

OFFICIAL RECORD
Requested By:
FALCON CAPITAL LLC

Recording requested by:
Falcon Capital, LLC

Douglas County - NV
Werner Christen - Recorder

Page: 1 Of 3 Fee: 16.00
BK-0505 PG- 7832 RPTT: 0.00



✓ When recorded mail to:
Falcon Capital, LLC
P.O. Box 456
Zephyr Cove, NV 89448

**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 13th day of April, 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

KL [Signature]
Buyers Init. Sellers Init.

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

STATE OF NEVADA)
) SS
COUNTY OF DOUGLAS)

A. KALAMARAS
Notary Public - State of Nevada
Appointment Recorded In Douglas Co.
No: 00-60942-5 Exp. March 1, 2008

On this 17th day of May, 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 - State of Nevada
Appointment Recorded In Douglas Co.
No: 00-60942-5 Exp. March 1, 2008

A. Kalamaras
Notary Public

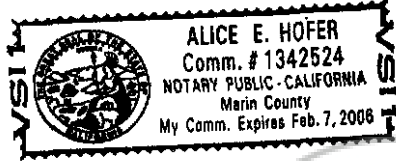
My commission expires 3/1/08



STATE OF CALIFORNIA)
) SS
COUNTY OF MARIN)

On this 10th day of May, 2005, before me, Alice E. Hofer,
personally appeared KEVIN LAUSON,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the
person(§) whose name(§) 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(§)
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 Feb. 7, 2006

COPIES

