

Schedule of Sources and Uses of Liquidation Funds¹

| Sources of Liquidation Funds (\$302 million funded from DIP Financing) | | Uses of Liquidation Funds |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Winddown Funds (\$260 million) | Sales and Use Escrow <i>(\$63 million on deposit in an escrow account currently with JP Morgan Chase Bank N.A.)</i> | <ul style="list-style-type: none"> To be used, as required by paragraph 21 Sale Order, to satisfy certain sales and use taxes, Michigan business tax and other taxes owed to state and local taxing authorities in the United States in respect of any of the Debtors and not covered by paragraph 20 of the Sale Order. The Sales and Use Tax Escrow was previously funded consistent with the terms of the Sale Order. |
| | Segregated Tax Account <i>(\$50 million on deposit in a segregated account with KeyBank)</i> | <ul style="list-style-type: none"> To be used to satisfy certain taxes triggered by the Fiat Transaction, including Canadian withholding tax, U.S. income tax and taxes giving rise to personal liability for the Debtors' employees, officers and directors. The Segregated Tax Account previously was funded in connection with the Fiat Transaction. |
| | Additional Winddown Funds <i>(\$147 million on deposit in a separate account with KeyBank)</i> | <ul style="list-style-type: none"> Establishment of a \$21 million priority claim tax trust account for the purpose of paying claims entitled to priority in payment pursuant to 11 U.S.C. § 507(a)(8); Establishment of a \$14 million property tax trust account for the purpose of paying (i) the Debtors' allocated portion of the 2009 Property Taxes consistent with paragraph 20 of the Sale Order and (ii) other secured property taxes on the DIP Collateral (but not to pay any secured property taxes relating to the First Lien Collateral); Addition of \$10 million to Fee Escrow (in addition to \$30 million previously deposited in Fee Escrow as described below); Addition of \$4 million to Dealer Escrow (in addition to \$12 million previously deposited in Dealer Escrow as described below); Establishment of \$30 million winddown fee trust account to be used exclusively to fund the fees, costs and expenses of (i) Capstone Advisory Group, LLC, (ii) Jones Day and (iii) Togut, Segal & Segal, LLP, professional advisory to the Debtors, for the period from and after September 1, 2009; and Establishment of an additional winddown cost escrow fund in an amount to be determined to be used exclusively to fund additional administrative closing costs in completing the winddown. Additional amounts will be paid to the DIP Lenders upon the Plan Effective Date. |
| Prefunded Amount (\$42 million) | Fee Escrow <i>(\$30 million on deposit in an escrow account with KeyBank)</i> | <ul style="list-style-type: none"> To be used to satisfy a portion of the professional fees incurred prior to consummation of the Fiat Transaction. Upon funding of an additional \$10 million from the Additional Winddown Funds (as set forth above), the Fee Escrow will total \$40 million. |
| | Dealer Escrow <i>(\$12 million on deposit in an escrow account with KeyBank)</i> | <ul style="list-style-type: none"> To be used to satisfy certain unpaid incentives owed to former dealers of the Debtors whose agreements with the Debtors were rejected pursuant to the Dealer Rejection Order. Upon funding of an additional \$4 million from the Additional Winddown Funds (as set forth above), the Fee Escrow will total \$16 million. |

¹ This Schedule of Sources and Uses of Liquidation Funds is provided for the convenience of the Court and parties-in-interest and does not modify the terms of the proposed Winddown Order in any manner. If this schedule conflicts with any provision of the proposed Winddown Order, the terms of the proposed Winddown Order shall govern. Capitalized terms not otherwise defined herein or in the Motion have the meanings given to them in the proposed Winddown Order.