

Robert R. Gee

[REDACTED]
[REDACTED], CA 94[REDACTED]

To Whom It May Concern:

In mid-1991 my partner, Dee Barnes, and I began discussions with Rich DiGiulio, owner of DiGiulio Pontiac-GMC in Fremont, about buying his dealership. We also met with Pontiac San Francisco Zone Manager Bob Durand who said he would want us to also purchase Moran Olds and build a new facility. We completed the purchase of the two dealerships in early 1992, with the agreement to build a new facility in Newark. I designed and built the new facility, with completion and relocation in May 1994. At that time Motors Holding Division of General Motors bought out Dee Barnes' share, and I became a Motors Holding dealer and business partner.

In approximately 1996, General Motors presented me with a proposal to buy the real estate from my corporation, and then lease it back. I responded that I wasn't interested. During my years as the dealer, we were consistently one of the top Pontiac and GMC dealers in the zone. For the first few years, I received much praise from General Motors for our sales performance. I was elected President of the Northern California Pontiac Advertising Association, and then recommended by factory personnel for an expanded Advertising Association that included the Pacific Northwest. I was Vice-President of both the Oldsmobile and GMC Advertising Associations, and served one term on the GMC Dealer Council.

In early 1997 my relationship with General Motors changed as a mysterious series of disruptive and costly events occurred that continued throughout the year:

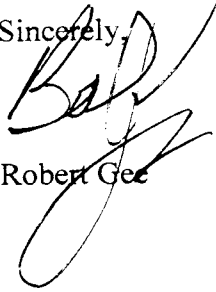
1. Approximately 200 unordered Pontiacs were shipped to my dealership in December 1996 and January 1997. After they arrived my District Manager told me he had to have them built and shipped somewhere. He said he would get rid of them for me, but he never did.
2. Payment on Pontiac warranty claims suddenly became unreasonably delayed as factory personnel put them under intense scrutiny.
3. GMAC began frequent flooring audits, as often as weekly as I recall. They also began demanding payoffs on the spot at delivery despite our clean history.
4. GMAC audited our many of our car deal jackets on more than one occasion. I was never informed of any problems found in the audits.

On November 21, 1997 I received a phone call from Motors Holding Branch Manager Ron McCants who said, "We want a divorce," and informed me that there would be a Board of Directors meeting where I would be voted out. This call was totally unexpected and obviously devastating to me. Since I had received absolutely no prior consultations of any kind from Motors Holding warning me of this possibility, I immediately filed a

cease and desist complaint. In the weeks that followed, a settlement was negotiated, and my employment ended with the agreement date of January 1, 1998.

The above account of events is made to the best of my recollection, as all records remained with Motors Holding.

Sincerely,

A handwritten signature in black ink, appearing to read 'Robert Gee', written over the word 'Sincerely,'.

Robert Gee