B.1 (Official Form 1) (1/08)

United States Bankruptcy Court

Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **Chrysler LLC**	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): **See Schedule 1 Attached**	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN. (if more than one, state all): **38-2673623**	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): **1000 Chrysler Drive Auburn Hills, MI** ZIP CODE **48326**	Street Address of Joint Debtor (No. & Street, City, State & Zip Code): ZIP CODE
County of Residence or of the Principal Place of Business: **Oakland**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Debtor (if different from street address): ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

See Schedule 1 Attached ZIP CODE

Type of Debtor
(Form of Organization)
(Check one box.)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and provide the information requested below.)

Nature of Business
(Check one box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other **Automotive Manufacturer**

Tax-Exempt Entity
(Check Box, if applicable)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)

Chapter of Bankruptcy Code Under Which The Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts
(Check one box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 191(8) as "incurred by an Individual primarily responsible for a Personal, family, or household purpose."
- ☒ Debts are primarily business debts.

Filing Fee (Check one box)

- ☒ Full Filing Fee attached.
- ☐ Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,190.00.

Check all applicable boxes:

- ☐ A plan is being filed with this Petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126 (b).

Statistical/Administrative Information

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

☐ 1-49	☐ 50-99	☐ 100-199	☐ 200-999	☐ 1,000-5,000	☐ 5,001-10,000	☐ 10,001-25,000	☐ 25,001-50,000	☐ 50,001-100,000	☒ Over 100,000

Estimated Assets

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☒ More than $1 billion

Estimated Liabilities

☐ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☒ More than $1 billion

FILED U.S. BANKRUPTCY COURT 2009 APR 30 P 12:1

Note – The estimated assets and debts indicated herein are estimated on a consolidated basis for the Debtor and certain of its debtor and non-debtor subsidiaries and affiliates. The Debtor will file schedules and a statement of financial affairs pursuant to Fed. R. Bankr. P. 1007(c) by a date to be determined by this Court.

NYI-4152917v5

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **Chrysler LLC**	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than one, attach additional sheet)		
Location Where Filed: **None**	Case Number: **N/A**	Date Filed: **N/A**
Location Where Filed: **N/A**	Case Number: **N/A**	Date Filed: **N/A**
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: **See Schedule 1 Attached**	Case Number: **Pending**	Date Filed: **Date Hereof**
District: **Southern District of New York**	Relationship: **Affiliate**	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor – Venue

(Check the Applicable Boxes)

☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

_____
(Name of landlord that obtained judgment)

_____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Chrysler LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X_____
Signature of Debtor

X_____
Signature of Joint Debtor

_____
Telephone Number (if not represented by attorney)

_____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X_____
(Signature of Foreign Representative)

_____
(Printed Name of Foreign Representative)

_____
Date

Signature of Attorney

X Corinne Ball
Signature of Attorney for Debtor

Corinne Ball
Jones Day
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939

David G. Heiman
Jones Day
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939

April 30, 2009
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

_____
Printed Name and title, if any, of Bankruptcy Petition Preparer

_____
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

_____
Address

X_____

_____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both (11 U.S.C. § 110; 18 U.S.C. § 156).

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X/s/ Holly E. Leese
Signature of Authorized Individual

Holly E. Leese
Printed Name of Authorized Individual

Senior Vice President, General Counsel and Secretary
Title of Authorized Individual

April 30, 2009
Date

SCHEDULE 1

A. All Other Names Used by the Debtor and Debtor Affiliates in the last 8 years (including trade names):

The Debtor is part of a global enterprise that has used the following trade names:

Chrysler Aspen
Chrysler Town & Country
Chrysler 300
Chrysler Sebring
Chrysler PT Cruiser
Dodge
Dodge Avenger
Dodge Caliber
Dodge Challenger
Dodge Charger
Dodge Dakota
Dodge Durango
Dodge Grand Caravan
Dodge Journey
Dodge Nitro
Dodge Ram
Dodge Sprinter
Dodge Viper
Jeep
Jeep Commander
Jeep Compass
Jeep Grand Cherokee
Jeep Liberty
Jeep Patriot
Jeep Wrangler
Mopar
Plymouth

B. Location of Principal Assets of Business Debtor (if different from street address):

The Debtor is part of a global enterprise with significant assets in the following locations:

Huntsville, AL
Belvidere, IL
Indianapolis, IN
Kokomo, IN
Auburn Hills, MI
Detroit, MI
Dundee, MI
Sterling Heights, MI
Trenton, MI
Warren, MI
Fenton, MO
East Syracuse, NY
Toledo, OH
Twinsburg, OH
Kenosha, WI

C. Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the Debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

1. Chrysler LLC
2. Chrysler Aviation Inc.
3. Chrysler Dutch Holding LLC
4. Chrysler Dutch Investment LLC

5. Chrysler Dutch Operating Group LLC
6. Chrysler Institute of Engineering
7. Chrysler International Corporation
8. Chrysler International Limited, L.L.C.
9. Chrysler International Services, S.A.
10. Chrysler Motors LLC
11. Chrysler Realty Company LLC
12. Chrysler Service Contracts Florida, Inc.
13. Chrysler Service Contracts Inc.
14. Chrysler Technologies Middle East Ltd.
15. Chrysler Transport Inc.
16. Chrysler Vans LLC
17. DCC 929, Inc.
18. Dealer Capital, Inc.
19. Global Electric Motorcars, LLC
20. NEV Mobile Service, LLC
21. NEV Service, LLC
22. Peapod Mobility LLC
23. TPF Asset, LLC
24. TPF Note, LLC
25. Utility Assets LLC

CHRYSLER LLC
(a Delaware limited liability company)

CERTIFICATE OF RESOLUTIONS

I, Holly E. Leese, the Senior Vice President, General Counsel and Secretary of Chrysler LLC, a Delaware limited liability company (the "Company"), do hereby certify that (a) I am the duly elected, qualified and acting Senior Vice President, General Counsel and Secretary of the Company; (b) the following resolutions were duly adopted by the Board of Managers of the Company as of April 30, 2009 in accordance with the requirements of applicable law and the Company's Operating Agreement; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

> "WHEREAS, the Board of Managers of Chrysler LLC, a Delaware limited liability company (the "Company"), has evaluated the Company's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition for relief (the "Petition") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") is in the best interests of the Company;
>
> "RESOLVED, that the Company shall be, and hereby is, authorized to file a Petition for relief under the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of New York or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;
>
> "FURTHER RESOLVED, that the chief executive officer, the chief financial officer, the president, the vice chairman, any executive vice president, any senior vice president, any vice president, the secretary, the assistant secretary and the treasurer of the Company (each, a "Designated Officer") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute,

acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such form or forms as any such Designated Officer may approve; and (d) cause any of the Company's subsidiaries set forth on Exhibit A hereto to take any action consistent with these resolutions, including the filing of petitions for relief under chapter 11, the retention of professionals and the incurrence of debt by such subsidiaries;

"FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Company: (a) Jones Day; (b) Capstone Advisory Group LLC; (c) Greenhill & Co., LLC; (d) Togut, Segal & Segal LLP; (e) Epiq Bankruptcy Solutions, LLC; and (f) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in such Designated Officer's or Designated Officers' judgment may be necessary in connection with the Company's chapter 11 case and other related matters, on such terms as such officer or officers shall approve;

"FURTHER RESOLVED, that the law firm Jones Day and any additional special or local counsel selected by a Designated Officer, if any, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

"FURTHER RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to: (a) enter into a new debtor in possession financing facility or agreement regarding the use of cash collateral and any associated documents, or otherwise obtain Bankruptcy Court authority to use cash collateral, and consummate the transactions contemplated therein or thereby (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Designated Officers, as may be reasonably necessary for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, as may be deemed necessary by any one or

more of the Designated Officers in connection with the Financing Transactions;

"FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Company;

"FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute, acknowledge, deliver and verify any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

"FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

"FURTHER RESOLVED, that any Designated Officer of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions."

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of April 30, 2009.

/s/ Holly E. Leese
Holly E. Leese
Senior Vice President, General Counsel and Secretary

EXHIBIT A
TO RESOLUTIONS

1. Chrysler Aviation Inc.
2. Chrysler Dutch Holding LLC
3. Chrysler Dutch Investment LLC
4. Chrysler Dutch Operating Group LLC
5. Chrysler Institute of Engineering
6. Chrysler International Corporation
7. Chrysler International Limited, L.L.C.
8. Chrysler International Services, S.A.
9. Chrysler Motors LLC
10. Chrysler Realty Company LLC
11. Chrysler Service Contracts Florida, Inc.
12. Chrysler Service Contracts Inc.
13. Chrysler Technologies Middle East Ltd.
14. Chrysler Transport Inc.
15. Chrysler Vans LLC
16. DCC 929, Inc.
17. Dealer Capital, Inc.
18. Global Electric Motorcars, LLC
19. NEV Mobile Service, LLC
20. NEV Service, LLC
21. Peapod Mobility LLC
22. TPF Asset, LLC
23. TPF Note, LLC
24. Utility Assets LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Chrysler LLC,	:	Case No. 09-_____ (___)
Debtor.	:	

CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS

The Debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors") each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of the 50 largest unsecured creditors of the Debtors (the "Top 50 List") in lieu of a separate list for each of the Debtors. The Top 50 List is based on the Debtors' books and records as of approximately April 30, 2009 and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 50 List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims. The information presented in the Top 50 List shall not constitute an admission by, nor is it binding on, the Debtors.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
1.	OHIO MODULE MFG CO LLC 3900 STICKNEY AVENUE TOLEDO, OHIO 43608	OHIO MODULE MFG CO LLC ATT: GENERAL COUNSEL 3900 STICKNEY AVENUE TOLEDO, OHIO 43608 (419) 729-6700	Trade		$70,337,248.48
2.	BBDO DETROIT INC 840 W LONG LAKE ROAD TROY, MICHIGAN 48098-6360	BBDO DETROIT INC ATT: GENERAL COUNSEL 840 W LONG LAKE ROAD TROY, MICHIGAN 48098-6360 (212) 415-3600	Trade		$58,055,133.44

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
3.	JOHNSON CONTROLS ONE PRINCE CENTER HOLLAND, MICHIGAN 49423	JOHNSON CONTROLS INC SPD & PAB ATT: GENERAL COUNSEL ONE PRINCE CENTER HOLLAND, MICHIGAN 49423 JOHNSON CONTROLS- ROCKWOOD PLT JIT ATT: GENERAL COUNSEL 20201 WOODRUFF ROAD ROCKWOOD, MICHIGAN 48173 JOHNSON CONTROLS TAYLOR PLANT-JIT ATT: GENERAL COUNSEL 13500 HURON TAYLOR, MICHIGAN 48180 JOHNSON CONTROLS- SYCAMORE - P A B ATT: GENERAL COUNSEL 1701 WEST BETHANY ROAD SYCAMORE, ILLINOIS 60178 (414) 228-1200 (734) 454-6889	Trade		$50,312,511.30
4.	CONTINENTAL AUTOMOTIVE HUNTSVILLE ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326	CONTINENTAL AUTOMOTIVE HUNTSVILLE ATT: GENERAL COUNSEL ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326 (256) 464-1200 +49 51 19 381 4016	Trade		$46,995,802.25
5.	CUMMINS ENGINE COMPANY INC. 500 JACKSON STREET PO BOX 3005 COLUMBUS, INDIANA 47202-3005	CUMMINS ENGINE COMPANY INC. ATT. GENERAL COUNSEL 500 JACKSON STREET PO BOX 3005 COLUMBUS, INDIANA 47202-3005 (812) 377-1766 (812) 377-7897	Trade		$43,912,930.30
6.	GERMERSHEIM SPARE PARTS INDUSTRIEGEBIEL NORD ABL 900 HAFENSTRASSE 1 GERMERSHEIM RHEINLAND-PFALZ 76725 GERMANY	GERMERSHEIM SPARE PARTS ATT: GENERAL COUNSEL INDUSTRIEGEBIEL NORD ABL 900 HAFENSTRASSE 1 GERMERSHEIM RHEINLAND-PFALZ 76725 GERMANY +49 72 74 560 3791	Trade		$36,231,566.07

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
7.	COMAU INC 21000 TELEGRAPH ROAD SOUTHFIELD, MICHIGAN 48034-4280	COMAU INC ATT: GENERAL COUNSEL 21000 TELEGRAPH ROAD SOUTHFIELD, MICHIGAN 48034-4280 (039) 116-5651	Trade		$32,069,462.86
8.	VISTEON 4 EAST LASKEY ROAD TOLEDO, OHIO 43612 VISTEON CORPORATION 50 W MAIN BLDG 1 VILLAGE CTR DR VAN BUREN TWP, MICHIGAN 48111-5711	VISTEON – PAY AS BUILT ATT: GENERAL COUNSEL 4 EAST LASKEY ROAD TOLEDO, OHIO 43612 VISTEON CORPORATION ATT: GENERAL COUNSEL 50 W MAIN BLDG 1 VILLAGE CTR DR VAN BUREN TWP, MICHIGAN 48111-5711 (734) 736-5506 (734) 710-7250	Trade		$25, 608,790.94
9.	NEW PROCESS GEAR DIVISION 6600 NEW VENTURE GEAR DRIVE EAST SYRACUSE, NEW YORK 13057	NEW PROCESS GEAR DIVISION ATT: GENERAL COUNSEL 6600 NEW VENTURE GEAR DRIVE EAST SYRACUSE, NEW YORK 13057 (905) 726-7046 (905) 726-2593	Trade		$19,636,149.95
10.	DENSO INTERNATIONAL AMERICA INC. MAIL CODE 1100 PO BOX 5133 SOUTHFIELD, MICHIGAN 48086-5047	DENSO INTERNATIONAL AMERICA INC. ATT: GENERAL COUNSEL MAIL CODE 1100 PO BOX 5133 SOUTHFIELD, MICHIGAN 48086-5047 (248) 372-8550	Trade		$18,704,831.23
11.	YAZAKI NORTH AMERICA 6801 HAGGERTY ROAD CANTON, MICHIGAN 48187-3599	YAZAKI NORTH AMERICA ATT: GENERAL COUNSEL 6801 HAGGERTY ROAD CANTON, MICHIGAN 48187-3599 (734) 983-5186	Trade		$18,301,816.13
12	BRIDGEWATER INTERIORS LLC 4617 W FORT STREET DETROIT, MICHIGAN 48209	BRIDGEWATER INTERIORS LLC ATT: GENERAL COUNSEL 4617 W FORT STREET DETROIT, MICHIGAN 48209 (414) 228-1200	Trade		$17,996,260.29

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
13.	UNITED STATES STEEL CORPORATION 600 GRANT STREET ROOM 6100 PITTSBURGH, PENNSYLVANIA 15219-4776	UNITED STATES STEEL CORPORATION ATT: GENERAL COUNSEL 600 GRANT STREET ROOM 6100 PITTSBURGH, PENNSYLVANIA 15219-4776 (412) 433-1121 (412) 433-2015	Trade		$16,182,772.22
14.	MBTECH AUTODIE LLC 44 COLDBROOK N W GRAND RAPIDS, MICHIGAN 49503	MBTECH AUTODIE LLC ATT: GENERAL COUNSEL 44 COLDBROOK N W GRAND RAPIDS, MICHIGAN 49503 (039) 116-5651	Trade		$13,488,125.48
15.	HARMAN/BECKER AUTOMOTIVE SYS-US 1201 S OHIO MARTINSVILLE, INDIANA 46151-2914	HARMAN/BECKER AUTOMOTIVE SYS-US ATT: GENERAL COUNSEL 1201 S OHIO MARTINSVILLE, INDIANA 46151-2914 (202) 393-1101	Trade		$13,474,376.41
16.	DECOMA TEAM SYSTEMS 14253 FRAZHO WARREN, MICHIGAN 48089	DECOMA TEAM SYSTEMS ATT: GENERAL COUNSEL 14253 FRAZHO WARREN, MICHIGAN 48089 (905) 726-7046 (905) 726-2593 (248) 729-2650 (248) 729-2828	Trade		$12,979,451.51
17.	COSMA INTERNATIONAL GROUP CANADA 2550 STEELES AVE EAST BRAMPTON, ONTARIO L6T 5R3 CANADA	COSMA INTERNATIONAL GROUP CANADA ATT: GENERAL COUNSEL 2550 STEELES AVE EAST BRAMPTON, ONTARIO L6T 5R3 CANADA (905) 726-7046 (905) 726-2593 (248) 729-2650 (248) 729-2828	Trade		$11,446,479.16
18.	TATA AMERICA INTERNATIONAL CORPORATION 101 PARK AVENUE 26TH FLOOR NEW YORK, NEW YORK 10178	TATA AMERICA INTERNATIONAL CORPORATION ATT: GENERAL COUNSEL 101 PARK AVENUE AVENUE 26TH FLOOR NEW YORK, NEW YORK 10178 (212) 557-8038	Trade		$11,338,715.61

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
19.	METALSA S A DE C V AV CONSTITUCION 405 PTE MONTERREY, NUEVO LEON 64000 MEXICO	METALSA S A DE C V ATT: GENERAL COUNSEL AV CONSTITUCION 405 PTE MONTERREY, NUEVO LEON 64000 MEXICO +52 (818) 369-7405 +52 (818) 369-7232	Trade		$11,019,457.33
20.	VARITY KELSEY-HAYES 12025 TECH CENTER DRIVE LIVONIA, MICHIGAN 48150	VARITY KELSEY-HAYES ATT: GENERAL COUNSEL 12025 TECH CENTER DRIVE LIVONIA, MICHIGAN 48150 (734) 855-2660 (734) 855-2473	Trade		$10,099,570.7
21.	MAYCO INTERNATIONAL 42400 MERRILL STERLING HEIGHTS, MICHIGAN 48314	MAYCO INTERNATIONAL ATT: GENERAL COUNSEL 42400 MERRILL STERLING HEIGHTS, MICHIGAN 48314 (586) 803-6000 (586) 803-6113 (586) 254-1550 (586) 254-1555	Trade		$8,391,564.5
22.	FLEX-N-GATE CORPORATION 1306 E UNIVERSITY P O BOX 727 URBANA, ILLINOIS 61801	FLEX-N-GATE CORPORATION ATT: GENERAL COUNSEL 1306 E UNIVERSITY P O BOX 727 URBANA, ILLINOIS 61801 (217) 278-2611 (217) 278-2318 (586) 759-8975 (586) 759-8995	Trade		$8,340,684.75
23.	CARAVAN/KNIGHT FACILITIES MGT LLC 304 S NIAGARA STREET SAGINAW, MICHIGAN 48602	CARAVAN/KNIGHT FACILITIES MGT LLC ATT: GENERAL COUNSEL 304 S NIAGARA STREET SAGINAW, MICHIGAN 48602 (989) 737-4290 (898) 921-9353 (517) 793-8820 (517) 921-9353	Trade		$8,148,788.61
24.	MAGNA POWERTRAIN INC 1000 TESMA WAY CONCORD, ONTARIO L4K5R8 CANADA	MAGNA POWERTRAIN INC ATT: GENERAL COUNSEL 1000 TESMA WAY CONCORD, ONTARIO L4K5R8 CANADA (905) 726-7046 (905) 726-2593 (248) 729-2650 (248) 729-2828	Trade		$8,111,474.35

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
25.	PRIME WHEEL CORPORATION 17705 S MAIN STREET GARDENA, CALIFORNIA 90248	PRIME WHEEL CORPORATION ATT: GENERAL COUNSEL 17705 S MAIN STREET GARDENA, CALIFORNIA 90248 (310) 516-9126 (310) 532-3700 (310) 819-4125 (310) 532-3700	Trade		$7,947,028.73
26.	SHELL OIL PRODUCTS US 1100 LOUSINIA HOUSTON, TEXAS 77210	SHELL OIL PRODUCTS US ATT: GENERAL COUNSEL 1100 LOUSINIA HOUSTON, TEXAS 77210 (713) 241-7200 (248) 693-5360 (281) 212-3055	Trade		$7,792,570.19
27.	VENCHURS PACKAGING INC 800 CENTER STREET ADRIAN, MICHIGAN 49221 VENCHURS PACKAGING INC-PFK 800 LIBERTY STREET ADRIAN, MICHIGAN 49221	VENCHURS PACKAGING INC ATT: GENERAL COUNSEL 800 CENTER STREET ADRIAN, MICHIGAN 49221 VENCHURS PACKAGING INC-PFK ATT: GENERAL COUNSEL 800 LIBERTY STREET ADRIAN, MICHIGAN 49221 (517) 264-4346 (517) 265-7468 (517) 266-5766 (517) 265-7468	Trade		$7,737,523.21
28.	TEMIC AUTOMOTIVE OF NORTH AMERICA 21440 WEST LAKE COOK RD DEER PARK, ILLINOIS 60010	TEMIC AUTOMOTIVE OF NORTH AMERICA ATT: GENERAL COUNSEL 21440 WEST LAKE COOK RD DEER PARK, ILLINOIS 60010 (847) 862-5000 +495 119 381 4016	Trade		$7,644,496.83
29.	CONTINENTAL TEVES ONE CONTINENTAL DRIVE AUBURN HILLS, MICHIGAN 48326	CONTINENTAL TEVES ATT: GENERAL COUNSEL ONE CONTINENTAL DRIVE AUBURN HILLS, MICHIGAN 48326 (248) 393-5300 +495 119-381 4016	Trade		$7,420,363.15
30.	KUKA TOLEDO PRODUCTION OPS - P A B 3770 STICKNEY AVE TOLEDO, OHIO 43608	KUKA TOLEDO ATT: GENERAL COUNSEL PRODUCTION OPS - P A B3770 STICKNEY AVE TOLEDO, OHIO 43608 (049) 721-1430	Trade		$7,318,878.69

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
31.	THE WACKENHUT CORPORATION 4200 WACKENHUT DRIVE SUITE 100 PALM BEACH GARDENS, FLORIDA 33410	THE WACKENHUT CORPORATION ATT: GENERAL COUNSEL 4200 WACKENHUT DRIVE SUITE 100 PALM BEACH GARDENS, FLORIDA 33410 (800) 749-5686 (561) 691 6511	Trade		$7,094,023.32
32.	COMPUTER SCIENCES CORPORATION 3170 FAIRVIEW FALLS CHURCH, VIRGINIA 22042	COMPUTER SCIENCES CORPORATION ATT: GENERAL COUNSEL COMPUTER SCIENCES CORPORATION 3170 FAIRVIEW FALLS CHURCH, VIRGINIA 22042 (703) 641-3300 (401) 965-2579	Trade		$6,905,182.02
33.	AK STEEL CORPORATION 703 CURTIS STREET MIDDLETOWN, OHIO 45043	AK STEEL CORPORATION ATT: GENERAL COUNSEL 703 CURTIS STREET MIDDLETOWN, OHIO 45043 (513) 425-5412 (513) 425-5392	Trade		$6,608,908.21
34.	MAHAR TOOL SUPPLY COMPANY INC 112 WILLIAMS STREET P O BOX 1747 SAGINAW, MICHIGAN 48605	MAHAR TOOL SUPPLY COMPANY INC ATT: GENERAL COUNSEL 112 WILLIAMS STREET P O BOX 1747 SAGINAW, MICHIGAN 48605 (517) 799-5530 (517) 799-0830	Trade		$6,418,103.12
35.	GAGGENEAU PLANT SULZBACHERSTRASSE TOR 4 GAGGENAU 76571 GERMANY	GAGGENEAU PLANT ATT: GENERAL COUNSEL SULZBACHERSTRASSE TOR 4 GAGGENAU 76571 GERMANY +49 722 5610	Trade		$6,222,741.93
36.	FAURECIA AUTO SEATING INC ST H PAB2380 MEIJER DR TROY, MICHIGAN 48084	FAURECIA AUTO SEATING INC ST H ATT: GENERAL COUNSEL PAB2380 MEIJER DR TROY, MICHIGAN 48084 (705) 727-1909	Trade		$5,942,278.42

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
37.	ARCELORMITTAL BURNS HARBOR LLC 3250 INTERSTATE DRIVE RICHFIELD, OHIO 44286	ARCELORMITTAL BURNS HARBOR LLC ATT: GENERAL COUNSEL 3250 INTERSTATE DRIVE RICHFIELD, OHIO 44286 (330) 659-9110 (610) 694-5198	Trade		$5,843,083.91
38..	VALIANT INTERNATIONL INC 1511 E 14 MILE ROAD TROY, MICHIGAN 48083	VALIANT INTERNATIONL INC ATT: GENERAL COUNSEL 1511 E 14 MILE ROAD TROY, MICHIGAN 48083 (519) 974-5200	Trade		$5,629,386.39
39.	HI LEX CONTROLS – INC. 15780 STEIGER INDUSTRIAL DR HUDSON, MICHIGAN 49247	HI LEX CONTROLS – INC. ATT: GENERAL COUNSEL 15780 STEIGER INDUSTRIAL DR HUDSON, MICHIGAN 49247 (517) 448-2752	Trade		$5,594,001.17
40.	BORG WARNER EMISSIONS/THERMAL SYS 3800 AUTOMATION AVE AUBURN HILLS, MICHIGAN 48326	BORG WARNER EMISSIONS/THERMAL SYS ATT: GENERAL COUNSEL 3800 AUTOMATION AVE AUBURN HILLS, MICHIGAN 48326 (312) 322-8550 (247) 754-0500	Trade		$5,537,893.48
41.	NEMAK S-A APDO POSTAL 100 GARZA GARCIA 66221 MEXICO	NEMAK S-A ATT: GENERAL COUNSEL APDO POSTAL 100 GARZA GARCIA 66221 MEXICO +52 818 748 5208 +52 818 748 5240 +52 818 748 5296 +52 818 748 5230	Trade		$5,510,106.53
42.	CONTINENTAL AUTOMOTIVE GUADALAJARA ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326	CONTINENTAL AUTOMOTIVE GUADALAJARA ATT: GENERAL COUNSEL ONE CONTINENTAL DR AUBURN HILLS, MICHIGAN 48326 +495 119 381 4016	Trade		$5,504,798.92

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
43.	AUTOLIV ASP INC. 3350 AIRPORT ROAD OGDEN, UTAH 84405	AUTOLIV ASP INC ATT: GENERAL COUNSEL 3350 AIRPORT ROAD OGDEN, UTAH 84405 (248) 475-0468 (248) 475-9115 + 46 858 720 656 + 46 824 4416	Trade		$5,403,471.00
44.	THE WORTHINGTON STEEL COMPANY 1205 DEARBORN DRIVE COLUMBUS, OHIO 43085-4769	THE WORTHINGTON STEEL COMPANY GENERAL COUNSEL 1205 DEARBORN DRIVE COLUMBUS, OHIO 43085-4769 (614) 438-3210 (614) 438-3210	Trade		$5,202,569.80
45.	MAGNA STEYR LLC 600 WILSHIRE DR TROY, MICHIGAN 48084	MAGNA STEYR LLC GENERAL COUNSEL 600 WILSHIRE DR TROY, MICHIGAN 48084 (248) 729-2650 (248) 729-2828 (905) 726-7046 (905) 726-2593	Trade		$5,125,253.96
46.	GT TECHNOLOGIES INC. 5859 E EXECUTIVE DR WESTLAND, MICHIGAN 48185	GT TECHNOLOGIES GENERAL COUNSEL 5859 E EXECUTIVE DR WESTLAND, MICHIGAN 48185 (419) 661-1333 (419) 661-1337	Trade		$5,116,460.86
47.	ROBERT BOSCH CORPORATION 2800 S 25TH AVENUEB ROADVIEW, ILLINOIS 60153-4532	ROBERT BOSCH CORPORATION GENERAL COUNSEL 2800 S 25TH AVENUE BROADVIEW, ILLINOIS 60153-4532 (248) 848-2363 (248) 848-6505 (248) 876-1426 (248) 876-1439	Trade		$5,100,395.28
48.	DIESEL RECON COMPANY DIVISION 4155 QUEST WAY MEMPHIS, TENNESSEE 38115	DIESEL RECON COMPANY DIVISION GENERAL COUNSEL 4155 QUEST WAY MEMPHIS, TENNESSEE 38115 (812) 377-1766 (812) 377-7897	Trade		$5,079,870.46

	Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured, also state value of security)
49.	NIPPEI TOYOMA CORP C/O NTC AMERICA 46605 MAGELLAN DR NOVI, MICHIGAN 48377	NIPPEI TOYOMA CORP C/O NTC AMERICA GENERAL COUNSEL 46605 MAGELLAN DR NOVI, MICHIGAN 48377 (248) 560-1220 (248) 560-0215	Trade		$5,065,021.88
50.	TRW CHASSIS SYSTEM 42315 MANCINI STERLING HEIGHTS, MICHIGAN 48314	TRW CHASSIS SYSTEM GENERAL COUNSEL 42315 MANCINI STERLING HEIGHTS, MICHIGAN 48314 BOB EVANS, GLOBAL ACCOUNT DIRECTOR (734) 855-2912 (734) 855-2600 (734) 855-2473 (734) 855-2999	Trade		$5,050,331.35

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Chrysler LLC,	:	Case No. 09-_____ (___)
Debtor.	:	

DECLARATION REGARDING CONSOLIDATED LIST OF CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS

I, Holly E. Leese, Senior Vice President, General Counsel and Secretary of the above-captioned Debtor, declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of Creditors Holding 50 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief.

Date: April 30, 2009

Signature /s/ Holly E. Leese
Holly E. Leese
Senior Vice President, General Counsel and Secretary

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Chrysler LLC, Debtor.	Chapter 11 Case No. 09-_____ (___)

LIST OF EQUITY SECURITY HOLDERS

Name	Address	% Membership Interest
CarCo Intermediate HoldCo II LLC	c/o Cerberus Capital Management, L.P. 299 Park Avenue New York, New York 10171	100%

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
Chrysler LLC,	:	Case No. 09-_____ (___)
Debtor.	:	

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

I, Holly E. Leese, Senior Vice President, General Counsel and Secretary of the above-captioned Debtor, declare under penalty of perjury that I have reviewed the foregoing "List of Equity Security Holders" and that it is true and correct to the best of my knowledge, information and belief.

Date: April 30, 2009

Signature /s/ Holly E. Leese
Holly E. Leese
Senior Vice President, General Counsel and Secretary

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.