

Recording requested by
and when recorded mail to:

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

Douglas County - NV
Werner Christen - Recorder
Page: 1 Of 10 Fee: 23.00
BK-0108 PG- 0040 RPTT: 0.00



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 21st day of December 2007 ("Effective Date"), by Karen L. Kelly and Patrick L. 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. 1418-15-511-022 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 required by TRPA to transfer the banked hard land coverage from the Sending Parcel to 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: 63 Greenwich Hills Drive
Greenwich CT, 06831
Fax: (212) 986-0901

By _____
Karen L. Kelly, Co-Trustee
Address: 5910 Rettig Lane
Cincinnati, Ohio 45242
Fax: (513) 271-2302

William Cody Kelly Trust Fund B II fbo William Michael Kelly

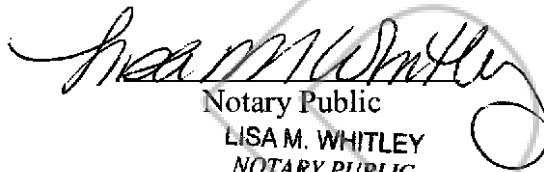
By _____
William Michael Kelly, Co-Trustee
Address: 1130 Crest Ave
Pacific Grove, CA 93950
Fax:

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



STATE OF Connecticut)
) ss. Greenwich
COUNTY OF Fairfield)

On this 17th day of December, 2007, 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.


Notary Public
LISA M. WHITLEY
NOTARY PUBLIC
MY COMMISSION EXPIRES 9/30/2011
CT Notary # 146198

STATE OF _____)
) SS.
COUNTY OF _____)

On this ___ day of _____, 200_, 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.

Notary Public

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Shannon K. Carter, Co-Trustee
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Cincinnati, Ohio 45208
Fax: (513) 321-2190

STATE OF _____)
) SS.
COUNTY OF _____)

On this ___ day of _____, 200_, 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.

Notary Public

STATE OF Ohio)
) SS.
COUNTY OF Hamilton)

On this 19th day of December, 2007, 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.

Brenda J. Stallworth
Notary Public

SEAL



BRENDA J. STALLWORTH
Notary Public, State of Ohio
My Commission Expires June 21, 2011

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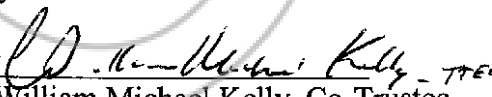
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Fax: (513) 321-2190



STATE OF _____)
) SS.
COUNTY OF _____)

On this ___ day of _____, 200_, 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.

Notary Public *SEE ATTACHED ACKNOWLEDGEMENT.*

STATE OF _____)
) SS.
COUNTY OF _____)

On this ___ day of _____, 200_, 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

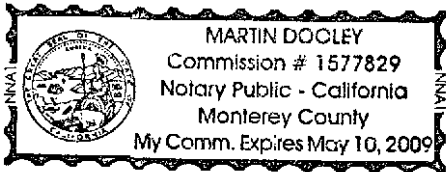
County of Monterey } ss.

On December 14, 2007 before me, MARTIN DOOLEY, Notary Public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared WILLIAM MICHAEL KELLY
Name(s) of Signer(s)

personally known to me

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.

Place Notary Seal Above

Martin Dooley
 Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: IRREVOCABLE SPECIAL LIMITED POWER OF ATTORNEY

Document Date: None Number of Pages: 2

Signer(s) Other Than Named Above: None @ THIS TIME

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: CO-TRUSTEE

RIGHT THUMBPRINT OF SIGNER
 Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
 Top of thumb here

Signer Is Representing: _____



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By Shannon K. Carter
Shannon K. Carter, Co-Trustee
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Fax: (513) 321-2190



STATE OF _____)
) SS.
COUNTY OF _____)

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Notary Public

STATE OF OH)
) SS.
COUNTY OF Hamilton)

On this 7 day of December, 2007 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 to be, on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrument, and acknowledged to be 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 their behalf of which the person(s) acted executed then instrument.

Bobbi L. Hosmer
Notary Public



BOBBI L. HOSMER
Notary Public, State of Ohio
My Commission Expires 05-19-10