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Attorneys for Debtors
and Debtors in Possession

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

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

**MONTHLY OPERATING REPORT
FOR OLD CARCO LLC (f/k/a CHRYSLER LLC)
AND ITS AFFILIATED DEBTORS FOR THE MONTH OF AUGUST 2009**

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

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Debtors: Old Carco LLC (f/k/a Chrysler LLC), et al.⁽¹⁾
Case Number: Jointly Administered 09-50002 (AJG)

Monthly Operating Report for the Month Ended:
August 31, 2009

Debtors' Address:
1000 Chrysler Drive
Auburn Hills, MI 48326

Monthly Operating Loss: \$1.613 billion

Debtors' Attorneys:

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Report Preparer:

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the information contained therein is complete, accurate and truthful to the best of my knowledge.⁽²⁾

Date: September 30, 2009

Ronald E. Kolka
Chief Executive Officer

(1) See next page for a listing of Debtors by case number.

(2) All amounts herein are unaudited and subject to revision. The Debtors reserve all rights to revise this report.

**OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
MONTHLY OPERATING REPORT FOR AUGUST 2009**

The Debtors in these jointly administered cases are as follows:

Debtor Name	Case Number
Former Operating Entities⁽¹⁾	
Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC)	09-50000
Old Carco LLC (f/k/a Chrysler LLC)	09-50002
Old Carco International Corporation (f/k/a Chrysler International Corporation)	09-50008
Old Carco International Limited, LLC (f/k/a Chrysler International Limited, LLC)	09-50009
Old Carco International Services, S.A. (f/k/a Chrysler International Services, S.A.)	09-50010
Old Carco Motors LLC (f/k/a Chrysler Motors LLC)	09-50011
Old Carco Service Contracts Florida, Inc. (f/k/a Chrysler Service Contracts Florida, Inc.)	09-50012
Old Carco Service Contracts Inc. (f/k/a Chrysler Service Contracts, Inc.)	09-50013
Old Carco Transport Inc. (f/k/a Chrysler Transport Inc.)	09-50015
Old Carco Vans LLC (f/k/a Chrysler Vans LLC)	09-50016
Former Limited-Operating Entities⁽²⁾	
Old Carco Aviation Inc. (f/k/a Chrysler Aviation Inc.)	09-50003
Old Carco Technologies Middle East Ltd. (f/k/a Chrysler Technologies Middle East Ltd.)	09-50014
DCC 929, Inc.	09-50017
Dealer Capital, Inc.	09-50018
Global Electric Motorcars, LLC ⁽³⁾	09-50019
NEV Mobile Service, LLC ⁽³⁾	09-50020
NEV Service, LLC ⁽³⁾	09-50021
TPF Asset, LLC	09-50022
TPF Note, LLC	09-50023
Utility Assets LLC	09-50024
Alpha Holding LP	09-50025
Inactive Entities	
Peapod Mobility LLC	09-50001
Old Carco Dutch Holding LLC (f/k/a Chrysler Dutch Holding LLC)	09-50004
Old Carco Dutch Investment LLC (f/k/a Chrysler Dutch Investment LLC)	09-50005
Old Carco Dutch Operating Group LLC (f/k/a Chrysler Dutch Operating Group LLC)	09-50006
Old Carco Institute of Engineering (f/k/a Chrysler Institute of Engineering)	09-50007

(1) Historically, these were the Debtors' primary operating entities. As a result of the commencement of these cases and the sale of substantially all of the Debtors' assets to Chrysler Group LLC as of June 10, 2009, these entities are no longer engaged in any significant operations.

(2) Former Limited-Operating Entities that historically had minimal or no operating activities. Each entity's activity and balances are presented separately in the combining financial statements, with the exception of Global Electric Motorcars LLC, NEV Mobile Services LLC, and NEV Service LLC. As stated above, due to the commencement of these cases and the sale of substantially all of the Debtors' assets to Chrysler Group LLC as of June 10, 2009, the Former Limited-Operating Entities no longer conduct any operations.

(3) Global Electric Motorcars, LLC manufactures electrically powered motor vehicles and sells directly to dealers and ultimately to users which include: military bases, planned communities, municipalities, university campuses and industrial customers. NEV Service LLC and NEV Mobile Service LLC provide warranty parts and service for Global Electric Motorcars, LLC sales and sells parts and accessories with mobile service to the end user. The assets, liabilities, and results of operations for these entities are immaterial and have been included within Old Carco Motors LLC's (f/k/a Chrysler Motors LLC) financial statements.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
MONTHLY OPERATING REPORT FOR AUGUST 2009
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 CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENTS OF OPERATIONS
 (Unaudited - in millions of dollars)

	One Month Ended August 31, 2009	Filing to Date
Revenues	\$ -	\$ 595
Cost of sales	14	2,480
GROSS MARGIN	(14)	(1,885)
Selling, administrative and other expenses	2	315
Research and development	-	84
Other income, net	-	(5)
Gain on Daimler pension settlement	-	(600)
Restructuring income	-	(178)
LOSS BEFORE FINANCIAL EXPENSE, REORGANIZATION ITEMS AND INCOME TAXES	(16)	(1,501)
Financial expense, net	(29)	(446)
LOSS BEFORE REORGANIZATION ITEMS AND INCOME TAXES	(45)	(1,947)
Reorganization items	1,568	11,778
Provision (credit) for income taxes	-	(59)
NET LOSS	\$ (1,613)	\$ (13,666)

(1) See attached for a listing of Debtors by case number.

See accompanying notes to condensed combined financial statements.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL. ⁽¹⁾
MONTHLY OPERATING REPORT FOR AUGUST 2009
CONDENSED COMBINED DEBTORS-IN-POSSESSION BALANCE SHEET
(Unaudited - in millions of dollars)

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	As of <u>August 31, 2009</u>
CURRENT ASSETS:	
Cash and cash equivalents	\$ 183
Restricted cash	103
Trade receivables, net	-
Inventories	123
Prepaid expenses and other current assets	441
Deferred taxes	<u>18</u>
TOTAL CURRENT ASSETS	868
OTHER ASSETS:	
Property, plant and equipment and equipment on operating leases, net	542
Investments, notes and advances to non-debtor entities	846
Restricted cash	2
Deferred taxes	5
Other assets	<u>10</u>
TOTAL OTHER ASSETS	<u>1,405</u>
TOTAL ASSETS	<u>\$ 2,273</u>
CURRENT LIABILITIES NOT SUBJECT TO COMPROMISE:	
Accrued expenses and other current liabilities	\$ 551
Debtor-in-possession financing	3,344
Deferred taxes	<u>4</u>
TOTAL CURRENT LIABILITIES	3,899
LONG-TERM LIABILITIES NOT SUBJECT TO COMPROMISE:	
Accrued expenses and other liabilities	191
Deferred taxes	<u>121</u>
TOTAL LONG-TERM LIABILITIES	312
Liabilities subject to compromise	<u>17,979</u>
TOTAL LIABILITIES	22,190
MEMBER'S DEFICIT:	
Capital stock	316
Contributed capital	8,092
Accumulated losses	(33,052)
Accumulated other comprehensive income	<u>4,727</u>
TOTAL MEMBER'S DEFICIT	(19,917)
TOTAL LIABILITIES AND MEMBER'S DEFICIT	<u>\$ 2,273</u>

(1) See attached for a listing of Debtors by case number.

See accompanying notes to condensed combined financial statements.

MONTHLY OPERATING REPORT FOR AUGUST 2009

CONDENSED COMBINED DEBTORS-IN-POSSESSION STATEMENTS OF CASH FLOWS

(Unaudited - in millions of dollars)

	One Month Ended August 31, 2009	Filing to Date
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (1,613)	\$ (13,666)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	10	385
Changes in deferred taxes	-	34
Amortization of original issue discount on debtor-in-possession financing	-	330
Net loss on Fiat Transaction	3	12,075
Net loss on disposal of fixed assets	1	5
Other non-cash income and expense	-	(483)
Changes in accrued expenses and other liabilities	81	(771)
Changes in other operating assets and liabilities:		
-inventories	6	647
-trade receivables	-	(10)
-trade liabilities	-	112
-payments for reorganization items	(8)	(46)
-other assets and liabilities	1,532	(2,211)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>12</u>	<u>(3,599)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from Fiat Transaction	-	2,000
Purchases of property, plant and equipment, equipment on operating leases and intangible assets	-	(209)
Proceeds from disposals of property, plant and equipment and intangible assets	-	31
Proceeds from disposals of equipment on operating leases	-	81
Net change in restricted cash	-	(124)
Other	-	(4)
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>-</u>	<u>1,775</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from debtor-in-possession financing	-	3,344
Repayment of first lien credit facility	-	(2,000)
Change in financial liabilities - third party	-	76
Original issue discount on debtor-in-possession financing	-	(330)
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>-</u>	<u>1,090</u>
Net increase (decrease) in cash and cash equivalents	12	(734)
Cash and cash equivalents at beginning of period	171	917
Cash and cash equivalents at end of period	<u>\$ 183</u>	<u>\$ 183</u>
Supplemental Cash Flow information:		
Gain on (revision of) extinguishment of the second lien debt (non-cash) ⁽²⁾	\$ (1,557)	\$ 538
Write-off of first and second lien debt issuance costs (non-cash)	-	104

(1) See attached for a listing of Debtors by case number.

(2) Refer to Note 4 for further information regarding gain on extinguishment of second lien debt.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

1. Background

Chapter 11 Reorganization Cases - On April 30, 2009 (the "Petition Date"), Chrysler LLC (n/k/a Old Carco LLC) and 24 of its affiliates (collectively the "Original Debtors") filed petitions for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court"). On May 19, 2009, an additional affiliate of Chrysler LLC, Alpha Holding LP, filed a petition for relief under Chapter 11 of the Bankruptcy Code in the Court. Chrysler LLC and these 25 affiliates (collectively, the "Debtors") are authorized to operate their businesses and manage their properties as "Debtors-in-Possession" under the jurisdiction of the Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Court. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed a statutory committee of unsecured creditors (the "Official Unsecured Creditors Committee").

Prior to the commencement of these cases and the sale of substantially all of the Debtors' assets, the primary operations of the Debtors included the research, design, manufacture, assembly and wholesale distribution of passenger cars and trucks under the brand names Chrysler, Jeep® and Dodge.

On August 12, 2009, the Debtors filed with the Court their Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules"), as required by the Bankruptcy Code and the Bankruptcy Rules and within the deadline established by the Court.

On August 6, 2009, the Court entered an order establishing the following bar dates, among others: (i) September 28, 2009 as the general bar date for filing proofs of claim against the Debtors' estates (the "General Bar Date") and (ii) October 27, 2009 for governmental units to file proofs of claim against any Debtors other than Alpha Holding LP and November 15, 2009 for governmental units to file proofs of claim against Alpha Holding LP (as applicable, the "Governmental Bar Date"). Bar dates were also established for the filing of rejection damage claims and for filing motions of claim in response to any amendments to the Schedules. Following the entry of the Court order establishing the bar dates, the Debtors served and published notice of the bar dates and the required procedures with respect to the filings of proofs of claim in the form and manner approved by the Court.

Fiat Transaction - In connection with the commencement of these cases, the Debtors, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) the Debtors would transfer the majority of their operating assets to New CarCo Acquisition LLC (n/k/a Chrysler Group LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain of the Debtors' liabilities and pay to the Debtors \$2.00 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder.

On May 31, 2009, the Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to Section 363 of the Bankruptcy Code, Substantially All of the Debtors' Assets (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (the "Sale Order"). On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009 (the "Closing"). The Fiat Transaction resulted in a loss of \$12.07 billion to the Debtors, which has been reflected in the financial statements within Reorganization Items. The Debtors continue to

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

revise the loss amount which also includes prior period reconciliations of certain intercompany balances due to / from Debtor and non-Debtor entities which were recorded as of the Closing.

In connection with the Purchase Agreement and the Closing, the Debtors and New Chrysler entered into a Transition Services Agreement dated June 10, 2009 (the "TSA"). As part of the TSA, New Chrysler has agreed to provide certain services to the Debtors, including, but not limited to, administrative services, corporate accounting services, benefits administration, information technology, in-house legal services, insurance and risk management, operations management, real estate, security, tax, treasury and finance, and workers' compensation. Similarly, the Debtors have agreed to provide certain services to New Chrysler, including, but not limited to, services with respect to dealer matters, company cars and corresponding insurance coverage. Such services are currently being provided by such parties in accordance with the TSA.

Additionally, as part of the TSA, the Debtors have granted New Chrysler licenses to occupy and use eight (8) owned premises and various leased premises (collectively, the "Premises") for the operations of the New Chrysler business. During the periods of occupancy beginning June 10, 2009 and with License Termination Dates ranging from August 15, 2009 to April 30, 2011, all licenses are "net," and, accordingly, New Chrysler is responsible for all costs and obligations in connection with the operation of the Premises, including, but not limited to (i) paying real estate taxes and assessments, (ii) maintaining and repairing the Premises, (iii) paying for the cost of all utility services for the Premises, (iv) obtaining and paying for all insurance and (v) with respect to the leased premises, paying for all rental amounts, common area maintenance charges or other similar charges imposed on the tenant under the lease. Aside from New Chrysler taking over the responsibilities for the costs and obligations, no other consideration will be given to the Debtors for the use of these Premises. Upon termination of the license agreements with New Chrysler, the Debtors become responsible for the carrying costs of the previously licensed facilities until disposal.

2. Basis of Presentation

Condensed Combined Debtor-in-Possession Financial Statements - The unaudited interim condensed combined financial statements and supplemental information contained herein represent the condensed combined financial information for the Debtors only and do not include the Debtors' current or former non-debtor subsidiaries. Pursuant to a Bankruptcy Court order dated July 16, 2009, the Debtors filed, on July 30, 2009, its report that addresses the value, operations and profitability of non-debtor entities (the "Bankruptcy Rule 2015.3 Report").

American Institute of Certified Public Accountants Statement of Position 90-7, "Financial Reporting by Entities in Reorganization under the Bankruptcy Code" ("SOP 90-7"), which is applicable to companies in Chapter 11, generally does not change the manner in which financial statements are prepared. It does, however, require that the financial statements for periods subsequent to the filing of the Chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. The Debtors' financial statements contained herein have been prepared in accordance with the guidance in SOP 90-7.

The unaudited interim condensed combined financial statements have been derived from the books and records of the Debtors. Certain financial information, however, has not been subject to procedures that would typically be applied to financial information presented in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"), and upon the application of such procedures (such as tests for asset impairment), the Debtors believe that the financial information will be subject to changes, and these changes could be material. The interim financial information furnished in this report includes primarily normal recurring adjustments but does not include all of the adjustments that would typically be made for quarterly financial statements in accordance with U.S. GAAP. As of August 31, 2009, certain prepaid and

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

other asset balances and pre- and post-petition trade accounts payable and other accrued expense balances are subject to further review and reclassification. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Therefore, this report should be read in conjunction with the Chrysler LLC and Consolidated Subsidiaries' audited consolidated and combined financial statements and notes as of December 31, 2007 and for the periods from August 4, 2007 to December 31, 2007 and January 1, 2007 to August 3, 2007.

The results of operations contained herein are not necessarily indicative of the results that may be expected for any other period or for the full year and may not necessarily reflect the combined results of operations, financial position and cash flows of the Debtors in the future. Certain Filing to Date balances and amounts have been reclassified to conform with current period classifications.

Intercompany Transactions - Intercompany transactions between Debtor entities, as well as between Debtor and non-debtor entities, include, but are not limited to, the sale of vehicles and parts, intercompany cash sweep arrangements, intercompany financing arrangements and investments in subsidiaries. The majority of intercompany balances between Debtor and non-debtor entities were assumed by New Chrysler as a result of the Purchase Agreement. Subsequent to the consummation of the Purchase Agreement, any transactions and balances between the Debtors and New Chrysler affiliated entities have been presented as third party transactions and balances, as applicable. Investments, notes, and advances to non-debtor entities represent the Debtors' investment in Bonsol Holding S.a.r.l. and has been recorded at cost, the full value of which may not be realizable.

The intercompany balances due to / from Debtor entities, as shown on individual entities' balance sheets included in the accompanying condensed combining balance sheet, represent the accumulation of activity over time. These balances between Debtor entities have been eliminated in the accompanying interim condensed combined balance sheet. Intercompany transactions between Debtor entities have not been eliminated in the accompanying interim condensed combined statement of operations.

Cash and Cash Equivalents - Cash and cash equivalents includes \$4 million of cash held by the Debtors on behalf of New Chrysler for the sole purpose of winding down operations of certain offices located in China. At completion of the wind down, any remaining funds will be transferred to New Chrysler. As such, the Debtors have recorded an offsetting liability equal to this cash balance within accrued expenses and other current liabilities.

Property, Plant and Equipment and Equipment on Operating Leases, net - Amounts are recorded at cost net of accumulated depreciation and amortization.

Restructuring Income/Expense and Reserves - Restructuring income/expense represents adjustments to pre-petition related restructuring reserves resulting from changes in accounting estimates. As of August 31, 2009, the Debtors had approximately \$50 million of pre-petition restructuring reserves relating to terminated suppliers and deactivation costs for properties not purchased by New Chrysler. Amounts accrued for shut down activities relating to the retained inactive properties are estimates and will be continually evaluated for adequacy as more information becomes available. All other restructuring reserves were assumed by New Chrysler in connection with the Fiat Transaction.

Financial Expense, net - Financial expense primarily represents interest expense and the amortization of the original issue discount relating to the DIP Credit Agreement (defined below).

Contractual Interest Expense - Contractual interest expense represents amounts due under the contractual terms of outstanding debt, including secured and unsecured debt subject to

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

compromise for which interest expense is not recognized in the statement of operations in accordance with the provisions of SOP 90-7. For the periods One Month Ended August 31, 2009, and Filing to Date, contractual interest expense was \$38 million and \$160 million, respectively. The Filing to Date amount has been adjusted to reflect revisions made in August 2009 to the value of the second lien debt. Refer to Note 4 for further information.

Settlement of Derivative Positions - Prior to the commencement of these cases, the Debtors used derivative financial instruments to manage their exposure to global market risks, including the risk of changes in interest rates, foreign currency exchange rates and certain commodity prices. During June 2009, the Debtors settled various pre-petition derivative instruments resulting in a net cash receipt of \$4 million. In addition certain first lien lenders who were also counterparties to various derivative financial instruments exercised set-off rights for amounts owed to the Debtors in an aggregate amount of \$86 million. The \$86 million settlement amount was distributed to the first lien lenders on a pro-rata basis. During August 2009, the Debtors settled pre-petition derivative financial instruments which resulted in a cash receipt of \$15 million. As of August 31, 2009, the Debtors have a receivable balance of \$1 million to account for the settlement of the remaining pre-petition derivative positions.

Prepaid Tooling - Approximately \$20 million of prepaid tooling was not transferred to New Chrysler in the Fiat Transaction as such balances related to previously rejected suppliers. The Debtors have determined that these amounts are not recoverable and as such, fully reserved for the balance during the month of June 2009.

Gain on Daimler Pension Settlement - Pursuant to the settlement agreement among the Debtors (and other Chrysler entities), Daimler AG and the Pension Benefit Guaranty Corporation (the "PBGC") dated June 5, 2009, Daimler AG agreed to assume a \$600 million pension obligation owed by the Debtors. The settlement resulted in a \$600 million gain which has been reflected in the June 2009 Condensed Combined Statements of Operations.

Accumulated Other Comprehensive Income (Loss) - Balance primarily consists of unrecognized actuarial gains and losses and unrecognized prior period service costs relating to other post retirement employee benefit obligations retained by the Debtors. Amounts are based on the Debtors' current estimates and actuarial valuations, and are subject to further revision. Following the Fiat Transaction, the Debtors have not recorded any amounts related to net periodic benefit costs.

Taxes - The Debtors are a single member limited liability company held indirectly by Chrysler Holding LLC ("Holding"), a partnership entity. As such, the Debtors are not a taxable entity for U.S. federal income taxes purposes. Rather, federal taxable income or loss is included in its member's federal income tax returns. However, the Debtors' provision for income taxes includes federal, state and foreign income taxes for its corporate subsidiaries, as well as for certain U.S. states which impose income taxes upon non-corporate legal entities.

Income taxes are accounted for under the asset and liability method. Deferred tax assets are recognized for net operating loss and tax credit carry forwards and the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances on deferred tax assets are recognized if it is more likely than not that the benefit from the deferred tax asset will not be realized. In addition, current income taxes include adjustments to accruals for uncertain tax positions and related interest expense or income.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

The Debtors have received approval to pay pre-petition employee withholding obligations in addition to employment and wage related taxes, sales and use taxes, and certain other taxes due in the normal course of business through certain first day motions. As such, the Debtors have paid the applicable taxes when due. See the attached schedules of payroll and other taxes paid for additional information.

3. Debtor-in-Possession ("DIP") Financing

On May 1, 2009, the Debtors filed a motion with the Court seeking approval to enter into a Second Lien Secured Priming Superpriority Debtor-in-Possession Credit Agreement (the "DIP Credit Agreement"). The Court granted interim approval of the DIP Credit Agreement on May 4, 2009. Based on such interim approval, on May 5, 2009, the Debtors entered into the DIP Credit Agreement. An amendment to the DIP Credit Agreement was entered into on May 15, 2009. Final approval of the DIP Credit Agreement was granted by the Court on May 20, 2009. A subsequent amendment was then entered into on June 10, 2009.

The DIP Credit Agreement, as amended and modified, provides for borrowings up to an aggregate committed amount of \$4.96 billion, consisting of a \$3.80 billion note payable to the United States Department of the Treasury ("UST"), and a \$1.16 billion note payable to Export Development Canada ("EDC"). The DIP Credit Agreement also provides for two additional notes consisting of \$253 million payable to UST and \$77 million payable to EDC.

The use of proceeds under the DIP Credit Agreement is limited to working capital needs, capital expenditures, the payment of warranty claims and other general corporate purposes of the Debtors, including payments of expenses associated with the administration of the Chapter 11 proceedings. In addition, \$600 million of the funds advanced by the UST under the DIP Credit Agreement were used by the Debtors to make a payment to the GMAC SPV (as hereinafter defined) pursuant to and in accordance with the Master Transaction Agreement, dated as of May 21, 2009, among the UST, the Debtors, GMAC LLC and U.S. Dealer Automotive Receivables Transition LLC (the "GMAC SPV").

The DIP Credit Agreement specifies that interest will accrue at the Eurodollar Rate, as defined in the DIP Credit Agreement, plus three percent. If this rate is in calculable or does not reflect the cost to the Lenders or if an Event of Default has occurred and the Lenders elect to prohibit the continuation of Eurodollar Loans, the interest rate shall be the sum of (i) the greater of the Prime Rate, as published by JPMorgan Chase, the federal funds effective rate, as published by the Federal Reserve Bank of New York, plus one half of one percent, or the last available calculation of the Eurodollar Rate plus one percent and (ii) two percent.

The Debtors are the borrower under the DIP Credit Agreement; borrowings are guaranteed by the other Debtors and are secured by security interests in and liens on all presently owned and hereafter acquired assets of the Debtors. Furthermore, the DIP Lenders have been allowed a super-priority administrative expense claim.

The outstanding principal amount of the loans under the DIP Credit Agreement, plus interest accrued and unpaid, became due and payable in full at maturity, which occurred on June 30, 2009. The Debtors have not made any payments relating to any outstanding amounts due under the DIP Credit Agreement and, as a result, on August 13, 2009, the UST formally provided the Debtors with a "Notice of Default and Reservation of Rights". The Debtors, along with the Official Unsecured Creditors Committee, are negotiating with the UST to address this notice.

As of August 31, 2009, the outstanding amount of principal and interest under the DIP Credit Agreement was \$3.34 billion and \$86 million, respectively. No further borrowings are permitted under the DIP Credit Agreement.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

4. Reorganization Items

SOP 90-7 requires reorganization items such as realized gains and losses from the settlement of pre-petition liabilities, provisions for losses resulting from the reorganization and restructuring of the business, as well as professional fees directly related to the process of reorganizing the Debtors under Chapter 11 to be separately disclosed.

The Debtors' reorganization costs items consist of the following:

	<u>One Month Ended August 31, 2009</u>	<u>Filing to Date</u>
	(in millions)	(in millions)
Loss on Fiat Transaction	\$ 3	\$ 12,075
Professional fees	8	71
Gain on extinguishment of 2 nd lien debt	1,557	(538)
Debt issuance costs on 1 st & 2 nd lien debt	-	104
Other	-	66
Total Reorganization Items	\$ 1,568	\$ 11,778

Note: Certain filing to date amounts have been reclassified to conform with current period reorganization costs classifications.

Professional fees directly related to the reorganization ("Professional Fees") include fees and reimbursable expenses associated with advisors to the Debtors, the Official Unsecured Creditors Committee, and secured creditors. Professional Fees for the periods presented were estimated by the Debtors and will be reconciled to actual invoices when received.

The Debtors, certain affiliates of Cerberus Capital Management L.P. ("Cerberus"), Daimler AG and certain of its affiliates (collectively, "Daimler") and the Pension Benefit Guaranty Corporation entered into a certain Settlement Agreement dated as of June 5, 2009, which was approved by an order of the Court on June 5, 2009 (the "Settlement Agreement"). Pursuant to the terms of the Settlement Agreement, Cerberus and Daimler agreed to forgive and extinguish debt owing under the \$2.00 billion Second Lien Term Loan Agreement, subject to certain conditions. On August 17, 2009, the Official Committee of Unsecured Creditors filed an adversary proceeding (the "Adversary Proceeding") against Daimler in the Court alleging various causes of action relating to, among other things, Daimler's sale of its controlling interest in the Debtors to Cerberus. As a result of the filing of the Adversary Proceeding, the conditions to the forgiveness and extinguishment of Daimler's portion of the debt under the Second Lien Term Loan Agreement (totaling \$1.50 billion) were not satisfied. As such, Daimler has informed the Debtors that it has not released its lien on the Debtors' assets and is reserving its rights with respect to its portion of the debt under the Second Lien Term Loan Agreement. In light of these developments, the Debtors have revised a previously recorded gain on extinguishment of debt of \$1.50 billion (plus pre-petition capitalized and accrued interest of \$57 million) and recorded a corresponding increase in liabilities subject to compromise (within financial liabilities). Filing to date gain on extinguishment of second lien debt solely represents amounts forgiven by Cerberus. Any further revisions to this gain on extinguishment of second lien debt will be reflected in subsequent monthly operating reports.

5. Liabilities Subject to Compromise

As a result of the Chapter 11 filings, the payment of pre-petition indebtedness is subject to compromise or other treatment under a plan of reorganization. Generally, actions to enforce or otherwise effect payment of pre-Chapter 11 liabilities are stayed. Although payment of pre-petition claims generally is not permitted, at hearings held in May 2009, the Court granted final approval of the Debtors' "first day" orders for authority to pay certain pre-petition claims in designated categories and subject to certain terms and conditions. This relief generally was designed to preserve the value of the Debtors' businesses and assets pending consummation of the Fiat Transaction (or similar transaction). Among other things, the Court authorized the

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
NOTES TO MONTHLY OPERATING REPORT FOR AUGUST 2009

Debtors to pay certain pre-petition claims relating to employees, suppliers, customers, dealers, taxes and cash management.

The Debtors have been paying and intend to continue to pay undisputed post-petition claims (to the extent that they are not liabilities assumed by New Chrysler) in the ordinary course of business. In addition, the Debtors have rejected, and expect to continue to reject, pre-petition executory contracts and unexpired leases with respect to the Debtors' operations to the extent not assumed and assigned to New Chrysler, with the approval of the Bankruptcy Court. Any damages resulting from rejection of executory contracts and unexpired leases are treated as general unsecured claims and will be classified as liabilities subject to compromise. Differences between liability amounts estimated by the Debtors and claims filed by creditors will be investigated and, if necessary, the Court will make a final determination of the allowed amount and treatment of the claim. No amounts have been estimated for claims (rejection or otherwise) as the ultimate amount of such liabilities is not determinable at this time.

SOP 90-7 requires pre-petition liabilities that are subject to compromise to be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending on Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, or other events. The Debtors expect that certain amounts currently classified as liabilities subject to compromise may in fact be paid in the ordinary course as they come due. Any resulting changes in classification will be reflected in subsequent monthly operating reports.

Liabilities subject to compromise consist of the following:

	<u>As of August 31, 2009</u> (in millions)
Trade liabilities	\$ 273
Pension and other post retirement benefit obligations ⁽¹⁾	9,943
Financial liabilities	6,371
Restructuring liabilities	50
Accrued expenses and other liabilities	<u>1,342</u>
Total Liabilities Subject to Compromise	<u>\$ 17,979</u>

(1) The pension and other post retirement benefit obligations were remeasured as of June 9, 2009.

6. Post-petition Accounts Payable and Accrued Expenses

To the best of the Debtors' knowledge, all undisputed post-petition accounts payable and accrued expenses have been paid, or are being paid under agreed-upon payment terms. Further, certain of these liabilities have been paid or will be paid by New Chrysler consistent with the terms of the Purchase Agreement.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.⁽¹⁾
SCHEDULE OF PAYROLL AND PAYROLL TAXES WITHHELD AND INCURRED
AUGUST 2009

Period	Employee Payroll		Employer Payroll
	Gross Wages Paid	Taxes Withheld	Taxes Owed
August 1 - August 31 ⁽²⁾	\$ 66,668	\$ 24,741	\$ -

(1) See attached for a listing of Debtors by case number.

(2) Gross Wages Paid and Employee Payroll Taxes Withheld represents amounts attributed to one Debtor employee that were paid by New Chrysler and are to be reimbursed by the Debtors.

SCHEDULE OF PAYROLL TAXES PAID

AUGUST 2009

Payee	August 1, 2009 - August 31, 2009 ⁽²⁾	
Internal Revenue Service	\$	22,744
State of Michigan		2,825
Total	\$	25,570

(1) See attached for a listing of Debtors by case number.

(2) Payroll taxes paid represents amounts attributed to one Debtor employee that were paid by New Chrysler and are to be reimbursed by the Debtors.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.⁽¹⁾
SCHEDULE OF OTHER TAXES COLLECTED, INCURRED AND PAID
AUGUST 2009

Month	Taxing Jurisdiction	Tax Type	Tax Due / (Refund Owed)	Tax Paid / (Refund Received)
August 1 - August 31	US Treasury	Sales and Use Tax Refund	na	(1,685,266)
August 1 - August 31	City of Detroit	Property Tax Refund	na	(454,828)
August 1 - August 31	Arboretum Lakes I LLC c/o Hamilton Partners ⁽²⁾	Property Tax Refund	na	(5,832)
Total			na	\$ (2,145,926)

(1) See attached for a listing of Debtors by case number.

(2) Amount pertains to a reimbursement for overpayment of property taxes paid under a lease.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
SCHEDULE OF DISBURSEMENTS
AUGUST 2009

Document hosted at [JDSUPRA™](http://www.jdsupra.com/post/documentViewer.aspx?fid=d17e87b3-ce7e-40f4-8495-f9676256d80e)
<http://www.jdsupra.com/post/documentViewer.aspx?fid=d17e87b3-ce7e-40f4-8495-f9676256d80e>

Debtor Name	Case Number	Disbursements for one month ended August 31, 2009
Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC)	09-50000	\$ 116,307 (a)
Peapod Mobility LLC	09-50001	-
Old Carco LLC (f/k/a Chrysler LLC)	09-50002	21,717,348
Old Carco Aviation Inc. (f/k/a Chrysler Aviation Inc.)	09-50003	727 (a)
Old Carco Dutch Holding LLC (f/k/a Chrysler Dutch Holding LLC)	09-50004	-
Old Carco Dutch Investment LLC (f/k/a Chrysler Dutch Investment LLC)	09-50005	-
Old Carco Dutch Operating Group LLC (f/k/a Chrysler Dutch Operating Group LLC)	09-50006	-
Old Carco Institute of Engineering (f/k/a Chrysler Institute of Engineering)	09-50007	-
Old Carco International Corporation (f/k/a Chrysler International Corporation)	09-50008	501,575 (a)
Old Carco International Limited, LLC (f/k/a Chrysler International Limited, LLC)	09-50009	485 (a)
Old Carco International Services, S.A. (f/k/a Chrysler International Services, S.A.)	09-50010	465,229 (a)
Old Carco Motors LLC (f/k/a Chrysler Motors LLC)	09-50011	2,725,709 (a)
Old Carco Service Contracts Florida, Inc. (f/k/a Chrysler Service Contracts Florida, Inc.)	09-50012	3,635 (a)
Old Carco Service Contracts Inc. (f/k/a Chrysler Service Contracts Inc.)	09-50013	230,676 (a)
Old Carco Technologies Middle East Ltd. (f/k/a Chrysler Technologies Middle East Ltd.)	09-50014	242 (a)
Old Carco Transport Inc. (f/k/a Chrysler Transport Inc.)	09-50015	14,054 (a)
Old Carco Vans LLC (f/k/a Chrysler Vans LLC)	09-50016	31,742 (a)
DCC 929, Inc.	09-50017	38,042 (a)
Dealer Capital, Inc.	09-50018	485 (a)
Global Electric Motorcars, LLC	09-50019	-
NEV Mobile Service, LLC	09-50020	-
NEV Service, LLC	09-50021	-
TPF Asset , LLC	09-50022	-
TPF Note, LLC	09-50023	47,008 (a)
Utility Assets LLC	09-50024	-
Alpha Holding LP	09-50025	98,134 (a)

(a) Old Carco LLC makes all disbursements on behalf of other Debtor entities. With the concurrence of the US Trustees' office, disbursements relating to professional fees and expenses paid have been allocated to the individual Debtor entities on a pro rata basis in relation to each Debtor entity's unadjusted total assets as of July 31, 2009.

**OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.(1)
SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID
AUGUST 2009**

Payee	Period Covered	Amount Approved	Payor	Bank or Federal Wire Reference Number		Amount Paid		Filing-To-Date	
				Identification #	Date	Fees	Expenses	Fees	Expenses
Jones Day	Jun-2009	4,055,835	Old Carco LLC (f/k/a Chrysler LLC)	90814006891	8/14/2009	3,676,433	379,402		
Jones Day ⁽²⁾	Jun-2009	(731,321)	Old Carco LLC (f/k/a Chrysler LLC) ⁽²⁾	90814005332	8/14/2009	(731,321)	-		
		3,324,514				2,945,112	379,402	12,901,686	635,874
Epiq Bankruptcy Solutions, LLC	na	-	Old Carco LLC (f/k/a Chrysler LLC)	na	na	-	-		
		-				-	-	2,546,525	886,755
Capstone Advisory Group, LLC	Jun-2009	1,096,889	Old Carco LLC (f/k/a Chrysler LLC)	90814006864	8/14/2009	979,693	117,196		
		1,096,889				979,693	117,196	17,415,805	251,700
Schulte Roth & Zabel	Jun-2009	1,044,165	Old Carco LLC (f/k/a Chrysler LLC)	90814006896	8/14/2009	1,017,449	26,716		
		1,044,165				1,017,449	26,716	3,908,511	81,537
Kramer Levin Naftalis & Frankel LLP	Jun-2009	2,932	Old Carco LLC (f/k/a Chrysler LLC)	90828008565	8/28/2009	-	2,932		
Kramer Levin Naftalis & Frankel LLP	Jun-2009	30,991	Old Carco LLC (f/k/a Chrysler LLC)	90828008557	8/28/2009	-	30,991		
Kramer Levin Naftalis & Frankel LLP	Jun-2009	968,203	Old Carco LLC (f/k/a Chrysler LLC)	90828008537	8/28/2009	907,585	60,618		
		1,002,126				907,585	94,541	2,897,777	138,837
Togut, Segal & Segal LLP	Jun-2009	907,346	Old Carco LLC (f/k/a Chrysler LLC)	90814006913	8/14/2009	901,039	6,307		
		907,346				901,039	6,307	1,961,884	20,158
Mesirow Financial Consulting LLC	Jun-2009	653,621	Old Carco LLC (f/k/a Chrysler LLC)	90828008569	8/28/2009	639,660	13,961		
		653,621				639,660	13,961	945,410	17,901
Freshfields Bruckhaus Deringer, LLP	Jun-2009	329,154	Old Carco LLC (f/k/a Chrysler LLC)	90814006967	8/14/2009	325,422	3,732		
		329,154				325,422	3,732	325,422	3,732
Greenhill & Co., LLC	Jul-2009	150,241	Old Carco LLC (f/k/a Chrysler LLC)	90874006848	8/14/2009	150,000	241		
Greenhill & Co., LLC	Jul-2009	124,710	Old Carco LLC (f/k/a Chrysler LLC)	90814006883	8/14/2009	-	124,710		
		274,951				150,000	124,951	1,000,000	124,951
Cahill, Gordon & Reindel	Jun-2009	106,170	Old Carco LLC (f/k/a Chrysler LLC)	90814006854	8/14/2009	102,310	3,860		
		106,170				102,310	3,860	284,606	10,347
Seigfried Group LLC	Jun-2009	66,250	Old Carco LLC (f/k/a Chrysler LLC)	90814006904	8/14/2009	43,923	22,327		
		66,250				43,923	22,327	66,123	24,190

(1) See attached for a listing of Debtors by case number.

(2) During August 2009, Jones Day returned a portion of its retainer to the Debtors.

In re OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
Debtors

Case No. Jointly Administered 09-50002 (AJG)
Reporting Period: August 1 - August 31, 2009

DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?	X ⁽¹⁾	
3	Are the Debtors delinquent in the timely filing of any post-petition tax returns?		X
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or have the Debtors received notice of expiration or cancellation of such policies?		X
5	Are the Debtors delinquent in paying any insurance premium payment?		X
6	Have any payments been made on pre-petition liabilities this reporting period?	X ⁽²⁾	
7	Are any post-petition receivables (accounts, notes or loans) due from related parties?	X ⁽³⁾	
8	Are any post-petition payroll taxes past due?		X
9	Are any post-petition State or Federal income taxes past due?	X ⁽⁴⁾	
10	Are any post-petition real estate taxes past due?	X ⁽⁴⁾	
11	Are any other post-petition taxes past due?	X ⁽⁴⁾	
12	Have any pre-petition taxes been paid during this reporting period?	X ⁽²⁾	
13	Are any amounts owed to post-petition creditors delinquent?	X ⁽⁵⁾	
14	Are any wage payments past due?		X
15	Have any post-petition loans been received by the Debtors from any party?		X
16	Are the Debtors delinquent in paying any U.S. Trustee fees?		X
17	Are the Debtors delinquent with any court ordered payments to attorneys or other professionals?		X
18	Have the owners or shareholders received any compensation outside of the normal course of business?		X

(1) The Debtors have legal title to certain New Chrysler foreign bank accounts that have not yet been transferred to New Chrysler due to foreign regulatory restrictions. Disbursements made from these accounts are controlled by New Chrysler and are not marked as "debtor in possession." Refer to cash and cash equivalents footnote included in the accompanying Notes to Monthly Operating Report.

(2) Payments made on pre-petition liabilities and taxes were made pursuant to various "first day" orders.

(3) Post-petition receivables due from related parties result from transactions in the ordinary course of business.

(4) Certain taxes and related assessments may be past due as a result of Debtors' good-faith efforts to contest such taxes and assessments in the ordinary course of business.

(5) Refer to the Debtor-In-Possession Financing footnote included in the accompanying Notes to Monthly Operating Report.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
CONDENSED COMBINING DEBTORS-IN-POSSESSION
STATEMENT OF OPERATIONS
ONE MONTH ENDED AUGUST 31, 2009
(Unaudited - in millions of U.S. dollars)

	09-50002 3000B	09-50024 4344B	09-50017 3074B	09-50018 3064B	09-50015 8160B	09-50003 3062B	09-50013 3060B	09-50014 3053B	09-50010 3051B	09-50009 3037B
	Old Carco LLC	Utility Assets LLC	DCC 929, Inc.	Dealer Capital, Inc.	Old Carco Transport Inc.	Old Carco Aviation Inc.	Old Carco Service Contracts Inc.	Old Carco Technologies Middle East Ltd.	Old Carco International Services, S.A.	Old Carco International Limited, LLC
Sales of manufactured products - public	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sales of manufactured products - affiliates	-	-	-	-	-	-	-	-	-	-
Other revenues	-	-	-	-	-	-	-	-	-	-
REVENUES	-	-	-	-	-	-	-	-	-	-
Cost of sales	10	-	-	-	-	-	-	-	-	-
GROSS MARGIN	(10)	-	-	-	-	-	-	-	-	-
Selling expenses	-	-	-	-	-	-	-	-	-	-
Administrative expenses	1	-	-	-	-	-	-	-	-	-
Other operating expenses	-	-	-	-	-	-	-	-	-	-
Research and development costs	-	-	-	-	-	-	-	-	-	-
Other (income) loss	-	-	-	-	-	-	-	-	-	-
Gain on Daimler Pension Settlement	-	-	-	-	-	-	-	-	-	-
Restructuring (income) expense	-	-	-	-	-	-	-	-	-	-
EARNINGS (LOSS) BEFORE FINANCIAL EXPENSE, REORGANIZATION ITEMS AND INCOME TAXES	(11)	-	-	-	-	-	-	-	-	-
Financial income (expense), net	(29)	-	-	-	-	-	-	-	-	-
EARNINGS (LOSS) BEFORE REORGANIZATION ITEMS AND INCOME TAXES	(40)	-	-	-	-	-	-	-	-	-
Reorganization items	1,568	-	-	-	-	-	-	-	-	-
Provision (credit) for income taxes	-	-	-	-	-	-	-	-	-	-
NET EARNINGS (LOSS)	<u>\$ (1,608)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
CONDENSED COMBINING DEBTORS-IN-POSSESSION
STATEMENT OF OPERATIONS
ONE MONTH ENDED AUGUST 31, 2009
(Unaudited - in millions of U.S. dollars)

	09-50008 3009B	09-50011 3055B	09-50016 3717B	09-50000 3184B	09-50012 0723B	09-50023 0081B	09-50022 0080B	09-50025 3083B	
	Old Carco International Corporation	Old Carco Motors LLC	Old Carco Vans LLC	Old Carco Realty Company LLC	Old Carco Service Contracts Florida, Inc.	TPF Note, LLC	TPF Asset, LLC	Alpha Holding LP	Combined Total
Sales of manufactured products - public	\$ -	\$ (2)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2)
Sales of manufactured products - affiliates	-	-	-	-	-	-	-	-	-
Other revenues	-	2	-	-	-	-	-	-	2
REVENUES	-	-	-	-	-	-	-	-	-
Cost of sales	-	4	-	-	-	-	-	-	14
GROSS MARGIN	-	(4)	-	-	-	-	-	-	(14)
Selling expenses	-	-	-	-	-	-	-	-	-
Administrative expenses	-	1	-	-	-	-	-	-	2
Other operating expenses	-	-	-	-	-	-	-	-	-
Research and development costs	-	-	-	-	-	-	-	-	-
Other (income) loss	-	-	-	-	-	-	-	-	-
Gain on Daimler Pension Settlement	-	-	-	-	-	-	-	-	-
Restructuring (income) expense	-	-	-	-	-	-	-	-	-
EARNINGS (LOSS) BEFORE FINANCIAL EXPENSE, REORGANIZATION ITEMS AND INCOME TAXES	-	(5)	-	-	-	-	-	-	(16)
Financial income (expense), net	-	-	-	-	-	-	-	-	(29)
EARNINGS (LOSS) BEFORE REORGANIZATION ITEMS AND INCOME TAXES	-	(5)	-	-	-	-	-	-	(45)
Reorganization items	-	-	-	-	-	-	-	-	1,568
Provision (credit) for income taxes	-	-	-	-	-	-	-	-	-
NET EARNINGS (LOSS)	\$ -	\$ (5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,613)

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
CONDENSED COMBINING DEBTORS-IN-POSSESSION
STATEMENT OF OPERATIONS
FOUR MONTHS ENDED AUGUST 31, 2009
(Unaudited - in millions of U.S. dollars)

	09-50002 3000B	09-50024 4344B	09-50017 3074B	09-50018 3064B	09-50015 8160B	09-50003 3062B	09-50013 3060B	09-50014 3053B	09-50010 3051B	09-50009 3037B
	Old Carco LLC	Utility Assets LLC	DCC 929, Inc.	Dealer Capital, Inc.	Old Carco Transport Inc.	Old Carco Aviation Inc.	Old Carco Service Contracts Inc.	Old Carco Technologies Middle East Ltd.	Old Carco International Services, S.A.	Old Carco International Limited, LLC
Sales of manufactured products - public	\$ (1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 13	\$ -	\$ -	\$ -
Sales of manufactured products - affiliates	(20)	-	-	-	1	-	-	-	-	-
Other revenues	29	-	-	-	(7)	-	-	-	-	-
REVENUES	8	-	-	-	(6)	-	13	-	-	-
Cost of sales	1,241	-	2	-	5	-	9	-	(12)	-
GROSS MARGIN	(1,233)	-	(2)	-	(11)	-	4	-	12	-
Selling expenses	9	-	-	-	-	-	-	-	14	-
Administrative expenses	185	-	-	-	-	-	-	-	-	-
Other operating expenses	-	-	-	-	-	-	-	-	-	-
Research and development costs	84	-	-	-	-	-	-	-	-	-
Other (income) loss	-	-	-	-	-	-	-	-	-	-
Gain on Daimler Pension Settlement	(600)	-	-	-	-	-	-	-	-	-
Restructuring (income) expense	(113)	-	-	-	-	-	-	-	-	-
EARNINGS (LOSS) BEFORE FINANCIAL EXPENSE, REORGANIZATION ITEMS AND INCOME TAXES	(798)	-	(2)	-	(11)	-	4	-	(2)	-
Financial income (expense), net	(440)	-	-	-	-	-	-	-	-	-
EARNINGS (LOSS) BEFORE REORGANIZATION ITEMS AND INCOME TAXES	(1,238)	-	(2)	-	(11)	-	4	-	(2)	-
Reorganization items	9,442	67	(39)	1	(2)	-	(404)	-	37	-
Provision (credit) for income taxes	(102)	-	-	-	-	-	50	-	(16)	-
NET EARNINGS (LOSS)	\$ (10,578)	\$ (67)	\$ 37	\$ (1)	\$ (9)	\$ -	\$ 358	\$ -	\$ (23)	\$ -

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
CONDENSED COMBINING DEBTORS-IN-POSSESSION
STATEMENT OF OPERATIONS
FOUR MONTHS ENDED AUGUST 31, 2009
(Unaudited - in millions of U.S. dollars)

	09-50008 3009B	09-50011 3055B	09-50016 3717B	09-50000 3184B	09-50012 0723B	09-50023 0081B	09-50022 0080B	09-50025 3083B	
	Old Carco International Corporation	Old Carco Motors LLC	Old Carco Vans LLC	Old Carco Realty Company LLC	Old Carco Service Contracts Florida, Inc.	TPF Note, LLC	TPF Asset, LLC	Alpha Holding LP	Combined Total
Sales of manufactured products - public	\$ 20	\$ 419	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 452
Sales of manufactured products - affiliates	41	83	-	-	-	-	-	-	105
Other revenues	32	(16)	-	-	-	-	-	-	38
REVENUES	<u>93</u>	<u>486</u>	<u>1</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>595</u>
Cost of sales	160	1,073	1	1	-	-	-	-	2,480
GROSS MARGIN	<u>(67)</u>	<u>(587)</u>	<u>-</u>	<u>(1)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,885)</u>
Selling expenses	4	85	-	-	-	-	-	-	112
Administrative expenses	5	12	-	2	-	-	-	-	204
Other operating expenses	-	-	-	(1)	-	-	-	-	(1)
Research and development costs	-	-	-	-	-	-	-	-	84
Other (income) loss	-	(4)	-	(1)	-	-	-	-	(5)
Gain on Daimler Pension Settlement	-	-	-	-	-	-	-	-	(600)
Restructuring (income) expense	(65)	-	-	-	-	-	-	-	(178)
EARNINGS (LOSS) BEFORE FINANCIAL EXPENSE, REORGANIZATION ITEMS AND INCOME TAXES	<u>(11)</u>	<u>(680)</u>	<u>-</u>	<u>(1)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,501)</u>
Financial income (expense), net	(2)	(1)	-	(3)	-	-	-	-	(446)
EARNINGS (LOSS) BEFORE REORGANIZATION ITEMS AND INCOME TAXES	<u>(13)</u>	<u>(681)</u>	<u>-</u>	<u>(4)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,947)</u>
Reorganization items	859	567	(13)	284	(12)	(23)	168	846	11,778
Provision (credit) for income taxes	-	-	-	-	7	-	-	2	(59)
NET EARNINGS (LOSS)	<u>\$ (872)</u>	<u>\$ (1,248)</u>	<u>\$ 13</u>	<u>\$ (288)</u>	<u>\$ 5</u>	<u>\$ 23</u>	<u>\$ (168)</u>	<u>\$ (848)</u>	<u>\$ (13,666)</u>

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
CONDENSED COMBINING DEBTORS-IN-POSSESSION BALANCE SHEET
As of August 31, 2009
(Unaudited - in millions of U.S. dollars)

	09-50002 3000B	09-50024 4344B	09-50017 3074B	09-50018 3064B	09-50015 8160B	09-50003 3062B	09-50013 3060B	09-50014 3053B	09-50010 3051B	09-50009 3037B
	Old Carco LLC	Utility Assets LLC	DCC 929, Inc.	Dealer Capital, Inc.	Old Carco Transport Inc.	Old Carco Aviation Inc.	Old Carco Service Contracts Inc.	Old Carco Technologies Middle East Ltd.	Old Carco International Services, S.A.	Old Carco International Limited, LLC
CURRENT ASSETS:										
Cash and cash equivalents	\$ 183	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Add: Intercompany cash sweep receivables with debtor entities	-	-	-	-	-	-	-	-	-	-
Gross cash and cash equivalents	183	-	-	-	-	-	-	-	-	-
Restricted cash	103	-	-	-	-	-	-	-	-	-
Trade receivables, net	-	-	-	-	-	-	-	-	-	-
Inventories	-	-	-	-	-	-	-	-	-	-
Prepaid expenses and other current assets	406	-	2	-	-	-	10	-	1	-
Intercompany receivables from debtor entities	555	-	-	-	16	3	-	1	-	2
Intercompany receivables from non-debtor entities	-	-	-	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	-	-	-	-	-	-
TOTAL CURRENT ASSETS	1,247	-	2	-	16	3	10	1	3	2
OTHER ASSETS:										
Property and equipment and equipment on operating leases, net	522	-	12	-	-	-	-	-	-	-
Advances to related parties and other financial assets	-	-	-	-	-	-	-	-	-	-
Investments, notes and advances to debtor entities	16,904	-	140	2	42	-	951	-	1,918	-
Investments, notes and advances to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Restricted cash	2	-	-	-	-	-	-	-	-	-
Goodwill	-	-	-	-	-	-	-	-	-	-
Unallocated Purchase Price	-	-	-	-	-	-	-	-	-	-
Other intangible assets, net	-	-	-	-	-	-	-	-	-	-
Original issue discount on debtor-in-possession financing	-	-	-	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	-	-	-	-	-	-
Other assets	6	-	4	-	-	-	-	-	-	-
TOTAL OTHER ASSETS	17,434	-	156	2	42	-	951	-	1,918	-
TOTAL ASSETS	18,681	-	158	2	58	3	961	1	1,921	2
CURRENT LIABILITIES NOT SUBJECT TO COMPROMISE:										
Trade liabilities	51	-	-	-	-	-	-	-	-	-
Accrued expenses and other current liabilities	958	-	-	-	-	-	-	-	1	-
Intercompany payables to debtor entities	16,293	67	27	2	99	-	280	1	-	-
Intercompany payables to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Current maturities of financial liabilities	6,340	-	-	-	-	-	-	-	-	-
Intercompany financial liabilities to debtor entities	-	-	-	-	-	-	-	-	-	-
Intercompany financial liabilities to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Debtor-in-possession financing	3,344	-	-	-	-	-	-	-	-	-
Deferred income	-	-	-	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	-	-	4	-	-	-
TOTAL CURRENT LIABILITIES	26,986	67	27	2	99	-	284	1	1	-
LONG-TERM LIABILITIES NOT SUBJECT TO COMPROMISE:										
Accrued expenses and other liabilities	10,293	-	-	-	-	-	-	-	-	-
Financial liabilities	29	-	-	-	-	-	-	-	-	-
Intercompany financial liabilities to debtor entities	-	-	-	-	-	-	-	-	-	-
Intercompany financial liabilities to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Deferred income	-	-	-	-	-	-	-	-	-	-
Deferred taxes	20	-	-	-	-	-	119	-	(16)	-
TOTAL LONG-TERM LIABILITIES	10,342	-	-	-	-	-	119	-	(16)	-
Liabilities subject to compromise										
TOTAL LIABILITIES	37,328	67	27	2	99	-	403	1	(15)	-
MEMBER'S DEFICIT:										
Capital stock	-	-	-	-	1	-	-	-	-	-
Contributed capital	6,732	-	405	1	140	12	-	1	1,181	-
Accumulated losses	(30,106)	(67)	(274)	(1)	(182)	(9)	558	(1)	755	2
Accumulated other comprehensive income	4,727	-	-	-	-	-	-	-	-	-
TOTAL MEMBER'S DEFICIT	(18,647)	(67)	131	-	(41)	3	558	-	1,936	2
TOTAL LIABILITIES AND MEMBER'S DEFICIT	\$ 18,681	\$ -	\$ 158	\$ 2	\$ 58	\$ 3	\$ 961	\$ 1	\$ 1,921	\$ 2

(1) Adjustments include the elimination of intercompany receivables, payables, notes, advances and investments among debtor entities, the netting of intercompany receivables and payables among debtor and non-debtor entities, and the reclassification of liabilities subject to compromise to the appropriate financial statement classification.

OLD CARCO LLC (f/k/a CHRYSLER LLC), ET AL.
CONDENSED COMBINING DEBTORS-IN-POSSESSION BALANCE SHEET
As of August 31, 2009
(Unaudited - in millions of U.S. dollars)

	09-50008 3009B	09-50011 3055B	09-50016 3717B	09-50000 3184B	09-50012 0723B	09-50023 0081B	09-50022 0080B	09-50025 3083B	Total Adjustments ⁽¹⁾	Combined Total
	Old Carco International Corporation	Old Carco Motors LLC	Old Carco Vans LLC	Old Carco Realty Company LLC	Old Carco Service Contracts Florida, Inc.	TPF Note, LLC	TPF Asset, LLC	Alpha Holding LP		
CURRENT ASSETS:										
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	183
Add: Intercompany cash sweep receivables with debtor entities	-	-	-	-	-	-	-	-	-	-
Gross cash and cash equivalents	-	-	-	-	-	-	-	-	-	183
Restricted cash	-	-	-	-	-	-	-	-	-	103
Trade receivables, net	-	-	-	-	-	-	-	-	-	-
Inventories	-	123	-	-	-	-	-	-	-	123
Prepaid expenses and other current assets	9	8	-	-	-	-	-	5	-	441
Intercompany receivables from debtor entities	1,206	10,939	40	-	1	194	-	400	(13,359)	-
Intercompany receivables from non-debtor entities	-	-	-	-	-	-	-	-	-	-
Deferred taxes	18	-	-	-	-	-	-	-	-	18
TOTAL CURRENT ASSETS	1,233	11,070	40	-	1	194	-	405	(13,359)	868
OTHER ASSETS:										
Property and equipment and equipment on operating leases, net	-	8	-	-	-	-	-	-	-	542
Advances to related parties and other financial assets	-	-	-	-	-	-	-	-	-	-
Investments, notes and advances to debtor entities	-	157	91	477	14	-	-	-	(20,696)	-
Investments, notes and advances to non-debtor entities	846	-	-	-	-	-	-	-	-	846
Restricted cash	-	-	-	-	-	-	-	-	-	2
Goodwill	-	-	-	-	-	-	-	-	-	-
Unallocated Purchase Price	-	-	-	-	-	-	-	-	-	-
Other intangible assets, net	-	-	-	-	-	-	-	-	-	-
Original issue discount on debtor-in-possession financing	-	-	-	-	-	-	-	-	-	5
Deferred taxes	-	-	-	-	-	-	-	5	-	5
Other assets	-	-	-	-	-	-	-	-	-	10
TOTAL OTHER ASSETS	846	165	91	477	14	-	-	5	(20,696)	1,405
TOTAL ASSETS	2,079	11,235	131	477	15	194	-	410	(34,055)	2,273
CURRENT LIABILITIES NOT SUBJECT TO COMPROMISE:										
Trade liabilities	-	1,036	-	-	-	-	-	-	(1,087)	-
Accrued expenses and other current liabilities	-	4	-	-	9	-	-	-	(421)	551
Intercompany payables to debtor entities	2,160	327	57	1	-	171	196	9	(19,690)	-
Intercompany payables to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Current maturities of financial liabilities	-	-	-	-	-	-	-	-	(6,340)	-
Intercompany financial liabilities to debtor entities	-	-	-	-	-	-	-	-	-	-
Intercompany financial liabilities to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Debtor-in-possession financing	-	-	-	-	-	-	-	-	-	3,344
Deferred income	-	-	-	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	-	-	-	-	-	4
TOTAL CURRENT LIABILITIES	2,160	1,367	57	1	9	171	196	9	(27,538)	3,899
LONG-TERM LIABILITIES NOT SUBJECT TO COMPROMISE:										
Accrued expenses and other liabilities	-	-	-	-	-	-	-	-	(10,102)	191
Financial liabilities	-	-	-	-	-	-	-	-	(29)	-
Intercompany financial liabilities to debtor entities	-	-	-	-	-	-	-	-	-	-
Intercompany financial liabilities to non-debtor entities	-	-	-	-	-	-	-	-	-	-
Deferred income	-	-	-	-	-	-	-	-	-	-
Deferred taxes	-	-	-	-	(2)	-	-	-	-	121
TOTAL LONG-TERM LIABILITIES	-	-	-	-	(2)	-	-	-	(10,131)	312
Liabilities subject to compromise										17,979
TOTAL LIABILITIES	2,160	1,367	57	1	7	171	196	9	(19,690)	22,190
MEMBER'S DEFICIT:										
Capital stock	-	300	5	10	-	-	-	-	-	316
Contributed capital	1,936	10,714	-	88	1	-	-	1,246	(14,365)	8,092
Accumulated losses	(2,017)	(1,146)	69	378	7	23	(196)	(845)	-	(33,052)
Accumulated other comprehensive income	-	-	-	-	-	-	-	-	-	4,727
TOTAL MEMBER'S DEFICIT	(81)	9,868	74	476	8	23	(196)	401	(14,365)	(19,917)
TOTAL LIABILITIES AND MEMBER'S DEFICIT	\$ 2,079	\$ 11,235	\$ 131	\$ 477	\$ 15	\$ 194	\$ -	\$ 410	\$ (34,055)	\$ 2,273

(1) Adjustments include the elimination of intercompany receivables, payables, notes, advances and investments among debtor entities, the netting of intercompany receivables and payables among debtor and non-debtor entities, and the reclassification of liabilities subject to compromise to the appropriate financial statement classification.