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 FORSYTH CO, NC FEE \$41.00
PRESENTED & RECORDED:
04-16-2004 02:41 PM
DICKIE C WOOD
REGISTER OF DEEDS
By: T THOMAS DPTY
BK:RE 2462
PG:106-115

LOAN NO. BOGGS

FORSYTH, NC

CHRYSLER FIRST

LIMITED POWER OF ATTORNEY

98-6107

P.O. # 5
Fee \$ 46.00Filed at 8:29 A.M.
Oct. 14, 1998

69

State of Iowa, Dickinson County, SS:
I, Jan Bertschler, Recorder in and for said County do
hereby certify that this is a true copy of the instrument as the
same appears of record in my office in
Bk. 5 Pg. 14 Filed 10-14-98
Witness my hand this 8th day of February
A.D. 20 00
Jan Bertschler - Clerk
Dickinson County Recorder

00 108158

FILED FOR RECORD
At 10:00 O'Clock A M

OCT 19 2000
SUE HODGES
Clerk and Recorder
Benton County, ARK.

INSTR. NO. 986107

EX. PAGE

98 OCT 14 AM 8:29

IRREVOCABLE POWER OF ATTORNEY

ALLIANCE
RECORDERS
BENTON COUNTY, IOWA
10-14-98

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, ARIENS CREDIT CORPORATION, a Pennsylvania corporation, CALKINS DIVERSIFIED CREDIT INC., a Delaware corporation, CARVER CREDITCORP 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 SERVICES CORPORATION OF FLORIDA, a Florida corporation, CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF MINNESOTA, a 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 CREDIT CORPORATION, a Delaware corporation, FINANCIAL ACCEPTANCE CORPORATION, a Delaware corporation, GODFREY ACCEPTANCE CORPORATION, a Delaware corporation, GRAVELY CREDIT CORPORATION, a Delaware corporation, KORG ACCEPTANCE CORPORATION, a Delaware corporation, MERCURY MARINE ACCEPTANCE CORPORATION, a Pennsylvania corporation, MUSIC AMERICA FINANCE CORPORATION, a Delaware corporation, PRIVATEBRANDS ACCEPTANCE CORPORATION, a Delaware corporation, ROTH FINANCIAL SERVICES COMPANY, 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 corporation, (each, a "Seller," and collectively, the "Sellers"), pursuant to the resolution of each of their respective Boards of Directors, to facilitate the recording of the sale of assets by the Sellers to A-NBFSC, Inc., a North Carolina corporation, G-NBFSC, Inc., a North Carolina corporation, K-NBFSC, Inc., a North Carolina corporation, MA-NBFSC, Inc., a North Carolina corporation, MM-NBFSC, Inc., a North Carolina corporation, NATIONS BANK FINANCIAL SERVICES CORPORATION, a Georgia corporation,

I, Sue Hodges, certify this instrument is a true
Copy of the Power of Attorney

TRUE AND CERTIFIED COPY OF ORIGINAL

Dale Davis
NOTARY GALE DAVIS
03-10-2001

on file in this office, dated 10-19-00
Book 2000 at page 108158
Sue Hodges
Sue Hodges, Clerk
By Lisa Miller D.C.
1933

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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 FINANCIAL ACCEPTANCE CORPORATION, a Delaware corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION, a North Carolina Corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF ALABAMA, an Alabama corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF AMERICA, a North Carolina corporation, NATIONSCREDIT FINANCIAL SERVICES CORPORATION OF FLORIDA, 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, S-NBFSC, Inc., a North Carolina corporation, T-NBFSC, Inc., a North Carolina corporation, and W-NBFSC, Inc., a North Carolina corporation (each a "Purchaser," 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-Fact") 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 amended by a First Amendment thereto, dated January 29, 1993 (as so amended, the "Business Asset Purchase Agreement"):

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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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,

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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.

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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.

AL Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

ALLENTOWN GENERAL CORPORATION

AL Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

ARIENS CREDIT CORPORATION

AL Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

CALKINS DIVERSIFIED CREDIT INC.

AL Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

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CARVER CREDITCORP INC.

A L Rillo
Name: Allan L. Rongquillo
Title: Vice President

CHRYSLER FIRST ACCEPTANCE CORPORATION

A L Rillo
Name: Allan L. Rongquillo
Title: Vice President

CHRYSLER FIRST COMMERCIAL CORPORATION

A L Rillo
Name: Allan L. Rongquillo
Title: Vice President

CHRYSLER FIRST CONSUMER DISCOUNT COMPANY

A L Rillo
Name: Allan L. Rongquillo
Title: Vice President

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION

A L Rillo
Name: Allan L. Rongquillo
Title: Vice President

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF AMERICA

A L Rillo
Name: Allan L. Rongquillo
Title: Vice President

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CHRYSLER FIRST FINANCIAL SERVICES
CORPORATION OF FLORIDA

A L Rongillo
Name: Allan L. Rongillo
Title: Vice President

CHRYSLER FIRST FINANCIAL SERVICES
CORPORATION OF MINNESOTA

A L Rongillo
Name: Allan L. Rongillo
Title: Vice President

CHRYSLER FIRST INDUSTRIAL LOAN
COMPANY

A L Rongillo
Name: Allan L. Rongillo
Title: Vice President

CHRYSLER FIRST INFORMATION
TECHNOLOGIES INC.

A L Rongillo
Name: Allan L. Rongillo
Title: Vice President

CHRYSLER FIRST MONETARY CORPORATION

A L Rongillo
Name: Allan L. Rongillo
Title: Vice President

CHRYSLER FIRST MORTGAGE CORPORATION
OF FLORIDA

A L Rongillo
Name: Allan L. Rongillo
Title: Vice President

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COMPAIR KELLOGG CREDIT CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

FINANCIAL ACCEPTANCE CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

GODFREY ACCEPTANCE CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

GRAVELY CREDIT CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

KORG ACCEPTANCE CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

MERCURY MARINE ACCEPTANCE CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

MUSIC AMERICA FINANCE CORPORATION

A L Rillo
Name: Allan L. Ronguillo
Title: Vice President

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PRIVATEBRANDS ACCEPTANCE
CORPORATION

A. L. Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

ROTH FINANCIAL SERVICES COMPANY

A. L. Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

SEA RAY CREDIT CORPORATION

A. L. Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

TREK FINANCIAL SERVICES INC.

A. L. Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

WINNEBAGO ACCEPTANCE CORPORATION

A. L. Rongquillo
Name: Allan L. Rongquillo
Title: Vice President

CHRYSLER FIRST FINANCIAL SERVICES
CORPORATION OF IOWA

A. L. Rongquillo
Name: Allan L. Rongquillo
Title: Vice President