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STATE OF INDIANA
COURT
FILED FOR RECORD

94 DEC 15 AM 9:00

Nationscredit
1500 wall st.
St Charles Mo.

SAMUEL ORRICH
RECORDER

63303

POWER OF ATTORNEY

General Motors Acceptance Corporation and General Motors Acceptance Corporation, North America (the "Sellers") hereby constitute and appoint NationsCredit Commercial Corporation (the "Purchaser") (or any duly authorized officer of the Purchaser or any other Person who the Purchaser may designate in writing), and their respective successors and assigns, as their true and lawful attorneys-in-fact, with full power of substitution, for the Sellers and in the name and place of the Sellers or otherwise, by and on behalf of and for the benefit of the Purchaser and its successors and assigns, to collect, demand and receive any and all of the Purchased Assets, to give receipts and releases for and in respect of the Purchased Assets or any part thereof, to endorse with the name of the Sellers any notes, acceptances, checks, drafts and money orders received on account of the Purchased Assets and any certificates of title, certificates of registration, financing statements, assignments, continuation statements and any and all other documents necessary to transfer or sell the Purchased Assets, to institute and prosecute, in the name of the Sellers or otherwise, any and all actions, suits or proceedings at law, in equity or otherwise which the Purchaser or its successors and assigns may deem proper to collect, assert or enforce any claim, right or title of any kind in or to the Purchased Assets, to defend or compromise any and all actions, suits or proceedings at law, in equity or otherwise in respect of any of the Purchased Assets, and to do all such acts and things in relation to the Purchased Assets as the Purchaser or its successors and assigns may deem advisable. The Sellers hereby declare that the appointment hereby made and the powers hereby granted are coupled with an interest and are and shall be irrevocable by the Sellers in any manner or for any reason.

The Sellers and the purchaser hereby agree that a true and correct copy of this Power of Attorney certified by a notary public or officer of the Sellers or the Purchaser, or their respective successors or assigns, shall be deemed an original for the purposes of filing or recording this document with any Governmental Authority. Capitalized terms used but not defined herein shall have the respective meanings assigned to them in the Asset Purchase Agreement dated as of December 15, 1993 among the Purchaser and the Sellers.

do hereby
of an official
Steph Del...
Subscribed and sworn to before me this
11-22-94
Marcia L Shrum

MARCIA L SHRUM
NOTARY PUBLIC STATE OF MISSOURI
ST LOUIS COUNTY
MY COMMISSION EXP. APR. 29, 1997

gas

IN WITNESS WHEREOF, the Sellers have caused this Power of Attorney to be duly executed by their respective authorized officers as of the day and year first above written.

GENERAL MOTORS ACCEPTANCE CORPORATION

By [Signature]
Title: Executive Vice President

GENERAL MOTORS ACCEPTANCE CORPORATION, NORTH AMERICA

Docu...
NOT ORIGINAL
This Document is the property of the Lake County Recorder!

By [Signature]
Title: vice President

STATE OF Michigan
COUNTY OF Wayne

The foregoing Power of Attorney was acknowledged before me this 15th day of December, 1993 by John D. Finnegan as Executive Vice President of General Motors Acceptance Corporation, a New York corporation, on behalf of the corporation.

My commission expires: March 29, 1997

[Notarial Seal]

[Signature]
Notary Public

I do hereby certify that this is a true and correct copy of an original document.

STATE OF Michigan
COUNTY OF Wayne

[Signature]
Subscribed and sworn to before me on

The foregoing Power of Attorney was acknowledged before me this 15th day of December, 1993 by John D. Finnegan Vice President of General Motors Acceptance Corporation, a Delaware corporation, on behalf of the corporation.

My commission expires: March 29, 1997

[Notarial Seal]

[Signature]
Notary Public

CATHY L. QUENNEVILLE
Notary Public, Wayne County, MI
My Commission Expires Mar. 29, 1997

MAR 23 1994
MARGAL SHRUM
NOTARY PUBLIC STATE OF MISSOURI
WAYNE COUNTY MISSOURI
APR 29 1997
North America
CEO