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TITLE

POWER OF ATTORNEY

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Fee \$ 46.00

98-919 145 C PAGE 5 18 P.O.A. #5

I. Brenda DeShields, certify this instrument is a true

on file in this office, dated.

30911 Bk:25134 Ps:

Oct. 14,1998

Filed at 8328 5.M.

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CLERK OF CIRCUIT COURT WASHINGTON COUNTY

Fled 10-14-93

108158 355 PAGE Brenda DeShields, Clerk (Ø0 108158) no 06 0986928 JC3479Pg 285 FILED FOR RECORD At 10.00 O'Clock. OCT 19 2000 IKSTR. HO. 986107 SUE HODGES Clerk and Recorder Benton County, ARK. 98 OCT 14- AH 8: 29 IRREVOCABLE POWER OF ATTORNEY CENTRON EURON Y, TOWN KNOW ALL MEN BY THESE PRESENTS, that as of February 1, 1993, each of CHRYSLER FIRST INC., a Pennsylvania corporation, ALLENTOWN GENERAL CORPORATION, a Delaware corporation, CALKINS CREDIT COEPORATION, a Pennsylvania corporation, CALKINS DIVERSIFIED CREDIT INC., a Delaware corporation, CARVER CREDITCORF INC., a Delaware corporation, CHRYSLER FIRST ACCEPTANCE CORPORATION, a Delaware corporation, CHRYSLER FIRST COMMERCIAL CORPORATION, a Pennsylvania corporation, CHRYSLER FIRST CONSUMER DISCOUNT COMPANY, a Pennsylvania corporation, CHRYSLER FIRST FINANCIAL SERVICES CORPORATION, a Delaware corporation, CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF AMERICA, a Delaware corporation, CHRYSLER FIRST FINANCIAL KNOW ALL MEN BY THESE PRESENTS, that as of February 1, Φ 948 AMERICA, a Delaware corporation, CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA, a Florida corporation, CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF MINNESOTA, a Minnesota corporation, CHRYSLER FIRST INDUSTRIAL LOAN COMPANY, 700 ۵ Rest MAC2 Ropt # 77621 Minnesota corporation, CHRYSLER FIRST INDUSTRIAL LOAN COMPANY, a Washington corporation, CHRYSLER FIRST INFORMATION TECHNOLOGIES INC., a Delaware corporation, CHRYSLER FIRST MONETARY CORPORATION, a Delaware corporation, CHRYSLER FIRST MORTGAGE CORPORATION OF FLORIDA, a Florida corporation, COMPAIR KELLOGG CREGIT CORPORATION; a Delaware corporation, FINANCIAL ACCEPTANCE CORPORATION, a Delaware corporation, GROFFRY ACCEPTANCE CORPORATION, a Delaware corporation, GRAVELY CREDIT CORPORATION, a Delaware corporation, CAPPERINGE Blk # 1383 ILB 1691 01:13 Pm Jul 11, 2006 ACCEPTANCE CORPORATION, a Delaware corporation, GRAVELY CREDIT CORPORATION, a Delaware corporation, KORG ACCEPTANCE CORPORATION, a Delaware corporation, MERCURY MARINE ACCEPTANCE CORPORATION, a Delaware corporation, MUSIC AMERICA FINANCE CORPORATION, a Delaware corporation, PRIVATEBRANDS ACCEPTANCE CORPORATION, a Delaware corporation, SEA RAY CREDIT CORPORATION, a Delaware corporation, SEA RAY CREDIT CORPORATION, a Delaware corporation, TREK FINANCIAL SERVICES INC., a Delaware corporation, WINNEBAGO ACCEPTANCE CORPORATION, a Delaware corporation, and CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF IOWA, an Iowa moration, (each, a "Seller," and collectively, t mrsuant to the resolution of each of their res, the corporation of the sale of their res, the corporation of the sale recording fee LECTLICATE the Rest ALBi Inc., a North Carolina
Carolina corporation, Kcorporation, MA-NBFSC, Inc., a North Carolina corporat
MM-NBFSC, Inc., a North Carolina corporat
MM-NBFSC, Inc., a North Carolina corporation, NATIONSB
FINANCIAL SERVICES CORPORATION, a Georgia corporation,

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Mar 04, 2006

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TRUE AND CERTIFIED COPY OF ORIGINAL

03-10-2001

on, G-NBFSC, Inc., a North inc., a North Carolina inc., a North Carolina corporation, Carolina corporation, NATIONSBANC

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CLERK OF CIRCUIT COURT
WASHINGTON COUNTY

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BOOK 355 PAGE 143

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NATIONSCREDIT ACCEPTANCE CORPORATION, a Delaware corporation, NATIONSCREDIT COMMERCIAL CORPORATION, a North Carolina corporation, NATIONSCREDIT CONSUMER DISCOUNT COMPANY, a Pennsylvania corporation, NATIONSCREDIT CORPORATION, a Pennsylvania corporation, NATIONSCREDIT TINANCIAL ACCEPTANCE CORPORATION, a Delaware corporation, NATIONSCREDIT FINANCIAL ACCEPTANCE CORPORATION, a Delaware corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION, A North Carolina Corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF ALBEAMA, an Alabama corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF AMERICA, a North Carolina corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF FIORIDA, a Florida corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF VIRGINIA, a Virginia corporation, NATIONSCREDIT HOME EQUITY CORPORATION OF VIRGINIA, a Virginia corporation, NATIONSCREDIT MORTGAGE CORPORATION OF FLORIDA, a Florida corporation, NATIONSCREDIT PRIVATEBRANDS ACCEPTANCE CORPORATION, a Delaware corporation, R-NBFSC, Inc., a North Carolina corporation, T-NBFSC, Inc., a North Carolina corporation, and W-NBFSC, Inc., a North Carolina corporation, T-NBFSC, Inc., a North Carolina corporation, and W-NBFSC, Inc., a North Carolina corporation, and w-NBFSC, Inc., a North Carolina corporation, and pruchaser, and collectively, the "Purchasers"), and for good and valuable consideration, hereby irrevocably makes, constitutes and appoints each of the Purchasers acting by or through any one or more of their respective directors, officers or authorized employees, independently or jointly as the Purchasers shall deem proper, as the true and lawful attorney-in-fact (each an "Attorney-in-Fact," and collectively, "Attorneys-in-Pact") for each of the Sellers in the name, place and stead of each of the Sellers to do any and all of the following tasks with respect to the Assets as such term is defined in the Business Asset Purchase Agreement dated as of November 17, 1992, by and among the Purchasers and each of the Sellers, as amen

1. To execute and deliver deeds, assignments, releases, notice filings, tax declarations, additional bills of sale and other statements or filings with any federal, state, municipal, local or other governmental subdivision, department, commission, board, bureau, court, legislature, agency, instrumentality or other governmental authority (including, without limitation, any cancellation, termination and financing statements) as may be required to further evidence the sale of the Assets and other instruments of sale,

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BOOK 1459 PAGE 520

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CLERK OF CIRCUIT COURT WASHINGTON COUNTY

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BOOK 355 PAGE 144

√C3479_{Pg} 287

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conveyance, transfer and assignment and such endorsements and acknowledgements as may be necessary or appropriate for the execution, delivery and recordation or filing of any such documents and as shall be necessary or appropriate to vest in the Purchasers full legal and equitable title to the Assets, and as shall be necessary or appropriate to evidence the Purchasers' acquisition of the Assets.

- 2. To sign, endorse (without representation, warranty, or recourse except as expressly set forth in the Business Asset Purchase Agreement), execute, acknowledge, deliver, receive and possess such other documents, agreements and instruments in writing of whatever kind and nature, including but not limited to endorsing (without representation, warranty, or recourse except as expressly set forth in the Business Asset Purchase Agreement) promissory notes, as may be necessary or proper in the exercise of the rights and powers herein granted and to further evidence the sale of the Assets.
- 3. To engage, employ, and dismiss any agents, accountants, advisors, consultants, attorneys, or other persons in the performance of these presents as may be required by law, rule or regulation, or as any of the Attorneys-in-Fact shall deem proper, and to appoint additional or substitute attorneys-in-fact as any of the Attorneys-in-Fact shall deem proper.

Unless otherwise defined herein, terms defined in the Business Asset Purchase Agreement shall have the same meanings herein. Any assignments or transfers effected hereby shall be without representation or warranty by, or recourse to, the Sellers except as expressly set forth in the Business Purchase Agreement, and all assignments and endorsements will so state on such instrument.

Any and all third parties may rely on a copy of this Power of Attorney, certified by any Attorney-in-Fact as being true and correct, to the same extent as if it were an original of this Power of Attorney and shall be entitled to rely on a writing signed by any Attorney-in-Fact to conclusively establish the identity of a particular right, power, capacity,

BOOK 1 4 5 9 PAGE 5 2 1

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30911 Bk:25134 Pg: 72

CLERK OF CIRCUIT COURT
WASHINGTON COUNTY

06 0986928

∨C3479_{Pg} 288

BOOK 355 PAGE 145

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asset, liability, obligation, property, loan or commitment of a Seller as an Asset for all purposes under this Power of Attorney.

The Attorneys-in-Fact appointed hereunder shall not be obligated to furnish bond or other security in connection with their actions hereunder.

Each Seller hereby authorizes the Attorneys-in-Fact appointed hereunder, by or through any of their respective directors or officers or by any of their other respective employees which are duly authorized by the respective Boards of Directors to act on behalf of the Attorneys-in-Fact hereunder, to (i) certify copies of this Power of Attorney, and (ii) certify, deliver and record certified copies and originals of this Power of Attorney.

Nothing contained in this Power of Attorney shall enlarge or limit, or be deemed to enlarge or limit, as between a Seller, on one hand, and a Purchaser, on the other hand, the rights or powers of a Seller or a Purchaser as are or may be set forth in the Business Asset Purchase Agreement or the Related Instruments or any other separate agreement between them; provided, however, that the foregoing provision shall not create any duty of inquiry by any third party relying on an original or certified copy of an original of this Power of Attorney, and such third parties shall be entitled to completely rely on the authority of the attorneys-in-fact appointed hereunder, notwithstanding the terms of the Business Asset Purchase Agreement or the Related Instruments or other separate agreements between any of the Sellers, on one hand, and any Attorney-in-Fact, on the other hand.

Each of the Sellers hereby ratifies, confirms and approves in all respects all acts and doings of the Attorneys-in-Fact and their respective officers, employees, directors, agents and attorneys which have been performed from November 17, 1992, which acts and doings were in conformity with this Power of Attorney.

BOOK 1459 PAGE 522

3051 0082

30911 Bk:25134 Pg: 73

CLERK OF CIRCUIT COURT
WASHINGTON COUNTY

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BOOK 355 PAGE 146

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If any provision of this Power of Attorney shall be held invalid, illegal or unenforceable, the validity, legality or enforceability of the other provisions hereof shall not be affected thereby, and there shall be deemed substituted for the provision at issue a valid and enforceable provision as similar as possible to the provision at issue.

This Power of Attorney shall be governed by and construed in accordance with the laws of the State of New York, without reference to its principles of conflicts of laws.

This appointment is coupled with an interest and is irrevocable.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney as of the date first written above.

CHRYSLER FIRST INC.

Name: Allan L. Roncullo Title: Vice President

ALLENTOWN GENERAL CORPORATION

Name: Allan L Ronduillo Title: Vica Parcialent

ARIENS CREDIT CORPORATION

Name: Allan L / Rong hillo Title: VICE flexident

CALKINS DIVERSIFIED CREDIT INC.

Name: Allon L. Kongulta

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CLERK OF CIRCUIT COURT
WASHINGTON COUNTY

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355 PAGE 147 BOOK

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CARVER CREDITCORP INC.

Name: Allon & Ronfullo Title: Vice President

CHRYSLER FIRST ACCEPTANCE CORPORATION

Name: Allan L. Rongvillo Title: Vice fleside

CHRYSLER FIRST COMMERCIAL CORPORATION

Name: Allan L. Ronguillo Title: Vice Account

CHRYSLER FIRST CONSUMER DISCOUNT COMPANY

Name: Allan L. Ronguillo Title: Vice Relicent

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION

Name: Allan L Rongillo Ticle: Vice President

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF AMERICA

Name: Allan i Rong Lillo Title: Vice hisident

BOOK 1 4 5 9 PAGE 5 2 4

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30911 Bk:25134 Pg: 75

CLERK OF CIRCUIT COURT
WASHINGTON COUNTY

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355 PAGE 148 BOOK

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CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA

Hame: Allon L. Ronge Title: Vice Resident

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF MEMORSOTA,

Name: Allan L. Ronquillo Title: Vice Heridert

CHRYSLER FIRST INDUSTRIAL LOAN

Name: Allan I/ Ronglulto Title: VICe President

CHRYSLER FIRST INFORMATION TECHNOLOGIES INC.

Name: Allan L/Ranguillo Title: Vice meadent

CHRYSLER FIRST MONETARY CORPORATION

Name: Allan I Ronchillo Title: Vice resident

CHRYSLER FIRST MORTGAGE CORPORATION OF FLORIDA

Name: Allan L/Ronghillo Ticle: Vice President

BOOK 1 4 6 9 PAGE 5 2 5

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CLERK OF CIRCUIT COURT
WASHINGTON COUNTY

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BOOK 355 PAGE 149

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COMPAIR KELLOGG CREDIT CORPORATION

Name: Allan L. Ronduillo Title: Vice Palaided

FINANCIAL ACCEPTANCE CORPORATION

Name: Alian L. /Rongullio Title: Vice President

GODFREY ACCEPTANCE CORPORATION

Name: Allan L. Rongullio Title: Vice hedident

GRAVELY CREDIT CORPORATION

Name: Allan L./Ronquillo Title: //ce how death

KORG ACCEPTANCE CORPORATION

Name: Allan J. Ronguille Title: Vice medicut

MERCURY MARINE ACCEPTANCE

CORPORATION

Name: Allan L. Rongullo

MUSIC AMEDICA PINANCE CORDODATION

Name: Allan V. Rohguillo Title: Vice Resident

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PRIVATEBRANDS ACCEPTANCE

HIIAN L. Ronquillo VICE Resident

ROTH FINANCIAL SERVICES COMPANY

Name: Allan I. Rongkillo Title: Vice Meddent

SEA RAY CREDIT CORPORATION

Name: Allon L. Ronquilly Title: Vice Pushdent

TREK FINANCIAL SERVICES INC.

Name: Allan L. Rongul Title: VICE Recident

Name: Allan L. Roykuillo Title: VICE Paleided

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF 10WA

Name: Allan L. Ronquillo Title: Vice President

Received Recorded Resister of Deeds May 25,2007 09:40:04A Cumberland County Pamela E. Lovley

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DONALD E. ASHE, REGISTER HAMPDEN COUNTY, REGISTRY OF DEEDS

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The within instrument recorded among the Land Records of Allegany County, Maryland, as noted on the face of said instrument, and compared by Dawne D. Lindsey, Clerk

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9000 South side Blud

Jackson will Fl
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