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**AMENDMENT TO
COVENANTS, CONDITIONS, AND RESTRICTIONS
NORTHERN ARIZONA AUTOMALL**

A Declaration of Covenants, Conditions, and Restrictions ("Declaration") for Northern Arizona Automall, according to Book 25 of Maps, pages 36-37, records of the Navajo County Recorder, was recorded February 14, 2006 as Instrument #2006-04692, Navajo County Recorder. This Amendment to the Declaration (referred to "Amendment") amends and restates certain provisions of the Declaration as set forth below.

This Amendment has been executed by in excess of seventy percent (70%) of the owners of the Lots, including execution by the Declaration Declarant.

The Declaration is hereby amended as follows:

(1) Section 2 (Definitions), paragraph L ("Lot" or "Lots") is amended in its entirety to provide:

~~L. "Lot" or "Lots" means the lots in the subdivision~~
either individually or collectively, as the case may be.

(2) Section 7 (Use and Improvements of the Lots and the Common Area Tracts; Construction of Common Areas) – Paragraph A (Lot Permitted Uses) is amended in its entirety to provide:

**7. USE AND IMPROVEMENTS OF THE LOTS AND THE
COMMON AREA TRACTS; CONSTRUCTION OF COMMON AREAS**

A. Lot Permitted Uses. Only the following uses are permitted on any Lot:

(1) New and used auto, truck, motorcycle, recreational, motorhome, boat or other type motor-driven vehicle (collectively referred to as Vehicle), sales and leasing and/or services.

(2) Vehicle-related service and sales industries, which provide a service or sell products generally related to vehicle uses:

(3) Repair, maintenance and servicing of Vehicles;

(4) Sales, repair and service of Vehicle accessories and components including but not limited to tires and glass;

(5) Vehicle financing, insurance, and rental;

(6) Vehicle paint and body shop operations;

(7) Retail and wholesale sales of vehicle parts and supplies;

(8) Other compatible uses: Other uses which are compatible with the above permitted uses shall be allowed if approved in writing by the owners of a majority of the Lots; and

(9) In conjunction with (1) through (8) above:

(a) Customer and employee parking for permitted businesses operating on the Property;

(b) Vehicle storage areas in connection with storing inventory or work in process pursuant to a permitted use.

(3) Section 7 – Paragraph B. (Multiple Dealerships) is amended to provide:

B. Multiple Dealerships/Salvage Operations. There is no prohibition against multiple vehicle dealerships or other above permitted uses being located on a single Lot provided the requirements of this Declaration and applicable governmental regulations are fully met. There shall be no junk yard or salvage-type operations.

Except as above amended, the Declaration shall remain in full force and effect.

Dated: 11/16/09


As to Lot 4 and 6B, Northern Arizona Automall:

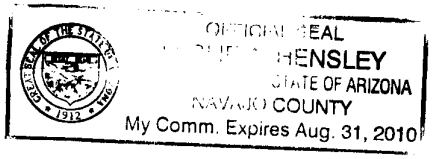
RAM Holding Inc.
An Arizona corporation

By: 
Roger D. Hatch, President

State of Arizona)
)s.
County of Navajo)

On 5-18-10, before me, the undersigned Notary Public, personally appeared Roger D. Hatch, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.
WITNESS my hand and official seal.

My Commission Expires: 8-31-2010 
Notary Public



As to Lot 7 and 10, Northern Arizona Automall:

Euell Lyle Barnes Separate Property
Trust dated April 14, 2005

By: Euell Barnes
Euell Lyle Barnes, Trustee

State of Arizona)
County of Navajo)s.



On _____, before me, the undersigned Notary Public, personally appeared Euell Lyle Barnes, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires: 4/27/2010 Stacie L. Shepherd
Notary Public

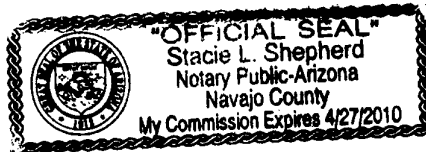
As to Lot 9, Northern Arizona Automall:

FLR Holdings, LLC,
an AZ limited liability company



By: _____
Richard K. Berry, Member

State of Arizona)
) s.
County of Navajo)



On _____, before me, the undersigned Notary Public, personally appeared Richard K. Berry, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.
WITNESS my hand and official seal.

My Commission Expires: 4/27/2010 Stacie L. Shepherd
Notary Public