

OFFICIAL RECORD

Requested By:
WESTERN TITLE

A.P.N. 1022-16-002-031

When Recorded, Return to:

PACIFIC CREST SAVINGS BANK
3500 188TH ST SW # 575
LYNNWOOD, WA 98037

Attn: SHIPPING DEPT

90883LS

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 4 Fee: 17.00
BK-0505 PG- 6461 RPTT: 0.00



LIMITED POWER OF ATTORNEY

James H Hilton & Linda K Hilton (collectively, if more than one, the "Owner") hereby appoint(s) PACIFIC CREST SAVINGS BANK, a bank corporation organized and existing under the laws of the State of Washington ("Pacific Crest"), and any party which subsequently becomes the holder of that certain promissory note dated as of May 11, 2005 in the principal amount of \$110,000. (the "Note"), as Owner's attorney in fact (the "Attorney in Fact") with full power and authority to do and perform all acts in Owner's name, place, and stead as fully as Owner might do and perform such acts as Owner, relating to (i) obtaining and maintaining all insurance required by Pacific Crest to be in place for the manufactured home owned by the Owner (the "Manufactured Home"), (ii) the completion and the filing of an Affidavit of Conversion in the recorder's office in the county in which the Property (defined below) is located and the surrender of the Certificate of Ownership for the Manufactured Home, and (iii) perfecting and maintaining such perfection of Pacific Crest's, or any successor in interest's, security interest in the Manufactured Home and the following described real property in DOUGLAS County, Nevada (the "Property"):

See Exhibit A attached hereto and incorporated herein by this reference.

Specifically included within this Limited Power of Attorney, and not by way of limitation thereon, shall be the power to make, execute, sign, seal, deliver, acknowledge, record, register and file any and all documents and instruments of whatsoever kind and nature relating thereto, including, without limitation, an instrument or document that may be required to be filed under the laws of any local government to perfect or maintain perfection of a security interest in the Property.

The Owner gives and grants unto the Attorney in Fact full authority and power to do and perform any and all other acts necessary or incident to the performance and execution of the powers herein expressly granted with power to do and perform all acts authorized hereby, as fully to all intents and purposes as the Owner might or could do if personally present.

This Limited Power of Attorney shall take effect on the date set forth below and shall terminate and be of no further force or effect upon payment in full of all amounts due under the Note.

Dated this 12th day of May, 2005.

OWNER:

Jamie K Hilton

Jamie K Hilton

Owner's Address:

P.O. Box 1318

Minden, ND 58043

ATTORNEY IN FACT:

PACIFIC CREST SAVINGS BANK

Attorney in Fact's Address:

3500 188TH SW SUITE 110

LYNNWOOD, WA 98046



ALL-PURPOSE ACKNOWLEDGMENT

STATE OF Nevada

COUNTY OF Douglas } SS.

On 5-12-05 before me, Deborah L. Mellon, Notary Public,
DATE NAME, TITLE OF OFFICE - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared James H. Hilton & Linda K. Hilton

- 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/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 behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Deborah L. Mellon
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER:

- INDIVIDUAL(S)
- CORPORATE OFFICER(S)

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

TITLE _____

TITLE _____

- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER _____

ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to unauthorized document.

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

Title or Type of Document _____
Number of Pages _____ Date of Document _____
Signer(s) Other Than Named Above _____

Exhibit A

All that real property situate in the County of Douglas, State of Nevada, described as follows:

Lot 25, in Block K, as shown on the map of TOPAZ RANCH ESTATES UNIT NO. 4, filed for record in the Office of the County Recorder of Douglas County, State of Nevada, on November 16, 1970, in Book 1 of Maps, Page 224, as Document No. 50212.

