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RECORDED AT REQUEST OF
ATTORNEY

FEE 10-1

LIMITED POWER OF ATTORNEY TO FUND
REVOCABLE LIVING TRUST

KNOW ALL MEN BY THESE PRESENTS:

I, JOHN E. COOK, also known as JOHN ELLIOTT COOK, a resident of the County of Marin, State of California, hereby nominate and appoint EDWARD D. BURMEISTER, a resident of the County of Marin, State of California, my true and lawful attorney-in-fact for me, in my name, place and stead and on my behalf to convey my personal assets to me as Trustee of The John E. Cook Revocable Trust of even date herewith, but executed prior hereto, and for that purpose:

(1) To endorse stock, certificates, bond certificates, and certificates for other securities, standing in my name alone or with others, in the name of Cook, Farrell & Co., G. M. Cook & Co., or in the name of any partnership of which I am a General partner, or assignments separate from certificates with respect thereto;

(2) To execute the appropriate documents of conveyance with respect to my real property located in the County of Douglas, State of Nevada, more particularly described as follows:

An undivided one-half interest in all those certain pieces or parcels of land lying and being in the County of Douglas, State of Nevada, more particularly described as follows:

Parcel 1.

Being at a point on meander line of Lake Tahoe, whence the Meander Corner between Secs. 3 and 10, T. 14 N., R. 18 E., M.D.B.&M., bears N. 30° 14' W. 470 feet; thence N. 59° 34' E. 324.71 feet along the southerly line of the Taylor property to the easterly corner of said property on the westerly side line of a 30-ft. roadway; thence S. 40° 28' E. 95.75 feet along the westerly side line of said roadway;

Thence S. 56° 48' W. 34.87 feet to the northerly corner of Lot 12, Block E. Glenbrook Links Subdivision, of record in the office of the Recorder of Douglas County, Nevada;

Thence continuing S. 56° 48' W. 140 feet along the northwesterly side line of said Lot 12 extended, to the westerly side of a 40-ft. street of said Glenbrook Links Subdivision; thence S. 33° 12' E. 63 feet along said street side line; thence S. 56° 48' W. 170.65 feet to the meander line of Lake Tahoe; thence N. 30° W. 174.2 feet along said meander line to the place of beginning.

Containing 1,032 acres, more or less, in Lot 1 of said Section 10.

Parcel 2.

Begin at a point on the meander line of Lake Tahoe whence the meander corner between Secs. 3 and 10 bears N. 30° 14' W. 470 feet; thence S. 30° 14' E. 174.2 feet along said meander line; thence S. 56° 48' W. to the water line of Lake Tahoe; thence northwesterly 174 feet more or less along said water line of Lake Tahoe; thence N. 59° 34' E. to the place of beginning.

TOGETHER with a right of way over that certain road as now located, or as it may be located hereafter, extending from the State Highway known as U.S. Route 50 to the hereinabove described property.

Subject to all the terms, provisions, covenants, conditions, reservations and exceptions under those certain instruments and deeds of August 27, 1945, from THE GLENBROOK COMPANY, a Delaware corporation, Grantor, to J. E. COOK, Grantee, filed for record September 7, 1945, in the office of the County Recorder of Douglas County, Nevada, and recorded in Book X of Deeds, at pages 291 and 292, Douglas County, Nevada, Records.

(3) To execute the appropriate documents of conveyance with respect to my real property located in the County of San Joaquin, California, more particularly described as follows:

An undivided one-half interest in all that real property situate in the County of San Joaquin, State of California described as follows:

The south half of the southeast quarter of Section 27, Township 4 north, Range 7 east, M.D.B.&M., containing 80 acres, more or less.

(4) To change the title to any and all bank accounts, specifically including, but not limited to, my checking accounts-- numbers 0001-889294, 0001-536291 and my savings/money market accounts--numbers 6001-148832, 6001-639251, maintained by me of WELLS FARGO BANK, 464 California Street, San Francisco, California, and

(5) To execute the appropriate documents in order to assign any loan (and any collateral related thereto) I have outstanding from Wells Fargo Bank.

(6) To gain entry to my safe deposit box at the aforementioned WELLS FARGO BANK, to inspect the contents therein and to remove therefrom such assets, certificates of title and/or other documents as my said attorney may deem necessary in order to effect the transfers contemplated hereby.

GIVING AND GRANTING to my said attorney full authority to do and perform each and every act and thing whatsoever requisite, necessary or appropriate to be done, in order to exercise the limited powers conferred hereby as fully and effectively to all intents and purposes as I might or could do or cause to be done with respect thereto if personally present, reserving to myself full power of substitution or revocation, hereby ratifying and confirming all that my said attorney shall lawfully do or cause to be done by virtue of these presents.

This Limited Power of Attorney shall not be affected by my subsequent disability or incapacity.

WITNESS my hand at San Francisco,

California, this 27th day of December, 1988.

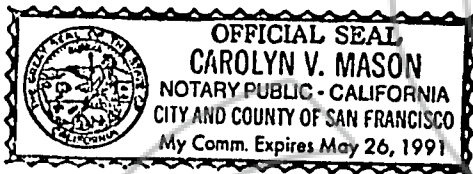
John E. Cook
JOHN E. COOK

STATE OF CALIFORNIA)
COUNTY OF San Francisco) SS:

On the 27th day of December, 1988,
before me, Carolyn V. Mason, a Notary
Public in and for said State, residing therein and duly
commissioned and sworn, personally appeared JOHN E. COOK, known
to me (or proved to me on the basis of satisfactory evidence)
to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed same.

IN WITNESS WHEREOF, I have hereunto affixed my signature
and official seal on the day and year in this certificate first
above written.

(SEAL)



Carolyn V. Mason
Notary Public in and for said State

SEAL

When embossed, and printed in purple ink, this is certified to be a true
copy of the records of the San Joaquin County Records Office.

APR 11, 1989 YVONNE I. UDALL, Recorder
By Catherine Troxell Deputy

REQUESTED BY
Baker & McKenzie
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

3750E

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SUZANNE BEAUDREAU
RECORDER 200568

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