

JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Corinne Ball
Veerle Roovers

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
David G. Heiman

JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309
Telephone: (404) 521-3939
Facsimile: (404) 581-8309
Jeffrey B. Ellman

Proposed Attorneys for Debtors
and Debtors in Possession

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

-----X
In re :
Chrysler LLC, :
a Delaware limited liability company, : Chapter 11
Debtor. : Case No. 09-50002 (AJG)
Tax ID Number 38-2673623 :
-----X

-----X
In re :
Peapod Mobility LLC, :
a New York limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 26-4086991 :
-----X

-----X
In re :
: Chrysler Realty Company LLC, :
: a Delaware limited liability company, : Chapter 11
: Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 38-1852134 :
-----X

In re :
: Chrysler Aviation Inc., :
: a Delaware corporation, : Chapter 11
: Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 38-3475417 :
-----X

In re :
: Chrysler Dutch Holding LLC, :
: a Delaware limited liability company, : Chapter 11
: Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 26-1498515 :
-----X

In re :
: Chrysler Dutch Investment LLC, :
: a Delaware limited liability company, : Chapter 11
: Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 26-1498838 :
-----X

In re :
: Chrysler Dutch Operating Group LLC, :
: a Delaware limited liability company, : Chapter 11
: Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 26-1498787 :
-----X

-----X
In re :
: Chrysler Institute of Engineering, :
: a Michigan non-profit corporation, : Chapter 11
: : Case No. 09-____ (____)
: Debtor. :
: Tax ID Number N/A :
-----X

In re :
: Chrysler International Corporation, : Chapter 11
: a Delaware corporation, : Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 38-2631697 :
-----X

In re :
: Chrysler International Limited, L.L.C., : Chapter 11
: a Delaware limited liability company, : Case No. 09-____ (____)
: Debtor. :
: Tax ID Number N/A :
-----X

In re :
: Chrysler International Services, S.A., : Chapter 11
: a Delaware corporation, : Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 38-0420030 :
-----X

In re :
: Chrysler Motors LLC, : Chapter 11
: a Delaware limited liability company, : Case No. 09-____ (____)
: Debtor. :
: Tax ID Number 38-3625541 :
-----X

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In re :
Chrysler Service Contracts Inc., :
a Delaware corporation, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-3382368 :
-----X

In re :
Chrysler Service Contracts Florida, Inc., :
a Florida corporation, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 26-0347220 :
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In re :
Chrysler Technologies Middle East Ltd., :
a Delaware corporation, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 75-2487766 :
-----X

In re :
Chrysler Transport Inc., :
a Delaware corporation, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-2143117 :
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In re :
Chrysler Vans LLC, :
a Delaware limited liability company, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 31-1781705 :
-----X

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In re :
DCC 929, Inc., :
a Delaware corporation, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-2899837 :
-----X

In re :
Dealer Capital, Inc., :
a Delaware corporation, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-3036138 :
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In re :
Global Electric Motorcars, LLC, :
a Delaware limited liability company, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 31-1738535 :
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In re :
NEV Mobile Service, LLC, :
a California limited liability company, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 33-1024272 :
-----X

In re :
NEV Service, LLC, :
a Delaware limited liability company, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 03-0501234 :
-----X

-----X
 In re :
 :
 TPF Asset, LLC, :
 a Delaware limited liability company, : Chapter 11
 : Case No. 09-____ (____)
 :
 Debtor. :
 Tax ID Number 74-3167035 :
 -----X

-----X
 In re :
 :
 TPF Note, LLC, :
 a Delaware limited liability company, : Chapter 11
 : Case No. 09-____ (____)
 :
 Debtor. :
 Tax ID Number 74-3167038 :
 -----X

-----X
 In re :
 :
 Utility Assets LLC, :
 a Delaware limited liability company, : Chapter 11
 : Case No. 09-____ (____)
 :
 Debtor. :
 Tax ID Number 20-0874783 :
 -----X

**MOTION OF DEBTORS AND DEBTORS
 IN POSSESSION, PURSUANT TO BANKRUPTCY RULE 1015(b), FOR AN ORDER
 DIRECTING THE JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

TO THE HONORABLE
 UNITED STATES BANKRUPTCY JUDGE:

Chrysler LLC ("Chrysler") and 24 of its domestic direct and indirect subsidiaries,
 as debtors and debtors in possession (collectively with Chrysler, the "Debtors"), respectfully
 represent as follows:

Background

1. On the date hereof (the "Petition Date"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Chrysler Companies") comprise one of the world's largest manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Chrysler Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States. In addition, as of the Petition Date, the Debtors made payments for health care and related benefits to more than 105,000 retirees.

4. Chrysler's ultimate parent company, Chrysler Holding LLC ("Chrysler Parent"), also owns a financing company, nondebtor Chrysler Financial Services Americas LLC ("Chrysler Financial"), that operates under a governance structure separate from Chrysler, with its own board and management. Historically, Chrysler Financial has provided financing to both Chrysler's dealers and consumers.

5. For the twelve months ended December 31, 2008, the Chrysler Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. A more detailed explanation of Chrysler's businesses and operations, and the events leading to the commencement of these cases, can be found in the Affidavit of

Ronald E. Kolka, which was filed contemporaneously herewith and is incorporated herein by reference.

Overview of These Cases

7. The significance of this chapter 11 filing to Chrysler and to the United States economy is difficult to overstate. In connection with the filing, Chrysler is seeking approval from this Court to consummate the only sale transaction that preserves some portion of its business as a going concern and averts a liquidation of historic proportions. If the proposed transaction, designed to effect an alliance with Italian automobile manufacturer Fiat S.p.A. ("Fiat"), is rejected and Chrysler liquidates, it will mean the end of an iconic, 83-year-old American car company whose name has been synonymous with innovative engineering, from the Slant-Six and HEMI engines, to power windows, power brakes and power steering, to the minivan. A liquidation would also have impacts on the nation's economy and Chrysler's stakeholders that are grim:

- 38,500 hourly and salaried Chrysler workers in the U.S. will lose their jobs;
- Chrysler's workers and retirees and their surviving spouses will lose over \$9.8 billion of health care and other benefits and \$2 billion in annual pension payments;
- All 23 of Chrysler's manufacturing plants and facilities and 15 parts depots in the United States will shut down (as well as 18 additional plants and parts depots worldwide);
- Approximately 3,200 Chrysler dealers will be put out of business and the over 140,000 employees of those dealerships will lose their jobs;
- Over \$5.7 billion in outstanding auto parts and service supplier invoices will not be paid to Chrysler's suppliers and new business will be cancelled, forcing hundreds of suppliers out of business and the loss of hundreds of thousands of additional jobs;
- Over 31 million Chrysler, Jeep and Dodge owners would lose significant value in their cars and trucks, particularly due to questions about the ongoing availability of warranties and replacement parts and services;

- Local, state and federal governments will lose tens of billions of dollars in tax revenues, according to a research memorandum published by the Center for Automotive Research in November 2008;¹
- Over \$100 billion in annual sales will disappear from local economies; and
- Chrysler's first lien secured creditors will receive net present value recoveries of less than 38 cents on the dollar and possibly as little as 9 cents; the U.S. government, another secured creditor, will receive less than that; and Chrysler's unsecured creditors will receive nothing.

8. The economic and market conditions that led to the commencement of Chrysler's chapter 11 cases and the need for the proposed sale transaction are well known, but sobering nonetheless. The automotive market meltdown, the worst in at least 26 years,² disrupted Chrysler's substantial progress in implementing a long-term plan to reduce costs and transform its businesses for the next generation of cars. With sales plummeting and credit markets frozen, Chrysler undertook an intense effort to address the challenges it faced. After months of hard work and dedication by Chrysler's management, employees and advisors, working with all key stakeholders and with the support of the U.S. government, the Debtors have commenced these cases to implement a prompt sale to preserve the going concern value of their businesses and return these businesses to viability under new ownership.

9. The proposed sale transaction would create the sixth-largest global automaker by volume unit, increasing competitiveness with other Original Equipment Manufacturers ("OEMs") and creating billions of dollars in synergies. This transaction is the result of thousands of hours of negotiations among multiple parties. The transaction is being financially backed by the United States Department of the Treasury (the "U.S. Treasury"), and

¹ Daniel Cole, *et al.*, Center for Automotive Research Memorandum, *The Impact on the U.S. Economy of a Major Contraction of the Detroit Three Automakers*, at <http://www.cargroup.org> (Nov 4, 2008).

² Chris Isidore, *Auto Sales Are Worst in 26 Years. January Sales Tumble More Than Expected at GM, Ford and Toyota as Rental Car Companies Slash Purchases*, CNNMoney.com, Feb. 3, 2009 (4:22 p.m., ET).

Export Development Canada, an affiliate of the Canadian government which together will provide the new alliance with approximately \$6 billion of taxpayer money to start up and maintain operations. In addition to this unprecedented government support, virtually all of the major constituencies that would be affected by a Chrysler liquidation have recognized how devastating it would be and have made important concessions in support of the proposed alliance:

- The International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (the "UAW") has agreed to wage and benefit reductions in the context of a sale to the new company, which would receive the benefit of a new collective bargaining agreement eliminating certain severance benefits, and would be a party to an agreement with the UAW containing restructured retiree health care benefits;
- Chrysler's dealers have agreed to reduce their dealer and service contract margins;
- Chrysler's already financially troubled suppliers have agreed to a further 3% price reduction and other measures that will save millions of dollars;
- Chrysler's largest secured creditors, JPMorgan Chase, Goldman Sachs, Morgan Stanley and Citigroup, have agreed to the transaction that would substantially compromise their first lien debt, comprising 70% of the \$6.9 billion total outstanding, for an estimated recovery of approximately 28 cents on the dollar; and
- Chrysler Parent's minority shareholder, Daimler AG ("Daimler"), has agreed as part of a settlement with Chrysler to (a) forgive \$1.5 billion of second lien debt, at the same time that \$500 million of second lien debt is forgiven by majority shareholder Cerberus Capital Management L.P. ("Cerberus"); and (b) assist in funding Chrysler's pension plans.

Representatives of these constituencies have devoted the past six months to reaching these agreements.

10. As the culmination of these efforts, Chrysler, Fiat and New Chrysler (as defined below) have reached an agreement in principle and are expected to enter into a Master Transaction Agreement (collectively with other ancillary and supporting documents, the "Purchase Agreement") in short order. Pursuant to the Purchase Agreement, among other things:

(a) Chrysler will transfer the majority of its operating assets to New CarCo Acquisition LLC ("New Chrysler"), a newly established Delaware limited liability company that currently is an indirect wholly-owned subsidiary of Fiat; and (b) in exchange for those assets, New Chrysler will assume certain liabilities of Chrysler and pay to Chrysler \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction").

11. With the support of the U.S. government, Fiat, the UAW, dealers, suppliers and other stakeholders, the Debtors commenced these cases to implement an expeditious sale process to implement the Fiat Transaction, or a similar transaction with a competing bidder, designed to maximize the value of the Debtors' operations and businesses for the benefit of their stakeholders. Pending the proposed sale, the Debtors will idle most operations as they conserve their resources, while at the same time ensuring that (a) the facilities are prepared to resume normal production schedules quickly upon the completion of a sale and (b) consumers are not impacted by the filing.

12. Time is of the essence. Given the continuing stress on all aspects of the automotive industry and the idling of the Debtors' manufacturing facilities, key relationships with suppliers, dealers and other business partners simply cannot be preserved if the sale process is not concluded quickly. Absent a prompt sale, approved and consummated in the coming weeks, the value of the Debtors' assets will rapidly decline and the ability to achieve a going concern sale will be irretrievably lost. By contrast, the proposed sale transaction, if it can be promptly consummated, will maximize the value available for stakeholders, will save hundreds of thousands of jobs and will strengthen the U.S. automotive sector and the economy generally.

Jurisdiction

13. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

14. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") the Debtors hereby seek the entry of an order directing (a) the joint administration of the Debtors' chapter 11 cases and (b) parties in interest to use a consolidated caption (the "Proposed Caption"), as set forth on Annex A to the proposed order attached hereto as Exhibit A, to indicate that any filed motion, application or other pleading relates to the jointly administered bankruptcy cases of "Chrysler LLC, *et al.*" The Debtors also request that the following notation (or a substantially similar notation) be entered on the docket of each of the Debtors' cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Chrysler LLC and its direct and indirect debtor subsidiaries. The docket in Chapter 11 Case No. 09-50002 (AJG) should be consulted for all matters affecting this case.

15. The Debtors further request that: (a) the Court find that the Proposed Caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code in all respects;³ (b) the Court authorize the Debtors to utilize a combined service list for the jointly administered cases; and (c) the Court authorize combined notices be sent to creditors of the Debtors' estates and other parties-in-interest, as applicable. Consistent with the foregoing, the Debtors also seek

³ When the Proposed Caption is used in any notice, a footnote will be added to the Proposed Caption as follows: "A list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) Docket No. _____ and also can be found at <http://chapter11.epiqsystems.com/chrysler>" (the "Caption Footnote").

authority to file the monthly operating reports required by the Operating Guidelines and Financial Reporting Requirements (together, the "Guidelines") promulgated by the office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") on a consolidated basis, if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports would further administrative economy and efficiency without prejudice to any party in interest and that such reports would accurately reflect the Debtors' consolidated business operations and financial affairs. Nevertheless, the Debtors will maintain separate disbursement reports.

Argument

16. Bankruptcy Rule 1015(b) provides that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." The Debtors are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

17. The joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. Entering an order directing joint administration of the Debtors' chapter 11 cases will avoid the need for duplicative notices, motions, applications and orders, thereby saving time and expense that otherwise would be required to administer individual cases. Because these cases potentially involve millions of creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of pleadings that otherwise would be filed with the Clerk of this Court; (b) render the completion of various administrative tasks less costly; and (c) minimize the number of unnecessary delays associated with the administration of numerous separate chapter 11 cases. Joint administration

also will enable parties in interest in each of the above-captioned chapter 11 cases to be apprised of the various matters before the Court in all of these cases.

18. Because this is not a motion for the substantive consolidation of the Debtors' estates, the rights of parties in interest will not be prejudiced or otherwise affected in any way by the entry of an order directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only. In fact, all creditors will benefit from the reduced cost and increased efficiencies that will result from the joint administration of these cases.

19. Joint administration will further simplify supervision of the administrative aspects of these chapter 11 cases by the U.S. Trustee — a task that would pose significant and unnecessary burdens absent joint administration.

20. Pursuant to section 342(c)(1) of the Bankruptcy Code "[i]f notice is required to be given by the debtor to a creditor...such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor." When used in notices, the Proposed Caption, with the Caption Footnote, incorporates all of the required information by reference and, therefore, complies with the terms of section 342(c) of the Bankruptcy Code.

21. Finally, filing the monthly operating reports required by the Guidelines promulgated by the U.S. Trustee on a consolidated basis will further administrative economy and efficiency without prejudice to any party in interest. The Debtors submit that the reports would accurately reflect the Debtors' consolidated business operations and financial affairs.

Notice

22. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been given to: (a) the Office of the U.S. Trustee; (b) the creditors holding the 50 largest unsecured claims against the Debtors' estates, as identified in the Debtors' chapter 11 petitions; (c) counsel to the administrative agent for the Debtors' prepetition senior

secured lenders; (d) counsel to Cerberus; (e) counsel to Daimler; (f) counsel to the UAW; and (g) counsel to the U.S. Treasury. The Debtors submit that no other or further notice need be provided.

No Prior Request

23. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that this Court: (i) enter an order substantially in the form attached hereto as Exhibit A, granting the relief sought herein; and (ii) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: April 30, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

Corinne Ball
Veerle Roovers
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
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Atlanta, Georgia 30309
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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

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

-----X
In re :
Chrysler LLC, :
a Delaware limited liability company, : Chapter 11
 : Case No. 09-50002 (AJG)
Debtor. :
Tax ID Number 38-2673623 :
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In re :
Peapod Mobility, LLC, :
a New York limited liability company, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 26-4086991 :
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In re :
Chrysler Realty Company LLC, :
a Delaware limited liability company, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-1852134 :
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In re :
Chrysler Aviation Inc., :
a Delaware corporation, : Chapter 11
 : Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-3475417 :
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 a Delaware limited liability company, : Chapter 11
 Debtor. : Case No. 09-____ (____)
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In re :
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 a Delaware limited liability company, : Chapter 11
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 a Delaware limited liability company, : Chapter 11
 Debtor. : Case No. 09-____ (____)
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 a Michigan non-profit corporation, : Chapter 11
 Debtor. : Case No. 09-____ (____)
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In re :
 Chrysler International Corporation, :
 a Delaware corporation, : Chapter 11
 Debtor. : Case No. 09-____ (____)
 Tax ID Number 38-2631697 :
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Chrysler International Limited, L.L.C., :
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Debtor. : Case No. 09-____ (____)
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In re :
Chrysler International Services, S.A., :
a Delaware corporation, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 38-0420030 :
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In re :
Chrysler Motors LLC, :
a Delaware limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 38-3625541 :
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In re :
Chrysler Service Contracts Inc., :
a Delaware corporation, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 38-3382368 :
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In re :
Chrysler Service Contracts Florida, Inc., :
a Florida corporation, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 26-0347220 :
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-----X
In re :
Chrysler Technologies Middle East Ltd., :
a Delaware corporation, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 75-2487766 :
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In re :
Chrysler Transport Inc., :
a Delaware corporation, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-2143117 :
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In re :
Chrysler Vans LLC, :
a Delaware limited liability company, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 31-1781705 :
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In re :
DCC 929, Inc., :
a Delaware corporation, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-2899837 :
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In re :
Dealer Capital, Inc., :
a Delaware corporation, : Chapter 11
Case No. 09-____ (____)
Debtor. :
Tax ID Number 38-3036138 :
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In re :
Global Electric Motorcars, LLC, :
a Delaware limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 31-1738535 :
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NEV Mobile Service, LLC, :
a California limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 33-1024272 :
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In re :
NEV Service, LLC, :
a Delaware limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 03-0501234 :
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In re :
TPF Asset, LLC, :
a Delaware limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 74-3167035 :
-----X

In re :
TPF Note, LLC, :
a Delaware limited liability company, : Chapter 11
Debtor. : Case No. 09-____ (____)
Tax ID Number 74-3167038 :
-----X

-----X
:

In re :

:

Utility Assets LLC, :

a Delaware limited liability company, : Chapter 11

: Case No. 09-____ (____)

:

Debtor. :

Tax ID Number 20-0874783 :

-----X

ORDER, PURSUANT TO BANKRUPTCY RULE 1015(b), DIRECTING JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Bankruptcy Rule 1015(b), for an Order Directing the Joint Administration of the Debtors' Chapter 11 Cases (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 the Affidavit of Ronald E. Kolka filed in support of the Debtors' first day papers (the "Affidavit") and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iii) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and the Affidavit and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

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

2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court. The Clerk of the Court shall maintain one file and one docket for all these jointly administered cases, which shall be the file and docket for the chapter 11 case of Chrysler LLC, Case No. 09-50002 (AJG) (the "Parent Case").

3. Parties in interest are directed to use the Proposed Caption, in the form annexed hereto as Annex A, when filing pleadings with the Court in the chapter 11 cases of Debtors indicating that the pleading relates to the jointly administered chapter 11 cases of "Chrysler LLC, *et al.*" The Proposed Caption, with the Caption Footnote to be inserted into notices, satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.

4. A notation substantially similar to the following notation shall be entered on the docket of each of the Debtors' cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Chrysler LLC and its direct and indirect debtor subsidiaries. The docket in Chapter 11 Case No. 09-50002 (AJG) should be consulted for all matters affecting this case.

5. The Debtors are authorized to utilize a combined service list for the jointly-administered cases, and combined notices may be sent to creditors of the Debtors' estates and other parties-in-interest, as applicable.

6. The Debtors are hereby authorized to file the monthly operating reports required by the Guidelines promulgated by the U.S. Trustee on a consolidated basis if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports would further administrative economy and efficiency without prejudice to any party in interest and that such reports would accurately reflect the Debtors' consolidated business operations and financial affairs.

7. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned chapter 11 cases. Nevertheless, the Debtors will maintain separate disbursement reports.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

ANNEX A TO ORDER

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

-----X
In re : Chapter 11
Chrysler LLC, *et al.*,¹ : Case No. 09-50002 (AJG)
Debtors. : (Jointly Administered)
-----X

¹ A list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) Docket No. _____ and also can be found at <http://chapter11.epiqsystems.com/chrysler> (Caption Footnote to be inserted into notices only).