**Item 10. Directors, Executive Officers and Corporate Governance.**

***Directors of Chrysler Group***

The names and ages, as of March 1, 2013, and certain background information relating to our directors are set forth below:

Sergio Marchionne

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| *Age* |  | 60 |
|  |  | |
| *Director since* |  | June 2009 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
|  |  | |
| *Principal Occupation* |  | Chief Executive Officer, Chief Operating Officer and President of Chrysler Group LLC and Chief Executive Officer of Fiat S.p.A. Mr. Marchionne leads Fiat S.p.A.’s Group Executive Council, and is Chief Operating Officer of its NAFTA region since September 2011. |
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| *Recent Business Experience* |  | Mr. Marchionne serves as Chief Executive Officer of Fiat Group Automobiles S.p.A. and has held that role since February 2005. Prior to joining Fiat, Mr. Marchionne served as Chief Executive Officer of SGS SA, Chief Executive Officer of the Lonza Group Ltd., and Chief Executive Officer of Alusuisse Lonza (Algroup). He also served as Vice President of Legal and Corporate Development and Chief Financial Officer of the Lawson Group after serving as Vice President of Finance and Chief Financial Officer of Acklands Ltd. and Executive Vice President of Glenex Industries. Mr. Marchionne holds a Bachelor of Laws from Osgoode Hall Law School at York University in Toronto, Canada and a Master of Business Administration from the University of Windsor, Canada. Mr. Marchionne also holds a Bachelor of Arts with a major in Philosophy and minor in Economics from the University of Toronto.    Mr. Marchionne’s extensive experience at Fiat provides the Board with expertise in the automotive industry, especially with respect to the cost discipline and collaboration strategies with Fiat needed to achieve our Company’s business plan. In September 2011, Mr. Marchionne was elected Chairman of our Board. |
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| *Outside Directorships* |  | Mr. Marchionne serves on the Board of Directors of Philip Morris International Inc. and as Chairman of SGS SA headquartered in Geneva. Additionally, Mr. Marchionne serves as Chairman of Fiat Industrial S.p.A. and as a director of Exor S.p.A., a shareholder of Fiat and Fiat Industrial. Mr. Marchionne also serves as a director of certain Fiat and Fiat Industrial affiliates. He is the President of ACEA (European Automobile Manufacturers Association). Mr. Marchionne previously served as appointed non-executive Vice Chairman and Senior Independent Director of UBS AG. |
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| *Arrangements* |  | Mr. Marchionne was appointed as a director by Fiat in accordance with the terms of the LLC Operating Agreement. |

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Alfredo Altavilla

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| *Age* |  | 49 |
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| *Director since* |  | June 2009 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
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| *Principal Occupation* |  | Chief Operating Officer of EMEA region and Head of Business Development for Fiat S.p.A. Since September 2011, Mr. Altavilla has served as the Business Development lead for Fiat S.p.A.’s Group Executive Council. |
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| *Recent Business Experience* |  | Mr. Altavilla has served as Executive Vice President of Corporate Development for Fiat since 2009, after serving as Senior Vice President of Business Development for Fiat Group Automobiles S.p.A during the prior five years. In addition, Mr. Altavilla served as Chief Executive Officer of Iveco S.p.A. for two years beginning in 2010 and Chief Executive Officer of Fiat Powertrain Technologies S.p.A. for five years beginning in 2006. Mr. Altavilla has also served as Chief Executive Officer of Turk Otomobil Fabrikasi A.S., a Fiat joint venture with Koç Group in Turkey. Mr. Altavilla holds a bachelor degree in Economics from La Cattolica University in Milan, Italy.    Mr. Altavilla’s broad experience in negotiating and managing international industrial alliances and joint ventures and his management experience in the automotive industry provide the Board with an unique executive and technical perspective on implementation of the Company’s business plans in leveraging the Fiat alliance. |
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| *Outside Directorships* |  | Mr. Altavilla has served and continues to serve as a director of various Fiat and Fiat Industrial affiliates. |
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| *Arrangements* |  | Mr. Altavilla was appointed as a director by Fiat in accordance with the terms of the LLC Operating Agreement. |

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Léo W. Houle

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| *Age* |  | 65 |
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| *Director since* |  | September 2011 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
|  |  | |
| *Principal Occupation* |  | Retired |
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| *Recent Business Experience* |  | Mr. Houle served as Chief Talent Officer of BCE Inc. and Bell Canada, Canada’s largest communications company, from June 2001 to July 2008. Prior to joining BCE and Bell Canada, Mr. Houle was Senior Vice-President, Corporate Human Resources of Algroup Ltd., a Swiss-based diversified industrial company. From 1966 to 1987, Mr. Houle held various managerial positions with the Bank of Montreal, the last of which was Senior Manager, Human Resources Administration Centers. In 1987, he joined the Lawson Mardon Group Limited and served as Group Vice-President, Human Resources until 1994 when Algroup Ltd. acquired Lawson Mardon Group, at which time he was appointed Head of Human Resources for the packaging division of Algroup and in 1997 Head of Corporate Human Resources of Algroup, Ltd.    Mr. Houle completed his studies at the College St-Jean in Edmonton, attended the Executive Development Program in Human Resources at the University of Western Ontario in 1987 and holds the designation of Certified Human Resources Professional (CHRP) from the Province of Ontario.    Mr. Houle’s broad experience in talent acquisition and employee development, as well as his management experience in a variety of industries, including manufacturing, provide the Board with valuable input on leveraging the Fiat alliance. |
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| *Outside Directorships* |  | In 2006, Mr. Houle was elected a director of CNH Global N.V., a world leader in the agricultural and construction equipment businesses that is a majority-owned subsidiary of Fiat Industrial S.p.A. |
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| *Arrangements* |  | Mr. Houle was appointed as a director by Fiat in accordance with the terms of the LLC Operating Agreement. |

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John B. Lanaway

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| *Age* |  | 62 |
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| *Director since* |  | September 2011 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
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| *Principal Occupation* |  | Self-employed Consultant and Director |
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| *Recent Business experience* |  | Mr. Lanaway served as Executive Vice President and Chief Financial Officer, North America, of McCann Erickson North America, one of the largest marketing communications networks in the world, from November 2007 until June 2011. From January 2001 to November 2007, he held similar positions at Ogilvy North America. Previously, he has held the positions of Chief Financial Officer and Senior Vice President at Geac Computer Corporation Limited from 1999 to 2001; Chief Financial Officer of Algorithmics Incorporated from 1997 to 1999; and Senior Vice President and Chief Financial Officer at Spar Aerospace from 1995 to 1996. From 1985 to 1995, Mr. Lanaway held various positions with Lawson Mardon Group Limited, including Sector Vice President, Labels North America from 1993 to 1995; Group Vice President and Chief Financial Officer from 1989 to 1992; General Manager, Lawson Mardon Graphics from 1988 to 1989; and Vice President, Financial Reporting and Control from 1985 to 1987. At Deloitte & Touche, he served as Client Service Partner from 1980 to 1985 and as Student-Staff Accountant-Supervisor-Manager from 1971 to 1980. Mr. Lanaway graduated from the Institute of Chartered Accountants of Ontario, C.A. and has a Bachelor of Arts degree from the University of Toronto.    Mr. Lanaway’s broad experience in finance and management in a variety of industries, including manufacturing, provide the Board with a very relevant strategic and financial perspective on implementation of the Company’s business plans. |
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| *Outside Directorships* |  | In 2006, Mr. Lanaway was elected a director of CNH Global N.V., a world leader in the agricultural and construction equipment businesses that is a majority-owned subsidiary of Fiat Industrial S.p.A. |
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| *Arrangements* |  | Mr. Lanaway was appointed as a director by Fiat in accordance with the terms of the LLC Operating Agreement. |

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Erickson N. Perkins

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| *Age* |  | 57 |
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| *Director since* |  | June 2012 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
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| *Principal Occupation* |  | Advisor to UAW Office of the President |
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| *Recent Business experience* |  | Mr. Perkins is on the staff of the UAW Office of the President under Bob King, a role he has held since July 2010. In that capacity, he serves as Director of the UAW Strategic Research Department. From 2008 to 2009, he served as a consultant on various projects for the Service Employees’ International Union and also for the UAW. From 2006 to 2007 he served as Special Consultant to the UAW’s Ford Motor Company Department. From 1999 to 2007, Mr. Perkins served as an independent economic consultant advising trade unions, including the AFL-CIO and the UAW. From 1987 to 1996, he held various positions of increasing responsibility with Alliance Capital Management L.P. (now AllianceBernstein L.P.), including Portfolio Manager and Senior Vice President, Director of European Research. Mr. Perkins graduated Phi Beta Kappa with Bachelor of Arts degrees in mathematics and economics from the University of Wisconsin-Madison (1983). He also earned a Master of Business Administration (MBA) degree from the business school at the University of Wisconsin-Madison (1986).    Mr. Perkins has extensive experience in labor relations for the U.S. automotive industry, and provides the Board with expertise as to labor and policy issues relevant to the industry. |
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| *Outside Directorships* |  | Mr. Perkins serves as the UAW appointee to the Board of Directors of the National Institute for Health Care Reform. |
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| *Arrangements* |  | Mr. Perkins was appointed as a director by the VEBA Trust with the consent of the UAW in accordance with the terms of the LLC Operating Agreement. |

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Ruth J. Simmons

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| *Age* |  | 67 |
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| *Director since* |  | June 2012 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
|  |  | |
| *Principal Occupation* |  | Professor, Department of Comparative Literature and the Department of Africana Studies, Brown University |
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| *Recent Business Experience* |  | Ms. Simmons served as the President of Brown University from 2001-2012 and continues to hold the title of President Emerita. Before joining Brown University, Ms. Simmons served as President of Smith College from 1995 to 1999. She held the position of Vice Provost of Princeton University from 1992 to 1995 following her service as Provost of Spelman College from 1990 to 1992. From 1983 to 1990, Ms. Simmons held various positions of increasing responsibility until becoming Associate Dean of the Faculty, Princeton University. Previously, she has served as Assistant Dean and then Associate Dean, University of Southern California from 1979 to 1983, Acting Director of International Programs, California State University – Northridge from 1977 to 1979. Prior to that, Ms. Simmons served as Assistant Dean—College of Liberal Arts; Assistant Professor of French, University of New Orleans from 1975 to 1977 and as Admissions Officer at Radcliffe College from 1970 to 1975. From 1968 to 1970, Ms. Simmons served as an Instructor in French at George Washington University following her service as an Interpreter – Language Services Division at the U.S. Department of State. Ms. Simmons is a graduate of Dillard University in New Orleans (1967), and received her Ph.D. in Romance languages and literatures from Harvard University (1973). Ms. Simmons is a Fellow of the American Academy of Arts and Sciences and a member of the Council on Foreign Relations.    Ms. Simmons has significant leadership experience gleaned from her career as a university administrator, during which time she developed professionals in a wide variety of technical fields, including engineering. She also brings to the Board her familiarity with a broad range of operational issues, including technology and manufacturing, as a result of her many experiences as a board member for other large, global companies across several industries. |
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| *Outside Directorships* |  | Ms. Simmons currently serves on the board of Mondelez International and Texas Instruments. She has also served on the boards of the Goldman Sachs Group, Pfizer Inc., Metropolitan Life Insurance Company, the Bill & Melinda Gates Millennium Scholars Program, and the Fulbright Prize Selection Committee. |
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| *Arrangements* |  | Ms. Simmons was appointed as a director by a committee of the independent directors of the Board in accordance with the terms of the LLC Operating Agreement. |

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Douglas M. Steenland

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| *Age* |  | 61 |
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| *Director since* |  | July 2009 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
|  |  | |
| *Principal Occupation* |  | Retired |
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| *Recent Business Experience* |  | Mr. Steenland served as the Chief Executive Officer and President of Northwest Airlines Corporation from 2004 to 2008 when Northwest merged with Delta Air Lines. While CEO, he oversaw the voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code of Northwest in 2005 and its emergence from bankruptcy protection in 2007. Before becoming CEO in 2004, Mr. Steenland held a variety of positions at Northwest including President, Executive Vice President and Chief Corporate Officer, and General Counsel. Prior to joining Northwest, Mr. Steenland worked as a Senior Partner in the Washington D.C. law firm of Verner, Liipfert, Bernhard, McPherson and Hand (now part of DLA Piper). Mr. Steenland also currently serves as a Senior Advisor to the Blackstone Group. Mr. Steenland holds a Bachelor’s Degree in history from Calvin College (Michigan) and a Juris Doctor from George Washington University Law School.    Mr. Steenland’s experience in the transportation industry, as well as his particular experience in leading a major airline through and following bankruptcy restructuring, provide the Board with valuable experience in global management and corporate restructuring. |
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| *Outside Directorships* |  | Mr. Steenland serves on the boards of several public companies, including American International Group Inc. and its subsidiary International Lease Finance Corporation, Digital River, Inc. and Travelport Limited. Mr. Steenland also serves on the boards of Hilton Worldwide and Performance Food Group. Mr. Steenland previously served on the boards of Delta Air Lines Inc. and Northwest Airlines Corporation. |
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| *Arrangements* |  | Mr. Steenland was appointed as a director by a committee of the independent directors of the Board in accordance with the terms of the LLC Operating Agreement. |

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Ronald L. Thompson

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| *Age* |  | 63 |
|  |  | |
| *Director since* |  | July 2009 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
|  |  | |
| *Principal Occupation* |  | Retired |
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| *Recent Business Experience* |  | Until 2005, Mr. Thompson owned and operated the Midwest Stamping Company of Maumee, Ohio, a manufacturer of medium and heavy gauge metal components for the automotive market. Mr. Thompson was a faculty member at Old Dominion University, Virginia State University and the University of Michigan. Mr. Thompson holds a Bachelor of Business Administration from the University of Michigan, and a Master of Science and a Ph.D. in Agricultural Economics from Michigan State University.    Mr. Thompson’s breadth of experience in leading industrial and financial companies, as well as his background serving on various board of directors, provide the Board with valuable corporate governance, oversight and industry experience, including restructuring. Mr. Thompson serves as our Lead Director. |
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| *Outside Directorships* |  | Mr. Thompson serves as Chairman of the Board of Trustees for Teachers Insurance and Annuity Association, as a Member of the Board of Trustees of Washington University in St. Louis and as a member of the Advisory Board of Plymouth Venture Partners II Fund. Mr. Thompson has additionally served on the boards of Ralston Purina Company, McDonnell Douglas Corporation, Commerce Bank of St. Louis, GR Group (U.S.), Illinova Corporation, Interstate Bakeries Corporation, Midwest Stamping Company and Ryerson Tull, Inc. He was also a member of the Board of Directors of the National Association of Manufacturers. |
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| *Arrangements* |  | Mr. Thompson was appointed as a director by a committee of the independent directors of the Board in accordance with the terms of the LLC Operating Agreement. |

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Stephen M. Wolf

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| *Age* |  | 71 |
|  |  | |
| *Director since* |  | July 2009 |
|  |  | |
| *Term Expires* |  | June 10, 2013 |
|  |  | |
| *Principal Occupation* |  | Managing Partner of Alpilles LLC |
|  |  | |
| *Recent Business Experience* |  | Mr. Wolf has served as Managing Partner of Alpilles LLC, a private investment company, since 2003. He has previously served as Chairman and Chief Executive Officer of US Airways Group, Inc. and US Airways, Inc. and oversaw the voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code of U.S. Airways Group, Inc. in 2002 and its emergence from bankruptcy protection under a plan of reorganization in 2003. Before joining US Airways, Mr. Wolf was Senior Advisor to the investment banking firm Lazard Frères & Co. LLC. Other prior roles include Chairman and Chief Executive Officer of UAL Corporation and United Airlines Inc., Chairman and Chief Executive Officer of Tiger International, Inc. and The Flying Tiger Line, Inc., President and Chief Executive Officer of Republic Airlines and President and Chief Operating Officer of Continental Airlines. Mr. Wolf holds a bachelor’s degree in sociology from San Francisco State University.    Mr. Wolf’s experience in the transportation and finance industries, as well as his particular experience in leading a major airline through and following bankruptcy restructuring, provide the Board with valuable experience in global management and corporate restructuring. |
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| *Outside Directorships* |  | Mr. Wolf serves as a member of the Board of Directors of Philip Morris International and Chairman of the Board of R. R. Donnelley & Sons Company. Mr. Wolf also serves as Chairman of the Advisory Board of Trilantic Capital Partners, previously Lehman Brothers Merchant Banking. Mr. Wolf had served as Chairman of Lehman Brothers Private Equity Advisory Board. |
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| *Arrangements* |  | Mr. Wolf was appointed as a director by Fiat in accordance with the terms of the LLC Operating Agreement. |