

SECOND AMENDMENT TO
FREMONT AUTO MART PARTNERSHIP

This Second Amendment to Fremont Auto Mart Partnership is entered into as of the 3rd day of January, 1992, by and between Hank Torian, Mark Hamilton, Henry Pierotti, Frank Meads, Don Signer, Tom Claridge, and Chrysler Realty Corporation, a Delaware Corporation, ("General Partners"), and West Valley Toyota, Inc., a California, ("New General Partner").

Recitals

- A. General Partners agree that West Valley Toyota, Inc. will be added as a General Partner in the Fremont Auto Mall Partnership.
- B. The parties hereto agree that Exhibit "B" will be amended as follows:

EXHIBIT "B"

<u>Lot #</u>	<u>Partner</u>	<u>%</u>
2	Mark Hamilton	10.2060%
3	Frank Meads	8.2686%
5	Chrysler Realty Corporation	7.0242%
9	West Valley Toyota, Inc.	5.4560%
1, 10, 11, 12	Henry Khachaturian	33.8909%
13	Tom Claridge	9.0723%
14	Henry Pierotti	26.0820%
None	Don Signer	0%

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment as of the date first written above.

PARTNERS:

MARK HAMILTON

FRANK MEADS

HENRY KHACHATURIAN

TOM CLARIDGE _____

HENRY PIEROTTI _____

DON SIGNER _____

CHRYSLER REALTY CORPORATION

By _____

Its _____

WEST VALLEY TOYOTA, INC.

By _____

Its _____