

Certificate of Partnership

The undersigned hereby certifies that he is the general partner of _____ (the "Partnership"). The undersigned further certifies that the certifications set forth below (the "Certifications") have been duly adopted in accordance with the procedures set forth in the governing instruments of the Partnership and the Certifications have not been amended or revoked and are in full force and effect. The undersigned further certifies that the Certifications do not conflict with any of the governing instruments of the Partnership. The undersigned further certifies that:

The Partnership has entered or will enter into one or more commercial, lease, and/or retail installment sale finance agreements with a licensed motor vehicle dealer who, in turn, intends to assign them to Ally Financial Inc. or one of its affiliates (individually and collectively, "Ally") whereby the Partnership will receive credit and/or lease accommodations in connection with the purchase and/or lease of motor vehicles (the "Credit Documents");

In accordance with these Credit Documents, the Partnership may grant Ally a security interest in certain now-owned or hereafter-acquired property of Partnership and any and all proceeds thereof and that the Partnership may assume certain credit and/or lease obligations to Ally in connection with the credit extensions provided by Ally and that these and other actions taken by Partnership in connection with the Credit Documents do not conflict with any provisions of the Partnership's partnership agreement or any other governing instruments of the Partnership; and

Any partner of the Partnership, any person purporting to act in that capacity or on the Partnership's behalf, and any Authorized Party whose name and signature are set forth here (Authorized Party Name: _____ Authorized Party Signature: _____) is authorized and empowered to sign the Credit Documents and any and all documents necessary or required by Ally in connection with the Credit Documents, and from time to time to perform all such other acts and things deemed by him/her necessary, convenient, or proper to carry out, modify or supplement the Credit Documents or any other such agreements and arrangements made with Ally in connection with them.

Certified by:
_____ (Name of Partner)
_____ (Signature of Partner)
_____ (Title of Partner)

Dated: _____

Notarization Block

(Required as directed by Ally)

State of _____)
County of _____)

On this ____ day of _____, 20____ before me, _____, a
(Name of Notary)
Notary Public, personally appeared _____, who
(Name of Signatory)

proved to me on the basis of satisfactory 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 set forth above that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Notary Public