



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

December 20, 2010

Ms. Nancy A. Rae
Senior Vice President—Human Resources
Chrysler Group LLC
CIMS 485-08-96
Auburn Hills, MI 48326-2766

***Re: Supplemental Determination regarding
Compensation and Structure with respect to Two Employees***

Dear Ms. Rae:

Pursuant to the Department of the Treasury's Interim Final Rule on TARP Standards for Compensation and Corporate Governance (the "Rule"), on March 23, 2010, the Special Master issued a determination letter to Chrysler (the "Determination Letter") with respect to 2010 compensation payments and structures for Chrysler's "top 25" executive officers and most highly compensated employees. 31 C.F.R. § 30.16(a)(3)(i).

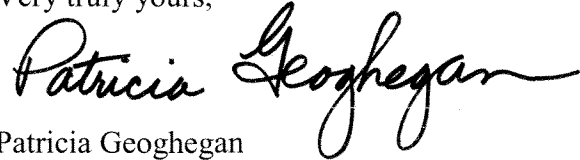
Two of the employees covered by the Determination Letter were not scheduled to receive grants of stock salary or long-term restricted stock because it was expected that they would retire this year. Since the issuance of the Determination Letter, however, it has been decided that the two employees would be staying with the company rather than retiring this year. In light of the fact that the two employees will remain in the employ of the company, the Office of the Special Master previously communicated to you that it is appropriate to provide the two employees with incentives to ensure that the employees contribute to Chrysler's long-term success and, ultimately, Chrysler's ability to repay taxpayers. Accordingly, Exhibit I to the determination Letter is hereby amended as follows:

<u>Employee ID</u>	<u>Cash Salary</u>	<u>Stock Salary</u>	<u>Long-Term Restricted Stock</u>	<u>Total Direct Compensation</u>
TRP0019	\$310,704	\$46,600	\$178,650	\$535,964
TRP0024	\$280,008	\$75,600	\$177,800	\$533,408

The approvals in this letter apply only to the two employees referred to above. Such conclusions are limited to the authority vested in the Special Master by Section 30.16(a)(3) of the Rule, and shall not constitute, or be construed to constitute, the judgment of the Office of the Special Master or the Department of the Treasury with respect to the compliance of the proposed compensation payments or structure or any other compensation payments or structure for the subject employees with any other provision of the Rule. Moreover, my evaluations and

conclusions with respect to the two employees have relied upon, and are qualified in their 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 that reads "Patricia Geoghegan". The signature is written in a cursive, flowing style.

Patricia Geoghegan
Office of the Special Master for
TARP Executive Compensation

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