

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
Chrysler, LLC, *et al.*, :  
Debtors. : Case No. 09-50002 (AJG)  
: (Jointly Administered)  
:   
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**ORDER PURSUANT TO SECTIONS 105, 363 AND 364 OF  
THE BANKRUPTCY CODE, AUTHORIZING THEM TO (A) ENTER INTO THE  
GMAC MASTER FINANCIAL SERVICES AGREEMENT AND RELATED  
AGREEMENTS AND (B) OBTAIN UNSECURED CREDIT**

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This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Sections 105, 363 and 364 of the Bankruptcy Code, for an Order Authorizing Them to (A) Enter into the GMAC Master Financial Services Agreement and Related Agreements, and (B) Obtain Unsecured Credit (the "Motion"),<sup>1</sup> filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) notice of the Motion and the Hearing was sufficient under the circumstances, and (d) a sound business purpose exists for the Debtors' entry into the GMAC MAFA; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to sections 105 and 363 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized but not directed to enter into the GMAC MAFA Documents substantially in the form proposed in the term sheet attached as Exhibit B to the Motion (the "Term Sheet"). In addition, the Debtors are authorized to execute and deliver such additional documents, instruments and agreements, as are required by the Term Sheet to obtain the Dealer Financing, the Retail Financing and otherwise effectuate any other rights and obligations outlined in the MAFA Term Sheet, including, without limitation, entering into new indemnity agreements and to pay all fees and expenses required under the GMAC MAFA Documents.
3. Pursuant to section 364(b) of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized but not directed to obtain unsecured credit from GMAC pursuant to the terms GMAC MAFA Documents substantially in the form proposed in the term sheet attached as Exhibit B to the Motion
4. The Debtors have demonstrated their need to obtain interim post-petition financing pursuant to section 364 of the Bankruptcy Code and Bankruptcy Rule 4001(c). In the absence of immediate access to the financing described in the GMAC MAFA Documents, the Debtors will be unable to continue operating their business, which will cause immediate and irreparable harm to the Debtors' estates and which will be to the detriment of the Debtors, their estates, their creditors and other parties in interest in these cases. The Debtors do not have sufficient means to finance their dealer inventory purchases or sufficient sources of credit to provide for the other obligations to be incurred pursuant to the GMAC MAFA Documents.

5. The Debtors chose GMAC as their source of dealer inventory financing and other credit in the forms provided under the GMAC MAFA Documents in good faith and after obtaining the advice of experienced counsel and other professionals. The Debtors and GMAC proposed and negotiated the terms of the GMAC MAFA Documents, with the active participation of the U.S. Treasury, in good faith, at arm's length and without collusion. GMAC is a "good faith" lender within the meaning of section 364(e) of the Bankruptcy Code, and its claims and other protections arising from or granted pursuant to this Order and the GMAC MAFA Documents will not be affected by any subsequent reversal, modification, vacatur or amendment of this Order or any other order, as provided in section 364(e) of the Bankruptcy Code

6. Pursuant to Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

7. The requirements of Bankruptcy Rule 6004(a) are hereby waived.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
May 13, 2009

s/Arthur J. Gonzalez  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**

**[GMAC MAFA Term Sheet]**

**(Filed under seal.)**