

POWER OF ATTORNEY

(AGENCY)

INDEMNITY AND HOLD HARMLESS AGREEMENT

-----, (HEREINAFTER CALLED 'CUSTOMER'), WHOSE
PRINCIPAL PLACE OF BUSINESS IS AT -----

HEREBY APPOINTS **MANHEIM INC, 6205 PEACHTREE DUNWOODY ROAD, ATLANTA GA, 30328** AND ITS
SUBSIDIARIES AND THEIR DESIGNEES (HEREINAFTER CALLED "AUCTIONS'), INCLUDING BUT NOT LIMITED TO
THOSE LISTED ON EXHIBIT A HERETO, AS CUSTOMER'S AGENT WITH FULL AND COMPLETE AUTHORITY TO
COMPLETE AND OR SIGN ODOMETER DISCLOSURE STATEMENTS, TITLE DOCUMENTS, AUCTION INVOICES, CHECKS,
DRAFTS, DIRECT FINANCING FORMS, OR ANY OTHER DOCUMENTS AS REQUIRED, IN AUCTION'S DISCRETION, ON
CUSTOMER'S BEHALF WITH REGARD TO SERVICES PROVIDED BY AUCTION TO CUSTOMER, INCLUDING BUT NOT
LIMITED TO SERVICES RELATED TO ANY AND ALL MOTOR VEHICLES OWNED, SOLD, PURCHASED, STORED,
INSPECTED, SERVICED, AND/OR CONDITIONED BY OR FOR CUSTOMER AT AUCTION.

CUSTOMER WILL DEFEND, INDEMNIFY, AND HOLD HARMLESS AUCTION FROM ALL LOSSES OR EXPENSES
INCURRED BY AUCTION AS A RESULT OF AUCTION ACTING AS CUSTOMER'S AGENT PURSUANT TO THIS
AGREEMENT, INCLUDING ALL EXPENSES AND ATTORNEY FEES INCURRED BY AUCTION, UNLESS CAUSED BY
AUCTION'S OWN NEGLIGENCE.

AGREED TO AND ACCEPTED BY: -----

SIGNATURE: -----

PRINT NAME: -----

TITLE: -----

DATE: -----

STATE OF: -----

COUNTY OF: -----

On ----- before me, -----[name and title of the notary],
personally appeared -----[signatory], personally known to me (or proved to me on
the basis of satisfactory evidence) to be person(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
signatures 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.

Signature -----(Seal)

My Commission Expires: -----

EXHIBIT A

<u>Greater Nevada Auto Auctions, LLC</u>	Manheim Denver
Manheim Nevada	Manheim Detroit
<u>Kansas City Auto Auctions, Inc.</u>	Manheim El Paso
Manheim Kansas City	Manheim Flint
Total Resource Auctions – Kansas City	Manheim Fort Lauderdale
Manheim Springfield	Manheim Fort Myers
<u>Manheim Auto Auctions Company</u>	Manheim Fredericksburg
Manheim Canada	Manheim Georgia
Manheim Edmonton and Source Auto Auction	Manheim Harrisonburg
Manheim Halifax	Manheim Hawaii
Manheim Moncton	Manheim Houston
Manheim Montreal	Manheim Imperial Florida
Manheim Oshawa Dealers Exchange	Manheim Indianapolis
Manheim Toronto	Manheim Jacksonville
Manheim-Adesa Remarketing Network	Manheim Lafayette
MARN	Manheim Lakeland
<u>Manheim Investments, Inc.</u>	Manheim Louisville
Manheim California	Manheim Milwaukee
Manheim Express Registration	Manheim Minneapolis
Manheim Riverside	Manheim New England
Manheim San Diego	Manheim New Jersey
Manheim San Francisco Bay	Manheim New Orleans
Manheim Southern California	Manheim New York
<u>Manheim Remarketing, Inc.</u>	Manheim North Carolina
AIMS	Manheim Northstar Minnesota
Collateral Recovery of Hawaii	Manheim NY Metro Skyline
Kentuckiana Auto Body Repair	Manheim Ohio
Manheim Albany	Manheim Omaha
Manheim Arena Illinois	Manheim Orlando
Manheim Atlanta	Manheim Palm Beach
Manheim Baltimore-Washington	Manheim Pennsylvania
Manheim Casper	Manheim Pensacola
Manheim Central California	Manheim Philadelphia
Manheim Central Florida	Manheim Phoenix
Manheim Chicago	Manheim Pittsburgh
Manheim Cincinnati	Manheim Portland
Manheim Consulting	Manheim San Antonio
Manheim Dallas	Manheim Seattle
Manheim Dallas Fort-Worth	Manheim St. Louis
Manheim Daytona Beach	Manheim St. Pete

Manheim Statesville
Manheim Tampa
Manheim Texas Hobby
Manheim Tucson
Manheim Tulsa
Manheim Utah
OAA Sales
Ohio Salvage Auction
The Gold Book
Manheim Keystone Pennsylvania
Total Resource Auctions – Milwaukee
Total Resource Auctions – Minneapolis
Total Resource Auctions – Omaha
Total Resource Auctions – St. Louis
Total Resource Auctions – Tucson
TRA-Central Penn
Manheim Resale, LLC
Ohio Auto Leasing
Ohio Auto Sales
Ohio Banc Auction
Manheim Tennessee, Inc.
Manheim Nashville
Manheim Realty & Auction
Nashville Service Businesses
NextGear Capital, Inc.
DSC of Indiana
Discover DSC
Online Vehicle Exchange, L.L.C.
Manheim Central Facilitation Services Group
Manheim Digital Marketplace
Myrddin Fleet Services
Alabama Salvage Auction Company, Inc.
Total Resource Auctions - Birmingham
