

GM
NORTH AMERICAN OPERATIONS
Dealer Network Investment and Development

Mr. Donald R. Signer
Don Signer Buick-Cadillac, Inc.
39639 Balentine Drive
Newark, Ca. 94560

April 12, 1996

Dear Mr. Signer,

This is to confirm that General Motors Corporation, through its Dealer Network Development group, has entered into discussions concerning the General Motors channel plan for Newark, California.

The parties understand and acknowledge that all discussions and negotiations are to be considered preliminary and that no agreement between the parties shall be deemed to exist or bind either party unless and until final written documents incorporating the full agreement for the parties have been prepared and executed by authorized representatives for all parties. Two signatures will be required on the part of General Motors.

Before we can proceed with our negotiations, we request that you countersign this letter and indicate the name of your authorized representative(s) for executing any final documents. Information contained in this letter should be provided to these representatives and only those other parties with a direct need to know.

We must stress the strict confidentiality of information pertaining to these negotiations and any agreement that may result. This information should be reviewed by only you, your attorney and/or accountant.

Very truly yours,



T. J. Flanigan
Area Manager

_____ is the authorized representative of _____
for entering in to a final and binding Agreement.

Agreed to and accepted this _____ day of _____, 1996 by

(Authorized Signature)