

SPECIAL POWER OF ATTORNEY

W.C.R. DEVELOPMENTS (TVL) INC., a Nevada corporation, does hereby make, constitute, and appoint E.R. Rex of Newport Beach, California to be its attorney-in-fact, for it in its name and in its stead to do any and all of the following acts which in any manner relate to certain accounts receivable sold and assigned to FinanceAmerica Corporation, a Nevada corporation, including, but not limited to, the following:

1. To execute, deliver, and cause to be filed UCC-1 financing statements relating to Contracts sold and assigned to FinanceAmerica Corporation ("FinanceAmerica") pursuant to the Agreement dated May 19, 1983, by and between the undersigned, FinanceAmerica and other parties ("the Agreement");

2. To execute, deliver and cause to be filed UCC-2 releases regarding Contracts repurchased by the undersigned pursuant to the Agreement, and

3. To do any and all other acts, and execute any and all other documents, forms, and other writings which FinanceAmerica may deem to be, in its sole discretion, necessary or desirable to perfect its security interest in such Contracts.

I FURTHER GIVE to my said attorney-in-fact full power and authority to do and perform all and every act and thing which may be necessary, or convenient, in connection with any of the foregoing, as fully, to all intents and purposes, as the undersigned might or could do, hereby ratifying and confirming all that my said attorney-in-fact shall lawfully do or cause to be done by authority hereof. It is the intent of the undersigned that the power of attorney granted hereby be liberally construed.

The power of attorney hereby given shall terminate no sooner than sixty (60) days after the undersigned shall have given written notice of revocation by either delivering personally such written notice to the above-named attorney-in-fact, or by mailing the same to:

FinanceAmerica, 5001 Birch Street

Newport Beach, CA. 92660

Attn: E. R. Rex

This power of attorney has been executed in duplicate originals, for the purpose of filing an executed original hereof with the Secretary of State, State of Nevada.

IN WITNESS WHEREOF, I have signed and acknowledged this Special Power of Attorney this 27 day of MAY, 1983.

W.C.R. DEVELOPMENTS (TVL) INC.,
a Nevada corporation

By Clarence W. Thomas
Clarence W. Thomas,
Vice President

