



VIA FEDERAL EXPRESS
PERSONAL & CONFIDENTIAL

May 14, 2009

Attention: [REDACTED]

This letter is being delivered to [REDACTED] to meet the commitment we made to communicate to dealers during the week of May 11th concerning our restructuring efforts.

We recently filed a Form S-4 with the Securities and Exchange Commission setting forth our offer to the GM bondholders to exchange debt for equity. The Form S-4 also describes our restructuring plan. The unprecedented economic conditions in the United States and in our industry have made it necessary for us to restructure our business and operations significantly. The restructuring plan also includes addressing GM's dealer network in order to maintain GM's long term viability. Part of that restructuring is a planned reduction in the number of GM dealerships. As we have communicated to all dealers, our revised restructuring plan is a result of GM being challenged to move more aggressively and faster in its restructuring efforts.

In our planning, we have identified those attributes that GM dealers must have to be a successful part of the dealer network going forward. We also reviewed historical performance factors such as sales effectiveness, sales volume, CSI performance, capitalization, profitability, location, facilities, and dualing patterns, among other market factors. We have conducted an analysis of your dealership's operations and market. We now are providing you with our current planning regarding your dealership in connection with our dealer network plans, in the spirit of open and candid communication.

Based on our review and current and foreseeable market conditions and your dealership's historical performance, we do not see that GM can have a productive business relationship with [REDACTED] over the long term. Generally speaking, we would not expect our contractual relationship to continue past October, 2010. Please understand that our planning in this regard is not finalized, and we are prepared to give you until the end of the month to submit any information you would like to us. We know this is a difficult situation. However, we feel that it is best to openly communicate our planning to you. The need for this review and analysis was forced on us by extremely difficult economic conditions both of us face in the industry. Simply put, we must have a viable, competitive dealer network going forward and all our planning is focused on this goal.

If you have any information you would like to submit or have questions concerning this communication, please contact us at GMDealerNetworkquestions@gm.com.

Sincerely,

General Motors Corporation