

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re: : Chapter 11
:
Old Carco LLC : Case No.: 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.* :
:
Debtors. : Jointly Administered
:
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**NOTICE OF MONTHLY FEE AND EXPENSE INVOICE OF
CAHILL GORDON & REINDEL LLP FOR JUNE 2009**

TO: CHRYSLER LLC; JONES DAY; KRAMER LEVIN NAFTALIS & FRANKEL LLP;
SIMPSON THACHER & BARTLETT LLP; OFFICE OF THE UNITED STATES TRUSTEE;
AND CADWALADER WICKERSHAM & TAFT.

Name of Applicant:	<u>Cahill Gordon & Reindel LLP</u>
Authorized to Provide Professional Services to:	<u>Independent Managers of Chrysler LLC</u>
Date of Retention:	<u>As of April 30, 2009</u>
Period for Which Compensation and/or Reimbursement is Sought:	<u>June 1, 2009, through and including June 30, 2009</u>
Total Amount of Compensation Sought (Not Applying 20% Holdback for Fees)	Fees: \$127,887.20 <u>Expenses: \$3,860.42</u>

Summary Chart of Previous Monthly Fee and Expense Invoice Statements

Date Filed	Period Covered	Requested		Already Paid	
		Fees	Expenses	Fees	Expenses
June 19, 2009	May 2009	\$224,192.20	\$1,131.72	\$179,353.76	\$1,131.72

PLEASE TAKE NOTICE that Cahill Gordon & Reindel LLP (the “Applicant”) has today served this Notice of Monthly Fee and Expense Invoice for the period of June 1, 2009, through and including June 30, 2009 (the “Monthly Statement”), pursuant to the Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals (the “Interim Compensation Order”). Attached hereto as Exhibit A is the Applicant’s invoice for fees and expenses incurred for June 2009.

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Statement, if any, must be served upon the Notice Parties (as defined in the Interim Compensation Order and as listed above) on or before August 10, 2009 (the “Objection Deadline”), and must comply with the Interim Compensation Order.

PLEASE TAKE FURTHER NOTICE that, upon the expiration of the Objection Deadline, the above-captioned debtors and debtors-in-possession shall pay to the Applicant an amount equal to the lesser of: (i) 80% of the fees and 100% of the expenses requested in the Monthly Statement or (ii) 80% of the fees and 100% of the expenses not subject to an objection. All fees and expenses in this Monthly Statement will be included in an application for allowance of compensation and reimbursement of expenses to be filed and served by the Applicant at a later date and will be subject to objection at such time.

Dated: New York, New York
July 20, 2009

CAHILL GORDON & REINDEL LLP

/s/ Joel H. Levitin

Joel H. Levitin

Richard A. Stieglitz Jr.

Eighty Pine Street

New York, New York 10005

Telephone: (212) 701-3000

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*Attorneys for the Independent
Managers of Chrysler LLC*

EXHIBIT A

July 20, 2009
Invoice No. #####

Re: CHRYSLER LLC
SPECIAL COMMITTEE
Cahill Gordon & Reindel Statement of July 20, 2009
for Services during the month of June, 2009

SUMMARY OF CODES

		<u>Hours</u>	<u>Amount</u>
B110	Case Administration	2.80	842.00
B130	Asset Disposition	17.60	13,270.40
B160	Fee/Employment Applications & Objections	14.00	8,085.60
B410	General Bankruptcy & Restructuring Advice	120.10	105,689.20
		<hr/>	<hr/>
		154.50	127,887.20

Re: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/02/09	MCLOUGHLIN, M	Converted supplemental retention affidavit to conform w/ ECF rules and electronically filed same (.3); review of case management order and procedures (.3); prepared copies of affidavit of service in compliance of same (.3); follow up email w/ Mr. Stieglitz (.1).	1.00	464.00
06/04/09	BAILEY, DA	Delivered courtesy copies to Judge and US Trustee.	.70	142.80
06/10/09	CAHN, M	Assisting Steve Greene in retrieval of cases.	.10	31.20
06/18/09	BAILEY, DA	Delivered courtesy copies of monthly fee application.	.50	102.00
06/19/09	BAILEY, DA	Delivered courtesy copies to Judge Gonzalez.	.50	102.00
Totals			<hr/> 2.80	<hr/> \$ 842.00

B110 Case Administration Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
MCCLOUGHLIN, M	1.00	464.00	464.00
CAHN, M	.10	312.00	31.20
BAILEY, DA	1.70	204.00	346.80
Totals	<hr/> 2.80		<hr/> \$ 842.00

Re: B130 Asset Disposition

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/01/09	GORDON, SJ	Reviewed and summarized sale pleadings and opinions.	5.50	3,718.00
06/01/09	LEVITIN, JH	Discussions w/S. Gordon re: sale hearing issues.	.40	355.20
06/01/09	STIEGLITZ, R	Review sale-related pleadings.	.60	321.60
06/02/09	STIEGLITZ, R	Review of sale-related pleadings.	.40	214.40
06/02/09	GORDON, SJ	Reviewed sale related orders and pleadings.	1.80	1,216.80
06/05/09	GREENE, SA	Review briefs (1.0); tel.c. Jere Thomson re appellate brief issues (.5); attend 2nd Circuit Hearing on Sale Motion (3.0).	4.50	3,996.00
06/05/09	STIEGLITZ, R	Review of sale-related pleadings.	.40	214.40
06/08/09	GREENE, SA	E-mail and tel.c. Thomson re Stay Motions (.5); tel.c. Heiman re release and governance motion (1.0); review various applications to S.Ct. for stay (1.0).	2.50	2,220.00
06/08/09	GORDON, SJ	Reviewed articles and pleadings re: sale issues.	1.50	1,014.00
Totals			<hr/> 17.60	<hr/> \$13,270.40

B130 Asset Disposition Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GREENE, SA	7.00	888.00	6,216.00
LEVITIN, JH	.40	888.00	355.20
GORDON, SJ	8.80	676.00	5,948.80
STIEGLITZ, R	1.40	536.00	750.40
Totals	<hr/> 17.60		<hr/> \$13,270.40

Re: B160 Fee/Employment Applications & Objections

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/01/09	LEVITIN, JH	Researching and drafting letter to U.S. Trustee's office re: retention issues.	1.50	1,332.00
06/01/09	STIEGLITZ, R	Draft letter to UST regarding retention issues.	1.20	643.20
06/01/09	HARTNETT, WM	Review of letter to Trustee's office.	.40	355.20
06/02/09	BUCHNER, J	Compiled documents for Chrysler retention hearing for R. Stieglitz.	.50	184.00
06/02/09	LEVITIN, JH	Revising affidavit and proposed order on Cahill retention.	1.00	888.00
06/02/09	LEVITIN, JH	Discussions w/A. Velez-Rivera re: additional disclosure and follow up re: same.	.50	444.00
06/02/09	STIEGLITZ, R	Prepare for retention hearing.	.40	214.40
06/02/09	STIEGLITZ, R	Draft retention affidavit.	.50	268.00
06/02/09	STIEGLITZ, R	Revise retention order.	.30	160.80
06/03/09	BUCHNER, J	Attended the Chrysler hearing re: retention of Cahill for representation of the Independent Managers.	.70	257.60
06/03/09	LEVITIN, JH	Attn. to retention issues.	.40	355.20
06/03/09	STIEGLITZ, R	Follow up on Cahill retention hearing and order.	.30	160.80
06/03/09	STIEGLITZ, R	Calls to discuss fee statement procedures.	.20	107.20
06/07/09	STIEGLITZ, R	Emails regarding fee statements.	.20	107.20

Re: B160 Fee/Employment Applications & Objections

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/08/09	BUCHNER, J	Meeting w/ R. Stieglitz re: fee statements and edits re: the same.	1.00	368.00
06/09/09	STIEGLITZ, R	Revising fee statement.	.40	214.40
06/10/09	STIEGLITZ, R	Revising fee statement.	.30	160.80
06/13/09	STIEGLITZ, R	Review of final draft fee statement.	.40	214.40
06/15/09	STIEGLITZ, R	Revise notice for fee statement and related discussions.	.50	268.00
06/16/09	BUCHNER, J	Edited Chrysler fee statement and notice.	1.00	368.00
06/16/09	STIEGLITZ, R	Revising fee statement.	.40	214.40
06/17/09	BUCHNER, J	Edited Chrysler fee statement and notice.	.30	110.40
06/18/09	BUCHNER, J	Edited Chrysler fee statement and notice.	1.00	368.00
06/18/09	STIEGLITZ, R	Finalize and file fee statement.	.60	321.60
Totals			14.00	\$8,085.60

B160 Fee/Employment Applications & Objections Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
HARTNETT, WM	.40	888.00	355.20
LEVITIN, JH	3.40	888.00	3,019.20
STIEGLITZ, R	5.70	536.00	3,055.20
BUCHNER, J	4.50	368.00	1,656.00
Totals	14.00		\$8,085.60

Re: B410 General Bankruptcy & Restructuring Advice

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/01/09	GREENE, SA	Tel.conf. Thomson and Sonnie re Settlement Agreement (.3); tel.conf. Thomson, Leese and Sonnie re releases (1.0); attend District Court Emergency Hearing (1.5); tel.c. Heiman re Board Agenda (1.0); tel.c. Heiman and Leese re Agenda for Board Meeting (1.0); review current releases and Settlement Agreement and prior correspondence re releases and prepare agenda for Board Meeting on Tuesday (5.0).	9.80	8,702.40
06/01/09	GREENE, SA	Tel.c. Levitin re retention.	.20	177.60
06/02/09	GREENE, SA	Conferences at Jones Day re Settlement Agreement and Releases (7.0); telephonic Board call with Independent Managers (1.0); conf. calls with Heiman and Chapman re releases (2).	10.00	8,880.00
06/03/09	GREENE, SA	Attending Bankruptcy Court hearings on Settlement Agreement (2.0); conferences with Jones Day, Vinson Elkins, et al re finalizing Settlement Agreement (5.0); tel. conferences with Independent Managers re status of Settlement Agreement negotiations (2.0).	9.00	7,992.00
06/03/09	HARTNETT, WM	Review of settlement agreement (.50); conversations with Jim Chapman (.50).	1.00	888.00
06/04/09	GREENE, SA	Tel.c. Jere Thomson re appeal (.2); tel. confs. with Independent Managers re Settlement Agreement (2.0); tel.conf. Jones Day re Settlement Agreement (1.0); review revisions to Settlement Agreement (2.0).	5.20	4,617.60

Re: B410 General Bankruptcy & Restructuring Advice

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/04/09	HARTNETT, WM	Conversations regarding releases.	.30	266.40
06/08/09	STIEGLITZ, R	Review of UST objection to release and settlement motion.	.40	214.40
06/09/09	GREENE, SA	Tel.c. Heiman re release motion (.5); review objections to O&D Release Motion (3.0); review drafts of Chrysler LLC minutes for May (2.0).	5.50	4,884.00
06/09/09	LEVITIN, JH	Review of release issues.	1.00	888.00
06/09/09	HARTNETT, WM	Review of minutes (.50); conversations with Jim Chapman (.50).	1.00	888.00
06/10/09	GREENE, SA	E-mails to Heiman and Thomson re Chrysler LLC governance (.5); e-mail to Chapman, Zahringer and Gallen and tel.c. with Chapman re D&O policies (.5); conf. call with Jones Day re D&O policies, corporate governance and D&O releases (2.0); conf. with Levitin re releases (2.0); tel.confs. with Heiman re D&O releases and UCC (2.0).	7.00	6,216.00
06/10/09	LEVITIN, JH	Review of insurance issues.	.50	444.00
06/10/09	LEVITIN, JH	Discussions w/S. Greene re: release issues.	.40	355.20
06/10/09	LEVITIN, JH	Call w/Jones Day re: release issues.	1.00	888.00
06/10/09	LEVITIN, JH	Review of release motion and objections to same.	2.00	1,776.00

Re: B410 General Bankruptcy & Restructuring Advice

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/11/09	GREENE, SA	E-mails to Leese and Heiman re Chapman position (.5); e-mail to Thomson re minutes of June 2nd Board meeting of Independent managers (.2); tel.conf. with Chapman re status of releases, motions and D&O insurance policies (1.0); review Board Resolutions naming officers and e-mail to Chapman (.3); tel.conf. with Chapman re corp. governance issues (1.0).	3.00	2,664.00
06/11/09	LEVITIN, JH	Review corresp. re: release issue.	.50	444.00
06/12/09	GREENE, SA	E-mails and tel.cs to Jim Chapman, Sonnie and Leese re Board Meeting and corporate governance issues and plan of liquidation (2.5); tel.c. Levitin re Amendment to LLC Agreement (.5).	3.00	2,664.00
06/12/09	LEVITIN, JH	Discussions w/Steve Greene re: board compensation issues.	.50	444.00
06/12/09	HARTNETT, WM	Conversations with Jim Chapman.	.30	266.40
06/15/09	GREENE, SA	Tel.c. Chapman re governance issues and release questions (1.0); tel.conf. with D. Heiman and T. Hamilton re release and governance issues (1.5); tel.c. John Cornell of Jones Day re governance issues (.2); tel.c. and e-mails to M. Sonnie re resignations (.3); review proposed changes to LLC Agreement.	6.00	5,328.00
06/15/09	LEVITIN, JH	Attn. to release issues and review of corresp. re: same.	1.00	888.00
06/15/09	HARTNETT, WM	Conversations with Jim Chapman	.50	444.00

Re: B410 General Bankruptcy & Restructuring Advice

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/16/09	GREENE, SA	Tel.c. Chapman re governance and release issues (1.0); tel.conf. Heiman and Sonnie re amendments to LLC Agreement and form of releases (1.0); tel.c. Heiman, Sonnie and conf. with Levitin re releases (2.0); tel.c. Jane Vris re amendment to LLC Agreement (1.0); tel.c. Thomson and Bell re LLC Amendment and releases (.5); tel.c. Dave Heiman re releases (.5); review revised drafts of releases, LLC Amendment and Reply Motion papers (3.0).	9.00	7,992.00
06/16/09	LEVITIN, JH	Reviewing and revising proposed release language and discussions w/Greene and D. Heiman re: same.	2.00	1,776.00
06/17/09	GREENE, SA	Conf. Levitin and tel.conf. Levitin and Heiman re Governance Motions (2.0); review and comment on current draft of Debtors' Reply Memorandum in Support of Governance Changes and D&O Release (2.0); tel.confs. Jane Vris re Debtors' Reply Motion (1.0); tel.c. Mayer re position of UCC on Governance Motions (1.0); tel.c. Heiman and Mast re Governance Motions and release issues (1.0).	7.00	6,216.00
06/17/09	LEVITIN, JH	Discussions w/S. Greene and then T. Mayer re: release issues.	1.00	888.00
06/17/09	LEVITIN, JH	Drafting revised release language.	1.30	1,154.40
06/17/09	STIEGLITZ, R	Drafting language for revised releases.	.50	268.00
06/17/09	GORDON, SJ	Reviewed and revised draft release provision.	.70	473.20

Re: B410 General Bankruptcy & Restructuring Advice

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/18/09	GREENE, SA	Attend meeting at Courthouse with Mast, Heiman, Vris and Levitin re presentation of the governance and release motion.	3.50	3,108.00
06/18/09	GREENE, SA	Tel.c. Chapman and Schulte Roth re execution of Incumbency Certificate for Kulka (1.0); attending Court hearing re release motion (2.0).	3.00	2,664.00
06/18/09	GREENE, SA	Review of Cahill fee statement for submission.	.50	444.00
06/18/09	LEVITIN, JH	Prep. for and attending hearing re: release and corporate governance issues and follow up.	3.00	2,664.00
06/21/09	GREENE, SA	Review e-mails from Mayer of UCC re releases.	.50	444.00
06/22/09	GREENE, SA	E-mail to Chapman and Vrris re Chrysler proposed "cooperation" order (2.0); tel.c. Chapman re Tom's cooperation statement and proposed governance changes (1.0).	3.00	2,664.00
06/23/09	GREENE, SA	Review revised settlement proposal language from Hamilton (1.0); E-mails from Heiman and Levitin re Chrysler Proposed Decretal (.5); review release status reports from Manzo (.5).	2.00	1,776.00
06/23/09	LEVITIN, JH	Review of revised release language and discussions w/S. Greene re: same.	1.30	1,154.40
06/24/09	GREENE, SA	E-mail to Joel Levitin re status report (.3); e-mails from Heiman and Levitin re U.S. Trustee's Objection and Chrysler's Release issue (.5); tel.c. Heiman re status of Trustee's objection to Releases and status of UCC and UST discussions (1.0).	1.80	1,598.40

Re: B410 General Bankruptcy & Restructuring Advice

<u>Date</u>	<u>Name</u>	<u>Description of Service</u>	<u>Hours</u>	<u>Amount</u>
06/24/09	LEVITIN, JH	Attn. to release issues and discussions w/T. Mayer re: same.	1.00	888.00
06/24/09	STIEGLITZ, R	Emails regarding revised releases.	.20	107.20
06/24/09	GORDON, SJ	Reviewed and revised draft release language and materials re: same.	1.10	743.60
06/25/09	GREENE, SA	E-mails from Heiman, Ellman and Levitin re Trustee's Objection (1.0); e-mails to Vris and Mast re release issues (1.0); review revisions to releases by Vris (.5).	2.50	2,220.00
06/25/09	LEVITIN, JH	Attn to release issues and discussions w/S. Greene and J. Vris re: same.	1.50	1,332.00
06/25/09	GORDON, SJ	Reviewed revised release provision and t/cs and emails re: same.	.90	608.40
06/25/09	HARTNETT, WM	Conversations with Jim Chapman.	.20	177.60
06/26/09	GREENE, SA	Attend hearing in Bankruptcy Court re releases and corporate governance (1.0); conf. with Hamilton (Jones Day) re governance and releases (1.0); tel.c. Joel Levitin and J. Chapman re governance issues (1.0); e-mails from Chapman and Hamilton re Old Carco D&O Releases and Corporate Governance changes (.5).	3.50	3,108.00
Totals			<u>120.10</u>	<u>\$105,689.20</u>

B410 General Bankruptcy & Restructuring Advice Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
HARTNETT, WM	3.30	888.00	2,930.40
LEVITIN, JH	18.00	888.00	15,984.00
GREENE, SA	95.00	888.00	84,360.00
GORDON, SJ	2.70	676.00	1,825.20
STIEGLITZ, R	1.10	536.00	589.60
Totals	<hr/> 120.10		<hr/> \$105,689.20

----- TIME RECAP -----

<u>NAME</u>	<u>TITLE</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
GREENE, S	Partner	888.00	102.00	90,576.00
HARTNETT, W	Partner	888.00	3.70	3,285.60
LEVITIN, J	Partner	888.00	21.80	19,358.40
GORDON, S	Counsel	676.00	11.50	7,774.00
STIEGLITZ, R	Associate	536.00	8.20	4,395.20
MCCLOUGHLIN, M	Managing Attorney	464.00	1.00	464.00
BUCHNER, J	Associate	368.00	4.50	1,656.00
CAHN, M	Legal Assistant	312.00	.10	31.20
BAILEY, D	Legal Assistant	204.00	1.70	346.80
	Total		154.50	\$127,887.20

Disbursements and other charges posted through June 30, 2009:

E101	Copying	430.20
E103	Word Processing	2,340.00
E105	Telephone	141.28
E106	Online Research	28.91
E107	Delivery Services/Messengers	115.99
E108	Postage	12.60
E109	Local Travel	680.31
E111	Meals	102.13
E124	Velo Bind	9.00
Total Disbursements		<hr/> \$3,860.42
Total Invoice		\$131,747.62

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

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

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

MAURA A. MCLOUGHLIN, being duly sworn, deposes and says:

1. I am over the age of 18 years and not a party to this action.
2. On the 20th day of July, 2009 I served the annexed NOTICE OF

MONTHLY FEE AND EXPENSE INVOICE OF CAHILL GORDON & REINDEL LLP FOR
JUNE 2009 upon:

Attn: Holly E. Leese, Esq.
Chrysler LLC
1000 Chrysler Drive
CIMS # 485-14-36
Auburn Hills, MI 48326

Corrine Ball, Esq.
Jones Day
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Brian S. Masumoto, Esq.
U.S. Trustee
33 Whitehall Street, 21st floor
New York, NY 10004

John J. Rapisardi, Esq.
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281

by Federal Express, next business day delivery.


MAURA A. MCLOUGHLIN

Sworn to before me this
20th day of July, 2009


Notary Public

NICHOLAS J. MARCANTONIO
Notary Public, State of New York
No. 31-01MA4517276
Qualified in New York County
Commission Expires **March 30, 2010**