

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

DONALD JOHNSON, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

JAMES D. ALJIAN, KIRK KERKORIAN, and
TRACINDA CORPORATION,

Defendants.

Case No. CV 03-5986 DMG (PJWx)

The Honorable Dolly M. Gee

**NOTICE OF (1) PROPOSED SETTLEMENT WITH DEFENDANTS,
(2) MOTION FOR ATTORNEYS' FEES AND EXPENSES, AND
(3) SETTLEMENT FAIRNESS HEARING**

*IF YOU PURCHASED OR OTHERWISE ACQUIRED DAIMLERCHRYSLER AG ("DCX") COMMON STOCK DURING THE FOLLOWING TIME PERIODS: (1) MARCH 19, 1999 THROUGH MARCH 26, 1999, (2) APRIL 6, 1999 THROUGH APRIL 12, 1999, AND/OR (3) JUNE 3, 1999 THROUGH JUNE 15, 1999, AND WERE DAMAGED THEREBY, YOU MAY BE ELIGIBLE TO RECEIVE A PAYMENT FROM A CLASS ACTION SETTLEMENT.*¹

A federal court authorized this Notice. This is not a solicitation from a lawyer.²

Securities and Time Period of Potential Eligibility: DCX common stock purchased or otherwise acquired during the following time periods: (1) March 19, 1999 through March 26, 1999, (2) April 6, 1999 through April 12, 1999, and/or (3) June 3, 1999 through June 15, 1999.

Settlement Amount and Statement of Recovery: The proposed Settlement includes a payment by the Defendants of \$8,100,000 in cash. The DCX Class will also receive interest on the Settlement Amount under the terms of the Settlement. Based on the Class Representatives' estimate of the number of shares of DCX common stock entitled to participate in the Settlement,³ and assuming that all such shares are entitled to participate do so, the Class Representatives estimate that the average recovery per damaged share of DCX common stock would be approximately \$0.33 per share before deduction of Court-awarded attorneys' fees and expenses. **Please Note: This average is only an estimate, and is before deduction of Court-approved fees and expenses.** Any recovery you may receive will depend on: (1) the number of valid Proofs of Claim filed; (2) when Persons included in the DCX Class purchased and/or acquired their DCX common stock; (3) administrative costs, including the costs of notice, for the Action; (4) the amount awarded by the Court in connection with attorneys' fees and expenses; and (5) the amount awarded by the Court to the Class Representatives in connection with their representation of the DCX Class. Any distributions to DCX Class Members will be made based on the Plan of Allocation set forth in this Notice or other plan of allocation as may be ordered by the Court. See Plan of Allocation set forth in Question 9.

The Lawsuit: The Settlement resolves class action litigation over whether Tracinda, on certain dates during the relevant time period, executed sales of its DCX common stock in violation of the federal securities laws due to its possession of, and failure to disclose, material, nonpublic information concerning DCX's projected cash flow decline. See Question 2 below for more information.

Attorneys' Fees and Expenses: Class Counsel, which has been appointed by the Court, has litigated this Action on a contingent basis and has conducted this litigation and advanced the expenses of litigation with the expectation that if it was successful in recovering money for the DCX Class, it would receive fees and be reimbursed for its litigation expenses from any recovery that is obtained, as is customary in this type of litigation. Class Counsel will apply to the Court for attorneys' fees not to exceed 33 $\frac{1}{3}$ % of the Settlement Amount and reimbursement of litigation expenses not to exceed \$400,000, plus interest on both amounts, all to be paid from the DCX Gross Settlement Fund. If the above amounts are requested and approved by the Court, the average cost per share of common stock will be \$0.13. **Please**

¹ These three date ranges reflect the Court's February 13, 2009 Order certifying a class consisting of all persons and entities who purchased or otherwise acquired DCX common stock contemporaneously with Tracinda's sales of DCX stock on March 19, 1999, March 22, 1999, April 6, 1999, April 8, 1999, June 3, 1999, June 4, 1999, June 8, 1999, June 10, 1999, and June 11, 1999, and who were damaged thereby, as well as the Court's conclusion that purchases made within four days after Defendants' sales of DCX common stock are properly treated as contemporaneous trades. See Order Granting Plaintiffs' Motion for Class Certification (Dkt. No. 199) at 18, 16. (Note that in the Court's Order of February 13, 2009, it appears that when the Court listed the operative transaction dates, the Court inadvertently listed March 18, 1999 instead of March 19, 1999, and omitted June 10, 1999. The Parties agree that the dates listed above constitute the correct operative transaction dates under the Court's Order.)

² This Notice includes at the end an Appendix of definitions of certain terms. All terms appearing in the Appendix carry their respective definitions set forth in the Appendix whenever such terms are used in this Notice.

³ The Class Representatives estimate that approximately 24,680,800 shares of DCX common stock were purchased and/or acquired and potentially damaged during the Class Period.

QUESTIONS? CALL TOLL-FREE 1(888) 291-8049 OR VISIT WWW.GARDENCITYGROUP.COM

note that this amount is only an estimate. In addition, the Class Representatives may seek reimbursement from the DCX Gross Settlement Fund in an amount not to exceed \$35,000 for reasonable costs and expenses (including lost wages) incurred by the Class Representatives in connection with their representation of the DCX Class.

Deadlines: Submit Proof of Claim: August 13, 2010
 Request Exclusion: August 13, 2010
 File Objection: August 13, 2010
Court Hearing on Fairness of Settlement: September 10, 2010 at 2:00 pm

More Information: Claims Administrator: Johnson v. Aljian, et al.
 c/o The Garden City Group, Inc.
 Claims Administrator
 P.O. Box 9413
 Dublin, OH 43017-4513
 (888) 291-8049

Class Counsel:
 John A. Kehoe, Esq.
 Christopher L. Nelson, Esq.
 Jennifer L. Enck, Esq.
**Barroway Topaz Kessler
 Meltzer & Check, LLP**
 280 King of Prussia Road
 Radnor, PA 19087
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Your legal rights are affected whether you act or do not act. Please read this Notice carefully.

The Circumstances of the Settlement

The principal reason for the Class Representatives' consent to the Settlement is to provide an immediate benefit to the DCX Class. This benefit must be compared to the risk that a lesser recovery, or even no recovery at all, might be achieved after further litigation, including a trial and likely appeals, possibly years into the future. While Class Counsel believes the claims alleged in this Action were meritorious and would ultimately result in a verdict for the DCX Class, it also recognizes that a trial is a risky proposition and that the Class Representatives and DCX Class might not prevail on all their claims. If the Action were to proceed, the Class Representatives would have to overcome significant defenses, particularly with respect to proving scienter. Further, the Parties disagree about, *inter alia*: (1) whether Tracinda was in possession of material, non-public information regarding DaimlerChrysler; (2) whether Tracinda acted on alleged material, non-public information regarding DaimlerChrysler when it sold its shares of DCX common stock during the relevant time period; (3) whether the Class Representatives sold shares of DCX common stock contemporaneously with Tracinda's sales of DCX common stock; and (4) the measurement of damages. If the Action went to trial, the extent of Defendants' liability, to the extent a jury found Defendants liable, and the measure of the DCX Class' damages, would be contested. This Settlement therefore enables the DCX Class to recover \$8,100,000 without incurring any additional risk or costs. As a result, the Class Representatives believe this Settlement is a fair, reasonable, and adequate recovery for the DCX Class.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM	The only way to receive a payment from the DCX Net Settlement Fund. The deadline for submitting a claim form is August 13, 2010.
EXCLUDE YOURSELF	Receive no payment from the DCX Net Settlement Fund. This is the only option that allows you to participate in another lawsuit against the Defendants or the Released Parties concerning the Released Claims or Unknown Claims. The deadline for filing a request to exclude yourself from the DCX Class is August 13, 2010.
OBJECT	You may write to the Court if you do not like this Settlement, the Plan of Allocation, Class Counsel's request for attorneys' fees and expenses, or the Class Representatives' request for reimbursement of their costs and expenses. The deadline for filing an objection is August 13, 2010.
GO TO A HEARING	You may ask to speak in Court about the fairness of the Settlement.
DO NOTHING	Receive no payment from the DCX Net Settlement Fund and give up your rights with regard to the claims in this lawsuit.

- These rights and options – **and the deadlines to exercise them** – are explained in this Notice. Please note the date of the Settlement Fairness Hearing – currently scheduled for **September 10, 2010** – is subject to change without further notice. If you plan to attend the hearing, you should check the website, www.gardencitygroup.com, or with Class Counsel (using their contact information set forth above) to be sure that no change to the date and time of the hearing has been made.

- The Court in charge of this Action still has to decide whether to approve the Settlement. Payments to DCX Class Members will only be made if the Court approves the Settlement, and that approval is upheld if any appeals are filed. Please be patient.

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BASIC INFORMATION

1. Why Did I Receive This Notice Package?

You or someone in your family may have purchased or acquired DCX common stock during the following time periods: (i) March 19, 1999 through March 26, 1999, (ii) April 6, 1999 through April 12, 1999, and/or (iii) June 3, 1999 through June 15, 1999.

If this description applies to you, you have a right to know about a proposed Settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after any objections or appeals are resolved, the Claims Administrator appointed by the Court will make the payments as provided by the Settlement.

This Notice and accompanying documents explain the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to receive them.

2. What Is This Lawsuit About?

On August 21, 2003, a securities class action was filed in the United States District Court for the Central District of California against Tracinda and certain of the Company's employees. On January 23, 2004, the First Amended Complaint was filed, alleging violations of: (i) Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), and Rules 10b-5 and 10b5-1 promulgated thereunder, (ii) Section 20(a) of the Exchange Act, and (iii) Section 20A of the Exchange Act. The First Amended Complaint alleged that one of Tracinda's executives and long-time confidant of the owner of 100% of Tracinda's voting shares, knowingly obtained material, non-public information regarding a substantial projected decline in cash flow at DaimlerChrysler and "tipped" this material, non-public information to the owner of Tracinda's voting shares. The First Amended Complaint further alleged that thereafter, at the direction of the Company, this employee executed sales of over \$600 million worth of Tracinda's holdings in DCX common stock to members of the DCX Class, constituting insider trading in violation of the federal securities laws. The First Amended Complaint further alleged that when the material, non-public information regarding DaimlerChrysler's projected cash flow decline was made public, the price of DCX common stock declined sharply, damaging the Class Representatives and DCX Class.

Defendants moved to dismiss the First Amended Complaint on March 29, 2004. On July 30, 2004, the Court granted in part and denied in part the motions to dismiss. Specifically, the Court dismissed the claims alleged under Sections 10(b) and 20(a) of the Exchange Act and denied the motions to dismiss with respect to the claims alleged under Section 20A. Thereafter, on October 20, 2004, the Court certified the Section 20A claims for interlocutory appeal pursuant to 28 U.S.C. §1292(b) in response to a request from Defendants. On November 18, 2004, the United States Court of Appeals for the Ninth Circuit granted permission to appeal, and on June 20, 2007, affirmed the holding of this Court and remanded the action back to this Court for further proceedings.

On July 17, 2008, a group of plaintiffs moved for class certification and for appointment as class representatives. On February 13, 2009, the Court certified the proposed class, appointed Burt Fisher, Alan Percival, Leroy Unruh, Richard Pierce, John Colella, Thomas Tarantino and Edith Combs as the Class Representatives and appointed Schiffrin Barroway Topaz & Kessler, LLP (n/k/a Barroway Topaz Kessler Meltzer & Check, LLP) as Class Counsel and Lim, Ruger & Kim, LLP as Liaison Counsel.

On November 16, 2007, Defendants answered the First Amended Complaint and the Parties engaged in extensive discovery, including expert discovery. While expert discovery was ongoing, the Parties participated in formal mediation before a retired federal judge. Although the Parties did not reach an agreement at the mediation, they reached an agreement to settle the Action for a cash payment of \$8,100,000 after several weeks of additional negotiations. Thereafter, the Parties negotiated the terms of their proposed settlement and executed a Stipulation of Settlement on March 16, 2010.

3. Why Is This Action a Class Action?

In a class action, one or more people called class representatives (in this case the Court-appointed Class Representatives, Burt Fisher, Alan Percival, Leroy Unruh, Richard Pierce, John Colella, Thomas Tarantino and Edith Combs), sue on behalf of individuals and entities who have similar claims. All of these individuals and entities who have similar claims are referred to collectively as a class, or individually as a class member. One court resolves the issues for all class members, except for those who exclude themselves from the settlement. The United States District Court for the Central District of California, the Honorable Dolly M. Gee, is in charge of this Action.

4. Why Is There a Settlement?

The Court did not decide in favor of the Class Representatives or Defendants. Instead, in order to avoid the risks and costs of further litigation and trial, both sides agreed to a settlement. As explained above, the Class Representatives and their attorneys believe the Settlement is best for all DCX Class Members.

WHO IS IN THE SETTLEMENT

To see if you will receive money from this Settlement, you first have to determine if you are a DCX Class Member.

5. How Do I Know if I Am Part of the Settlement?

The DCX Class is: all persons and entities who purchased or otherwise acquired DaimlerChrysler AG common stock contemporaneously within four days of each of Tracinda's sales of DCX stock on March 19, 1999, March 22, 1999, April 6, 1999, April 8, 1999, June 3, 1999, June 4, 1999, June 8, 1999, June 10, 1999, and June 11, 1999, and who were damaged thereby, ***except those persons and entities that are excluded, as described below.***

6. What Are the Exceptions to Being Included?

Excluded from the DCX Class are: Tracinda, Kirk Kerkorian, James D. Aljian, members of the immediate family of each of the individuals herein referenced, any person who was an officer or director of Tracinda during the Class Period, any entity in which Tracinda, Mr. Kerkorian, or Mr. Aljian has or had a controlling interest, and the legal representatives, heirs, successors, or assigns of Tracinda, Mr. Kerkorian, or Mr. Aljian. Also excluded from the DCX Class are all Persons that exclude themselves from the Settlement by timely requesting exclusion in accordance with the requirements set forth herein.

7. I Am Still Not Sure if I Am Included.

If you are still not sure whether you are included, you can ask for free help. You can call the Claims Administrator, The Garden City Group, Inc., at 1-888-291-8049, for more information. Or you can fill out and return the Proof of Claim and Release form described in Question 9, to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU RECEIVE

8. What Does the Settlement Provide?

The Defendants have agreed to fund the DCX Gross Settlement Fund with the Settlement Amount. The balance of this fund, after payment of Court-approved attorneys' fees and expenses, Court-approved reimbursement to the Class Representatives, the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing notice, and other amounts as may be provided by the Settlement, the DCX Net Settlement Fund, will be divided among all DCX Class Members who timely submit valid Proofs of Claim.

9. How Much Will My Payment Be?

Each person or entity claiming to be an Authorized Claimant shall be required to submit a separate Proof of Claim signed under penalty of perjury and supported by such documents as specified in the Proof of Claim as are reasonably available to the Authorized Claimant. If you are entitled to a payment, your share of the DCX Net Settlement Fund will depend on the number of valid Proofs of Claim that DCX Class Members submit, the amount of DCX common stock you purchased and/or acquired during the relevant time period, and when you purchased/acquired and sold your DCX common stock. By following the Plan of Allocation described herein, you can calculate your "Recognized Loss." The Claims Administrator will distribute the DCX Net Settlement Fund according to the Plan of Allocation after the deadline for submission of Proofs of Claim has passed.

All Proofs of Claim must be postmarked or received by **August 13, 2010**, addressed as follows:

Johnson v. Aljian, et al.
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9413
Dublin, OH 43017-4513

Unless otherwise ordered by the Court, any DCX Class Member who fails to submit a properly completed and signed Proof of Claim within such period, or such other period as may be ordered by the Court, shall be forever barred from receiving any payments pursuant to the Stipulation, but will in all other respects be bound by all of the terms of the Settlement, including the terms of the final judgment to be entered in the Action and will be barred from bringing any Released Claim against any Released Parties, including Unknown Claims (as those terms are defined in the Appendix attached hereto and in the Stipulation dated March 16, 2010, which is available at www.gardencitygroup.com, or through the mail upon request).

The Court has reserved jurisdiction to allow, disallow, or adjust the Claim of any DCX Class Member on equitable grounds. Each claimant is deemed to have submitted to the jurisdiction of the Court with respect to the Claimant's Claim, and the Claim will be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to that claimant's status as a DCX Class Member and the validity and amount of that Claimant's Claim. No discovery shall be allowed on the merits of the Action.

PLAN OF ALLOCATION OF DCX NET SETTLEMENT FUND AMONG DCX CLASS MEMBERS

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the DCX Net Settlement Fund based upon each Authorized Claimant's "Recognized Loss." **Please Note: The Recognized Loss formula, set forth below, is not intended to be an estimate of the amount of what a DCX Class Member might have been able to recover after a trial, nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement.** The Recognized Loss formula is the basis upon which the DCX Net Settlement Fund will be proportionately allocated to the Authorized Claimants. To the extent there are sufficient funds in the DCX Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's Recognized Loss. If, however, the amount in the DCX Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the DCX Net Settlement Fund that each Authorized Claimant's Recognized Loss bears to the total of the Recognized Loss of all Authorized Claimants (*i.e.*, "*pro rata* share"). Payment in this manner shall be deemed conclusive against all Authorized Claimants. No distribution will be made on a claim where the potential distribution amount is less than U.S. \$10.00 in cash.

If any funds remain in the DCX Net Settlement Fund by reason of uncashed checks, or otherwise, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in the distribution of the DCX Net Settlement Fund cash their distribution checks, then any balance remaining in the DCX Net Settlement Fund six (6) months after the initial distribution of such funds shall be used: (a) first, to pay any

amounts mistakenly omitted from the initial distribution to Authorized Claimants or to pay any late, but otherwise valid and fully documented Claims received after the cut-off date used to make the initial distribution, which were not previously authorized by the Court to be paid, provided that such distributions to any late post-distribution claimants meet all of the other criteria for inclusion in the initial distribution, including the U.S. \$10.00 minimum check amount set forth herein, (b) second, to pay any additional fees and expenses incurred in administering the Settlement, and (c) finally, to make a second distribution to Authorized Claimants who cashed their checks from the initial distribution and who would receive at least U.S. \$10.00 from such second distribution, after payment of the estimated costs or fees to be incurred in administering the DCX Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. If any funds remain in the DCX Net Settlement Fund six (6) months following such second distribution, if undertaken, or if such second distribution is not undertaken, these funds shall be donated to the Philadelphia Bar Association.

For purposes of the Settlement, Recognized Losses will be calculated as follows:

- (A) For shares of DCX common stock purchased or acquired during the following time periods: (i) March 19, 1999 through and including March 26, 1999, and (ii) April 6, 1999 through and including April 12, 1999; and
1. Sold at a loss before April 28, 1999, the Recognized Loss per share is 10% of: the purchase price paid (the "PPP") minus the sales proceeds received (the "SPR");
 2. Sold at a loss between April 28, 1999 and July 28, 1999 (inclusive), the Recognized Loss per share is the lesser of: (a) the PPP minus the SPR; or (b) \$3.04;
 3. Still held as of the close of trading on July 28, 1999, the Recognized Loss per share is the lesser of: (a) the PPP minus \$74.26⁴; or (b) \$13.27.
- (B) For shares of DCX common stock purchased or acquired during the time period June 3, 1999 through and including June 15, 1999; and
1. Sold at a loss on or before July 28, 1999, the Recognized Loss per share is 10% of: the PPP minus the SPR;
 2. Still held as of the close of trading on July 28, 1999, the Recognized Loss per share is the lesser of: (a) the PPP minus \$74.26; or (b) \$10.23.

The total recovery payable to Authorized Claimants for Recognized Losses generated from shares sold prior to April 28, 1999 as described in paragraph (A)1 above, and from shares sold on or before July 28, 1999 as described in paragraph (B)1 above, shall not exceed ten percent (10%) of the DCX Net Settlement Fund on the basis of claims filed. This is in recognition of nominal damages, if any, occurring during these time periods.

For purposes of calculating your "Recognized Loss," the date of purchase, acquisition or sale is the "contract" or "trade" date and not the "settlement" or "payment" date. "Short" sales of DCX common stock shall not be recognized for any amount of loss on the cover, purchase or closing transaction, and no Recognized Loss will be computed for any such covering purchase or closing transaction. All profits will be subtracted from all losses to determine the net Recognized Loss of each claimant. In the event a claimant has more than one purchase, acquisition or sale of DCX common stock during the Class Period, all purchases, acquisitions and sales shall be matched on a First In First Out ("FIFO") basis. Under the FIFO method, sales during the Class Period will be matched, in chronological order, first against your holdings at the beginning of the Class Period and thereafter, in chronological order, against subsequent purchases and acquisitions during the Class Period.

To the extent a claimant had a gain or "broke even" from the claimant's overall transactions in DCX common stock during the Class Period, the value of the Recognized Loss will be zero and the claimant will not be entitled to a share of the DCX Net Settlement Fund. To the extent that a claimant suffered a loss on the claimant's overall transactions in DCX common stock during the Class Period, but that loss was less than the Recognized Loss calculated above, then the Recognized Loss shall be limited to the amount of the claimant's actual loss. A Recognized Loss that calculates to yield a negative number is treated as a Recognized Loss of zero.

For purposes of determining whether a claimant had a gain or suffered a loss from the claimant's overall transactions in DCX common stock during the Class Period, the Claims Administrator shall: (i) total the amount paid for all DCX common stock purchased during the Class Period by the claimant (the "Total Purchase Amount"); (ii) match any sales of DCX common stock during the Class Period first against the claimant's opening position in the stock (the

⁴ This represents the mean (average) closing price for DCX common stock during the 90-day period after the corrective disclosure made on July 29, 1999.

proceeds of those sales will not be considered for purposes of calculating gains or losses); and (iii) total the amount received for sales of the remaining shares of DCX common stock sold during the Class Period (the "Sales Proceeds"). The difference between the Total Purchase Amount and the Sales Proceeds will be deemed a claimant's gain or loss on the claimant's overall transactions in DCX common stock during the Class Period.

An Authorized Claimant's Recognized Loss is calculated based in part upon an estimation of the level of artificial inflation in the market prices of DCX publicly traded common stock. Recognized Losses will be reduced dollar-for-dollar to the extent that: (i) publicly traded DCX common stock was purchased or acquired at a price below the lowest trading or published price for such DCX common stock on the date during the Class Period on which the purchase or acquisition was made (e.g., in a private sale or at a discounted price), or (ii) publicly traded DCX common stock was sold at a price above the highest trading or published price for such publicly traded DCX common stock on the date during the Class Period on which the sale was made.

Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Defendants, Defendants' Counsel, Plaintiffs, Plaintiffs' Counsel or the Claims Administrator or other agent designated by Plaintiffs' Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. Each claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to the claimant's Proof of Claim. All Persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the Claims submitted in connection with the Settlement, or otherwise involved in the administration or taxation of the DCX Gross Settlement Fund or the DCX Net Settlement Fund shall be released and discharged from any and all claims arising out of such involvement, and all DCX Class Members, whether or not they are to receive payment from the DCX Net Settlement Fund, will be barred from making any further claim against the DCX Net Settlement Fund beyond the amount allocated to them as provided in any distribution orders entered by the Court.

The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the Parties, or another plan of allocation, without further notice to DCX Class Members.

HOW YOU RECEIVE A PAYMENT – SUBMITTING A CLAIM FORM

10. How Will I Receive a Payment?

To qualify for payment, you must be an eligible Person of the DCX Class and you must submit a Proof of Claim. A Proof of Claim is enclosed with this Notice. Read the instructions carefully, fill out the Proof of Claim, include all the documents requested, sign it, and mail it in an envelope addressed to the Claims Administrator, postmarked no later than **August 13, 2010**. Please retain a copy of everything you mail, in case the materials are lost or destroyed during shipping.

11. When Will I Receive My Payment?

The Court will hold a hearing on **September 10, 2010**, to decide whether to approve the Settlement. If the Court approves the Settlement, there may be appeals. It is always uncertain whether appeals, if any, can be resolved, and resolving them can take time, perhaps several years. In addition, the Claims Administrator must process all of the Proofs of Claim. The processing is complicated and will take many months. Please be patient.

12. What Am I Giving Up By Staying in the DCX Class?

Unless you exclude yourself, you will be a DCX Class Member and will be bound by the Stipulation, and Final Judgment and Order, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants or the Released Parties about the Released Claims, including Unknown Claims. It also means that all of the Court's orders in this Action will apply to you and legally bind you, and your claims in this Action against the Defendants or any of the Released Parties will be forever released. The terms of the release are included in the Proof of Claim that is enclosed.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, but you want to keep the right to sue or continue to sue the Defendants or Released Parties on your own about the same claims being released in this Settlement, then you must take steps to exclude yourself from the Settlement. This is referred to as opting out of the DCX Class.

13. How Do I Exclude Myself from the Settlement?

To exclude yourself from the Settlement, you must send a letter by mail to the Claims Administrator stating that you want to be excluded from the Settlement in *Johnson v. Aljian, et al.*, Case No. CV 03-5986 DMG (PjWx). You must

include your name, address, telephone number, signature, and information concerning your purchase(s) and acquisition(s) of DCX common stock during the Class Period, including the date(s), the number of shares purchased or acquired, and the price(s) paid or received per share of DCX common stock held as of March 19, 1999 (*i.e.*, the beginning of the Class Period). You must mail your exclusion request so that it is received no later than **August 13, 2010** to:

Johnson v. Aljian, et al.
Exclusions
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9413
Dublin, OH 43017-4513

Please keep a copy of everything you send by mail, in case it is lost or destroyed during shipping.

You cannot exclude yourself over the phone or by e-mail. If you ask to be excluded from the Settlement, you are not eligible to receive any payment from the DCX Net Settlement Fund, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit and you will be able to pursue the claims that are being released in this Settlement.

The Defendants shall have the option to terminate the Settlement in the event that Persons of the DCX Class who would otherwise be entitled to participate in the DCX Class, but who timely and validly request exclusion in accordance with the requirements set forth in this Notice, purchased and/or otherwise acquired in the aggregate a certain amount of shares of DCX common stock.

14. If I Do Not Exclude Myself, Can I Sue the Defendants for the Same Thing Later?

No. Unless you exclude yourself, you give up any right to sue the Defendants or the Released Parties for the claims being released by this Settlement. If you have a pending lawsuit relating to the claims being released in this Action against the Defendants, speak to your lawyer in that case immediately. Remember, the exclusion deadline is **August 13, 2010**.

15. If I Exclude Myself, Can I Receive a Payment from This Settlement?

No. If you exclude yourself, do not send in a Proof of Claim. But, you may sue, continue to sue, or be part of a different lawsuit asserting the claims being released in this Settlement against the Defendants or the Released Parties.

THE LAWYERS REPRESENTING YOU

16. Do I Have a Lawyer in This Case?

The Court appointed the law firm of Barroway Topaz Kessler Meltzer & Check, LLP to represent you and the other Persons included in the DCX Class. These lawyers are called Class Counsel. You will not be individually charged for the services of these lawyers beyond your *pro rata* share of any attorneys' fees and expenses awarded by the Court that will be paid from the DCX Gross Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How Will the Lawyers Be Paid?

Class Counsel will apply to the Court for attorneys' fees not to exceed 33 $\frac{1}{3}$ % of the Settlement Amount and for reimbursement of their expenses advanced in connection with the Action up to an amount of \$400,000, plus interest on both amounts at the same rate as earned by the DCX Gross Settlement Fund. *Such sums as may be approved by the Court will be paid from the DCX Gross Settlement Fund.* Persons of the DCX Class are not personally liable for any such fees or expenses.

Any Fee Award that may be received by Class Counsel will be the only payments to Class Counsel for its efforts in achieving this Settlement and for its risk in undertaking this representation on a wholly contingent basis and advancing the money necessary to pursue the Action. To date, Class Counsel has not been paid for its services for conducting this Action on behalf of the Class Representatives and the DCX Class, or for its substantial litigation expenses. Any Fee Award requested by Class Counsel will compensate Class Counsel for its work in achieving the Settlement and is well within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court has discretion, however, to award less than the amount Class Counsel may request.

The Class Representatives may also make an application to the Court for reimbursement in an amount not to exceed \$35,000 for their reasonable costs and expenses (including lost wages) in connection with their representation of the DCX Class pursuant to 15 U.S.C. §77z-1(a)(4) of the Private Securities Litigation Reform Act of 1995.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some part of it.

18. How Do I Tell the Court that I Do Not Like the Settlement?

If you are a Person included in the DCX Class, you can object to the Settlement if you do not like any part of it. To object, you must send a letter saying that you object to the Settlement in *Johnson v. Aljian, et al.*, Case No. CV 03-5986 DMG (PJWx) and provide the reasons why you object to the Settlement. Be sure to include your name, address, telephone number and signature. You must also include information concerning your purchase(s), acquisition(s) and sale(s) of DCX common stock during the Class Period, including the amount of DCX common stock purchased and/or acquired and the dates of each purchase, acquisition and sale of DCX common stock. Any objection to the Settlement must be received by *each of the following* by **August 13, 2010**:

COURT	CLASS COUNSEL	DEFENDANTS' COUNSEL
Clerk of the Court United States District Court for the Central District of California U.S. Courthouse 312 N. Spring Street Los Angeles, CA 90012	John A. Kehoe, Esq. Christopher L. Nelson, Esq. Jennifer L. Enck, Esq. BARROWAY TOPAZ KESSLER MELTZER & CHECK, LLP 280 King of Prussia Road Radnor, PA 19087	Patricia L. Glaser, Esq. Eric P. Early, Esq. Lisa M. Zepeda, Esq. GLASER, WEIL, FINK, JACOBS, HOWARD & SHAPIRO, LLP 10250 Constellation Blvd. 19 th Floor Los Angeles, CA 90067 Eric Landau, Esq. JONES DAY 3161 Michelson Drive Suite 800 Irvine, CA 92612-4408

19. What is the Difference Between Objecting and Excluding?

Objecting is simply telling the Court that you do not like something about the Settlement, the Plan of Allocation, any application for a Fee Award by Class Counsel, and/or the application for reimbursement of costs and expenses to the Class Representatives. You can object **only if** you stay in the DCX Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement. If you exclude yourself, you have no basis to object because the case no longer affects you.

THE COURT'S SETTLEMENT FAIRNESS HEARING

20. When and Where Will the Court Decide Whether to Approve the Settlement?

The Court will hold a Settlement Fairness Hearing at 2:00 p.m., on **September 10, 2010**, at the United States District Court for the Central District of California, U.S. Courthouse, 312 N. Spring Street, Los Angeles, California 90012, Courtroom 7. At this hearing, the Court will consider whether the proposed Settlement and the Plan of Allocation should be approved as fair, reasonable, and adequate, and whether the claims against Defendants should be dismissed with prejudice. The Court may also consider Class Counsel's application for a Fee Award, and the application for reimbursement of reasonable costs and expenses (including lost wages) to the Class Representatives. If there are objections, the Court will consider them. The Court will listen to people who have requested in writing by **August 13, 2010** to speak at the hearing.

21. Do I Have to Come to the Settlement Fairness Hearing?

No. Class Counsel will answer any questions Judge Gee may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection so that it is received on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not required.

22. May I Speak at the Settlement Fairness Hearing?

Yes, but you must first ask the Court for permission to speak at the Settlement Fairness Hearing. To do so, you must send a letter stating your intention to appear in *Johnson v. Aljian, et al.*, Case No. CV 03-5986 DMG (PJWx). Be

sure to include your name, address, telephone number, signature, and also identify the date(s), price(s) and amount(s) of all purchases and acquisitions of DCX common stock you made during the relevant time period. Your notice of intention to appear must be received no later than **August 13, 2010**, and be sent to the Clerk of the Court, Class Counsel, and Defendants' Counsel, at the addresses listed in Question 18 above. You cannot speak at the hearing if you exclude yourself from the Settlement.

IF YOU DO NOTHING

23. What Happens if I Do Nothing at All?

If you do nothing, you will receive no money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants or the Released Parties about the same claims being released in this Settlement.

OBTAINING MORE INFORMATION

24. Are There More Details About the Settlement?

This Notice summarizes the proposed Settlement. More details are in the Stipulation dated March 16, 2010. All terms used in this Notice shall have the same meanings as in the Stipulation which are contained in the Appendix at the end of this Notice. In the event of any conflict between the terms of the Stipulation and this Notice, the terms of the Stipulation will control. You can obtain a copy of the Stipulation or more information about the Settlement by visiting www.gardencitygroup.com or by writing to Class Counsel listed above in Question 18. You can also obtain a copy of the Stipulation from the Clerk's office at the United States District Court for the Central District of California, U.S. Courthouse, 312 N. Spring Street, Los Angeles, California 90012, during regular business hours.

DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE

SPECIAL NOTICE TO NOMINEES

If you purchased DCX common stock during the following time periods: (i) March 19, 1999 through March 26, 1999, (ii) April 6, 1999 through April 12, 1999, and/or (iii) June 3, 1999 through June 15, 1999 as nominee for a beneficial owner, then within ten (10) days after you receive this Notice, you must either: (1) send a copy of the Notice and Proof of Claim by first class mail to all such beneficial owners; or (2) provide a list of the name and addresses of such beneficial owners to the Claims Administrator:

Johnson v. Aljian, et al.
c/o The Garden City Group, Inc.
Claims Administrator
P.O. Box 9413
Dublin, OH 43017-4513

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for reasonable administrative costs actually incurred in connection with forwarding the Notice and Proof of Claim and which would not have been incurred but for the obligation to forward the Notice and Proof of Claim, upon submission of appropriate documentation to the Claims Administrator.

DATED: April 15, 2010

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

APPENDIX

1. "Action" means this litigation entitled *Johnson v. Aljian, et al.*, filed on August 21, 2003, in the United States District Court for the Central District of California, Case No. CV 03-5986 FMC (PJWx), now referred to as Case No. CV 03-5986 DMG (PJWx).
2. "Alternative Judgment" means a judgment or order of the Court in a form other than the Final Judgment and Order.
3. "Authorized Claimant" means any DCX Class Member, who submits a valid and timely Proof of Claim, to the Claims Administrator in connection with this Settlement.
4. "Claim" or "Claims" means any and all legal and equitable actions, causes of action, proceedings, adjustments, executions, offsets, contracts, judgments, obligations, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, variances, covenants, trespasses, damages, demands (whether written or oral), agreements, promises, liabilities, controversies, costs, expenses, attorneys' fees and losses whatsoever, whether in law, in admiralty or in equity and whether based on any federal law, state law, foreign law or common law right of action or otherwise, foreseen or unforeseen, matured or unmatured, known or unknown, accrued or not accrued, existing now or to be created in the future arising out of the events, conduct and other facts that are the subject of the Action. Claims include Unknown Claims.
5. "Claims Administrator" means The Garden City Group, Inc. ("GCG"), which shall administer the Settlement subject to approval and appointment by the Court.
6. "Claimant's Claim" means a Claim submitted in a Proof of Claim.
7. "Class Counsel" means the law firm of Barroway Topaz Kessler Meltzer & Check, LLP, formerly known as Schiffrin Barroway Topaz & Kessler, LLP.
8. "Class Period" means the following dates, and any date within four days after each of the following dates, collectively: March 19, 1999, March 22, 1999, April 6, 1999, April 8, 1999, June 3, 1999, June 4, 1999, June 8, 1999, June 10, 1999, and June 11, 1999.
9. "Class Representatives" means the Plaintiffs.
10. "Court" means the United States District Court for the Central District of California.
11. "DCX Class" means all persons and entities who purchased or otherwise acquired DaimlerChrysler AG common stock contemporaneously within four days of each of Tracinda's sales of DCX stock on March 19, 1999, March 22, 1999, April 6, 1999, April 8, 1999, June 3, 1999, June 4, 1999, June 8, 1999, June 10, 1999, and June 11, 1999, and who were damaged thereby. Excluded from the DCX Class are: Tracinda, Mr. Kerkorian, Mr. Aljian, members of the immediate family of each of the individuals herein referenced, any person who was an officer or director of Tracinda during the Class Period, any entity in which Tracinda, Mr. Kerkorian, or Mr. Aljian has or had a controlling interest, and the legal representatives, heirs, successors, or assigns of Tracinda, Mr. Kerkorian, or Mr. Aljian.
12. "DCX Class Member" means a Person who falls within the definition of the DCX Class above and who has not elected exclusion in accordance with the opt-out provisions of the present Notice.
13. "DCX Gross Settlement Fund" means the Eight Million One Hundred Thousand dollars (U.S. \$8,100,000) that will be contributed by Defendants in accordance with the Settlement, plus any interest earned thereon after the Settlement Amount has been paid into the Escrow Account maintained by the Escrow Agent.
14. "DCX Net Settlement Fund" means the DCX Gross Settlement Fund, net of any funds used to pay (a) the Notice and Administrative Expenses; (b) Taxes and escrow fees; (c) any Fee Award to attorneys; and (d) any award to Plaintiffs for reimbursement of reasonable costs and expenses (including lost wages) directly relating to their representation of the DCX Class.
15. "Defendants" means defendants Tracinda Corporation and Kirk Kerkorian.
16. "Effective Date" means the date when all the following have occurred:
 - a) the Settlement Amount has been paid by Defendants into an interest bearing escrow account maintained by the Escrow Agent;
 - b) entry by the Court, in all material respects, of the Preliminary Approval Order;
 - c) approval by the Court of the Settlement, following notice to the DCX Class and a hearing, as prescribed by Rule 23 of the Federal Rules of Civil Procedure; and
 - d) the Final Judgment and Order has been entered by the Court and becomes Final (as the term "Final" is defined herein), or, in the event that the Court enters an Alternative Judgment (and none of the Parties otherwise have elected to terminate the Settlement under the terms therein), the Alternative Judgment has been entered by the Court and becomes Final (as the term "Final" is defined herein).
17. "Escrow Account" means the escrow account holding the DCX Gross Settlement Fund.
18. "Escrow Agent" means Huntington National Bank, which will act as the escrow agent for the Escrow Account referred to herein.
19. "Fee Award" means any amount that may be awarded to Plaintiffs' Counsel by the Court for their attorneys' fees and reimbursement of expenses, plus interest earned on such amounts.
20. "Final" or "Finality" when referring to a judgment or order of the Court, means a judgment or order as to which there is no pending appeal, stay, motion for reconsideration, motion to vacate, or similar request for relief, and as to which the period of time for a party to seek any such appeal, stay, motion for reconsideration, motion to vacate, or similar request for relief, has expired.

21. "Final Judgment and Order" means the judgment to be rendered by the Court dismissing the Action with prejudice, substantially in the form attached to the Stipulation as Exhibit D.
22. "Liaison Counsel" means the law firm of Lim, Ruger & Kim, LLP.
23. "Notice" means this Notice of (1) Proposed Settlement with Defendants, (2) Motion for Attorneys' Fees and Expenses, and (3) Settlement Fairness Hearing, which is to be sent to Persons of the DCX Class substantially in the form attached to the Stipulation as Exhibit A.
24. "Parties" means, collectively, Defendants and Plaintiffs, on behalf of themselves and the DCX Class Members.
25. "Person" or "Persons" means any individual, corporation (including all divisions and subsidiaries), limited liability company, professional corporation, partnership, limited partnership, limited liability partnership, association, joint stock company, estate, legal representative, trust, unincorporated association, government or any political subdivision or agency thereof, and any business or legal entity, and their spouses, heirs, predecessors, successors, representatives, or assigns.
26. "Plaintiffs" means Burt Fisher, Alan Percival, Edith G. Combs, Leroy Unruh, Richard Pierce, John Colella, and Thomas Tarantino.
27. "Plaintiffs' Counsel" means, collectively, the law firms of Barroway Topaz Kessler Meltzer & Check, LLP, and Lim, Ruger & Kim, LLP.
28. "Plan of Allocation" means the plan or formula of allocation of the DCX Net Settlement Fund to be prepared by Plaintiffs' expert, which is described in the present Notice to be sent to the DCX Class. The Plan of Allocation is not part of the Stipulation and may be altered by the Court in response to an objection or in equity. Defendants shall have no responsibility or liability with respect to the Plan of Allocation.
29. "Preliminary Approval Order" means the order to be entered by the Court giving preliminary approval to the Stipulation and authorizing notice to be given of the Settlement to the DCX Class Members, substantially in the form attached to the Stipulation as Exhibit C.
30. "Proof of Claim" means the Proof of Claim and Release form, substantially in the form attached to the Stipulation as Exhibit E, to be sent to the DCX Class.
31. "Released Claims" means (a) each and every Claim that has been alleged by Plaintiffs or a DCX Class Member in the Action, or (b) any and all Claims, including Unknown Claims, that could have been alleged by Plaintiffs or a DCX Class Member against any of the Released Parties which arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the operative complaint, or which relate to the purchase or acquisition of DCX common stock contemporaneously within four days of each of Tracinda's sales of DCX stock on March 19, 1999, March 22, 1999, April 6, 1999, April 8, 1999, June 3, 1999, June 4, 1999, June 8, 1999, June 10, 1999, and June 11, 1999 (except for Claims to enforce the Settlement).
32. "Released Parties" means Tracinda Corporation, Kirk Kerkorian, James D. Aljian as well as their heirs, executors, estates, administrators, legatees, assigns, successors, employees, and agents.
33. "Settlement" means the settlement of this Action pursuant to the terms set forth in the Stipulation.
34. "Settlement Amount" means the cash amount of U.S. \$8.1 million.
35. "Settlement Fairness Hearing" means any hearing for consideration of full and final approval of the Settlement.
36. "Stipulation" means the Stipulation of Settlement executed by the Parties on March 16, 2010, a copy of which is available on the Internet at www.gardencitygroup.com, or through the mail from the Claims Administrator, The Garden City Group, Inc., upon request. A copy of the Stipulation also is available from the Clerk's office at the United States District Court for the Central District of California, U.S. Courthouse, 312 N. Spring Street, Los Angeles, California 90012, during regular court hours.
37. "Tracinda" or "the Company" means defendant Tracinda Corporation.
38. "Unknown Claims" means any Released Claim that any Plaintiff or any DCX Class Member does not know of or suspect to exist in his, her or its favor on the Effective Date, and any Claim that any Defendant does not know of or suspect to exist in his or its favor on the Effective Date. Upon the Effective Date, with respect to any and all Released Claims and Settled Defendants' Claims, the Parties stipulate and agree that they shall expressly waive and relinquish, and each DCX Class Member shall be deemed to have expressly waived and relinquished, the provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to Section 1542 of the California Civil Code, which provides as follows:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS, WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

The Parties acknowledge, and the DCX Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of Unknown Claims in the definition of Released Claims and Settled Defendants' Claims is a key, separately bargained for and material element of the Settlement.