

**CONFIRMATION OF THE SECOND AMENDED JOINT PLAN OF LIQUIDATION
OF DEBTORS AND DEBTORS IN POSSESSION, AS MODIFIED, UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

SUMMARY OF DEBTORS' RESPONSES TO PLAN OBJECTIONS

This chart summarizes the Debtors' responses to objections to confirmation of the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, dated January 22, 2010 (Docket No. 6273) (as modified and as it may be further modified or amended, the "Plan"), and is provided in support of the Plan and the Debtors' (I) Memorandum of Law in Support of Confirmation of Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, as Modified and (II) Consolidated Reply to Certain Objections Thereto, filed with the Bankruptcy Court on March 11, 2010 (the "Memorandum"). Capitalized terms not otherwise defined herein have the meanings given to them in the Plan and the Memorandum.

OBJECTION		DEBTORS' RESPONSE	STATUS
1. Ronnie Eugene Denton's Objection to Debtor's Plan of Liquidation (Docket No. 6489) (the " <u>Denton Objection</u> ")			
a.	The Plan is unconfirmable because it is not proposed in good faith in contravention of 11 U.S.C. § 1129(a)(3) because it: (i) requires acceptance by Class 3A and Class 2A in order for Class 3A to have the possibility of receiving a distribution under the Plan; (Denton Objection ¶ 15); and (ii) establishes an arbitrary minimum distribution threshold of \$25 million. (Denton Objection ¶ 16).	<p>Due to the overwhelming number of votes cast in support of the Plan by both Class 3A and Class 2A claim holders, the Denton Objection is moot to the extent it challenges the requirement that Class 3A and Class 2A both vote in favor of the Plan in order for distributions to be made to holders of Claims in Class 3A. In any event, the Class 3A Voting Condition was a condition to the Government DIP Lenders' willingness to provide General Unsecured Creditors with access to the Daimler Proceeds.</p> <p>The \$25 million Minimum Distribution Threshold established by the Plan is the result of: (i) the terms of the settlement with the Government DIP Lenders, the First Lien Agent and the Creditors' Committee by which the Daimler Proceeds would be made available for the benefit of creditors in Class 3A; and (ii) the need to ensure that sufficient cash is available to make a meaningful distribution to the holders of Allowed General Unsecured Claims after accounting for the expenses that will be incurred by the Liquidation Trust in making such distributions and adjudicating any Disputed General Unsecured Claims.</p>	Unresolved; Addressed in Part.

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b.	The Plan is unconfirmable because it (i) attempts to impermissibly release and discharge the Debtors and third parties defined as Release[d] Parties from liability to holders of Claims (Denton Objection ¶ 19) and (ii) attempts to bind Class 3A creditors to the release provisions contained in the Plan if they vote in favor of the Plan. (Denton Objection ¶ 20).	The Plan provides that only parties that vote in favor of the Plan give the release in Section III.E.5.b of the Plan. Because Mr. Denton did not vote in favor of the Plan, he did not grant the releases set forth in Section III.E.5.b of the Plan.	Unresolved; Addressed in Part.
2. Michigan Department of Environmental Quality's Limited Objection to Joint Plan of Liquidation (Docket No. 6491) (the " <u>MDEQ Objection</u> ")			
a.	The Plan is unconfirmable because it fails to properly classify and does not address claims arising out of environmental contamination at certain facilities located in Michigan or treat injunctive obligations relating to such claims as nondischargeable. (MDEQ Objection ¶ 10).	The Plan permits MDEQ to assert any and all Claims they may have against the Debtors' Estates. After Confirmation of the Plan and at such time as appropriate, MDEQ's Claims will be addressed and distributions will be made for any Allowed Claims in accordance with the classification and treatment of such Claims under the Plan. The Plan thus creates a specific and appropriate mechanism for addressing MDEQ's Claims.	Unresolved.
b.	The Plan is unconfirmable because it impermissibly authorizes the abandonment of contaminated property in an attempt to discharge the Debtors of its obligation to address environmental claims. (MDEQ Objection ¶ 11).	The Plan does not provide the Debtors with unchecked authority to abandon property at their discretion. Rather, abandonment of property after the Effective Date of the Plan can only be effectuated by: (i) a motion on proper notice to all parties; (ii) an order of the Bankruptcy Court; and (iii) in accordance with applicable law. Confirmation of the Plan will not result in the abandonment of any property, and, in the event the Liquidation Trust attempts to abandon property in the future, the MDEQ will receive full notice with ample opportunity to object at such time. Additionally, the Debtors currently believe that all of their properties in the State of Michigan will be sold, and that none of such properties represents an imminent and identifiable harm to the public health and safety.	Unresolved.

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c.	The Plan: (i) provides an overly broad release of "all Liabilities" a holder of a Claim or Interest may have that in any way relates to the Debtors (MDEQ Objection ¶ 13); (ii) impermissibly grants releases to and provided for the exculpation for the benefit of non-Debtor third parties in violation of 11 U.S.C. § 1129(a)(1) (MDEQ Objection ¶ 14); and (iii) should be conditioned on providing the State of Michigan the same or similar limitations as the United States and Canada with regard to the release of liabilities under Michigan environmental laws or actions taken under its police or regulatory authority. (MDEQ Objection ¶ 16).	<p>The Plan provides that only parties that vote in favor of the Plan give the release in Section III.E.5.b of the Plan. Because the Michigan Department of Environmental Quality did not vote in favor of the Plan, it did not grant the releases set forth in Section III.E.5.b of the Plan</p> <p>The release limitations contained in Section III.E.5.d of the Plan are a result of a global settlement with the Government DIP Lenders and were provided in consideration of the settlements reached between the Debtors and the Government DIP Lenders and set forth in the DIP Lender Winddown Order and the Plan. There is no basis for the Michigan Department of Environmental Quality to demand or obtain the limitations on releases set forth in Section III.E.5.d of the Plan.</p>	Unresolved; Addressed in Part.
3. Limited Objection of Aramark Uniform & Career Apparel LLC to Confirmation of Joint Plan of Liquidation of Debtors and Debtors in Possession (Docket No. 6509) (the " <u>Aramark Objection</u> ")			
a.	The Aramark Objection contends that the broad releases granted in the Plan are tantamount to an impermissible discharge and requests that the Plan be modified to incorporate language expressly stating that the Claims or Interests of Holders who do not vote in favor of the Plan, specifically, Aramark, are not released or discharged. (Aramark Objection ¶ 10).	The Plan provides that only parties that vote in favor of the Plan give the release in Section III.E.5.b of the Plan. Because Aramark did not vote in favor of the Plan, it did not grant the releases set forth in, and is not subject to, Section III.E.4.b of the Plan.	Addressed.

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4. Movant's/Creditor's, Bruce Abrahamson's, Special/Limited Appearance Objecting to and Opposing Debtor's "Second Amended Joint Plan of Liquidation, Dated January 22, 2010" and Bruce Abrahamson Preserving His Rights Again Herein – For All Reasons Fully Set Forth Below (Docket No. 6503) (the " <u>Abrahamson Objection</u> ")			
a.	The Abrahamson Objection suggests that the Plan is unconfirmable because it: (i) includes impermissible release provisions in contravention of the Bankruptcy Code and other federal law; and (ii) exculpates the Debtors and certain third parties from criminal liability. (Abrahamson Objection, at 13-22).	<p>As described in the Memorandum, the releases set forth in the Plan are appropriate and consistent with applicable law.</p> <p>In addition, the Debtors have modified the Plan exculpation provision contained in Section III.E.6 to clearly carve out criminal conduct:</p> <p><i>provided, however</i>, that the foregoing provisions are subject to Sections III.E.5.c and III.E.5.d and shall not affect the liability of any Person that otherwise would result from any such act or omission to the extent that act or omission is determined in a Final Order to have constituted fraud, gross negligence, willful misconduct, ultra vires acts, <u>criminal conduct</u> or the unauthorized use of confidential information.</p> <p>(emphasis added).</p>	Unresolved; Addressed in Part.
b.	The Abrahamson Objection makes various allegations of improper conduct by the Debtors, Jones Day and others, including, among others, allegations of fraud, criminal misconduct, violations of The Racketeer Influenced and Corrupt Organizations Act and improper actions taken "under color of law." (Abrahamson Objection, at 13-22).	The allegations contained in the Abrahamson Objection are not supported by any evidence. The Debtors and Jones Day believe this objection to be baseless, without merit and unrelated to anything in the Plan. The Debtors and Jones Day vigorously object to Mr. Kozich's allegations and reserve any and all rights to defend themselves from such allegations.	Unresolved

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c.	The Abrahamson Objection appears to object to the Debtors' sale of all or substantially all of their assets free and clear of successor liability to New Chrysler pursuant to the Fiat Transaction. (Abrahamson Objection, at 13-20).	<p>Mr. Abrahamson previously filed the Abrahamson Sale Objection to the Sale Motion objecting, among other things, to the sale of all or substantially all of the Debtors' assets free and clear of successor liability. Pursuant to the Sale Order, the Abrahamson Sale Objection was overruled. Mr. Abrahamson did not appeal the Sale Order that is now a final order. Therefore, in accordance with the legal doctrine of <i>res judicata</i>, once a case has reached a final judgment, the same issues and claims are not relitigated, and Mr. Abrahamson is barred from making the same objection as those stated in the Abrahamson Sale Objection.</p> <p>Moreover, New Chrysler and its Affiliates from and after the Closing Date are not successors or otherwise treated as Representatives under the Plan. Therefore, such parties are not released pursuant to the Plan.</p>	Unresolved.
5. Petitioner's Vote to Reject Second Amended Joint Plan of Liquidation Which Obstructs the Release of Petitions Permanent Total Disability Retirement Pension (Docket No. 6545) (the " <u>Johnson Objection</u> ")			
a.	The Plan is impermissibly being used to cause unnecessary delay, to obstruct underlying pending proceedings and to cause financial hardship and devastation to the Objector. (Johnson Objection, at 1).	The Johnson Objection fails to cite to any applicable law or factual evidence in support of the allegations contained therein. The Plan complies with the Bankruptcy Code and the Bankruptcy Rules and an overwhelming majority of creditors holding Claims in Class 2A and Class 3A have voted in favor of the Plan. The Plan is the sole available mechanism to effectuate an orderly winddown of the Debtors' Estates in chapter 11 by establishing and funding the Liquidation Trust for purposes of making distributions to creditors in these Chapter 11 Cases. As demonstrated by the Liquidation Analysis, absent the confirmation of the Plan, most creditors will receive substantially diminished recoveries or no recoveries at all.	Unresolved.

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6. Objection of Contingent, Unliquidated and Disputed Creditor (Richard Olson) (NOT FILED WITH COURT) (the " <u>Olson Objection</u> ")			
a.	The Olson Objection alleges that the Plan and its proposed distribution is unfair to creditors and not in the interest of justice. (Olson Objection, at 1).	The Olson Objection fails to cite to any applicable law or factual evidence in support of the allegations contained therein. The Plan complies with the Bankruptcy Code and the Bankruptcy Rules and an overwhelming majority of creditors holding Claims in Class 2A and Class 3A have voted in favor of the Plan. The Plan is the sole available mechanism to effectuate an orderly winddown of the Debtors' Estates in chapter 11 by establishing and funding the Liquidation Trust for purposes of making distributions to creditors in these Chapter 11 Cases. As demonstrated by the Liquidation Analysis, absent the confirmation of the Plan, most creditors will receive substantially diminished recoveries or no recoveries at all.	Unresolved.
7. Unsecured Creditor Don Kozich's Objections to Debtors' Second Amended Plan [DE 6272] and Disclosure Statement [DE 6273] (Docket No. 6530) (the " <u>Kozich Objection</u> ")			
a.	The Debtors have made numerous changes and revisions to the Plan and Disclosure Statement since the entry of the Bankruptcy Court's order approving the Disclosure Statement. (Kozich Objection, at 7-8).	While not an objection to confirmation of the Plan <i>per se</i> , Mr. Kozich's allegations regarding changes to the Plan are inaccurate. Consistent with the Disclosure Statement Order and statements on the record at the Disclosure Statement Hearing, the Debtors implemented nonmaterial changes and corrections to the Plan and the Disclosure Statement <i>before</i> providing Solicitation Materials to creditors. Therefore, the Debtors have made Modifications to resolve objections to the Plan and to make other corrections and clarifications. These additional Modifications are wholly appropriate, permitted pursuant to 11 U.S.C. § 1127(a) and consistent with due process, the Bankruptcy Code and the Bankruptcy Rules.	Unresolved.

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b.	The Debtors are required to file the Plan Exhibits at least 25 days prior to the Confirmation Hearing. (Kozich Objection, at 9).	Pursuant to paragraph 11 of the Disclosure Statement Order, the Debtors were required to file the Plan Exhibits no later than five business days before the Confirmation Hearing. The Debtors have complied with this requirement. Further, the Debtors filed all Plan Exhibits (other than the list of Executory Contracts and Unexpired Leases to be assumed) prior to the Voting Deadline and Confirmation Objection Deadline (as such terms are defined in the Disclosure Statement Order).	Unresolved.
c.	The timeline for solicitation of votes on the Plan is overly condensed and violates due process rights of parties in interest in these Chapter 11 Cases, the Bankruptcy Rules and notice requirements. (Kozich Objection, at 10-11).	These objections are merely an attempt by Mr. Kozich to reassert the same arguments he unsuccessfully asserted at the hearing to approve the Disclosure Statement. Pursuant to the Disclosure Statement Order, the Bankruptcy Court (i) overruled Mr. Kozich's objections to the Disclosure Statement and the solicitation timeline and (ii) found the Solicitation Procedure and Confirmation Procedures provide a fair and equitable voting process consistent with section 1126 of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Bankruptcy Rules, including, without limitation, Bankruptcy Rules 2002, 3017, 3018 and 3020 and Local Bankruptcy Rules 3017-1 and 3018-1. The Debtors believe that these conclusions are correct and there is no basis to disturb these findings.	Unresolved.
d.	The actions of the Creditors' Committee and the constituents that comprise the Creditors' Committee fail to represent the interests of general unsecured creditors in these Chapter 11 Cases. (Kozich Objection, at 11-14).	The Creditors' Committee has actively advanced the interests of unsecured creditors in these Chapter 11 Cases and is a party to the settlements that underlie the Plan.	Unresolved.

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e.	Creditors were not notified of the selection of the Liquidation Trustee and Litigation Manager and there was no procedure to allow for creditors to elect alternate individuals or entities to serve as the Liquidation Trustee and Litigation Manager. (Kozich Objection, at 14-15).	The Liquidation Trustee was proposed by the Debtors, as the sole proponents of the Plan, after extensive negotiation with the Debtors' key constituents, including the Government DIP Lenders, the First Lien Agent and the Creditors' Committee. In connection with these discussions, the Litigation Manager was selected by the Creditors' Committee. The Disclosure Statement provided adequate notice of the parties that were selected to serve as Liquidation Trustee and Litigation Manager, as well as their qualifications to serve in these roles. The solicitation process permitted those creditors entitled to vote on the Plan a mechanism to voice any opposition to such appointments.	Unresolved.
f.	The Plan fails to disclose the unfunded deficiencies of various Trust Funds that may be funded with the proceeds of any future recovery on account of the Daimler Litigation. (Kozich Objection, at 15).	The Debtors do not project any deficiency in the Trust Funds; however, out of an abundance of caution, the Plan contains mechanisms to fund any such unanticipated deficiencies that may arise.	Unresolved.
g.	The votes cast during the solicitation period should be set aside. (Kozich Objection, at 16).	Kozich provides no legal or factual basis supporting his request to disqualify the votes of creditors who overwhelmingly voted in favor of the Plan.	Unresolved.
8. Motion Objecting to the Second Amended Joint Plan of Liquidation (Docket No. 6528) (the " <u>McCall Objection</u> ")			
a.	The McCall Objection alleges, without stating a particular basis for objecting to the Plan, that the Debtors owe Mr. McCall deferred pension payment that have vested under his plan or contract. (McCall Objection, at 1).	The pension obligations referenced in the McCall Objection remain unmodified and in full force and effect and have been assumed by the Debtors and assigned to New Chrysler pursuant to the Purchase Agreement.	Addressed.
9. Aetna Life Insurance Company's Objection to Debtor's Plan of Liquidation (Docket No. 6493) (the " <u>Aetna Objection</u> ")			
a.	The Aetna Objection seeks to confirm (i) whether certain contracts entered into by and between Aetna and the Debtors were assumed and assigned to New	After discussions with Aetna, Aetna has informed the Debtors that it will not pursue its Objection to the Plan. Aetna retains the right to pursue the issues identified in the Aetna Objection	Resolved.

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	Chrysler pursuant to the Fiat Transaction (Aetna Objection ¶¶ 9-14) and (ii) that Aetna is entitled to establish any Cure Amount Claim it may on account of such assumption, if any, and exercise any right of setoff it might have with respect to such amounts. (Aetna Objection ¶ 20). The Aetna Objection does not object to the treatment of its claims in the event the contracts were <i>not</i> assumed and assigned to New Chrysler, but seeks clarification of the treatment of such claims in the event they were deemed assumed and assigned. (Aetna Objection ¶ 15).	<p>or any other objections or causes of action relating to the assumption and assignment of executory contracts and the payment of cure costs related thereto against New Chrysler. The following language will be added to the Confirmation Order to address Aetna's concerns:</p> <p>Notwithstanding anything to the contrary in the Plan or this Order, Aetna Life Insurance Company's rights to prosecute its Amended Motion to Allow for Leave to File an Objection/Request for Clarification to Debtors Notice of Filing of Schedule of Certain Designated Employee Related Agreements and Cure Costs Related Thereto (Docket No. 4679), and the rights of other parties to contest the requested relief, shall remain unaltered.</p>	
10. Chrysler Group LLC's Reservation of Rights and Limited Objection to the Second Amended Joint Liquidation Plan (Docket Nos. 6508 and 6511) (the " <u>Chrysler Group Objection</u> ")			
a.	The Chrysler Group Objection reserves its rights to the extent the Debtors purport to own or distribution assets purchased by New Chrysler under the Purchase Agreement, including certain Rabbi Trust assets associated with specific non-qualified deferred compensation plans listed on Schedule 2.06(r) of the Purchase Agreement. (Chrysler Objection ¶ 4).	It is anticipated that an agreed reservation of rights will be read into the record at the Confirmation Hearing.	Resolved.
11. Objection of Charles Clarke, Trustee of the Marilee Clarke Trust U/A Dtd (Docket No. 6529) (the " <u>Clarke Objection</u> ")			
a.	Contests the voting procedures previously authorized by order of the Bankruptcy Court. (Clarke Objection, at 2).	This objection is a late-filed and moot objection to the Disclosure Statement and Solicitation Procedures related thereto. In any event, Mr. Clarke no longer is pursuing this objection.	Resolved.

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b.	The Plan inappropriately extinguishes the Daimler Bondholder Guaranty. (Clarke Objection, at 2).	Section IV.L of the Plan expressly states that the Plan does not affect the obligations of Daimler under, and the terms of, the Bond Indenture and the Daimler Bondholder Guaranty. As a result, Mr. Clarke has agreed not to pursue the objection.	Resolved.
12. Objection of State of Illinois to Second Amended Plan (Docket No. 6518) (the " <u>Illinois Objection</u> ")			
a.	The Plan violates 11 U.S.C. § 503(b)(1)(D) to the extent the 30-day bar date for asserting administrative expense claims applies to administrative tax claims. (Illinois Objection ¶ 2).	Consistent with section 503(b)(1)(D) of the Bankruptcy Code, the Debtors have amended the Plan to add a new Section II.A.1.d.iii, which provides as follows: Notwithstanding anything in Section II.A.1.d.i or any other provision of the Plan, a governmental unit shall not be required to file and serve a request for payment of an Administrative Claim with respect to any administrative expense of the type described in section 503(b)(1)(B) or section 503(b)(1)(C) of the Bankruptcy Code as a condition to its being an allowed administrative expense.	Resolved.
b.	To the extent that payment of an Allowed Priority Tax Claim is not made on the Effective Date, the Plan should be amended to provide for "present value" interest to on account of such claims as required by 11 U.S.C. § 1129(a)(9)(C). (Illinois Objection ¶ 3).	Illinois is not pursuing this objection.	Resolved.
c.	To the extent that the Plan purports to release officers of the Debtors for certain tax claims, Illinois objects and joins in the Michigan Treasury Objection. (Illinois Objection ¶ 4).	The Plan provides that only parties that vote in favor of the Plan give the release in Section III.E.5.b of the Plan. Because the Illinois Department of Revenue and Employment Security did not vote in favor of the Plan, they did not grant the releases set forth in Section III.E.5.b of the Plan.	Resolved.

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13. Objection of Tommy Manuel Chrysler-Jeep, Inc. and Tommy Manuel to the Debtors' Second Amended Joint Plan of Liquidation (Docket No. 6507) (the " <u>Manuel Objection</u> ")			
a.	The injunction set forth in Section III.E.4 of the Plan would prevent the continued prosecution of an appeal consistent with the Stipulation and Agreed Order Granting Tommy Manuel Chrysler-Jeep, Inc. and Tommy Manuel Limited Relief from the Automatic Stay (Docket No. 6257) (the " <u>Manuel Stay Relief Order</u> "). (Manuel Objection ¶ 10).	<p>The following language will be added to the Confirmation Order to confirm that the relief granted in the Manuel Stay Relief Order is unaffected by Confirmation:</p> <p>Nothing in the Plan, including Section III.E.4 thereof, or this Confirmation Order shall be construed to limit, expand, modify or otherwise affect: (1) any relief granted in any order of the Bankruptcy Court lifting, terminating, annulling, modifying or conditioning the automatic stay imposed in these cases pursuant to section 362(a) of the Bankruptcy Code or (2) the rights of any holder of an Allowed Secured Claim with respect to any bond or cash deposit securing such Allowed Secured Claim.</p>	Resolved.
b.	The Manuel Objection alleges that Sections III.E.3 and III.E.5.b of the Plan and the lien release provision set forth in Section IV.K of the Plan would improperly release the Debtors from the claims and causes of action that are the subject of the Manuel Parties' appeal and would limit the Manuel Parties to recovery of amounts in the Liquidation Trust or later recovered by the Liquidation Trustee and preclude recovery on account of a certain cash bond posted prior to the Petition Date by Chrysler LLC in its capacity as a judgment creditor. (Manuel Objection ¶¶ 11-12).	<u>See</u> Item 13.a, <i>supra</i> .	Resolved.

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14. Maricopa County's Objection to Debtors' Second Amended Joint of Liquidation of Debtors and Debtors in Possession (Docket No. 6286) (the " <u>Maricopa County Objection</u> ")			
a.	The Plan is unconfirmable because the Plan only provides for the accrual of Postpetition Interest at the Federal Judgment Rate of approximately 0.52%. Maricopa County contends that its Secured Tax Claims are entitled to interest at the applicable statutory interest rate of 16%. (Maricopa County Objection at 2).	The Debtors have included language in Section V.E.2 of the Plan to provide that interest on Secured Tax Claims is computed in accordance with 11 U.S.C. § 511.	Resolved.
15. Objection of the State of Michigan Department of Treasury to the Debtor's Second Amended Plan of Liquidation (Docket No. 6496) (the " <u>Michigan Treasury Objection</u> ")			
a.	The releases granted in the Plan constitute an impermissible discharge in contravention of 11 U.S.C. §§ 1129(a)(1) and (b)(1) as well as federal and state law. (Michigan Treasury Objection ¶¶ 22-25, 27).	The Plan provides that only parties that vote in favor of the Plan give the release in Section III.E.5.b of the Plan. Because the Department of Treasury of the State of Michigan did not vote in favor of the Plan, they did not grant the releases set forth in Section III.E.5.b of the Plan.	Resolved.
b.	The Plan is not feasible and fails to provide for adequate means of implementation because it fails to address whether the assets remaining in the Debtors' estates are sufficient to pay all administrative claims asserted against the Debtors as of the Effective Date. (Michigan Treasury Objection ¶¶ 26-27).	The Plan satisfies the feasibility test as demonstrated by (i) the Manzo Declaration and the Feasibility Analysis attached Exhibit A thereto and (ii) the evidence to be proffered or adduced at the Confirmation Hearing.	Resolved.

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16. Joinder of Ohio Department of Taxation in the Objection of the State of Michigan Department of Treasury to the Debtors Second Amended Plan of Liquidation (Docket No. 6512) (the " <u>Ohio Tax Objection</u> ")			
a.	The Ohio Tax Objection joins the Michigan Treasury Objection and specifically objects to the releases provided for in Section III.E.5.b of the Plan to the extent such releases affect the ability of the Ohio Department of Taxation to assert its statutory or contractual rights against the Debtors, their directors and officers. (Ohio Tax Objection, at 1).	The Plan provides that only parties that vote in favor of the Plan give the release in Section III.E.5.b of the Plan. Because the Ohio Department of Taxation did not vote in favor of the Plan, they did not grant the releases set forth in Section III.E.5.b of the Plan.	Resolved.
17. Limited Objection With Reservation of Rights of Kimberly Spears, <i>et al.</i> With Respect to Confirmation of Second Amended Joint Plan of Liquidation of the Debtors and Debtors in Possession (Docket No. 6534) (the " <u>Spears Objection</u> ")			
a.	The Spears Objection seeks the right to pursue certain nonbankruptcy litigation against certain insurers and other non-Debtor entities and preserve their rights under the Stipulation and Agreed Order Granting Kimberly Spears, Kirk Hubert and Angela Norman, as the Representatives of a Putative Class of Environmental Tort Plaintiffs, Limited Relief from the Automatic Stay (Docket No. 6263). This filing confirms that the Spears Plaintiffs' objections are resolved subject to the inclusion of agreed language in the Confirmation Order. (Spears Objection ¶ 3).	<p>The Debtors will include language in the Confirmation Order to provide rights to Tort Claimants to pursue insurance assets as follows:</p> <p>Except to the extent that a holder of a Tort Claim released any Claims it might have against a non-Debtor Released Party by voting in favor of the Plan, nothing in the Plan, any amendment to the Plan or this Order, shall release, enjoin, preclude or otherwise affect in any way the right or ability of any Person(s) who have been, are or may be the holders of (a) Tort Claims or (b) other claims against non-Debtors arising from environmental contamination (collectively, "<u>Tort Claimants</u>") to (i) commence or continue to prosecute litigation, including appeals, solely against non-Debtors with respect to any claims such holders may have against non-Debtors, or (ii) enter into or enforce any settlement or judgment solely with or against any non-Debtor relating thereto or in connection therewith. In addition, as of the Effective Date, the</p>	Resolved.

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		<p>injunction imposed by Section III.E.4 of the Plan (the "<u>Plan Injunction</u>") will be deemed modified solely to the extent necessary to (a) permit Tort Claimants to commence, pursue or continue litigation ("<u>Insurance Litigation</u>") to pursue applicable insurance, including litigation against the Debtors' insurers, if any; and (b) in connection therewith, to name one or more of the Debtors as nominal defendants, with the naming of such nominal defendants and such Insurance Litigation being solely for the purpose of pursuing claims against and collection of payment of proceeds under any such insurance, if any; <i>provided, however</i>, that no orders or other findings or decisions entered in connection with any Insurance Litigation shall be admissible in any proceeding in the Bankruptcy Court or other court of competent jurisdiction regarding, or have any preclusive effect on, the allowance or disallowance of any Claim asserted against the Debtors in connection with the Chapter 11 Cases, whether before or after the Effective Date.</p> <p>Except as described in this paragraph and in paragraph [] above, the modification of the Plan Injunction in the foregoing paragraph [] shall not: (a) expand, limit or otherwise impact in any way any rights of any Tort Claimant, the applicable insurer, if any, the Debtors, the Liquidation Trust, the Liquidation Trustee or any other party with respect to any matter; (b) authorize, or be deemed or construed to authorize, any Tort Claimant, the applicable insurer or any other party to seek further relief against the Debtors or the Liquidation Trust or the Liquidation Trustee in any forum outside of the Bankruptcy Court with respect to the Tort Claim;</p>	

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		<p>(c) be deemed to modify the Plan Injunction to allow any party to pursue any action, or attempt to enforce any right, against the Debtors, the Liquidation Trust or the Liquidation Trustee (including, but not limited to, seeking (i) reimbursement of any amount, including any deductible amount, defense costs or expenses from the Debtors, the Liquidation Trust or the Liquidation Trustee, (ii) any discovery from the Debtors, the Liquidation Trust or the Liquidation Trustee with respect to the Debtors' records, personnel, assets and other information related thereto, (iii) to compel the appearance or testimony of any of the Liquidation Trust's employees, officers, managers, agents or other Representatives (in their capacities as such) in the Insurance Litigation or (iv) otherwise to compel the Liquidation Trust's employees, officers, managers, agents or other Representatives or counsel (in their capacities as such) to participate in the Insurance Litigation); or (d) limit the ability of the Debtors or the Liquidation Trust to seek to include Tort Claims asserted in the Chapter 11 Cases in any ADR Procedures in the Bankruptcy Court.</p> <p>Notwithstanding anything in the Plan, any amendment to the Plan or this Order to the contrary, nothing in the Plan, any amendment to the Plan or this Order shall prejudice the right of the Spears Plaintiffs (as defined in the Stipulation and Agreed Order Granting Kimberly Spears, Kirk Hubert and Angela Norman, as the Representatives of a Putative Class of Environmental Tort Plaintiffs, Limited Relief From the Automatic Stay (Docket No. 6263) (the "<u>Spears Stipulation and Order</u>")) to request relief from the Plan Injunction to obtain the</p>	

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OBJECTION		DEBTORS' RESPONSE	STATUS
		Additional Documents (as defined in the Spears Stipulation and Order) or the right of the Debtors, the Liquidation Trust or the Liquidation Trustee to contest any such request.	
18. Local Texas Tax Authorities' Objection to Confirmation of Debtors' Second Amended Joint Plan of Liquidation (Docket No. 6520) (the " <u>Texas Tax Authorities' Objection</u> ")			
a.	Holders of Claims in Class 2D are impaired under the Plan because the Plan fails to provide for the retention of such claim holders' liens pending payment on account of such claims in contravention of 11 U.S.C. § 1129(b)(2)(A)(i)(I). (Texas Authorities' Objection, at 2-3).	The Texas Tax Authorities' Claims in Class 2D have been paid in full prior to the Effective Date of the Plan, and their objection no longer is being pursued.	Resolved.
b.	The Plan violates the requirements of 11 U.S.C. §§ 506(b) and 1129(b)(2)(A)(i)(II) because it does not provide for the payment of post-Effective Date interest on account of the Tax Authorities' Claims. (Texas Authorities' Objection, at 3-4).	<u>See</u> Item 18.a, <i>supra</i> .	Resolved.
c.	The Claim Objection Bar Date is not readily ascertainable by creditors. (Texas Authorities' Objection, at 4).	<u>See</u> Item 18.a, <i>supra</i> .	Resolved.
d.	The Plan is ambiguous with respect to the treatment afforded Allowed Secured Tax Claims in Class 2D and the Texas Tax Authorities object to any treatment resulting in the payment of such claims over time. (Texas Authorities' Objection, at 4-5).	<u>See</u> Item 18.a, <i>supra</i> .	Resolved.

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e.	The Plan improperly requires the Texas Tax Authorities to file requests for payment of administrative expenses with respect to Claims on account of taxes incurred after the Petition Date in violation of 11 U.S.C. § 503(b)(1)(D). (Texas Authorities' Objection, at 5).	<u>See</u> Item 18.a, <i>supra</i> .	Resolved.
f.	Section II.B.5 improperly disallows or subordinates the payment of prepetition penalties. (Texas Authorities' Objection, at 5-6).	<u>See</u> Item 18.a, <i>supra</i> .	Resolved.
g.	The Texas Tax Authorities object to Section V.L of the Plan which states that any distributions to holders of Allowed Claims will be applied first to the principal amount of such Claim. (Texas Authorities' Objection, at 6).	<u>See</u> Item 18.a, <i>supra</i> .	Resolved.