

WHEN RECORDED RETURN TO:
Joyce Kline Wright, Esq.
Snell & Wilmer
3100 Valley Bank Center
Phoenix, Arizona 85073
43448-M70

GENERAL POWER
OF ATTORNEY

EFFECTIVE DATE: June 17, 1988

COUNTY AND STATE: Douglas County, Nevada

PRINCIPAL: FLORENCE E. NELSON

ADDRESS OF

PRINCIPAL: 23036 Via Ventosa
Scottsdale, Arizona 85255

ATTORNEY-IN-FACT: JERRY NELSON

ADDRESS OF

ATTORNEY-IN-FACT: 23036 Via Ventosa
Scottsdale, Arizona 85255

Principal hereby makes, constitutes and appoints Attorney-in-Fact to act as my true and lawful attorney, in my name, place and stead to perform the following acts:

1. To, in connection with the formation of PPVN Limited Partnership, an Arizona limited partnership ("PPVN"), and the following loan transactions:
 - a) A \$7,000,000 loan by Western Savings and Loan Association ("WSLA") to PPVN;
 - b) Two loans of \$6,000,000 each by WSLA to Jerry Nelson and Florence E. Nelson ("Nelsons");
 - c) A \$17,000,000 loan by WSLA to PPVN;
 - d) A \$4,000,000 loan by WSLA to PPVN;
 - e) A \$4,000,000 loan by Nelsons to PPVN;
 - f) A \$6,000,000 loan by Nelsons to PPVN; and
 - g) A \$38,000,000 loan by The Arizona Bank to PPVN (collectively, the "Loans").

execute any and all documents and instruments, including, but not limited to, continuing guarantees, trust borrowing and guarantee authorizations, assignments, deeds of trust,

182369

BOOK 788 PAGE 2283

promissory notes, security agreements, financing statements, loan agreements, deeds, affidavits, financial disclosure forms, consents, certificates, partnership agreements, and such other documents and instruments, of whatever kind and nature, as may be necessary, proper, appropriate, or convenient to form PPVN and consummate the Loans, and in such form as may be approved by Attorney-in-Fact, in the exercise of his sole discretion, further including, without limitation, continuing personal guarantees of the Loans described above in subparagraphs 1(a), 1(c), 1(d) and 1(g), by which Principal's separate assets and community assets will be made fully liable for payment of such Loans.

2. To complete any document connected with the consummation of the Loans or the formation of PPVN and date any such document or instrument, whether such document has been previously signed by Principal personally or on Principal's behalf by Attorney-in-Fact, by inserting the date of the actual consummation or closing of the Loan or formation of PPVN, as applicable.

3. To draw and deposit monies from bank accounts belonging to and in the name of the Principal; to enter and use the contents of these accounts and any safety deposit box for the use and benefit of Principal; and to ask, demand, sue for, recover, collect and receive all such sums of money, debts, dues, accounts, legacies, bequests, interests, dividends, annuities, and demands whatsoever, as are now or shall hereafter become due, owing, payable or belonging to Principal; and to have, use and take all lawful ways or means, in name of Principal, or otherwise, for the recovery thereof, by legal process, and to compromise and agree for, and grant acquittance or other sufficient discharges for Principal and in the name of Principal.

4. To make, seal, and deliver; to bargain, contract, agree, purchase, receive and take lands, tenements, hereditaments, and accept the seizing and possessing of all lands, and all deeds and other assurances in the law thereof; and to lease, let, demise, bargain, sell, remise, release, convey, mortgage, and hypothecate lands, tenements, hereditaments, upon such terms and conditions and under such covenants as Attorney-in-Fact shall think fit; and to bargain and agree for, buy, sell, mortgage, hypothecate, and in any and every way and manner deal in and with goods, wares and merchandise, choses in action, and other property in possession or in action.

182369

5. To make, do and transact all and every kind of business of whatever nature and kind for and in the name of the Principal, and as the Principal's act and deed; and to sign, seal, execute, deliver, and acknowledge such deeds, covenants, indentures, agreements, mortgages, hypothecations, bottomries, charter parties, bills of lading, bills, bonds, notes, receipts, evidences of debt, releases and satisfaction of mortgage, judgments, and other debts, and such other instruments in writing, of whatever kind and nature, as may be necessary or proper in the premises.

6. To do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intents and purposes as Principal might or could do if personally present. The Principal hereby ratifies and confirms all that the Attorney-in-Fact shall lawfully do or cause to be done by virtue of this General Power of Attorney.

This Power of Attorney shall not be affected by disability of the Principal.

Florence E. Nelson
FLORENCE E. NELSON

"Principal"

Jerry Nelson
JERRY NELSON

"Attorney-in-Fact"

[Signature]
Witness

[Signature]
Witness

[Signature]
Witness

182369

BOOK 788 PAGE 2285

STATE OF New York)
County of New York) ss.

On this the 1st day of July, 1988, before me, the undersigned Notary Public, personally appeared Florence E. Nelson, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public

My commission expires:
Notary Public, State of New York
No. 30-4503120, Clerk in Nassau Co.
Certificate filed in New York County
Commission Expires 11/30/89

SEAL

STATE OF New York)
County of New York) ss.

On this 1st day of July, 1988, before me, the undersigned Notary Public, personally appeared Jerry Nelson, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public

My commission expires:
AINETTE WACHER
Notary Public, State of New York
No. 30-4503120, Clerk in Nassau Co.
Certificate filed in New York County
Commission Expires 11/30/89

SEAL

REQUESTED BY
WESTERN TITLE COMPANY, INC.
IN OFFICIAL RECORDS OF
CLERK OF SUPERIOR COURT, NEVADA

2363V

88 JUL 19 AIO:13

MUZANNE BEAUDREAU
RECORDER

182369

-4-

800 PAID Bh DEPUTY

BOOK

788 PAGE 2286