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Doc Number: **0809974**

09/28/2012 02:16 PM

OFFICIAL RECORDS

Requested By
Sloan M Gordon

DOUGLAS COUNTY RECORDERS
Karen Ellison - Recorder

Page: 1 Of 3 Fee: \$ 16.00

Bk: 0912 Pg: 7371



Deputy: pk

Recording requested by
and when recorded mail to:

✓ Gordon Consulting Inc.
P.O. Box 10341
Zephyr Cove, Nevada 89448

APN: 1418-34-101-001

**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 as of the Sept. 28, 2012 ("Effective Date"), by and between Phat Pads, Inc. ("Seller") and Tahizzle, LLC ("Purchaser").

WHEREAS, Seller is the owner of all excess development rights as defined in the Tahoe Regional Planning Agency ("TRPA") Code of Ordinances, appurtenant to that certain real property located in Douglas County, Nevada, commonly known as Assessor's Parcel Number 1418-34-101-001 (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 or even date herewith.

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, or a person designated by Purchaser, as its 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 (ii) TRPA applications and other documents reasonably required by TRPA to transfer the Unit of Use from the Sending Parcel to an 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 indefinitely. 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 and its assignees, and all persons acquiring or owning any interest in the Sending Parcel.

Irrevocable Power-of-Attorney
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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.


PURCHASER:

Tahizzle, LLC

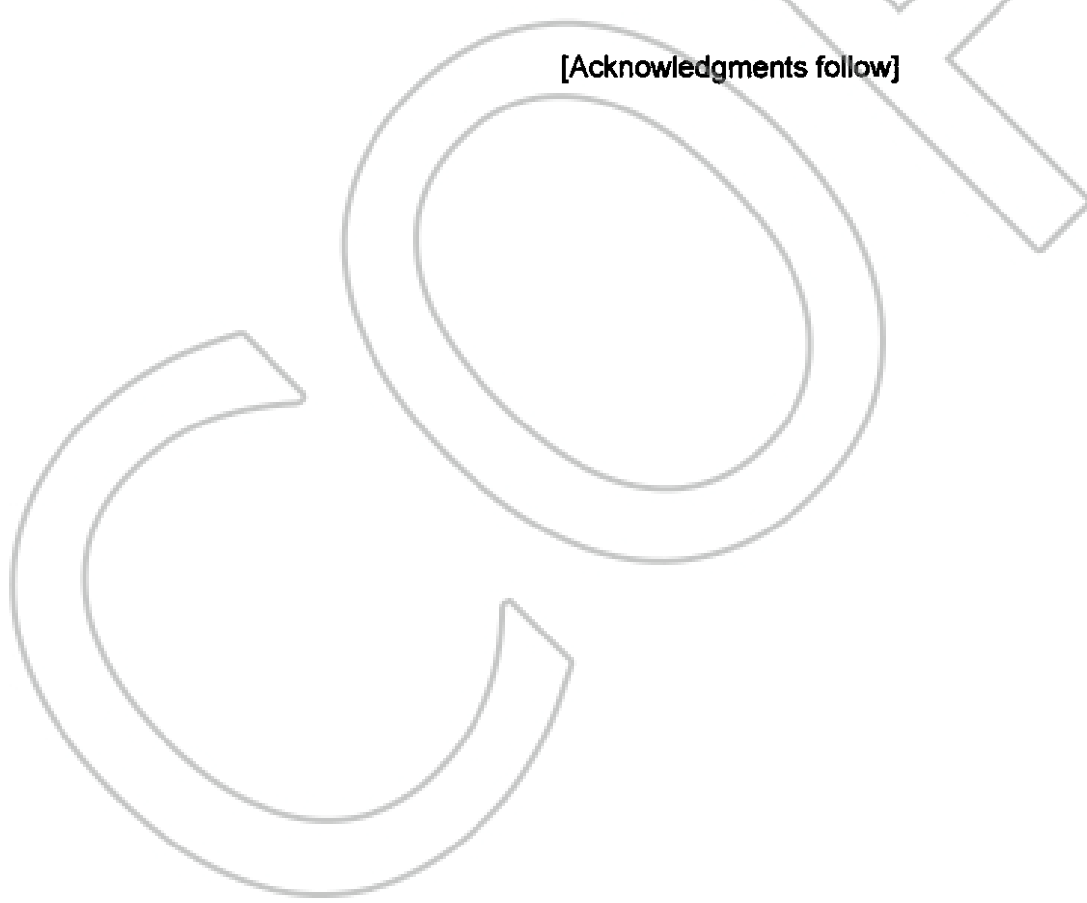
By: 
Sloan Gordon
Power of Attorney

OWNER:

Phat Pads, Inc.

By: 
Kenneth Isaac
Managing Member

[Acknowledgments follow]



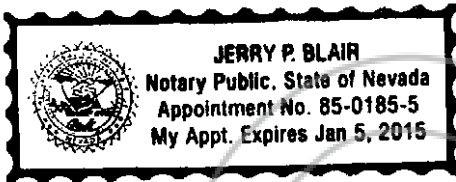
Irrevocable Power-of-Attorney
APN: 1418-34-101-001

ACKNOWLEDGMENTS

State of Nevada }
County of Douglas } SS.

On September 28, 2012, before me, JERRY P. BLAIR, personally appeared Sloan M. Gordon, 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 Irrevocable Power-of-Attorney Regarding Transfer of Residential Unit of Use and acknowledged to me that he executed the same in his authorized capacity, and that by his 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.

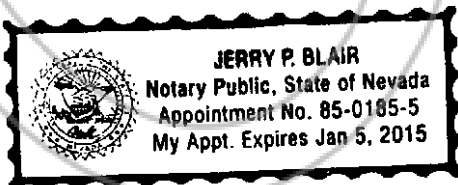


Jerry P. Blair
Notary's Signature

State of Nevada }
County of Douglas } SS.

On September 28, 2012, before me, JERRY P. BLAIR, personally appeared Kenneth Knasc, 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 Irrevocable Power-of-Attorney Regarding Transfer of Residential Unit of Use and acknowledged to me that he executed the same in his authorized capacity, and that by his 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.



Jerry P. Blair
Notary's Signature