



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

April 16, 2010

Ms. Nancy A. Rae
Executive Vice President–Human Resources
Chrysler Group LLC
1000 Chrysler Drive
CIMS 485-08-96
Auburn Hills, Michigan 48326-2766

Re: Proposed Compensation Structures for Certain Executive Officers and Most Highly Compensated Employees (“Covered Employees 26 – 100”)

Dear Ms. Rae:

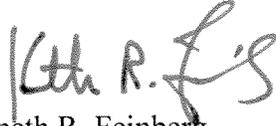
Pursuant to the Department of the Treasury’s Interim Final Rule on TARP Standards for Compensation and Corporate Governance, the Office of the Special Master has completed its review of your 2010 compensation submission on behalf of employees who are either executive officers of Chrysler Group LLC (“Chrysler”) or one of the company’s 100 most highly compensated employees, excluding those employees subject to Section 30.10 of the Interim Final Rule (“Covered Employees 26 – 100” or “Covered Employees”).

According to the materials you have submitted, the proposed compensation structures for Covered Employees 26 – 100 fit within the exemption set forth in Section 30.16(a)(3)(ii) of the Interim Final Rule for employees receiving total annual compensation (other than long-term restricted stock) not exceeding \$500,000. The proposed compensation structures therefore are automatically deemed to meet the requirements of the Interim Final Rule, and Chrysler is not required to seek the prior approval of the Special Master to implement these structures. To the extent the 2010 compensation structure for any Covered Employee, including the amounts that are or may be payable thereunder, is modified such that the exemption is no longer applicable, Chrysler is required to notify the Office of the Special Master and seek approval for further action consistent with the Interim Final Rule. 31 C.F.R. § 30.16(a)(3)(ii).

The foregoing is limited to the proposed compensation structures for Covered Employees 26 – 100, and may not be relied upon with respect to any other employee of Chrysler. Moreover, the Office of the Special Master has relied upon, and this letter is qualified in its entirety by, the accuracy of the materials submitted by Chrysler to the

Office of the Special Master, and the absence of any material misstatement or omission in such materials.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ken R. Feinberg". The signature is written in a cursive, somewhat stylized font.

Kenneth R. Feinberg
Office of the Special Master
for TARP Executive Compensation

cc: Holly E. Leese, Esquire
Lawrence Cagney, Esquire