



POWER OF ATTORNEY

The undersigned company and its subsidiaries hereby duly appoint American Auto Auction Group, LLC d/b/a Xlerate Group, and all of its U.S. subsidiaries (as listed and amended from time to time at www.Xlerategroup.com) ("Xlerate"), through their authorized employees and agents, to act as our ATTORNEY-IN-FACT to sign all papers and documents that may be necessary pertaining in any way to (a) the sale and subsequent title transfer of any vehicles consigned by the undersigned company to Xlerate for its auction of the vehicles or (b) pertaining to the purchase of vehicles by the undersigned. Such documents include, without limitation, any bill of sale, title, title transfer document, lien releases, repossession affidavit or certification, or odometer disclosure statements. The undersigned represents and warrants that Xlerate is hereby duly authorized to sign all necessary certifications on behalf of the undersigned company in any such documents and that all such certifications are true and accurate (including, without limitation, certifications that the undersigned complied with applicable laws and any security agreement with a third party). The undersigned acknowledges that Xlerate is relying on such representations and warranties when completing such certifications.

In consideration of Xlerate's agreement to execute such documents on behalf of the undersigned from time to time, the undersigned shall indemnify, defend, and hold harmless Xlerate, its affiliates, subsidiaries, officers, directors, employees, agents, successors, and assigns from and against any and all loss, damages, liability, claims, cause of action, and expenses of whatever kind and nature, arising from (i) the execution by Xlerate or its employees or agents of any certificate of title, odometer disclosure statement, bill of sale, repossession affidavit or certification, other document necessary to transfer ownership of consigned vehicles, or any other document authorized by this Power of Attorney, or (ii) any breach by the undersigned of any of its representations or warranties set forth herein or elsewhere to Xlerate. Notwithstanding the foregoing, nothing contained herein shall be construed to require the undersigned to indemnify Xlerate, its affiliates, subsidiaries, officers, directors, employees, successors, and assigns from any loss resulting from any gross negligence or willful misconduct of Xlerate or its employees or agents.

This Power of Attorney, and any copy thereof, shall be effective as of the date of signing hereof on behalf of the undersigned and continue in full force and effect until terminated by the undersigned in its sole discretion. The undersigned hereby agrees to Xlerate's Terms & Conditions posted at www.Xlerategroup.com and amended from time to time. This Power of Attorney supersedes any previous authorization to act as agent and attorney-in-fact for the undersigned.

Company Name

AuctionACCESS Number

By: _____

(Signature of Owner/Officer)

Printed: _____

(Printed Name of Owner/Officer with Title)

ACKNOWLEDGMENT

A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of _____)

County of _____)

On _____ before me, _____ personally

(insert name and title of notary officer)

appeared _____, who proved to me on the basis of satisfactory

(insert name and title of the owner/officer of the company)

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.

I certify under PENALTY OF PERJURY under the laws of the State of _____ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____ (Seal)

My Commission expires: _____