

A.P.N. 1418-15-511-017

Recording requested by  
and when recorded mail to:

Midkiff & Associates, Inc.  
P.O. Box 12427  
Zephyr Cove, NV 89448

REQUESTED BY  
**FIRST AMERICAN TITLE CO.**  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2004 MAY -6 PM 12:50

WERNER CHRISTEN  
RECORDER

26 PAID *Kj* DEPUTY

**IRREVOCABLE SPECIAL LIMITED POWER-OF-ATTORNEY  
REGARDING TRANSFER OF HARD LAND COVERAGE**

THIS IRREVOCABLE POWER-OF-ATTORNEY REGARDING TRANSFER OF HARD LAND COVERAGE ("Power-of-Attorney") is made as of the 14<sup>th</sup> day of December, 2003 ("Effective Date"), by Karen L. Kelly and Patrick L. Kelly, Co-Trustees of the William Cody Kelly Trust A fbo Karen L. Kelly, William Michael Kelly and Shannon Kelly Carter, Co-Trustees of the William Cody Kelly Trust Fund B II fbo William Michael Kelly, Shannon Kelly Carter and Patrick L. Kelly (each individual being hereinafter referred to as "Grantor" and collectively as "Grantors").

WHEREAS, each Grantor is a part owner of that certain hard land coverage banked on real property located in the County of Douglas, State of Nevada, commonly known as Assessor's Parcel No. 01-100-074 and otherwise known as the Common Area of the Uppaway Subdivision (hereinafter "Sending Parcel");

WHEREAS, appurtenant to the Sending Parcel is an amount of banked hard land coverage, as defined in the Tahoe Regional Planning Agency (hereinafter "TRPA") Code of Ordinances, which has been ceded to Grantor by virtue of a litigation settlement involving Uppaway Estates Inc. (hereinafter "UEI"), William Cody Kelly and the William Cody Kelly Trust dated 12/5/92 as amended (hereinafter "Trust") and assigned to Grantor by the Trust;

WHEREAS, each Grantor desires to convey all or a part of said banked hard land coverage to future buyers for transfer according to the TRPA Code of Ordinances, and Grantor wishes to exclusively authorize Midkiff & Associates, Inc. to enter into and complete such sales and subsequent transfers of said land coverage;

NOW, THEREFORE, the parties hereto agree as follows:

Grantor hereby appoints Midkiff & Associates, Inc., its members or appointees, as sole agent ("Agent") for the limited purposes of selling and transferring banked hard land coverage to an appropriate receiving parcel(s). Agent is authorized and empowered to execute on behalf of Grantor, from time-to-time, (i) contracts for sale and transfer of all or a portion of said banked hard land coverage to a site identified by the purchaser under such contracts, (ii) all declarations of covenants, conditions, and restrictions pertaining to the transfer of said hard land coverage in the form required by TRPA and approved by TRPA, (iii) TRPA applications and other documents reasonably

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required by TRPA to transfer the banked hard land coverage from the Sending Parcel to the appropriate receiving parcel(s) designated by the purchaser under such contracts and approved by TRPA, and (iv) to seek and obtain required authorizations from UEI for such transfers and recordation of required documents, declarations, covenants, conditions, and restrictions pertaining to said transfer of banked hard land coverage.

This Special Limited Power-of-Arrowney may be executed in one or more counterparts, each of which will be deemed an original, and all of which together will constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Special Limited Power-of-Arrowney effective as of the date first set forth above.

William Cody Kelly Trust Fund A fbo Karen L. Kelly

By Patrick L. Kelly  
Patrick L. Kelly, Co-Trustee  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

By \_\_\_\_\_  
Karen L. Kelly, Co-Trustee  
Address: 510 Rettig Lane  
Cincinnati, Ohio 45242  
Fax: (513) 271-2302

William Cody Kelly Trust Fund B II fbo William Michael Kelly

By \_\_\_\_\_  
William Michael Kelly, Co-Trustee  
Address: 100 Chase Street  
Sonoma, CA 05476  
Fax: (707)

By \_\_\_\_\_  
Shannon K. Carter, Co-Trustee  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

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required by TRPA to transfer the banked hard land coverage from the Sending Parcel to the appropriate receiving parcel(s) designated by the purchaser under such contracts and approved by TRPA, and (iv) to seek and obtain required authorizations from UEI for such transfers and recordation of required documents, declarations, covenants, conditions, and restrictions pertaining to said transfer of banked hard land coverage.

This Special Limited Power-of-Attorney may be executed in one or more counterparts, each of which will be deemed an original, and all of which together will constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Special Limited Power-of-Attorney effective as of the date first set forth above.

William Cody Kelly Trust Fund A fbo Karen L. Kelly

By \_\_\_\_\_  
Patrick L. Kelly, Co-Trustee  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

By Karen L. Kelly  
Karen L. Kelly, Co-Trustee  
Address: 510 Rettig Lane  
Cincinnati, Ohio 45242  
Fax: (513) 271-2302

William Cody Kelly Trust Fund B II fbo William Michael Kelly

By \_\_\_\_\_  
William Michael Kelly, Co-Trustee  
Address: 100 Chase Street  
Sonoma, CA 05476  
Fax: (707)

By \_\_\_\_\_  
Shannon K. Carter, Co-Trustee  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

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This Special Limited Power-of-Attorney may be executed in one or more counterparts, each of which will be deemed an original, and all of which together will constitute one and the same agreement.

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William Cody Kelly Trust Fund A fbo Karen L. Kelly

By \_\_\_\_\_  
Patrick L. Kelly, Co-Trustee  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

By \_\_\_\_\_  
Karen L. Kelly, Co-Trustee  
Address: 510 Rettig Lane  
Cincinnati, Ohio 45242  
Fax: (513) 271-2302

William Cody Kelly Trust Fund B II fbo William Michael Kelly

By W. Michael Kelly  
William Michael Kelly, Co-Trustee  
Address: 100 Chase Street  
Sonoma, CA 95476  
Fax: (707)

By \_\_\_\_\_  
Shannon K. Carter, Co-Trustee  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

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required by TRPA to transfer the banked hard land coverage from the Sending Parcel to the appropriate receiving parcel(s) designated by the purchaser under such contracts and approved by TRPA, and (iv) to seek and obtain required authorizations from UEI for such transfers and recordation of required documents, declarations, covenants, conditions, and restrictions pertaining to said transfer of banked hard land coverage.

This Special Limited Power-of-Authority may be executed in one or more counterparts, each of which will be deemed an original, and all of which together will constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Special Limited Power-of-Authority effective as of the date first set forth above.

William Cody Kelly Trust Fund A fbo Karen L. Kelly

By \_\_\_\_\_  
Patrick L. Kelly, Co-Trustee  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

By \_\_\_\_\_  
Karen L. Kelly, Co-Trustee  
Address: 510 Rettig Lane  
Cincinnati, Ohio 45242  
Fax: (513) 271-2302

William Cody Kelly Trust Fund B II fbo William Michael Kelly

By \_\_\_\_\_  
William Michael Kelly, Co-Trustee  
Address: 100 Chase Street  
Sonoma, CA 05476  
Fax: (707)

By Shannon K. Carter  
Shannon K. Carter, Co-Trustee  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

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Shannon Kelly Carter

Shannon Kelly Carter  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

\_\_\_\_\_  
Patrick L. Kelly  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

STATE OF )  
                  ) ss:  
COUNTY OF )

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared PATRICK L. KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND A FBO KAREN L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

STATE OF )  
                  ) ss:  
COUNTY OF )

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared KAREN L. KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND A FBO KAREN L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

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Shannon Kelly Carter  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

Patrick L. Kelly  
Patrick L. Kelly  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

STATE OF Connecticut )  
  )  
COUNTY OF Greenwich )

ss: Greenwich

On this 14<sup>th</sup> day of December, 2003, before me, personally appeared PATRICK L. KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND A FBO KAREN L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

Richard L. Emerson  
Notary Public  
Richard L. Emerson  
Commissioner of Superior Court

STATE OF )  
  )  
COUNTY OF )

ss:

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared KAREN L. KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND A FBO KAREN L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

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Shannon Kelly Carter  
Address: 1240 West Rookwood Drive  
Cincinnati, Ohio 45208  
Fax: (513) 321-2190

Patrick L. Kelly  
Address: 4E Weavers Hill  
Greenwich, CT 06831  
Fax: (212) 986-0901

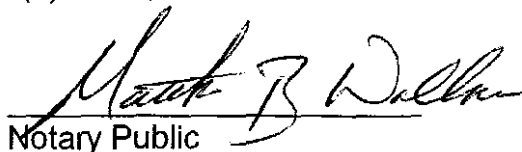
STATE OF )  
                  )  
COUNTY OF )      ss:

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared PATRICK L. KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND A FBO KAREN L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

STATE OF OHIO )  
                  )  
COUNTY OF HAMILTON )      ss:

On this 22 day of December, 2003, before me, personally appeared KAREN L. KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND A FBO KAREN L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public



**MATTHEW B. WALLACE**  
Notary Public, State of Ohio  
My Commission Expires  
October 13, 2008

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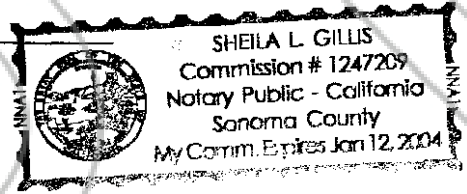
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STATE OF California )  
 )  
COUNTY OF Sonoma ) ss:

On this 18<sup>th</sup> day of December, 2003, before me, personally appeared WILLIAM MICHAEL KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND B II FBO WILLIAM MICHAEL KELLY, personally known to me, ~~or proved to be~~ on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

Sheila L. Gillis  
Notary Public



STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared SHANNON KELLY CARTER, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND B II FBO WILLIAM MICHAEL KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared SHANNON KELLY CARTER, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

\_\_\_\_\_  
Notary Public

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STATE OF )  
 )  
COUNTY OF ) ss:

On this \_\_\_\_\_ day of December, 2003, before me, personally appeared WILLIAM MICHAEL KELLY, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND B II FBO WILLIAM MICHAEL KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) ss:

\_\_\_\_\_  
Notary Public

On this 19<sup>TH</sup> day of December, 2003, before me, personally appeared SHANNON KELLY CARTER, CO-TRUSTEE OF THE WILLIAM CODY KELLY TRUST FUND B II FBO WILLIAM MICHAEL KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

Lorence M. Isaac  
Notary Public

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) ss:

LORENCE M. ISAAC  
Notary Public, State of Ohio  
Commission Expires Nov 1, 2007

On this 19<sup>TH</sup> day of December, 2003, before me, personally appeared SHANNON KELLY CARTER, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.

Lorence M. Isaac  
Notary Public

LORENCE M. ISAAC  
Notary Public, State of Ohio  
Commission Expires Dec 1, 2007

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*Florence M. Isaac*

**FLORENCE M. ISAAC**  
Notary Public, State of Ohio  
My Commission Expires Nov. 1, 2004

Florence M. Isaac

Notarized a Special Limited Power of Attorney

for Shannon K. Carter

on December 19, 2003

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*Florence M. Isaac*

FLORENCE M. ISAAC  
Notary Public, State of Ohio  
My Commission Expires Nov. 1, 2004

Florence M. Isaac

Notarized a Special Limited Power of Attorney

for Shannon K. Carter

on December 19, 2003

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STATE OF *Connecticut* )  
  )     ss: *Greenwich*  
COUNTY OF *Fairfield*     )

On this 14<sup>th</sup> day of December, 2003, before me, personally appeared PATRICK L. KELLY, personally known to me, or proved to be, on the basis of satisfactory evidence, the person 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 whose behalf such person(s) acted, executed the instrument.



~~Notary Public~~  
*Richard L. Emerson*  
*Commissioner of Superior Court*

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