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Recording requested by:
Feldman Shaw, LP

When recorded mail to:
✓ Feldman Shaw, LP
P.O. Box 1249
Zephyr Cove, NV 89448

DOC # 0638081
03/03/2005 03:04 PM Deputy: BC
OFFICIAL RECORD
Requested By:
FELDMAN SHAW

Douglas County - NV
Werner Christen - Recorder
Page: 1 Of 3 Fee: 16.00
BK-0305 PG-01358 RPTT: 0.00



**IRREVOCABLE POWER-OF-ATTORNEY
REGARDING TRANSFER OF RESIDENTIAL UNIT OF USE**

THIS IRREVOCABLE POWER-OF-ATTORNEY REGARDING TRANSFER OF UNIT OF USE ("Power-of-Attorney) is made and entered as of this 1st day of February, 2005 ("Effective Date"), by and between FALCON CAPITAL, LLC, a Wyoming limited liability company ("Seller"), and KEVIN LAWSON ("Purchaser").

WHEREAS, Seller is the owner of that certain real property located in Douglas County, Nevada, commonly known as Assessor's Parcel No. 1318-22-002-003 (formerly APN 07-100-01), (the "Sending Parcel").

WHEREAS, appurtenant to the Sending Parcel is one Residential Unit of Use, as defined in the Tahoe Regional Planning Agency ("TRPA") Code of Ordinances.

WHEREAS, Seller has conveyed the Unit of Use to Purchaser pursuant to that certain agreement for Purchase and Sale of Unit of Use dated of even date herewith.

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

Seller hereby appoints Purchaser, its members or appointees, as agent ("Agent") solely for the limited purposes of transferring any portion of the Unit of Use 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 Unit of Use 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 the Unit of Use from the Sending Parcel to appropriate receiving parcel(s) designated by Purchaser and approved by TRPA.

Seller and Purchaser have agreed the Unit of Use may remain banked on the Sending Parcel for up to 48 months. Seller has agreed, among other things, not to encumber the Unit of Use in any manner (except in favor of Purchaser) and to cooperate in all reasonable ways to facilitate transfer of the Unit of Use off the Sending Parcel as required by Purchaser.

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.

FALCON CAPITAL, LLC
a Wyoming limited liability company

KEVIN LAWSON

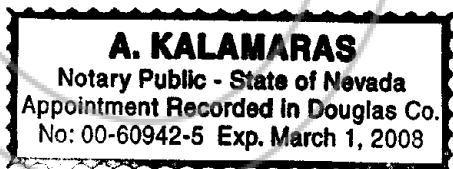
By: *G. Randy Lane*
G. Randy Lane
Managing Member

By: *Kevin Lawson*
Kevin Lawson
PURCHASER

STATE OF NEVADA)
) SS
COUNTY OF DOUGLAS)

On this 22ND day of February, 2005, before me, A. KALAMARAS, personally appeared G. Randy Lane, personally 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 the same in his authorized capacity, and that by his signature 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.



A. Kalamaras
Notary Public

My commission expires 3/1/08

STATE OF CALIFORNIA)
COUNTY OF MARIN) SS

On this 1st day of MARCH, 2005, before me, Alice Hofer,
personally appeared KEVIN LAWSON,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the
person() whose name() is/ ~~is~~ 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()
on the instrument the person(), or the entity upon behalf of which the person() acted, executed
the instrument.

WITNESS my hand and official seal.

Alice E. Hofer
Notary Public

My commission expires 2/07/06

