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Doc Number: **0838733**

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OFFICIAL RECORDS

Requested By
GORDON CONSULTING INC

Recording requested by
and when recorded mail to:

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

DOUGLAS COUNTY RECORDERS
Karen Ellison - Recorder

Page: 1 of 5 Fee: \$ 18.00

Bk: 0214 Pg: 4095



Deputy: gb

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 2/24/14 ("Effective Date"), by and between Phat Pads, Inc. ("Seller") and Peter Adanalian and Stacey Thomas Adanalian, trustees of the Peter Adanalian and Stacey Thomas Adanalian Living Trust Dated May 24, 2011 ("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
APN: 1418-34-101-001

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:

Peter Adanalian and Stacey Thomas
Adanalian Living Trust Dated May 24, 2011

By: _____
Peter Adanalian, Trustee

By: _____
Stacey Thomas Adanalian, Trustee

OWNER:

Phat Pads, Inc.

By: _____
Kenneth Isaac
Managing Member

[Acknowledgments follow]

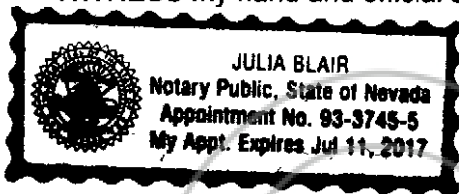
Irrevocable Power-of-Attorney
APN: 1418-34-101-001

ACKNOWLEDGMENTS

State of NEVADA }
County of Douglas } SS.

On Feb. 21, 2014, before me, Julia Blair,
personally appeared Kenneth Isaac, 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.



Julia Blair
Notary's Signature

State of _____ }
County of _____ } SS.

On _____, before me, _____,
personally appeared _____, 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.

Notary's Signature

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

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:

Peter Adanalian and Stacey Thomas
Adanalian Living Trust Dated May 24, 2011

By: *Peter Ad*
Peter Adanalian, Trustee

By: *Stacey Thomas Adanalian*
Stacey Thomas Adanalian, Trustee

OWNER:

Phat Pads, Inc.

By: _____
Kenneth Isaac
Managing Member

[Acknowledgments follow]

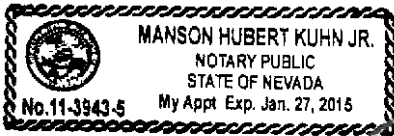
Irrevocable Power-of-Attorney
APN: 1418-34-101-001

ACKNOWLEDGMENTS

State of NEVADA }
County of DOUGLAS } SS.

On 2/24/2014, before me, MANSON HUBERT KUHN, JR personally appeared STEVEY THOMAS ADANALIAN 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.

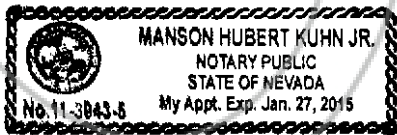


Manson Hubert Kuhn Jr
Notary's Signature

State of NEVADA }
County of DOUGLAS } SS.

On 2/24/2014, before me, MANSON HUBERT KUHN, JR personally appeared PETER ADANALIAN 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.



Manson Hubert Kuhn Jr
Notary's Signature