

LAW FIRM OF

[REDACTED] LLP

[REDACTED]
[REDACTED]
[REDACTED]

TELEPHONE [REDACTED]
FACSIMILE [REDACTED]

December 15, 2008

VIA FACSIMILE AND U.S. MAIL

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Re: Don Signer Buick-Cadillac, Inc. v. General Motors Corp.

Dear [REDACTED]

I am enclosing the text of a recent e-mail message that Mr. Signer directed to various GM employees. As covered previously, please instruct Mr. Signer to stop communicating directly with GM employees concerning matters that touch upon the pending litigation such as dealer network planning issues in the Fremont-Newark area.

Mr. Signer's "plan" is purely hypothetical and depends, as his message acknowledges, upon a variety of future events and agreements involving third parties which may or may not come to pass. Because Mr. Signer therefore has not presented a specific "buy-sell" or network alignment proposal, GM is not obliged under the General Motors Corporation Dealer Sales and Service Agreement ("Dealer Agreement") to comment upon or approve or disapprove any of his hypothetical suggestions.

If and when GM receives a complete proposal from Mr. Signer regarding any specific network alignment (which would include at a minimum any relevant "buy-sell" agreement and other required dealer change proposal materials), it will consider that proposal and respond as required in accordance with paragraph 12.2.2 of the Dealer Agreement and GM's approval rights, having due regard for "factors such as (a) the personal, business, and financial qualifications of the proposed dealer operator and owners, and (b) whether the proposed change is likely to result in a successful dealership operation with acceptable management, capitalization, and ownership which will provide satisfactory sales, service, and facilities at an approved location, while promoting and preserving competition and customer satisfaction."

Should you have any questions or wish to discuss further, please let me know.

Very Truly Yours,

[REDACTED]
[REDACTED]
[REDACTED] LLP

cc: Jason M. Jakovich
Herman Caruthers
Jim Gentry
Tom Doktorcik
David Frederickson
Bill G. Beasley
L. Joseph Lines, III