

**ACTION BY BOARD OF DIRECTORS
BY WRITTEN CONSENT**

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being the Directors of **DON SIGNER BUICK-CADILLAC, INC. IN NEWARK, CALIFORNIA** (hereinafter "Dealer Company"), a Delaware corporation, do hereby consent to the adoption of the following resolutions: **TO CHANGE THE CONSULTING FEE PAID TO DON SIGNER BUICK, INC.**

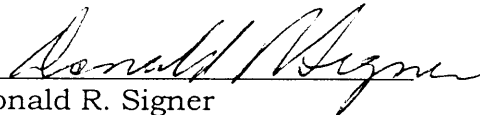
WHEREAS, The Directors acknowledged that the consulting fee paid to Don Signer Buick, Inc., continued to provide benefit from a historical customer perspective and

WHEREAS, These consulting fees, currently \$3,000 per month, have not been increased since 1995 and are due an increase, therefore, it is

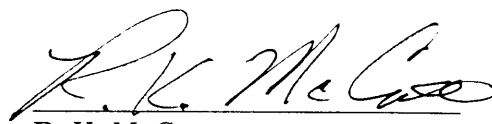
RESOLVED: To increase the monthly payment for consulting services to Don Signer Buick, Inc. by an additional \$1,000 for a new monthly payment of \$4,000 effective January 1, 1999.

This consent may be executed in two or more counterparts, each of which shall be deemed an original for all purposes, and together shall constitute one and the same consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board of Directors on the 12th day of November 1999.



Donald R. Signer



R. K. McCants



T. A. Mudry