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Supplemental Objection to Motion/Supplemental Objection Of The Committee Of Chrysler Affected Dealers To Motion Of Debtors And Debtors In Possession For An Order Authorizing The Sale Of Substantially All Of The Debtors Operating Assets (Docket 1488)

Committee of Chrysler Affected Dealers

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X
: In re: : Chapter 11
: :
: CHRYSLER LLC., *et al.*, : Case No.: 09-50002 (AJG)
: :
: Debtors. : (Jointly Administered)
-----X

**SUPPLEMENTAL OBJECTION OF THE COMMITTEE OF CHRYSLER AFFECTED
DEALERS TO MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR AN
ORDER AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS'
OPERATING ASSETS AND FOR OTHER RELIEF**

TO THE HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE

The Committee of Chrysler Affected Dealers (the “Dealer Committee”)¹, by and through its undersigned counsel, hereby files this *supplemental* objection (the “Supplemental Objection”) to the motion (the “Sale Motion”) (Doc. No. 190) of the above-captioned debtors and debtors in possession (collectively, “Chrysler” or “Debtors”) seeking authority to sell substantially all of their assets, free and clear of all liens and certain other claims and interests, to New CarCo Acquisition LLC (“New Chrysler”), pursuant to a Master Transaction Agreement, dated as of April 30, 2009 (the “MTA”), and certain related documents (the “Chrysler Restructuring Transaction”).

In support hereof, the Dealer Committee incorporates by reference its original objection (the “Original Objection”) (Doc. No. 1045) to the Sale Motion and respectfully represents in addition as follows:

ARGUMENT

I. The Court Should Deny the Sale Motion Because the Lack of Adequate Notice to the Affected Dealers Has Deprived Them of Due Process

1. The Court should deny the Sale Motion because (a) the Affected Dealers were not served with any notice of the proposed sale until a notice was sent by ordinary U.S. mail on May 11, 2009 (which was likely not received by the Affected Dealers for several days) and were never served with the Sale Motion itself (although the Sale Motion was filed on May 3); and (b)

¹ The Dealer Committee was formed to advance the mutual and collective interest of Chrysler’s dealers that are the subject of the Motion to Reject. Since the Dealer Committee’s formation, approximately 330 of such dealers from 47 states have elected to participate with and support the Dealer Committee, and more are joining every day. This Objection is being filed on behalf of the Dealer Committee and the dealers that have elected and that subsequently elect to join the Dealer Committee’s efforts (collectively, the “Affected Dealers”). An updated list of the Affected Dealers is attached as Exhibit A.

the Affected Dealers had no reason to appreciate the consequences of the Chrysler Restructuring Transaction until after the filing on May 14 of the Debtors' motion seeking authority to reject executory contracts and unexpired leases with certain domestic dealers, and requesting prospective injunctions against Government Entities and the Affected Dealers (the "Motion to Reject") (Doc. No. 780). As explained more fully in the Original Objection, resolution of the Sale Motion in favor of Debtors could have the practical effect of granting the Motion to Reject one day after the Affected Dealers' objection is due and one week *before* the Motion to Reject is set for hearing. As a result, the Affected Dealers, who were forced to respond to all of these issues on only three business days' notice, without any adequate discovery,² have been deprived adequate notice and due process. The Sale Motion must, therefore, be denied.

2. In Mullane v. Central Hanover Bank & Trust Co., 339 U.S. 306, 314-315 (1950) (emphasis added), the Supreme Court explained that adequate notice is the fundamental underpinning of due process:

An elementary and fundamental requirement of due process in any proceeding which is to be accorded finality is notice reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections. *The notice must be of such nature as reasonably to convey the required information and it must afford a reasonable time for those interested to make their appearance.* . . .

3. In the context of section 363(b), a debtor may sell substantially all of its assets in advance of a confirmation plan, but only if the debtor satisfies numerous procedural safeguards that are designed to ensure due process. *See, e.g., In re Engineering Products Co.*, 121 B.R. 246, 249 (Bankr. E.D. Wis. 1990) ("Of paramount importance is the existence of good faith—of *full*

² At a telephonic conference on May 19, the Court denied the Dealer Committee's request to continue the hearings in respect of the Sale Motion and the Motion to Reject. As a result, the Dealer Committee has been compelled to compress discovery into a few days' time and severely and prejudicially limit the discovery it requires to adequately prepare for the Sale Hearing and to present fully the issues raised in its objections to the Court.

disclosure and fair dealing on the part of all interested parties. In addition, *due process requirements must be addressed.* Persons in interest *must be given adequate notice of the sale* and an *opportunity to be heard and to object.* The decision in each case must be fact-specific.”) (emphasis added). Indeed, the Bankruptcy Code notice requirements have even greater force where, as here, the debtor seeks to sell substantially all of the estate’s assets because it is the functional equivalent of an order confirming a conventional Chapter 11 reorganization plan. Western Auto Supply Co. v Savage Arms (In re Savage Indus.), 43 F.3d 714, 720 n.9 (1st Cir. 1994) (“[T]he order confirming a chapter 11 liquidation sale warrants special bankruptcy scrutiny.”). *See also In re Public Serv. Co.*, 90 B.R. 575, 581-82 (Bankr. D.N.H. 1988) (the more the sale or transaction affects the terms of the ultimate plan, the more scrutiny is required).

4. Indeed, because of due process requirements, a sale made pursuant to section 363(b) without proper notice to an interested party may be *voided* and is subject to collateral attack on appeal. *See, e.g., Polycel Structural Foam, Inc. v. Pool Bldrs. Supply of the Carolinas, Inc. (In re Polycel Liquidation, Inc.)*, No. 06-2183, 2007 U.S. Dist. LEXIS 955, at *20-21, 26-27 (D.N.J. Jan. 8, 2007) (affirming bankruptcy court’s decision to void sale of assets insofar as the sale pertained to interested party who knew of bankruptcy, but was not given notice of sale, reasoning that the “lack of sufficient notice to an interested party may constitute a due process violation and justify deeming a judgment void”); In re Southwest Wood, Inc., 318 B.R. 739, 740-41 (Bankr. W.D. Okla. 2004) (invalidating order approving sale where debtor served interested party with notice of sale, but not with the motion itself, as required by section 363(b) and Rule 6004(c)).

5. Here, given the extraordinary nature of the relief sought by Chrysler and the unquestionable irreparable harm that would be suffered by the Affected Dealers, the extent to

which Chrysler has failed to comport with due process is stunning. Debtors failed to serve proper, timely, and adequate notice of the Sale Motion and the Chrysler Restructuring Transaction on the Affected Dealers even though the relief sought in the Sale Motion may be dispositive of the Affected Dealers' contractual rights under their dealer agreements (which Debtors surely appreciated long before filing the Motion to Reject). Indeed, due to the sequence and timing of the two motions, the Affected Dealers were provided only three business days' notice between the date on which dealers were notified that their contracts would be the subject of the Motion to Reject and the date to respond to the Sale Motion. The deprivation of the Affected Dealers' due process rights is not justified by genuine exigencies, nor by governmental prerogative.

6. If the Court were to approve the Chrysler Restructuring Transaction and deny the Motion to Reject, the Affected Dealers may be left without any meaningful relief. Unless state law otherwise provides, the Affected Dealers may not have any contractual or other relationship with New Chrysler. This would likely prevent the Affected Dealers from being able: (1) to offer warranties on new vehicles through New Chrysler; (2) to utilize manufacturer's incentives from New Chrysler (placing them at a serious competitive disadvantage with other Chrysler dealers); and (3) to use signage from New Chrysler. Prevailing on the Motion to Reject may, thus, be a pyrrhic victory if the Affected Dealers' rights were already effectively adjudicated in the disposition of the Sale Motion. Such grave consequences in the face of the untimely and incomplete notice and disclosure flatly violates basic due process guarantees, and stands as an independent basis for denying the Sale Motion.

II. The Sale Motion Should be Denied Because the Chrysler Restructuring Transaction Is an Impermissible Sub Rosa Plan

7. In the original objection, the Dealer Committee objected to the approval of the Chrysler Restructuring Transaction arguing, among other things, that it is an unlawful *sub rosa* plan. The Dealer Committee described in detail the specific attributes of the Chrysler Restructuring Transaction that make it a *sub rosa* plan. See Original Objection, at ¶¶ 55, 62, 63, 68, 69.

8. For the reasons set forth more fully above, the due process denial is an additional factor demonstrating that this is a *sub rosa* plan: “To constitute a *sub rosa* or *de facto* plan, creditors must have been denied the procedural and due process protections afforded under the Bankruptcy Code.” In re Enron Corp., 2004 Bankr. LEXIS 2549, *198-99 (Bankr. S.D.N.Y. July 15, 2004).

9. Moreover, since filing the Initial Objection, Chrysler has made further filings that confirm the *sub rosa* nature of the Chrysler Restructuring Transaction. For instance, Chrysler filed the “Motion of Debtors and Debtors in Possession for Entry of an Order (A) Authorizing the Debtors to Implement Post Closing Modifications to Chrysler LLC’s Governance Structure, (B) Approving the Release of Officers and Directors and (C) Authorizing the Debtors to Obtain Replacement Directors and Officers Liability Insurance” (the “Release Motion”) (Doc. No. 1116). Among other things, the Release Motion seeks approval of broad releases of all of the Debtors’ current and former officers and directors as part of the Chrysler Restructuring Transaction. See Release Motion, ¶¶14, 30.

10. The proposed releases are clearly integrated with the overall Chrysler Restructuring Transaction, notwithstanding that the Debtors seek approval of them through a

“separate” motion, and are further evidence that the Chrysler Restructuring Transaction constitutes an unlawful *sub rosa* plan. See PBGC v. Braniff Airways, Inc. (In re Braniff Airways, Inc.), 700 F.2d 935, 940 (5th Cir. 1983) (disapproving a settlement agreement that provided for, among other things, the sale of substantially all of the debtor’s assets as a *sub rosa* plan because, among other things, the transaction “also provided for the release of claims by all parties against Braniff, its secured creditors and its officers and directors”); see also, Drexel Burnham Lambert Trading Corp. v. Drexel Burnham Lambert Group, Inc. (In re Drexel Burnham Lambert Group, Inc.), 960 F.2d 285, 293 (2d Cir. 1992) (recognizing that third party releases, such as releases of directors and officers, may be permitted in bankruptcy cases “provided the injunction plays an important part in the debtor’s *reorganization plan*”) (emphasis added); In re Victoria Alloys, Inc., 261 B.R. 918, 921 (Bankr. N.D. Ohio 2001) (finding that the settlement at issue was not a *sub rosa* plan because, among other things, it did *not* provide for a release of claims against the debtor).

11. In addition to the Release Motion, the Debtors have also filed emergency requests (collectively, the “Emergency Requests”) for (1) authority to enter into a settlement regarding the Debtors’ underfunded pension plans (Doc. No. 1114), (2) authority to enter into a Tax Settlement Agreement (Doc. No. 1406). These Emergency Requests are the Debtors’ attempts at settling pension liability, obtaining broad third party releases, and settling tax indemnification matters, all in connection with the Chrysler Restructuring Transaction. Collectively, these Emergency Requests are even further support that the Chrysler Restructuring Transaction is nothing more than a *sub rosa* plan.

12. The Dealer Committee has not had time to fully analyze the recent barrage of filings by Chrysler, but even a cursory review shows that they all confirm a general theme –

Chrysler is dressing up the proposed sale with all the attributes of a chapter 11 plan. As a result, it must be subjected to the same procedures as any plan confirmation, with all the attendant protections for creditors.

MEMORANDUM OF LAW

13. The Dealer Committee submits that the points and authorities set forth above satisfy the requirements of Local Bankruptcy Rule for the Southern District of New York 9013-1(b).

WHEREFORE, the Committee of Chrysler Affected Dealers respectfully requests that the Court deny the Sale Motion and grant such other relief as the Court deems just and appropriate under the circumstances.

Respectfully submitted,

Dated: May 21, 2009

/s/Stephen D. Lerner

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Exhibit A

Affected Dealers

	Dealership	Dealer Code	Street Address	City	State	Zip
1	1st Avenue Chrysler, Inc.	66637	1919 Dodge Road NE	Cedar Rapids	IA	52407
2	A & D Auto Sales Inc. dba Alan Webb Dodge	43298	3712 NE 66th Ave.	Vancouver	WA	98661
3	Abraham Buick Inc. dba Abraham Chrysler Jeep	67561	1111 Broad Street	Elyria	OH	44035
4	Allen Samuels Austin Dodge, Inc.	45068	301 Owen Lane	Waco	TX	76710
5	Allen Samuels Chrysler Jeep, Inc.	68550	301 Owen Lane	Waco	TX	76710
6	Alley's of Kingsport, Inc.	42002	2761 E. Stone Drive	Kingsport	TN	37660
7	Amaral Motors, Inc.	63966	40 So. Main St., PO BOX 445	Newtown	CT	06470
8	Ambassador Auto Service, Inc.	24160	525 West Third Street, PO Box 8306	Moscow	ID	83843-2317
9	Anchor Motor Company	68718	1120 Jeffreys Drive	Osceola	IA	50213
10	Archer Chrysler Plymouth, Inc.	66098	11614 Southwest Freeway	Houston	TX	77031
11	Archer Dodge	43928	12053 Southwest Freeway	Stafford	TX	77477
12	Arrow Ford, Inc. dba Arrow Chrysler Jeep	60080	3995 S. First Street	Abilene	TX	79605
13	Auffenberg Chrysler, Inc. dba Auffenberg Chrysler Jeep	68628	176 Auto Court	O'Fallon	IL	62269
14	Augusta Dodge, Inc.	44615	1886 Gordon Highway	Augusta	GA	30904
15	Automobile International Group dba Rutland Dodge	43683	Route 7	North Clarendon	VT	05759
16	Axelrod Chrysler, Inc.	68191	6767 Brookpark Road	Parma	OH	44129
17	Axelrod Chrysler-Dodge-Jeep, Inc.	42691	900 Broad Street	Wadsworth	OH	44181
18	B&L Dodge Chrysler, Inc.	41586	300 Center St.	Shamokin	PA	17872-1199
19	Balzekas Motor Sales, Inc.	8269	4030 S. Archer	Chicago	IL	60632
20	Barber Brothers Motor Company	67535	1339 North Main	Spanish Fork	UT	84660
21	Baum Boulevard Enterprises, Inc. dba Day's Baum Boulevard Dodge	45277	5625 Baum Blvd	Pittsburgh	PA	15206-3701
22	Baumgardner Motors DBA Hollern & Sons Dodge	54368	402 17th Street	Windber	PA	15963
23	Behrend Garage, Inc. dba Immel Motors	43862	1279 S US Highway 87, PO Box 191	Fredericksburg	TX	78624
24	Bell McCall Company	67498	300 West Main Street	Hamilton	MT	59840
25	Belle Mead Garage, Inc.	9827	2454 Route 206	Belle Mead	NJ	08502-4016
26	Belvidere Motors Inc.	64602	1201 N. State Street	Belvidere	IL	61008
27	Berlin Chrysler, Inc.	65052	94 West White House Pike	Berlin	NJ	08009
28	Bert Ogden Harlingen Motors Inc. dba Bert Ogden Motors Chrysler Dodge	68521	602 West Jackson	Harlingen	TX	78550
29	Big Valley Ford-Lincoln-Mercury dba Big Valley Chrysler/Dodge, Inc.	44551	26730 Highway 50 West	La Junta	CO	81050
30	Big Valley Ford-Lincoln-Mercury DBA Big Valley Chrysler/Dodge, Inc.	44551	26730 Highway 50 West	Lajunta	CO	81050
31	Bill Hellman Motor Co. dba Hellman Motor Co.	66760	750 E. Highway 92	Delta	CO	81416-3495

Affected Dealers

	Dealership	Dealer Code	Street Address	City	State	Zip
32	Bill Lyons Car Company DBA Lyons Toyota Dodge	42280	3851 Fourth Street SW	Mason City	IA	50401
33	Bill Spurlock Dodge Inc.	43024	351 Fourth Ave.	Huntington	WV	25701-1223
34	Birmingham Chrysler Plymouth DBA Birmingham Chrysler Jeep	63747	2100 W. Maple	Troy	MI	48084
35	Bob Dance Dodge Inc.	41291	3775 North Highway 17-92, PO Box 521167	Longwood	FL	32752
36	Bob Mayberry Chry-Dodge-Jeep Inc.	57159	3220 Hwy 74 West	Monroe	NC	28110
37	Bob Ridings Ford, Inc. DBA Bob Ridings Inc.	23740	931 Springfield Road	Taylorville	IL	62568-1220
38	Bob Ridings Linc-Merc Inc. dba Bob Ridings Jeep-Eagle	26543	3103 North 22nd St.	Decatur	IL	62526-2194
39	Bob Rohrman Motors, Inc. DBA Bob Rohrman Jeep Eagle	23349	701 Sagamore Parkway South	Lafayette	IN	47905
40	Bob Taylor Jeep, Inc.	23980	P.O. Box 11899	Naples	FL	34101
41	Bollinger's, Inc.	25078	208 Lincoln Avenue	Lakeview	MI	48850
42	Braeger Chrysler Jeep	68383	6133 S. 27th Street	Milwaukee	WI	53221
43	Brehm Group, Inc. DBA Russwood Chrysler	68069	8350 O Street	Lincoln	NE	68510
44	Brother's Motors Inc dba Diamond Dodge-Chrysler-Plymouth	68771	350 N. Switzer Canyon Dr.	Flagstaff	AZ	86001
45	Brown & Wood, Inc.	26490	329 SW Greenville Boulevard	Greenville	NC	27834
46	Bruce Campbell Dodge, Inc.	43102	14875 Telegraph Rd	Redford	MI	48239
47	Bud Brown Chrysler	62529	9101 Metcalf Avenue	Overland Park	KS	66212-1404
48	Buddy Jones Ford Lincoln Mercury DBA Buddy Jones Chrysler Plymouth Dodge Jeep	68500	1601 Hwy 82 West	Greenwood	MS	38930
49	Burke Automotive Group, Inc. dba Naperville Jeep Dodge	23581	3300 Ogden Avenue	Lisle	IL	60532-1677
50	Burke Brothers, Inc.	68096	519 Stone Harbor Boulevard	Cape May Court House	NJ	08210-2417
51	Butts Pontiac-Cadillac Inc. dba Butts Jeep-Eagle	24190	4 Heitzinger Plaza	Seaside	CA	93955-3613
52	C.F. Schwartz Motor Co., Inc.	8789	1536 N. DuPont Highway, P.O. Box 755	Dover	DE	19903-0755
53	Cardenas Motors, Inc	47253	1500 North Expressway	Brownsville	TX	78521
54	Carlson's Motor Sales, Inc.	65085	13 Manchester St	Concord	NH	03301-5106
55	Carmack Car Capital of Danville, Illinois	66769	3724 N. Vermillion Street	Danville	IL	61832
56	Carson Automotive, Inc. dba Carson Jeep	26667	3390 S Carson Street	Carson City	NV	89701-5537
57	Cartwright Ford, Inc. DBA Cartwright Motors	42895	909 N Second Street	Booneville	MS	38829-1313
58	Century Dodge, Inc.	42189	13500 Telegraph Road	Taylor	MI	48180
59	Century Motor Corporation DBA Century Dodge Chrysler Jeep	43817	13500 Veterans Memorial Parkway	Wentzville	MO	63385
60	Childre Chrysler Plymouth Dodge	43058	126 Roberson Mill Road	Milledgeville	GA	31061
61	Chilson, Inc.	23672	3443 South Highway 93	Eau Claire	WI	54701

Affected Dealers

	Dealership	Dealer Code	Street Address	City	State	Zip
62	Cimino Brothers Chrysler Dodge Jeep	43961	PO Box 728, 246 Clark Ave.	Raton	NM	87740
63	City Motors, Inc.	24013	1601 Westover Terrace	Greensboro	NC	27408-7199
64	Clarkston Motors, Inc. DBA Clarkston Chrysler Jeep	67545	8105 Big Lake Road	Clarkston	MI	48346
65	Clay Dillahunt's Tri-County Motor Co.	42961	17825 Highland Drive	McKensie	TN	38201
66	Clayton Amerman, Inc.	53696	163 Main St. PO Box 309	Peapack	NJ	07977
67	Coleman Auto Group DBA Coleman Jeep	26424	1710 N. Olden Avenue	Ewing	NJ	08638
68	Coleman Chrysler Jeep, Inc.	68796	917 Route 130	East Windsor	NJ	08520
69	Colonial Dodge Inc. - JJF Management Services, Inc. .	58697	11411 Rockville Pike	Kensington	MD	20895
70	Colonial Dodge, Inc.	57042	24211 Gratiot Avenue	Eatpointe	MI	48021-3387
71	Columbia Ford-Mercury-Lincoln, Inc. DBA Columbia Chrysler Ply	68240	700 Seventh Avenue	Longview	WA	98632
72	Conti Causeway Ford DBA Causeway Jeep	26540	375 Rt. 72, PO Box 547	Manahawkin	NJ	08050
73	Continental Chrysler Jeep Inc.	26017	5800 South Lagrange Road	Countryside	IL	60525-4064
74	Cook Chevrolet Inc. DBA Cook Chevrolet Inc.	24233	1776 West Victory Way	Craig	CO	81626
75	Cook Jeep Chrysler Inc.	23921	1000 Main Street	Little Rock	AR	72202
76	Corwin Jeep Sales and Service dba Corwin Jeep	23505	133 Main St	Hickory	PA	15340-1144
77	Courtesy Motors	24178	2520 Cohasset Road	Chico	CA	95973
78	Courtesy Nissan Inc. DBA Courtesy Chrysler Jeep	26294	2301 39th Avenue	Moline	IL	61265
79	Coyle Dodge	43973	513 East Spring Street	New Albany	IN	47150
80	Crawford's Raytown Jeep Eagle Co.	26029	9401 East 350 Highway	Raytown	MO	64133
81	Crestmont Auto Group dba Crestmont Chrysler Jeep, LLC	60236	25855 Chagrin Blvd	Beachwood	OH	44122-4224
82	Curfin Investments dba Currie Motors of Forest Park	66952	8401 Roosevelt Road	Forest Park	IL	60130
83	Cutrubus Motors Inc. dba Rocky Mountain Chrysler Jeep	66598	770 West Riverdale Road	Ogden	UT	84405-3716
84	D & E Car Exchange, Inc.	59320	6220 Market Street	Wilmington	NC	28405
85	Dale Carter Ford, Inc. dba Dale Carter Motors	66864	510 S. Barron Street	Eaton	OH	45320
86	Darner Motor Sales Inc. DBA Darner Chrysler Jeep	35058	837 W. Main	Mesa	AZ	85201
87	Darrow Automotive Group Russ Darrow-Madison Inc. dba Russ Darrow Chrysler Jeep	8223	W133 N8569 Executive Parkway	Menomonee Falls	WI	53051
88	David Bruce Auto Center Inc. DBA David Bruce Jeep	26280	555 Latham Drive	Bourbonnais	IL	60914
89	Delmar Haynes Jeep-Eagle dba Delmar Haynes	23833	2939 Airport Highway	Alcoa	TN	37701
90	Delzell Motor Co. DBA Deery Dodge Chrysler	58934	200 S. Gear Avenue	West Burlington	IA	52655

Affected Dealers

	Dealership	Dealer Code	Street Address	City	State	Zip
91	Dependable Dodge, Inc.	57555	1440 U.S. #1	Vero Beach	FL	32960
92	Des Moines Chrysler Plymouth, Inc. DBA Des Moines Chrysler	66517	4410 Merle Hay Road	Des Moines	IA	50310
93	Dodge of Englewood, Inc. DBA Grand Dodge of Englewood, Inc.	44470	60 Rockwood Place	Englewood	NJ	07631
94	Dominion Car Company	42246	1259 E. Main Street	Salem	VA	24153
95	Don Phillips & Son Interprises, Inc. DBA Don Phillips Jeep	26190	1820 Rosemont Avenue	Frederick	MD	21702
96	D-Patrick, Inc.	23717	200 N. Green River Road	Evansville	IN	47715
97	Drake Chrysler Dodge Jeep	43097	912 N. Main Street	Monticello	KY	42633
98	Draper Chevrolet Co. dba Draper Dodge	44571	4200 Bay Road	Saginaw	MI	48603
99	Dulles Motor Cars, Inc. dba Dulles Jeep	26413	107 Catoctin Circle Southeast	Leesburg	VA	20175- 3712
100	Duvall Chrysler Dodge Jeep, Inc.	60387	396 Hiway 441 South	Clayton	GA	30525
101	E H Green Motors, Inc.	56259	700 Voss Ave., PO Box 744	Odem	TX	78370
102	Ed Payne Motors LLP dba Ed Payne Jeep	26447	2401 E Expressway 83	Weslaco	TX	78596
103	Ed Schmidt Pontiac-GMC Truck DBA Ed Schmidt Jeep Eagle	26571	26875 N. Dixie Highway	Perrysburg	OH	43551
104	Eddie Cordes Jeep Dodge, LLC	23893	4800 NW Cache Road	Lawton	OK	73505
105	Edenton Motors, Inc.	43828	North Broad Street Extension	Edenton	NC	27932
106	Edwards Auto Sales Co., Inc.	24032	3440 Blue Ridge Blvd., PO Box 709	Walhalla	SC	29691
107	EJE, Inc. DBA North County Jeep	26579	450 W. Vista Way	Vista	CA	92083
108	EI Dorado Motors, Inc. DBA EI Dorado Chrysler Jeep	68399	2110 N. Central Expressway	McKinney	TX	75070- 3744
109	Elm Auto Sales, Inc.	23127	23 Kearny Avenue	Kearny	NJ	07032- 2389
110	Ertley Chrysler-Jeep-Dodge LLC	60011	4225 Birney Ave.	Moosic	PA	18507
111	Evansville Chrysler Inc.	66101	4000 Division	Evansville	IN	47715
112	Extreme Jeep Inc.	26632	3017 West Route 120	McHenry	IL	60050
113	Faw's Garage	62044	Main Street	Arapahoe	NE	68922
114	Fiesta Lincoln Mercury Ltd DBA Fiesta Auto Center	43884	6320 Bandera Road	San Antonio	TX	78238
115	Fisher Motors, Inc.	23691	1111 20th Ave SW P.O. Box 1696	Minot	ND	58701
116	Fitzgerald Auto Mall, Inc. - JJF Management Services, Inc.	43286	11411 Rockville Pike	Kensington	MD	20895
117	Fitzgerald Motors - JJF Management Services, Inc.	26309	11411 Rockville Pike	Kensington	MD	20895
118	Flanagan's, Inc.	24148	1700 Stephens	Missoula	MT	59801
119	Fort Morgan Auto Center Inc.	45143	1010 West Platte Avenue	Fort Morgan	CO	80701- 2950
120	Fox Hills Chrysler Jeep	66924	111 W. Ann Arbort Road	Plymouth	MI	48170
121	Frank Kent Dodge, LLC	45402	3435 West Loop 820 South	Fort Worth	TX	76116
122	Frostrom & Sons, Inc.	23292	1727 Market Street	Pocomoke City	MD	21851

Affected Dealers

	Dealership	Dealer Code	Street Address	City	State	Zip
123	FT Automotive II, LLC DBA United Dodge	45336	5750 Sky Point Drive	Las Vegas	NV	89130
124	G. Spitler Inc. dba Buzz Leonard Chrysler Jeep	60157	622 W. 15th Street	Panama City	FL	32401
125	Gene Beltz Shadeland Dodge, Inc.	57694	1630 N. Shadeland Avenue	Indianapolis	IN	46219
126	Gil's Jeep, Inc.	23034	50 Portsmouth Avenue	Stratham	NH	03885-2523
127	Golden Motors Inc. dba Venice Chrysler	68423	1550 S. Tamiami Trail	Venice	FL	34293
128	Golick Chrysler Jeep	23492	600 7th Street	Pitcairn	PA	15140
129	Graft Chrysler Dodge Jeep Inc.	41555	301 N. Broadway	Scottsdale	PA	15683
130	Grafton Dodge	44803	6326 George Washington Hwy.	Grafton	VA	23692
131	Graham Dealership Companies DBA Graham Jeep	26407	1515 W. Fourth Street	Mansfield	OH	44906
132	Grayson Pontiac dba Grayson Jeep-Eagle	23829	8729 Kingston Pike	Knoxville	TN	37923
133	Great Northern Dodge	42331	26100 Lorain Road	North Olmsted	OH	44070
134	Greenway Chrysler Jeep DBA Atlanta Chrysler Jeep Dodge	45343	9051 E. Colonial Drive	Orlando	FL	32817
135	Gregory Chrysler Jeep	68851	18850 W. Grand Avenue	Lake Villa	IL	60046
136	Gribble's River Valley Motors dba River Valley Chrysler Jeep	62888	1903 Riverway Drive	Lancaster	OH	43130
137	Grubbs Chrysler Jeeb dba Grubbs Nissan Mid-Cities Ltd.	67552	P.O. Box 845, 310 Airport Freeway	Bedford	TX	76022
138	Gunning Motors, Inc. Manassas Dodge	43866	9020 Liberia Avenue	Manassas	VA	20110
139	Gurley-Leep Dodge, Inc.	44188	5201 N. Grape Road	Mishawaka	IN	46545
140	H.E. Wagner Motor Sales Co., Inc.	54231	76 Valley Pike	Johnstown	PA	15905-4191
141	Hahn Motor Company	9066	1201 South 1st Street, PO Box 382	Yakima	WA	98901
142	Hamilton Chrysler	64980	1240 Route #33, PO Box 2670	Hamilton Square	NJ	08690
143	Hamilton Fairfield Dodge Jeep	44355	790 South Erie Highway	Hamilton	OH	44355
144	Hanford Chrysler Dodge Jeep dba Liberty Chrysler Dodge Jeep	68266	3400 McCall Ave, Suite #100	Selma	CA	93662
145	Harlan Auto Mart	62418	PO Box 511, 2204 Chatburn Avenue	Harlan	IA	51537
146	Harry Green Chevrolet Jeep	23259	U.S. Rte 50 East	Clarksburg	WV	26301
147	Harry Lewis C-P, Inc.	42898	P.O. Box 74, 196 Alabama Boulevard	Jackson	GA	30233
148	Harvey M Harper Co. dba Harper Jeep Country	24181	4800 N. US Highway 101	Eureka	CA	95503
149	Hill County C-D-J Products, LLC, dba, Mike Craig Chrysler-Dodge-Jeep-Hillsboro	45367	306 Southwest I 35	Hillsboro	TX	76645-2662
150	Holdiman Motor, Inc.	66086	4325 University Avenue	Cedar Falls	IA	50613
151	Hondru Chrysler, Inc.	67813	700 Lancaster Road, PO Box 216	Manheim	PA	17545
152	Hoover Chrysler Jeep	65009	2250 Savannah Highway	Charleston	SC	29414

Affected Dealers

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153	Hoover Chrysler Jeep	42133	195 Mary Meade Drive	Summerville	SC	29483
154	I. M. Jarrett and Son Inc.	57987	335 S. York Road	Hatboro	PA	19040
155	Isakson Motor Sales Inc.	64540	3530 North Hobart Road	Hobart	IN	46342
156	Jack Dimond L-M Inc. DBA Jack O'Diamonds	42384	127 S. Spur 63	Longview	TX	75601
157	Janzen, Inc. dba Janzen Jeep	26531	PO Box 989, 2602 N. Van Buren St.	Enid	OK	73703-1712
158	Jelmac, LLC DBA Westwood Chrysler Jeep	60014	20 Kinderkamack Road	Westwood	NJ	07675
159	JHS Business Associates Inc. dba Crossroads Superstore	44970	1701 South Mississippi	Atoka	OK	74525
160	Jim Clark Motors, Inc.	58812	2121 W. 29th Terr.	Lawrence	KS	66047
161	Jim Fiore Motors dba Fiore Chrysler Jeep	60214	P.O. Box 1033, Rte. 36 Logan Blvd	Altoona	PA	16603
162	Jim Marsh American Corp dba Jim Marsh Chrysler Jeep	26717	8555 W. Centennial Parkway	Las Vegas	NV	89149
163	JJ Flynn, Inc. dba John Flynn Chrysler Jeep	60356	6225 Ridge Ave	Philadelphia	PA	19128-2630
164	Joe Ricci Dodge of Dearborn LLC	44350	14765 Michigan Avenue	Dearborn	MI	48126
165	John Cullen Dodge, LLC	45387	40 Walt Sanders Memorial Drive	Newnan	GA	30265-2169
166	John P. Hughes Motor Co.	51448	PO Box 898	Lynchburg	VA	24505
167	John Quaden Dodge Inc.	58391	W127 E. Wis. Ave. P.O. Box 145	Okauchee	WI	53069
168	Johnson Motors of St. Croix	45263	2180 Highway 8	St. Croix Falls	WI	54024
169	Jones Ford Mercury LLLP dba Jones Chrysler Dodge Jeep	42779	781 W. Wickenburg Way	Wickenburg	AZ	85390
170	Kalmar Motor Sales, Inc.	23502	603 State Route 66	Leechburg	PA	15656
171	Kern Motor Company, Inc.	23318	2110 Valley Avenue	Winchester	VA	22601
172	Kerry Chrysler Jeep Dodge, Inc.	44717	602 Main Street, Suite 302	Cincinnati	OH	45202
173	Key Buick-Pontiac-Dodge, Inc. DBA Key Auto Mall	42569	3700 16 Street	Moline	IL	61265
174	Keystone Dodge, Inc.	41281	2350 Lehigh Street	Allentown	PA	18103
175	King Auto Group	26758	1800 Industrial Circle	Longmont	CO	80501
176	Kirby Oldsmobile DBA Jeep of Ventura	24101	6424 Auto Center Drive	Ventura	CA	93003
177	Kobza Motors, Inc.	67102	566 E. Street	David City	NE	68632
178	Kobza Motors, Inc.	67102	566 E Street	David City	NE	68632
179	Kovatch Buick-Oldsmobile dba Kovatch Jeep	23235	423 West Catawissa St.	Nesquehoning	PA	18240
180	Krebs Chrysler Jeep, Inc.	62431	1015 Wm. Flynn Highway Rte 8	Glenshaw	PA	15116
181	Krebs Motors North, Inc. DBA Krebs Dodge	26616	100 Krebs Drive	Gibsonia	PA	15044
182	Lakeforest Chrysler Jeep, Inc. - JJF Management Services, Inc.	66264	11411 Rockville Pike	Kensington	MD	20895
183	Lakes Chrysler Jeep Ltd.	26448	36 Laconia Road Rt. 106	Belmont	NH	03220
184	Lakewood Chrysler-Plymouth, Inc. dba Medved Chry-Jeep, Inc.	63829	11201 West I-70 Frontage Rd. N.	Wheat Ridge	CO	80033
185	Lawrence Motor Company, Inc. dba Airport Chrysler Jeep	39517	5400 South Laburnum Ave.	Richmond	VA	23231

Affected Dealers

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186	Layton Dodge Inc dba Cutrubus Motors Chrysler Jeep	68270	1234 North Main Street	Layton	UT	84041
187	Leglue Automotive, Inc.	26548	4601 Coliseum Boulevard	Alexandria	LA	71303
188	Lenihan Jeep, Inc.	23185	Route 451 Route 73 SOUTH	Marlton	NJ	08053
189	Leskovar Jeep-Eagle	24143	3020 West Clearwater	Kennewick	WA	99336
190	Lieberth and Sons Dodge	42801	303 Hulton Road	Oakmont	PA	15139
191	Lima Auto Mall, Inc.	26594	2200 North Cable Road	Lima	OH	45805
192	Livonia Chrysler Jeep	66415	30777 Plymouth Road	Livonia	MI	48150
193	Los Feliz Ford, Inc. dba Star Chrysler Jeep	24118	1401 S. Brand Blvd.	Glendale	CA	91204-2809
194	Lou Bachrodt Chevrolet Company dba Lou Bachrodt Jeep	23616	7070 Cherryvale N. Blvd.	Rockford	IL	61112
195	Lunt Motor Co.	54409	39 So. Main Street, PO Box 899	Cedar City	UT	84720
196	M & M Dodge Inc.	59731	3220 MacArthur Drive	Alexandria	LA	71301
197	Manuel Dodge LTD	41933	1295 N. Central Expressway	Richardson	TX	75080
198	Marketplace Chrysler, Inc.	66785	3755 West Henrietta Road	Rochester	NY	14623
199	Marstaller Motors, Inc.	23903	3000 Speight	Waco	TX	76711
200	Maurice Schwartz & Sons Inc. dba Schwartz Chrysler	8760	585 Shrewsbury Ave.	Shrewsbury	NJ	07702
201	Mauro Motors Inc.	5977	611 Amboy Avenue	Woodbridge	NJ	07095
202	Medlyn Motor, Inc.	23059	441 Elm Street	Milford	NH	03055
203	Midtown Motors, Inc. d/b/a John Howard	60256	1730 Mileground Road	Morgantown	WV	26505-3753
204	Mike Finnin Motors Inc.	23754	4355 Dodge Street	Debuque	IA	52003
205	Milam Jeep Mazda Inc. dba Milam Jeep	24170	608 River Road	Puyallup	WA	98371
206	Miller Motor Car Corporation	25064	4455 Vestal Parkway	Vestal	NY	13850
207	Mitch Crawford's Holiday Motors Co. dba Mitch Crawford's Holiday Chrysler	62078	9209 E. 350 Hwy.	Raytown	MO	64133
208	Monarch Dodge, Inc.	41322	2000 N. SR 7	Lauderdale Lakes	FL	33313
209	Monicatti Chrysler Jeep Sales, Inc.	61888	40755 Van Dyke Avenue	Sterling Heights	MI	48313
210	Morong Brunswick Jeep	23026	P.O. Box 697	Brunswick	ME	04011
211	Motor Inn Auto Group - Inc.	68496	PO Box 434, 114 S. 6th St.	Estherville	IA	51334
212	Motor Inn of Le Mars, Inc.	44748	PO Box 238, 205 5th Ave. NW	Le Mars	IA	51031
213	Motor Mart Auto Sales, Inc. DBA Motor Mart Dodge	42375	800 Washington Street	South Attleboro	MA	02703
214	MotorQuest of Jackson LLC	68868	3500 Page Avenue	Jackson	MI	49203
215	Mt. Clemens Dodge, Inc.	59244	43774 Gratiot Avenue	Clinton Township	MI	48036
216	Mueller Chrysler Inc.	64826	2060 Omro Road	Oshkosh	WI	54904
217	Neosh Chrysler-Dodge-Jeep	44703	180 S. Highway 71	Neosho	MO	64850
218	New City Auto Sales, Inc.	41090	2813 Pennsylvania Ave.	Weirton	WV	26062-3792

Affected Dealers

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219	Obaugh Ford Inc. dba Paul Obaugh Chrysler	66673	13 Lee Jackson Highway	Staunton	VA	24401
220	Ogden Chrysler, Inc. DBA Bill Kay's Chrysler of Downers Grove	65746	2100 Ogden Ave.	Downers Grove	IL	60515-2618
221	Orleans Dodge Chrysler Jeep LLC	45231	13000 I-10 Service Road	New Orleans	LA	70128
222	Orrin B. Hayes, Inc. dba Orrin B. Hayes Jeep-Eagle	26160	543 W. Michigan	Kalamazoo	MI	49007-3796
223	Ourisman Chantilly, Inc. DBA Ourisman Chantilly Dodge	45312	4105 Auto Park Circle	Chantilly	VA	20151
224	Owosso Motors, Inc. DBA Signature Jeep Eagle	26135	1960 E. Main Street	Owosso	MI	48867
225	P.K. Smith Motors, Inc.	43076	1103 West Court Street	Winnfield	LA	71483
226	Painter Sales and Leasing DBA Painter Chrysler-Dodge-Jeep	67360	1100 N. Main Street	Nephi	UT	84648
227	Palmer Dodge West, Inc.	42224	5051 Pike Plaza Road	Indianapolis	IN	46254
228	Palmer Dodge, Inc.	55483	4545 E. 96th Street	Indianapolis	IN	46240
229	Patrick Pontiac Inc. dba Patrick Jeep	23548	4700 W. Henrietta Road	Henrietta	NY	14467
230	Pen Motors dba Miller Hill Chrysler Jeep	26517	4710 Miller Trunk Highway	Duluth	MN	55811
231	Preston Auto Mall (Chrysler and Jeep)	68662	3843 Youngstown Road SE	Youngstown	OH	44484-2895
232	Preston Chrysler Jeep, Inc.	63181	13439 Preston Road	Dallas	TX	75240
233	Pride Chrysler Jeep	67773	11 Taunton Avenue	Seekonk	MA	02771
234	Ray's Ford-Mercury Inc. dba Ray's Chrysler Dodge Jeep	67191	385 ByPass Rd.	Brandonburg	KY	40108
235	Raytown Dodge Company	41450	10000 E. 350 Hwy	Raytown	MO	64138
236	Reed Brothers Dodge, Inc.	54193	15955 Frederick Road	Rockville	MD	20855
237	Regal Pontiac, Inc. DBA Regal Jeep	23973	2615 Lakeland Hills Boulevard	Lakeland	FL	33805
238	Reuther Dodge, LLC	45357	11654 Olive Boulevard	Creve Coeur	MO	63141
239	Reuther Investment Company dba Reuther Chrysler Jeep and Dodge	23738	11654 Olive Boulevard	Creve Coeur	MO	63141
240	RFJS Company, LLC DBA Frederick Chrysler Jeep Dodge	56617	7871 Market Street	Boardman	OH	44512
241	Rhoden Auto Centere, Inc.	66787	3400 South Expressway	Council Bluffs	IA	51501
242	Richard Chrysler Jeep Dodge, Inc.	68218	1845 E. Main Street	St. Charles	IL	60174
243	River Oaks Chrysler Jeep	67508	17225 Torrence Ave.	Lansing	IL	60438-1086
244	Roberts Motors, Inc.	66786	4350 Alby	Alton	IL	62002
245	Rock of Texas Automotive Inc. DBA Baytown Chrysler Jeep Dodge	60020	5225 I-10 East	Baytown	TX	77521
246	Roger Jobs Motors, Inc. dba Roger Jobs Jeep	24130	2200 Iowa St.	Bellingham	WA	98229-4722
247	Rogers Dodge, Inc. dba Rogers Dodge of Alvin	45044	2616 N. BYPASS 35	Alvin	TX	77511
248	Rohr-Alpha Motors, Inc. dba Arlington Chrysler Jeep Dodge	60230	925 W. Dundee Road	Buffalo Grove	IL	60089
249	Ron Willey Ford Inc.	23561	1155 South G Avenue	Nevada	IA	50201
250	Russo Group Enterprises, Inc. DBA Lochmoore Chrysler Jeep	63391	18165 Mack Avenue	Detroit	MI	48224-1444

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251	S.J. Marnance Inc dba Schoenhard Ford-Dodge	43990	101 Second Street Southwest	Huron	SD	57350-2502
252	Salem Chrysler Jeep, Inc.	63051	5010 Salem Ave	Dayton	OH	45426-2095
253	San Juan Motors, Inc. DBA Pollard Brothers Motors LTD	24258	1880 North Townsend Avenue	Montrose	CO	81401
254	Sarasota Chrysler	67768	6826 S. Tamiami Trail	Sarasota	FL	34231
255	Savannah Dodge, Inc.	44569	7011 Abercorn Extension, PO Box 16477	Savannah	GA	31406
256	Saylor Motor Co. Inc.	56006	301 N. Center Ave., PO Box 228	Somerset	PA	15501-1429
257	Scholtes Motors, Inc. dba Scholtes Auto World	39834	1215 Sherwood Ave.	Worthington	MN	56187
258	SCK, Inc. dba Brewer Jeep	26795	2020 Mabry Drive	Clovis	NM	88101
259	Scotia Motors Dodge	54885	110 Mohawk Avenue	Scotia	NY	12302
260	Sexton Chevrolet Cadillac Inc dba Sexton Chry-Plym-Dodge-Jeep-Eagle	24282	261 South roane St., PO Box 729	Harriman	TN	37748
261	Sheppard Motors Ltd.	24138	2300 West 7th	Eugene	OR	97402
262	Shoemaker's Jeep Inc.	23178	4131 Walbert Ave.	Allentown	PA	18104-1626
263	Skagit Auto Center, Inc.	26619	640 Auto Blvd	Burlington	WA	98233
264	Snow LLC DBA Champion Chrysler Dodge Jeep	44620	2321 Highway 155 N	Palestine	TX	75801
265	Sonju Two Harbors LLC	67008	1701 West Michigan Street	Duluth	MN	55806
266	Sorg South Inc.	45397	2845 N. Detroit Street	Warsaw	IN	46582
267	South Charlotte Chrysler Jeep Dodge	45314	7601 South Blvd	Charlotte	NC	28273-6917
268	South Holland Dodge, Inc.	43020	113 W. 162nd Street	South Holland	IL	60473
269	South Shore Chrysler	64030	178 Washington St., PO Box 850-909	Braintree	MA	02184
270	Southeast Automotive, Inc. DBA Southeast Chrysler Jeep Dodge	23926	2800 Nolensville Road	Nashville	TN	37211-2240
271	Southeast/Signature Motors, Inc.	68230	2203 North West Broad Street	Murfreesboro	TN	37129
272	Southlake Dodge, Inc.	41575	4191 E. Lincoln Highway	Merrillville	IN	46410
273	Sowell Auto, Inc. dba Dodge City Chry-Jeep	43120	79025 Hwy 111	La Quinta	CA	92253
274	St. Pete Jeep Chrysler	26318	2500 34th Street N	St. Petersburg	FL	33713
275	Star Chrysler, Inc. DBA Bill Kay's Naperville Chrysler	67592	1550 West Ogden Avenue	Naperville	IL	60540-3907
276	Stearns Chrysler-Jeep Inc	68206	327 Auto Park Dr., PO Box 1309	GRAHAM	NC	27253
277	Steven Chrysler-Jeep-Dodge, Inc.	66735	11028 W. Kellogg	Wichita	KS	67209
278	Subway Motors Co	41024	115 S. Hwy 6	Milford	NE	68405
279	Sullivan Brothers Chrysler Dodge, Inc.	68558	5 Gallan Road	Kingston	MA	02364
280	Sunshine Dodge	41373	840 S. Harbor City Boulevard	Melbourne	FL	32901-1999
281	Superior Motors Inc.	24026	835 Five Chop Rd, PO Box 649	Orangeburg	SC	29115-0649

Affected Dealers

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282	T&K Automotive Investments, Inc. dba Burlingame Chrysler Jeep Dodge	45438	1025 Rollins Road	Burlingame	CA	94010-2501
283	Tamaroff Dodge	43581	28585 Telegraph	Southfield	MI	48034
284	Tarbox Motors, Inc.	23061	1100 Tower Hill Road	North Kingstown	RI	02852
285	Taylor & Sons Inc. dba Taylor-Parker Motor Company	67959	P.O. Box 580, 300 Cedar Street	Sandpoint	ID	83864
286	Ted Britt of Fredericksburg, Inc. Britt Chrysler Jeep	67720	3427 Jefferson Davis Highway	Fredericksburg	VA	22401
287	Ted Miles Jeep Inc.	26031	7380 El Camino Real	Atascadero	CA	93422-4629
288	Tenafly Chrysler Jeep Inc.	23109	95 County Road	Tenafly	NJ	07670
289	Terry Chrysler-Jeep, Inc.	67314	873 Saratoga Road, Rt 50, PO Box 398	Burnt Hills	NY	12027
290	Terry Sligh Automotive Inc.	66576	1630 2nd Avenue E.	Oneonta	AL	35121
291	Thomas Sales & Service, Inc. DBA TS&S	41927	2060 NE Highway 20	Bend	OR	97701
292	Thomaston Ford, Inc. - DBA Thomaston Chrysler Dodge Jeep	67885	1011 Hwy 19 North, P.O. Box 1153	Thomaston	GA	30286
293	Timberline Dodge, Inc. dba Timberline Chrysler Jeep Dodge	42184	2406 NE Sandy Boulevard	Portland	OR	97232
294	Tomkinson Dodge	44091	929 Avenue of Autos	Fort Wayne	IN	46804
295	Tommy Manuel Chrysler Plymouth Jeep Inc.	68987	1295 N. Central Expressway	Richardson	TX	75080
296	Transit LLC DBA Maple Hill Chrysler	68591	5622 West Main Street	Kalamazoo	MI	49009
297	Transportation Center of Louisville, Inc. DBA Montrose Chrysler	67660	3960 Medina Road	Akron	OH	44333
298	Tysinger Motor Company, Inc. dba Tysinger Dodge	55022	2712 Magruder Blvd.	Hampton	VA	23666
299	Uftring Ford dba Uftring Jeep	26040	500 Fairlane Dr.	East Peoria	IL	61611
300	Uftring Ford, Inc. dba Uftring Chrysler	60297	3905 N. University St.	Peoria	IL	61614-6938
301	Underriner Motors, Inc.	24222	607 N 30th St.	Billings	MT	59101-1194
302	United Chrysler Dodge Inc.	67689	1700 Forrest Street	Dyersburg	TN	38024
303	University Park Auto, Inc. dba O'Brien Chrysler of Urbana	68730	1111 O'Brien Drive	Urbana	IL	61801
304	Van Burkleo Motors, Inc.	23861	3201 North 10th Street	McAllen	TX	78501
305	Van Lieshout & Simon Dodge	51825	225 Dodge Street	Kaukauna	WI	54130-2531
306	Vero Beach Lincoln-Mercury, Inc. DBA Vero Beach Jeep	23998	1066 U.S. 1	Vero Beach	FL	32960
307	Vic Osman Lincoln-Mercury Inc dba Osman Jeep	23975	625 East NASA Boulevard	Melbourne	FL	32901-1986
308	Village Chrysler-Jeep, Inc	23388	31200 Woodward Avenue	Royal Oak	MI	48073
309	Waco Dodge Sales, Inc.	41132	1220 N. Valley Mills Drive	Waco	TX	76710
310	Waikem Motors Inc. dba Waikem Chrysler Jeep	65884	3716 Lincoln Way East	Massillon	OH	44646-8609
311	Walker Motors, Inc.	23005	265 River Street	Montpelier	VT	05602
312	Wallace Chrysler Jeep, LLC	26763	5555 South U.S. #1	Ft. Pierce	FL	34982

Affected Dealers

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313	Weinberg Dodge, Inc.	58678	13100 South 71 Hiway	Grandview	MO	64030
314	West End Garage, Inc.	6948	965 St. George Ave.	Rahway	NJ	07065
315	Westminster Dodge, Inc.	41718	710 Morrissey Boulevard	Dorchester	MA	02122
316	Westside Dodge, Inc.	44609	201 Hansel Boulevard	North Aurora	IL	60542
317	Wharton Cadillac-Olds Co DBA Wharton Jeep	23289	P.O. Box 1308, 1225 7th Street	Parkersburg	WV	26101
318	Wheaton Dodge City, Inc. - JJF Management Services, Inc.	59786	11411 Rockville Pike	Kensington	MD	20895
319	Wheeler Leasing Co. II Inc. dba Wheeler Jeep	24191	350 Colusa Avenue, P.O. Box 1150	Yuba City	CA	95992
320	Willey, Inc.	68156	123 Airport Road, PO Box 531	Ames	IA	50010
321	William T. Pritchard, Inc.	57104	304 South Cayuga Street Box 548	Ithaca	NY	14851
322	Wilson Dodge, Inc.	43679	4200 Lakeland Drive	Flowood	MS	39232
323	Wissler Motors, Inc.	23196	1205 W. Main Street	Mount Joy	PA	17552
324	Woodbridge Nissan Corp. dba Cowles Nissan Chrysler	66910	14777 Jefferson Davis Highway	Woodbridge	VA	22191
325	Wyckoff Chrysler	67977	290 Franklin Ave.	Wyckoff	NJ	07481- 2815
326	Young Volkswagen Inc. dba Young Dodge	42507	191 Commerce Park Drive	Easton	PA	18045
327	Zimmer Motor Inc. dba Zimmer Chrysler-Jeep	66559	1086 Burlington Pike	Florence	KY	41042- 1236