

Lupient Automotive Group



750 Pennsylvania Ave. So.
Minneapolis, Minnesota 55426-1629
Phone (612) 544-6666
Fax (612) 513-5517

2520032031109

November 27, 1995

Top Hat Exemption
Pension and Welfare Benefit Administration
Room N-5644
U.S. Department of Labor
200 Constitution Ave. NW
Washington, DC 20210

RE: Alternative Reporting and Disclosure for the Executive Retirement Agreement between Lupient Automotive Group, Inc. and Ralph Zrust (the "Retirement Agreement")

Dear Sir or Madam:

Lupient Automotive Group, Inc. is providing the following information to comply with the requirement of the alternative method of reporting and disclosure under Part 1 of Title I of the Employee Retirement Income Security Act of 1974, for unfunded or insured pension plans intended primarily for a select group of management or highly compensated employees, as specified in Department of Labor Regulations, 29 C.F.R. 2520.104-23:

1. Name and Address of Employer: Lupient Automotive Group, Inc.
750 Pennsylvania Avenue South
Minneapolis, MN 55426
2. Employer Identification Number: 41-0960016
3. Plan or Purpose: The Retirement Agreement is maintained primarily for the purpose of providing unfunded supplemental retirement benefits for one member of a select group of management or highly compensated employees.
4. Number of select management or highly compensated participants covered by the Retirement Agreement: One
5. Date of Adoption of the Retirement Agreement: November 27, 1995

Lupient Leasing
National Fleet Sales
Minneapolis, MN

Lupient Chevrolet-Isuzu
Isuzu-GMC Trucks-Suzuki-Infiniti
Minneapolis, MN

Saturn Automotive Group
Buick, Oldsmobile, GM, Nissan
Eau Claire, WI

Viking Oldsmobile-Volvo-Nissan
GMC Trucks
Rochester, MN

Lupient Leasing
Minneapolis, MN

Lupient Bank
Minneapolis, MN

Saturn of Brookings
Brookings, MN

Isuzu Chevrolet-GM
Bismarck, MN

Brooklyn Park Suzuki
Brooklyn Park, MN

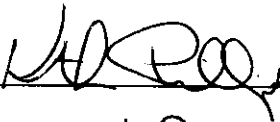
Saturn of Brooklyn Park
Brooklyn Park, MN

November 27, 1995
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You may contact us for copies of the Retirement Agreement, which is available on your request.

Sincerely,

LUPIENT AUTOMOTIVE GROUP, INC.

By 
Its V.P.

cc: Mark Baumann, Esq.