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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2010 FEB - 1 AM 11:24

CERTIFICATE OF CANCELLATION OF
REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

Pursuant to the provisions of Section 7-16-53 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby cancels its registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
Old Carco Vans LLC
2. It is organized under the laws of Delaware
3. It is not transacting business in the state of Rhode Island.
4. It hereby surrenders its authority to transact business in the state of Rhode Island.
5. It confirms the authority of the Secretary of State of the State of Rhode Island to accept service of process with respect to claims for relief or causes of action arising out of the transaction of business in Rhode Island.
6. The post office address to which the Secretary of State may mail a copy of any process against the limited liability company that may be served on him or her is:
Old Carco LLC (f/k/a Chrysler LLC) c/o Ronald Kolka 1000 Chrysler Drive
Auburn Hills, MI 48326

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Registration and that all statements contained herein are true and correct.

Date: 1/16/2010

Old Carco Vans LLC

Print Exact Name of Limited Liability Company

By R. E. Kolka
Signature of Authorized Person

*Regarding Letter of Good Standing: See Debtor's Joint Plan of Liquidation, Article IV.B.1.a., filed with the United States Bankruptcy Court for the Southern District of New York.

FILED

AUG 16 2010

By [Signature]

OLD CARCO LIQUIDATION TRUST

August 9, 2010

Secretary of State
State of Rhode Island
Corporations Division
148 W. River Street
Providence, RI 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
AUG 10 2010

Re: Notice of Court-Ordered Withdrawal of Registration/Qualification of Debtor

To Whom It May Concern:

Please note for your records and return an executed copy acknowledging this notice that **Old Carco Vans LLC** has been terminated and “withdrawn for all purposes without any necessity of filing any document, taking any further action or making any payment to any governmental authority,” pursuant to the April 23, 2010 Order Confirming Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, As Modified (the “Order”), with respect to the chapter 11 bankruptcy cases of Old Carco LLC (f/k/a Chrysler LLC) and 25 of its direct and indirect subsidiaries (the “Debtors”), **including Old Carco Vans LLC**, which cases were administered jointly under the caption In re Old Carco LLC (f/k/a Chrysler LLC), *et al.*, Case No. 09-50002 in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

For your reference we have enclosed the following:

- (1) a redacted copy of the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, As Modified (the “Plan”), which provides in Section IV.B.1.a., at p. 18, that “the Debtors will be deemed dissolved and their business operations withdrawn for all purposes without any necessity of filing any document, taking any further action or making any payment to any governmental authority in connection therewith”;
- (2) the Notice of (A) Entry of Order Confirming Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, As Modified and (B) Occurrence of Effective Date, which enjoins all actual or potential holders of claims against the Debtors from proceeding in any manner that does not conform to or comply with the Plan or Order;
- (3) a redacted copy of the Order, which provides in paragraph 35 that the Notice of Entry shall be a recordable instrument having the effect of an order of the Bankruptcy Court; and
- (4) documentation previously filed for the requested withdrawal.

OLD CARCO LIQUIDATION TRUST

Please return to my attention an acknowledgement of the withdrawal at your earliest convenience to Old Carco Liquidation Trust, 555 Chrysler Drive, Auburn Hills, MI 48326. We hope to avoid unnecessary enforcement in the Bankruptcy Court by contempt proceedings or otherwise. If you have any questions, please call 248-512-4303.

Sincerely,



Robert J. Manzo
Sole Manager of RJM I, LLC in its capacity
as trustee for the Old Carco Liquidation Trust

WITHDRAWAL ACKNOWLEDGED AND AGREED:

By: _____

Title: _____

Enclosures



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

