

REQUESTED BY

TSI

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2004 JUN 29 PM 1:58

WERNER CHRISTEN
RECORDER

\$17⁰⁰ PAID *AS* DEPUTY

APN # 1318-22-002-003

Recording Requested by:

Name John Morris

Address PO Box 19076

City/State/Zip South Lake Tahoe
CA 96151

Power of Attorney
(Title of Document)

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This page added to provide additional information required by NRS 111.312 Sections 1-2.
(Additional recording fee applies)

This cover page must be typed or printed.

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1318-22-002-003

Recording requested by
and when recorded mail to:

JOHN MORRIS
P.O. BOX 19076
SOUTH LAKE TAHOE, CA 96151
{Purchaser}
{Purchaser's Address}

IRREVOCABLE POWER-OF-ATTORNEY
REGARDING TRANSFER OF RESIDENTIAL UNITS

THIS IRREVOCABLE POWER-OF-ATTORNEY REGARDING TRANSFER OF UNITS ("Power-of-Attorney") is made as of the 1 day of April 2004 ("Effective Date"), by and between MEADOW BROOK ASSOCIATES, LP, a Nevada limited partnership ("Seller") and JOHN MORRIS ("Purchaser").

WHEREAS, Seller is the owner of that certain real property located in the County of Douglas, State of Nevada, commonly known as Assessor's Parcel No. 1318-22-002-003 (the "Sending Parcel").

WHEREAS, appurtenant to the Sending Parcel are 1 Residential Unit(s) (the "Units"), as defined in the Tahoe Regional Planning Agency ("TRPA") Code of Ordinances.

WHEREAS, Seller has conveyed the Units to Purchaser pursuant to that certain Agreement for Purchase and Sale of Residential Units dated April 1, 2004.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

Seller hereby appoints Purchaser as agent ("Agent") of Seller solely for the limited purposes of transferring the Units or any portion thereof to an appropriate receiving parcel(s) designated by Purchaser and approved by TRPA. Agent is authorized and empowered to execute on behalf of Seller, from time to time, (i) all declarations of covenants, conditions, and restrictions pertaining to the Units in the form required by TRPA and approved by both TRPA and Seller, and (ii) TRPA applications and other documents reasonably required by TRPA to transfer of the Units from the Sending Parcel to appropriate receiving parcel(s) designated by Purchaser and approved by TRPA.

Seller and Purchaser have agreed the Units may remain banked on the Sending Parcel until transferred to a receiving parcel(s) designated by Purchaser and approved by TRPA, but in no event for longer than April 1, 2008. Seller has agreed, among other things, not to encumber the Units in any manner (except in favor of Purchaser) and to cooperate in all reasonable ways to facilitate transfer of the Units off the Sending Parcel as required by Purchaser.

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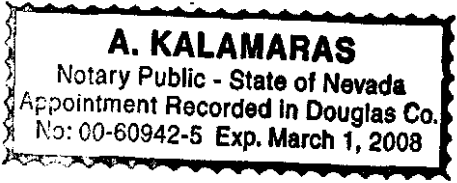
State of Nevada }

County of Douglas } SS. may 16

On April 13, 2004 before me, personally

appeared A. Kalamaras
G Randy Yare
personally known to me (or 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 executed the same in his/her/their authorized capacity(ies), and that by his/her signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



[Signature]
Notary's Signature

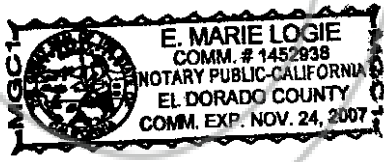
State of California }

County of El Dorado } SS.

On 4-1-04 before me, personally

appeared E Marie Logie
John Morris
personally known to me (or 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 executed the same in his/her/their authorized capacity(ies), and that by his/her signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



[Signature]
Notary's Signature

A-1016

The rights and restrictions set forth herein shall be deemed covenants running with the land or as equitable servitudes, as the case may be, shall constitute benefits and burdens to the Sending Parcel, and shall be binding on Seller, its assignees, and all persons acquiring or owning any interest in the Sending Parcel.

This 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 Power-of-Attorney effective as of date first set forth above.

SELLER:

MEADOW BROOK ASSOCIATES LP
a Nevada limited partnership

By: Lake Vista Apartments, LLC
a Nevada limited liability company

Its: General Partner

By: G. Randy Lane

G. Randy Lane

Its: Managing Member

PURCHASER:

John Morris

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