

# SIGNER

BUICK • CADILLAC

April 26, 1991

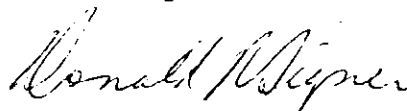
Mr. R. J. Durand  
Zone Manager  
Pontiac Motor Division  
39465 Paseo Padre Parkway  
Fremont, CA 94538

Dear Bob:

Attached is the completed application for the Pontiac and GMC Truck franchises for Fremont, as well as a copy of my Asset Purchase Agreement with DiGiulio Pontiac-GMC, Inc. Also attached is an outline of my plans to move to the Fremont Auto Mall.

There is unusual urgency for the approval of this application, as the lease for my current facility has expired, and I may be required to vacate or execute a new lease, neither of which is acceptable. Please review the enclosed application documents, and notify me by May 1 if any clarification or additional information is needed. A prompt approval will be greatly appreciated.

Sincerely,



Donald R. Signer

enc.

cc: Mr. W. R. Stark  
Mr. C. A. Wolf

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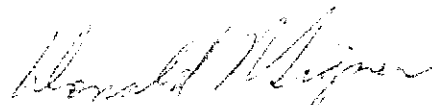
Mr. W. R. Stark  
Zone Manager  
GMC Truck Division  
39465 Paseo Padre Parkway  
Fremont, CA 94538

Dear Bud:

Attached are copies of applications submitted to Pontiac Motor Division. Also attached is an outline of my plans to move to the Fremont Auto Mall.

Please feel free to call if you have any questions.

Sincerely,



Donald R. Signer

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BUICK • CADILLAC

April 26, 1991

Mr. C. A. Wolf  
Zone Manager  
Buick Motor Division  
39465 Paseo Padre Parkway  
Fremont, CA 94538

Dear Chris:

This letter is to accomplish the following:

1. To formally request Buick Motor Division's approval of the move of Buick and Cadillac to the DiGiulio facility in Fremont pending the move to the Fremont Auto Mall pursuant to the enclosed Asset Purchase Agreement.
2. To advise you of my proposal to become a multi-line dealer, combining Pontiac and GMC Truck with my current lines of Buick and Cadillac.

I have submitted an application for Pontiac and GMC Truck franchises for Fremont. Attached is a copy, along with an outline of my plans to move to the Fremont Auto Mall.

As you know, we are entering the fifth year of the Fremont Auto Mall project, and the Mall infrastructure is now nearly completed. All Fremont dealers, except General Motors, own property there, planning staged relocation to be completed within two years. After this relocation, the Mall will be the largest one in Northern California.

Also as you know, the project has been a painful one for me, as I currently have \$160,000 and literally thousands of hours invested, and still do not own property. The existence of the Mall delayed my receiving Cadillac by, I believe, a year. This extra year would have generated necessary profits for me to have purchased property without General Motors assistance along with the other dealers in August, 1990. Since these profits were not there when the closing date was drawing near, you will recall I submitted a series of requests for assistance to Buick, and at Buick and Cadillac's recommendation, Motors Holding Division.

Following are the individuals and groups to whom I have requested assistance, many with your much appreciated assistance:

1. Buick Zone Manager
2. Buick Assistant General Sales Manager
3. Buick Area Network Planner
4. Buick National Network Planner
5. Buick General Sales Manager
6. Buick General Manager
7. Cadillac Zone Manager
8. Cadillac Regional Manager
9. Cadillac Regional Network Planner
10. Motors Holding Branch Manager
11. Motors Holding Regional Manager
12. GMAC Branch Manager
13. Argonaut Division
14. Rogenkamp marketing group

As you know, all requests have been denied.

As a result of this ordeal, two messages from General Motors have come through loud and clear:

1. I must move to the Mall.
2. General Motors will not assist.

The necessity to relocate has been put in writing by Cadillac. Buick, Pontiac, and GMC Truck have all verbally stated their desire to move. Additionally, for the survival of my dealership, I have stated and demonstrated all along that I must move.

So, I must do it on my own. The acquisition of the Pontiac and GMC Truck franchises provides the best way for me to effect this move, as it will provide the necessary capital years sooner and make the investment much safer than without the franchises. Happily, the acquisition is a win-win situation for all parties, as all four divisions involved will derive much benefit from this acquisition and my continued efforts, versus the alternative of all franchises remaining in current locations. Worse yet for Pontiac and GMC would be the logical and very real possibility of Mr. DiGiulio terminating his franchises to stop his losses, and sell the real estate for a much higher value use than automotive.

I have prepared the enclosed documents to explain my intentions, which involve no assistance from General Motors. Obviously, there is an unavoidable risk that by the time I have accumulated necessary capital that desirable property will not be available in the Mall, and then at an affordable price, and furthermore that I would not receive credit for my investment to date. Obviously, these risks would be removed if General Motors decided at long last to assist in the real estate financing now. If

Mr. C. A. Wolf  
April 26, 1991  
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you or any other entity within General Motors wishes to reopen discussions on this subject, I would cooperate fully and enthusiastically toward this mutually beneficial end.

With or without General Motors real estate assistance, I will continue to vigorously pursue my plan as enclosed. As you are aware, there is unusual urgency for approval, as my current lease has expired and I may be required to vacate or execute a new lease, neither of which is acceptable. Accordingly, your pursuit of a prompt approval will be greatly appreciated.

Sincerely,

Donald R. Signer