Chrysler Danmark ApS	Denmark
8. Chrysler France S.A.S	France
9. Chrysler Deutschland GmbH	Germany
10. Chrysler & Jeep Vertriebsgesellschaft mbH	Germany
11. Chrysler Italia S.r.l.	Italy
12. Chrysler Nederland B.V.	Netherlands
13. Chrysler New Zealand Limited	New Zealand
14. Chrysler Polska sp. zo.o.	Poland
15. Chrysler South East Asia Pte. Ltd.	Singapore
16. Chrysler South Africa (Pty) Limited	South Africa
17. Chrysler España S.L.	Spain
18. Chrysler Sweden AB	Sweden
19. Chrysler Switzerland GmbH	Switzerland
20. Chrysler UK Limited	United Kingdom
21. Banbury Road Motors Limited	United Kingdom
22. Chrysler UK Pension Trustees Limited	United Kingdom

*Subsidiaries partially owned by non-Chrysler entities*

a. Purchased Entities:

i. Marketing Investment Dealership Subsidiaries:

<u>Name</u>	<u>Jurisdiction of Organization</u>
1. McKinney Dodge, Inc.	Delaware
2. Stateline Chrysler Jeep Dodge, Inc.	Delaware
3. Superstition Springs Chrysler Jeep, Inc.	Delaware

ii. Other Subsidiaries:

<u>Name</u>	<u>Jurisdiction of Organization</u>
1. Chrysler Group Taiwan Sales Ltd.	Taiwan

b. Purchased Companies which are not Purchased Entities:

<u>Name</u>	<u>Jurisdiction of Organization</u>
1. Chrysler de Mexico S.A. de C.V.	Mexico

**Section 2.06(g)(ii)**

The Equity Interests in entities that are not Subsidiaries of the Company:

*Joint Ventures:*

<b><u>Name</u></b>	<b><u>Jurisdiction of Organization</u></b>
1. Global Engine Alliance LLC	Delaware
2. Global Engine Asset Company LLC	Delaware
3. Global Engine Manufacturing Alliance LLC	Delaware
4. HP Devco, Inc.	Michigan
5. Arab American Vehicles Company	Egypt

**Section 2.06(q)**

5. All of Sellers' claims and causes of action (including avoidance actions or similar causes of action arising under Sections 544 through 553 of the Bankruptcy Code) against suppliers that are parties to Assumed Contracts.

**Section 2.06(r)**

[Intentionally Omitted]



**SECTION 2.07**

**EXCLUDED ASSETS**

**Section 2.07(a)**

**Real Property Leases**

<b>Address</b>	<b>Type of Property</b>	<b>Lessee</b>	<b>Lessor</b>
20000 Conner Avenue Assembly Plant Detroit, Michigan 48234	Manufacturing	American Tower	Chrysler LLC

**Real Property Subleases**

<b>Address</b>	<b>Type of Property</b>	<b>Lessee</b>	<b>Lessor</b>
9303 West Jefferson Detroit, Michigan 48209	Warehouse	Martin Transportation Systems, Inc.	Chrysler Motors LLC
1960 Technology Drive Building A – 1 <sup>st</sup> & 2 <sup>nd</sup> Floors Troy, Michigan 48084	Office	BMW Hybrid Technology Corp.	Chrysler LLC
1960 Technology Drive Building B, C and D Troy, Michigan 48084	Flex	BMW Hybrid Technology Corp.	Chrysler LLC

**Equipment Leases**

<b>COUNTERPARTY</b>	<b>DESCRIPTION</b>
UB Bancorp	Scrubbers, personnel carriers, fork trucks, tuggers, fire truck, ambulance & burden carriers.
CIT Group	Fork truck batteries.
CCA Financial	Battery charges, battery washer, tow tractors and disabled vehicle mover.
Atel Capital	Fork truck & tow tractors batteries/chargers.
Atel Capital	Battery watering system/charger, water tanks and MTC double stacking units.
First Fleet	Tow tractors.
Wells Fargo	Fork trucks.
Affinity Resources	Fork trucks.
MB Financial	Rico fork trucks.

<b>COUNTERPARTY</b>	<b>DESCRIPTION</b>
CIT Group	Tow tractors.
MB Financial	Genie man lifts.
MB Financial	Cranes.
MB Financial	Fork trucks.
MB Financial	Tuggers.
AFG	Fork trucks.
Manufacturing Leasing	Fork trucks and personnel carrier.
Manufacturing Leasing	Chargers.
Manufacturing Leasing	Fork truck batteries.
Manufacturing Leasing	Fork trucks and personnel carriers.
Alexander Capital Cap.	Battery pack.
Capricorn International	Fork truck batteries.
Guaranty	Personnel carrier.
Sentry	Personnel carriers.
Atel Capital	Fork trucks and tow tractors.
Optimal Leasing	Fork trucks.
First Bank of HP	Scrubbers.
Bank Financial	Battery chargers.
MB Financial	Fork trucks.
MB Financial	Fork trucks.
MB Financial	Fork trucks/personnel carriers.
Wells Fargo	Tow tractor.
Wells Fargo	Personnel carrier/tow tractor.
CIT Leasing	Riding sweeper.
CIT Leasing	Fork trucks, scrubber and personnel carriers.
HSH-Norbank AG	Carriers.
Alexander Capital	Booms.
Bank Financial	Battery washers.
Capricorn International	Battery changers.
LaSalle Leasing	Fork trucks
CCA Financial	Fork trucks.
ICX	Fork trucks.
CSA Financial	Fork trucks.
CSA Financial	SGVs.
CSA Financial	SGVs.
CCA Financial	Fork trucks.

COUNTERPARTY	DESCRIPTION
UPS Capital	5-ton fork trucks.
First Fleet	Fork trucks and batteries.
First Fleet	Tow tractors and batteries.
First Fleet	Fork trucks and walkers.
First Fleet	Diesel tow tractors.
First Fleet	Fork trucks.
CIT Group	Self guided tugger vehicles.
ICX	Fork trucks.
Jasper Truck Sales	Trailer spotter.
NES	Boom.
NES	Boom.
NES	Fork truck.
Renaissance Capital	Fork trucks.
Renaissance Capital	Fork trucks.
Renaissance Capital	Fork trucks.

### **IT Agreements**

1. Hosted Services Agreement between DaimlerChrysler Corporation and Interliant, Inc., now known as NaviSite, Inc., dated December 21, 2001, effective November 1, 2001.

### **Supplier Agreements**

*See Annex 2.07(a)-A.*

### **Agreements with the UAW**

1. Settlement Agreement, dated March 30, 2008, between the Company and the UAW
2. Memorandum of Understanding Post-Retirement Medical Care, dated October 12, 2007, between the Company and the UAW
3. Memorandum of Understanding Post-Retirement Medical Care, dated April 29, 2009, between the Company and the UAW

### **Other**

1. All derivatives and commodity, foreign exchange and fuel positions
2. All directors and officers liability insurance policies

Provided, however, notwithstanding Section 2.07(q) of the Agreement, Excluded Assets shall not include (i) any Transaction Agreement or Alliance Agreement to which a Seller is not a

party, (ii) the Auburn Hills Agreement, (iii) the CGI Indemnity Assignment Agreement and (iv) the Daimler Agreement.

**Section 2.07(c)**

1. Any collateral, deposit or other prepaid asset provided in connection with an Excluded Contract, any other Excluded Asset or an Excluded Liability.
2. All derivatives and commodity, foreign exchange and fuel positions.
3. Surety bonds associated with Excluded Assets or Excluded Liabilities.

**Section 2.07(d)**

<b>Address</b>	<b>Type of Property</b>	<b>Owner</b>
103 Wynn Drive Component Plant Huntsville, Alabama 35801	Manufacturing	Chrysler LLC
500 S. College Avenue Distribution Center Newark, Delaware 19713	Warehouse	Chrysler Motors LLC
550 S. College Avenue Assembly Plant Newark, Delaware 19713	Manufacturing	Chrysler LLC
1100 South Tibbs Avenue Indianapolis, Indiana 46241	Land	Chrysler Motors LLC
500 S. Warman Avenue Indianapolis, Indiana 46222	Land	Chrysler Motors LLC
2301 Featherstone Road Auburn Hills, Michigan 48326	Office	Chrysler LLC
University Drive & High Meadow Circle Auburn Hills, Michigan 48326	Land	Chrysler LLC
20000 Conner Avenue Assembly Plant Detroit, Michigan 48234	Manufacturing	Chrysler LLC
20300 Mound Road Former Power Train Plant Detroit, Michigan 48234	Vehicle/Trailer Parking	Chrysler LLC
6700 Lynch Road Component Plant Detroit, Michigan 48234	Manufacturing	Chrysler LLC
14250 Plymouth Road Detroit, Michigan 48227	Flex	Chrysler LLC
12311 Mark Twain	Warehouse	Chrysler LLC

<b>Address</b>	<b>Type of Property</b>	<b>Owner</b>
Detroit, Michigan 48227		
8 Mile and Mound Mt. Elliot Land Warren, Michigan 48091	Land	Chrysler LLC
38111 Van Dyke Assembly Plant Sterling Heights, Michigan 48312	Manufacturing	Chrysler LLC
1050 Dodge Drive Assembly Plant Fenton, Missouri 63026	Manufacturing	Chrysler LLC
1001 North Highway Drive Assembly Plant Fenton, Missouri 63026	Manufacturing	Chrysler LLC
6600 New Venture Gear Drive East Syracuse, New York 13057	Manufacturing	Chrysler LLC
1000 Jeep Parkway Toledo, Ohio 43657	Land	Chrysler LLC
2000 East Aurora Road Stamping Plant Twinsburg, Ohio 44087	Manufacturing	Chrysler LLC
State Hwy 67 Ballinger, Texas 76821	Manufacturing	Chrysler LLC
5555 30 <sup>th</sup> Avenue Power Train Plant Kenosha, Wisconsin 53144	Manufacturing	Chrysler LLC

**Section 2.07(e)**

<b>Address</b>	<b>Type of Property</b>	<b>Lessee</b>
11705 Vallye Blvd El Monte, California 91732-3037	Dealer	Chrysler Realty Company LLC
370 South Kiley Blvd San Jose, California 95129	Dealer	Chrysler Realty Company LLC
735 Dillingham Blvd Honolulu, Hawaii 96817-4560	Dealer	Chrysler Realty Company LLC
735 Dillingham Blvd Honolulu, Hawaii 96817-4560	Dealer	Chrysler Realty Company LLC
2207 West Station Street AME Kankakee, Illinois 60901	Warehouse	Chrysler LLC
9850 Indianapolis Highland, Indiana 46322-2637	Dealer	Chrysler Realty Company LLC

<b>Address</b>	<b>Type of Property</b>	<b>Lessee</b>
4848 Veterans Memorial Blvd Metairie, Louisiana 70006-5221	Dealer	Chrysler Realty Company LLC
9303 West Jefferson Detroit, Michigan 48209	Warehouse	Chrysler Motors LLC
6490 & 6334 Lynch Road Detroit, Michigan 48234	Warehouse	Chrysler LLC
37200 Amrhein Road E-Building Livonia, Michigan 48150	Flex	Chrysler LLC
4300 Lapeer Road Marshalling Center Orion Township, Michigan 48359	Vehicle/Trailer Parking	Chrysler LLC
5.18 Acres off Jefferson Avenue Trenton, Michigan 48183	Vehicle/Trailer Parking	Chrysler LLC
1.59 Acres off Jefferson Avenue Trenton, Michigan 48183	Vehicle/Trailer Parking	Chrysler LLC
1960 Technology Drive Building A – 1 <sup>st</sup> & 2 <sup>nd</sup> Floors Troy, Michigan 48084	Office	Chrysler LLC
1960 Technology Drive Building B, C and D Troy, Michigan 48084	Flex	Chrysler LLC
16305 36th Avenue, Suite 600 Plymouth, Minnesota 55446	Flex	Chrysler Motors LLC
2171 Hitzert Court JIT Center Fenton, Missouri 63026	Warehouse	Chrysler LLC
2185 Walden Ave Cheekatowaga, New York 14225	Dealer	Chrysler Realty Company LLC
203/205 Overlook Drive Sewickley, Pennsylvania 15143	Flex	Chrysler Motors LLC
533 Northpark Central Drive, Suite 170 Houston, Texas 77073	Flex	Chrysler Motors LLC
2960 I-30 East Mesquite, Texas 75149	Dealer	Chrysler Realty Company LLC

**Section 2.07(g)**

1. Vehicles owned by Sellers for use by, or lease to, employees under Sellers' company car programs.

**Section 2.07(r)**

1. Collateral securing (a) surety bonds, (b) insurance policies not included in the Purchased Assets, (c) workers compensation or self-insurance obligations, (d) obligations under supply agreements that are not Assumed Contracts, (e) obligations under the items identified on Schedule 2.07(c) and (f) letters of credit securing any of the items described in the preceding clauses (a) – (e).
2. Except as provided in Section 2.15 of the Agreement, the “Acquired Assets,” as such term is defined in the Acquisition Agreement located in the Viper Assets folder of the Merrill DataSite data room for Project Capitol 2009 (the “Viper Assets”). The “Viper Assets” shall include the Trademarks located in the Viper Assets of the Merrill DataSite data room for Project Capitol 2009, but shall not include any rights to use any Trademark incorporating (a) the word “Dodge” or any translation of the word “Dodge” or (b) any graphical representation of a shield outline similar to the shield outline of any “Dodge Ram’s Head” logo other than, and/or independent of, the Viper logos located in the Viper Assets folder of the Merrill DataSite data room for Project Capitol 2009.
3. The Equity Interests in the following Marketing Investment Dealerships:

<b><u>Name</u></b>	<b><u>Jurisdiction of Organization</u></b>
Baum Boulevard Chrysler Jeep Dodge, Inc.	Delaware
Chrysler Dodge of Fox Lake, Inc.	Delaware
Chrysler Jeep Dodge of Dayton, Inc.	Delaware
El Monte Chrysler Jeep Dodge, Inc.	Delaware
Lone Star Chrysler Jeep Dodge, Inc.	Delaware
Long Beach Chrysler Jeep Dodge, Inc.	Delaware
Lowell Chrysler Jeep Dodge, Inc.	Delaware
Shakopee Dodge, Inc.	Delaware
Stoneridge Chrysler Jeep Dodge, Inc.	Delaware

4. The Equity Interests in the following Marketing Investment Dealerships will be retained by Sellers, subject to subsequent transfer to Purchaser as and if so agreed between Purchaser and the Company:

<b><u>Name</u></b>	<b><u>Jurisdiction of Organization</u></b>
Action Chrysler Jeep Dodge Inc.	Delaware
Alhambra Chrysler Jeep Dodge, Inc.	Delaware
Dade City Chrysler Jeep Dodge, Inc.	Delaware
Des Plaines Chrysler Jeep Dodge, Inc.	Delaware
Grapevine Chrysler Jeep Dodge, Inc.	Delaware
Gulfgate Dodge, Inc.	Delaware
South Charlotte Chrysler Jeep Dodge, Inc.	Delaware
Stone Mountain Chrysler Jeep Dodge, Inc.	Delaware

5. The Equity Interests in the following:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Chrysler Motors de Venezuela S.A.	Venezuela
Chrysler Asia Pacific Investment Limited	China
Chrysler Group (China) Sales Limited	China
Chrysler (Hong Kong) Automotive Limited	Hong Kong
Chrysler Japan Co., Ltd.	Japan
Chrysler Japan Retail Ltd.	Japan
Chrysler Russia SAO*	Russia
Chrysler Balkans d.o.o Beograd	Serbia
Chrysler Jeep Ticaret A.S.	Turkey

\* Entity was transferred from Daimler AG to Chrysler Holding LLC on March 31, 2009. 100% of the Equity Interests in the entity are expected to be transferred from Chrysler Holding LLC to the Company and a designated Subsidiary of the Company and, subject to the receipt of regulatory approval from the Russian antitrust authority, will become a Subsidiary of the Company and a designated Subsidiary of the Company.

6. To the extent designated as Excluded Subsidiaries pursuant to Section 2.14 of Agreement, the Equity Interests in the following NSCs:

<u>Name</u>	<u>Jurisdiction of Organization</u>
1. Chrysler Argentina S.R.L.	Argentina
2. Chrysler Australia Pty Ltd.	Australia
3. Chrysler Belgium Luxembourg NV/SA	Belgium
4. CJD do Brasil Comercio de Veículos Ltda.	Brazil
5. Chrysler Colombia Ltda.	Colombia
6. Chrysler Czech Republic s.r.o.	Czech Republic
7. Chrysler Danmark ApS	Denmark
8. Chrysler France S.A.S	France
9. Chrysler Deutschland GmbH	Germany
10. Chrysler & Jeep Vertriebsgesellschaft mbH	Germany
11. Chrysler Italia S.r.l.	Italy
12. Chrysler Nederland B.V.	Netherlands
13. Chrysler New Zealand Limited	New Zealand
14. Chrysler Polska sp. zo.o.	Poland
15. Chrysler South East Asia Pte. Ltd.	Singapore
16. Chrysler South Africa (Pty) Limited	South Africa
17. Chrysler España S.L.	Spain
18. Chrysler Sweden AB	Sweden
19. Chrysler Switzerland GmbH	Switzerland
20. Chrysler UK Limited	United Kingdom
21. Banbury Road Motors Limited	United Kingdom
22. Chrysler UK Pension Trustees Limited	United Kingdom



## **SECTION 2.08**

### **ASSUMPTION OF LIABILITIES**

#### **Section 2.08(n)**

1. Liabilities under incentive programs offered to dealers and consumers prior to the Closing, other than incentives to dealers who operate under agreements that are not Assumed Contracts.
2. Liabilities under residual value guarantees and rebate bonuses offered to fleet customers for GDP vehicles prior to the Closing.
3. Liabilities under dealer support programs, including payment of dealer floorplan financing costs during vehicle transit times, offered to dealers prior to the Closing, other than those owed to dealers who operate under agreements that are not Assumed Contracts.
4. Liabilities for credits, deposits or other prepayments in respect of Assumed Contracts or Assumed Liabilities.
5. Liabilities in respect of commercial claims made by suppliers that are parties to Assumed Contracts, regardless of whether such claims are in respect of Assumed Contracts or prior commercial arrangements.
6. Liabilities under employee car vouchers provided by Sellers to Sellers' employees prior to the Closing.
7. At least \$500,000,000 of debt under the loan agreement among the U.S. Treasury, as lender, Chrysler Holding LLC, as borrower, and certain of its subsidiaries, as guarantors, dated as of December 31, 2008.
8. The guarantees listed on Annex 2.08(n)-A.