



MOTORS HOLDING
General Motors Corporation
Pacific Coast Branch

39465 Paseo Padre Parkway, Suite 3700
Fremont, California 94538

R. K. McCANTS (510) 498-5186
CHEY LEROY (510) 498-5185
GM Network Prefix 6-649
DENNIS BUCK (800) 327-6770 Box 58447

MAIL
P. O. Box 23080
Oakland CA 94623
FAX (510) 498-5189

May 30, 1997

Mr. Donald R. Signer, President
Signer Buick-Cadillac, Inc.
39639 Balentine Drive
Newark, CA 94560

Dear Don:

Please find enclosed the minutes of our meeting yesterday. Please sign and return both copies to our offices for processing.

As a reminder, please furnish the following in regards to the consulting agreement as well as the additional funds you would like to invest:

Consulting Agreement

Letter indemnifying Don Signer Buick-Cadillac, Inc. from any tax ramifications as a result of IRS or State Board of Equalization scrutiny in regards to the arrangement.

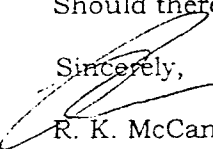
Additional Investment Funds

Financial statement of Signer Buick, Inc. as of 5/31/97 as well as a statement from your accountant certifying your proposed additional investment is free and clear of any potential encumbrances as well as a statement that the previous corporations' affairs have been almost entirely wound down as to not to potentially cause you or the corporation any financial hardship.

Once these items are received. I will begin to prepare the necessary minutes or proposals.

Should there be any questions, feel free to contact me.

Sincerely,


R. K. McCants
Portfolio Manager

DON SIGNER BUICK, INC.

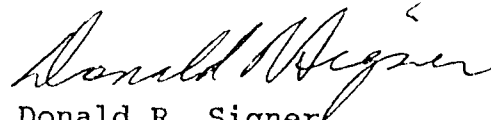
June 11, 1997

Mr. R. K. McCants
Portfolio Manager
Motors Holding Division
General Motors Corporation
39465 Paseo Padre Parkway, Suite 3700
Fremont, CA 94538

Dear Ron:

I hereby indemnify Don Signer Buick-Cadillac, Inc.,
against any tax ramifications resulting from the consulting
agreement between it and Don Signer Buick, Inc.

Sincerely,


Donald R. Signer
President