

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) 581-8330
Jeffrey B. Ellman

Attorneys for Debtors
and Debtors in Possession

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

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

**MOTION OF DEBTORS AND DEBTORS IN
POSSESSION FOR AN ORDER CERTIFYING SALE ORDER FOR
IMMEDIATE APPEAL TO UNITED STATES COURT OF APPEALS,
PURSUANT TO 28 U.S.C. § 158(d)(2)**

TO THE HONORABLE ARTHUR J. GONZALEZ,
UNITED STATES BANKRUPTCY JUDGE:

Chrysler LLC ("Chrysler") and affiliated debtors and debtors in possession
(collectively with Chrysler, the "Debtors"), respectfully represent as follows.

Background

1. On April 30, 2009 (the "Petition Date"), Chrysler and 24 of its affiliated Debtors (collectively, the "Original 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"). By an order of the Court (Docket No. 97), the Original Debtors' chapter 11 cases have been consolidated for procedural purposes only and are administered jointly.

2. The Debtors are authorized to continue to operate their businesses 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. For the 12 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.

5. Chrysler and certain of its affiliates, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (collectively with other ancillary and supporting documents, the "Purchase Agreement"). 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 formed by 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").

6. With the support of the U.S. and Canadian governments, Fiat, the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, 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 idled 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.

7. On May 31, 2009, this Court issued an Opinion (the "Sale Opinion"), granting the Debtors Motion to authorize the Fiat Transaction, pursuant to Section 363 of the Bankruptcy Code, 11 U.S.C. § 363 and an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (the "TARP Opinion").

Jurisdiction and Venue

8. This Court has 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

9. Pursuant to Rule 8001(f) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and 28 U.S.C. § 158(d)(2), the Debtors hereby request that this Court certify the Sale Opinion, TARP Opinion and related Sale Order for immediate appeal to the United States Court of Appeals for the Second Circuit. A form of Certification Order is attached hereto as Exhibit A.

Grounds Exist to Certify the Sale Order for Immediate Appeal

10. Under the terms of 28 U.S.C. § 158(d)(2), a Bankruptcy Court may certify an interim order for immediate appeal to a federal court of appeals where the order "involves a matter of public importance," and/or where an immediate appeal from the order "may materially advance the progress of the case[.]" Thus, even where the law governing the interim order is clear, a bankruptcy court may certify a matter for immediate appeal. See In re Stone Barn Manhattan LLC, 398 B.R. 359, 368 n.6 (Bankr. S.D.N.Y. 2008). Indeed, under 28 U.S.C. § 158(d)(2), the Court may certify an order for immediate appeal "on its own motion[.]"

11. Here, the Chrysler bankruptcy proceedings, and the Sale Order in particular, may determine whether an iconic American company survives or disappears. The United States government, moreover, is closely involved in these proceedings. The case manifestly involves a "matter of public importance."

12. Further, as a June 15, 2009 deadline for closing of the sale looms, any delay, through appeals to the District Court, and thereafter to the Court of Appeals, could undo the Sale Order. Thus, an immediate appeal to the Second Circuit may "materially advance the progress of the case[.]"

Notice

13. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Case Management Order, in these cases, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order). Notice of this Motion has also been given to those creditors holding the 50 largest unsecured claims against the Debtor's estate as set forth in the Debtor's petition. The Debtors submit that no other or further notice need be provided.

No Prior Request

14. 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 the Court (i) enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein; and (ii) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 1, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball
Corinne Ball
Veerle Roovers
JONES DAY
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

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

Jeffrey B. Ellman
JONES DAY
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309
Telephone: (404) 521-3939
Facsimile: (404) 581-8330

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

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

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

**ORDER CERTIFYING SALE ORDER FOR IMMEDIATE APPEAL TO
UNITED STATES COURT OF APPEALS, PURSUANT TO 28 U.S.C. § 158(d)(2)**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order Certifying the Sale Order for Immediate Appeal to United States Court of Appeals, Pursuant to 28 U.S.C. § 158(d)(2) (the "Motion"),¹ filed by the above-captioned debtors and debtors in possession (the "Debtors"); the Court having reviewed the Motion and the prior proceedings herein; and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iii) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Court certifies that an immediate Appeal of the Sale Opinion, the TARP Opinion and Sale Order is appropriate because this case involves a matter of public importance, and an immediate appeal may materially advance the progress of this case.

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

3. This Court therefore certifies the Sale Opinion, the TARP Opinion and Sale Order for immediate appeal, pursuant to 28 U.S.C. § 158(d)(2).

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE