

EXHIBIT A

[REDACTED]

[REDACTED]

5. **Status As Fiduciary.**

In fulfilling their obligations in connection with the Program as specified in this Agreement, including the denial or payment of claims as provided above, BCBSM and Participating Plans each act as a fiduciary of the Program within the meaning of ERISA and shall exercise their duties hereunder in accordance with the Program and the applicable fiduciary provisions of ERISA. In connection with the discharge of their responsibilities under this Agreement, BCBSM and Participating Plans are hereby delegated by Employer the power and discretion to construe the terms of the Program and to determine all questions arising in connection with the administration, interpretation, and application of the Program. BCBSM and Participating Plans may establish procedures, correct any defect, supply any information, or reconcile any inconsistency in such manner and to such extent as shall be deemed necessary or advisable to carry out the purposes of the Program; provided, however, that any such procedure, discretionary act, interpretation or construction does not otherwise conflict with the terms of this Agreement and complies with all applicable provisions and regulations of ERISA.

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

BLUE CROSS AND BLUE SHIELD OF MICHIGAN

CHRYSLER CORPORATION

By: Thomas W. Ruloff
(Signature)

By: D. L. Longnecker
(Signature)

Name: Thomas W. Ruloff
(Print)

Name: D. L. LONGNECKER
(Print)
MANAGER, FINANCE & PLANNING

Title: Director Chrysler
Financial & Insurance
Administration

Title: Health Care & GROUP INSURANCE