

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

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In re : Chapter 11
Chrysler, LLC, *et al.*, : Case No. 09-50002 (AJG)
Debtors. : (Jointly Administered)
:
X

ORDER PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE (A) AUTHORIZING THE DEBTORS TO ENTER INTO THE MASTER TRANSACTION AGREEMENT AMONG CHRYSLER LLC, THE UNITED STATES DEPARTMENT OF THE TREASURY, GMAC LLC, AND U.S. DEALER AUTOMOTIVE RECEIVABLES TRANSITION LLC; (B) WAIVING THE STAY UNDER BANKRUPTCY RULE 6004(h); AND (C) WAIVING THE NOTICE REQUIREMENTS UNDER BANKRUPTCY RULE 6004(a)

This matter coming before the Court on the Emergency Motion of Debtors and Debtors in Possession, Pursuant to Sections 105 and 363 of the Bankruptcy Code, for an Order Authorizing Them to (A) Enter into the GMAC Master Transaction Agreement, (B) Waiving the Stay Under Bankruptcy Rule 6004(h) and (C) Waiving the Notice Requirements Under Bankruptcy Rule 6004(a) (the "Motion"),¹ 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

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

circumstances, and (d) a sound business purpose exists for the Debtors' entry into the GMAC MTA; 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;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to sections 105 and 363 of the Bankruptcy Code, the Debtors, in consultation with the Official Committee of Unsecured Creditors, are authorized to enter into the GMAC MTA substantially in the form attached as Exhibit B to the Motion. In addition, the Debtors are authorized to execute and deliver such additional documents, instruments and agreements, as are required under the GMAC MTA and the GMAC MAFA.
3. Pursuant to Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.
4. The requirements of Bankruptcy Rule 6004(a) are hereby waived.
5. 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 21, 2009

s/Arthur J. Gonzalez
Hon. Arthur J. Gonzalez