

DOUGLAS COUNTY, NV

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STEWART TITLE VACATION OWNERSHIP

KAREN ELLISON, RECORDER

Recording Requested By:
Stewart Vacation Ownership

When Recorded Mail to:

Donna Riley
8724 McCarty Ranch Dr.
San Jose, CA 95135

DURABLE POWER OF ATTORNEY
(Title of Document)

This page added to provide additional information required by NRS 111.312 Sections 1-2.
(Additional recording fee applies)

This cover page must be typed or legibly hand printed.

DURABLE POWER OF ATTORNEY

FOR MANAGEMENT OF PROPERTY AND PERSONAL AFFAIRS

I, DAVID RILEY, a resident of Santa Clara County, California, appoint DONNA RILEY of 14601 Charmeran Avenue, San Jose, California 95124, whose telephone number is (408) 371-4755, as my attorney in fact. If DONNA RILEY dies, resigns, is unable to act because of incapacity, or is unwilling to act, I appoint PATRICK RILEY, of Campbell, California, as my attorney in fact. All references herein to "my attorney in fact" refer to the attorney in fact acting at the pertinent time.

I intend to create a Durable Power of Attorney (herein referred to as "this Power") pursuant to California Probate Code Section 4000 and following, specifically including the Uniform Durable Power of Attorney Act but specifically not including Section 4600 and following relating to health care. This Power is effective immediately upon its execution and shall not be affected by my subsequent disability or incapacity.

I give my attorney in fact the powers specified in this Power with the understanding that they will be used for my benefit and on my behalf and will be exercised only in a fiduciary capacity.

ARTICLE ONE

POWERS

1.1. Real and Personal Property. I give my attorney in fact the power to take any actions she believes necessary or desirable for the management or maintenance of any real or personal property in which I own an interest when this Power is executed, or in which I later acquire an interest, including the power to acquire, sell, and convey ownership of property; control the manner in which property is managed, maintained, and used; change the form of title in which

property is held; satisfy and grant security interests and other encumbrances on property; obtain and make claims on insurance policies covering risks of loss or damage to property; accept or remove tenants; collect proceeds generated by property; ensure that any needed repairs are made to property; exercise rights of participation in real estate syndicates or other real estate ventures; make improvements to property; and perform any other acts described in California Probate Code Sections 4451 and 4452, except those acts that conflict with or are limited by a more specific provision in this Power.

1.2. Securities. I give my attorney in fact the power to take any actions she believes necessary or desirable with respect to any securities that I own when this Power becomes effective, or that are acquired thereafter, including the power to purchase and sell securities; exercise voting rights with respect to securities; collect dividends, interest, and any other proceeds generated by securities; transfer title to securities; and perform any other acts described in California Probate Code Section 4453, except those acts that conflict with or are limited by a more specific provision in this Power. For the purposes of this paragraph, the term "securities" includes stocks, bonds, mutual funds, and all other types of securities and financial instruments, except commodity futures contracts and call and put options on stocks and stock indexes.

1.3. Commodity Futures and Options. I give my attorney in fact the power to take any actions she believes necessary or desirable with respect to any commodity futures contracts and options that I own when this Power becomes effective, or that are acquired thereafter, including the power to purchase, sell, or exercise commodity futures contracts and options; establish, modify, and terminate option accounts with a broker; and perform any other acts described in California Probate Code Section 4454, except those acts that conflict with or are limited by a more specific provision in this Power. For the purposes of this paragraph, the term "options"

means call and put options on stocks and stock indexes traded on a regulated option exchange.

1.4. Financial Institutions. I give my attorney in fact the power to take any actions she believes necessary or desirable in connection with any financial institution in which I have an account or an interest in an account when this Power is executed, or in which I later acquire an account or an interest in an account, including the power to continue, modify, or terminate existing accounts; open new accounts; draw, endorse, and deposit checks, drafts, and other negotiable instruments; prepare, receive, and deliver financial statements; establish, maintain, or close safe deposit boxes; borrow money; apply for and receive travelers checks and letters of credit; extend payment periods with respect to commercial paper; and perform any other acts described in California Probate Code Section 4455, except those acts that conflict with or are limited by a more specific provision in this Power. For the purposes of this paragraph, the term "financial institution" includes, but is not limited to, banks, trust companies, savings banks, commercial banks, building and loan associations, savings and loan companies or associations, credit unions, industrial loan companies, thrift companies, and brokerage firms.

1.5. Business Operations. I give my attorney in fact the power to take any actions she believes necessary or desirable in connection with any business venture in which I have an interest when this Power is executed, or in which I later acquire an interest, including the power to execute and enforce my obligations and rights as a partner in any general or limited partnership to the extent permitted by law and any applicable partnership agreement; enforce my rights as the holder of a bond or similar instrument issued by any business in which I have an interest; discharge my duties and enforce my rights in any sole proprietorship; expand, recapitalize, or reorganize any business to the extent my interest in that business allows; collect proceeds generated by any business in which I have an interest and to which I am entitled; sell or

liquidate my interest in a business; and perform any other acts described in California Probate Code Section 4456, except those acts that conflict with or are limited by a more specific provision in this Power.

1.6. Insurance and Annuities. I give my attorney in fact the power to take any actions she believes necessary or desirable with respect to any insurance or annuity contracts in which I have an interest when this Power is executed, or in which I later acquire an interest, including the power to acquire additional insurance coverage of any type or additional annuities; continue existing insurance or annuity contracts; agree to modifications in the terms of insurance or annuity contracts in which I have an interest; borrow against insurance or annuity contracts in which I have an interest, to the extent allowed under the contract terms; change beneficiaries under existing contracts and name beneficiaries under new contracts, including the power to designate herself as the beneficiary; receive dividends, proceeds, and other benefits generated by the contracts; transfer interests in insurance or annuity contracts to the extent permitted under the terms of those contracts; and perform any other acts described in California Probate Code Section 4457, except those acts that conflict with or are limited by a more specific provision in this Power.

1.7. Retirement Plans. I give my attorney in fact the power to take any actions she believes necessary or desirable in order to maintain or participate in any retirement plan in which I have an interest when this Power is executed, or in which I later acquire an interest, including the power to select the manner in which benefits under the plan are to be paid; designate beneficiaries under the plan, including the power to designate herself as the beneficiary; make voluntary contributions to the plan; make rollovers from one plan into another; to the extent authorized by the plan, borrow from the plan and sell the assets of the plan; and perform any

other acts described in California Probate Code Section 4462, except those acts that conflict with or are limited by a more specific provision in this Power.

1.8. Estate, Trust, and Other Beneficiary Transactions. I give my attorney in fact the power to take any actions she believes necessary or desirable in order to act, to the extent an agent is permitted to do so by law and by any controlling instrument, with respect to any estate or trust in which I have an interest when this Power is executed, or in which I later acquire an interest, including the power to receive payments to which I am entitled from any estate or trust; participate in all proceedings concerning any estate or trust in which I have an interest; execute disclaimers of any interests I may have in any estate or trust; convey or release any contingent interests I may have in any estate or trust; make any election available to a surviving spouse under California Probate Code Section 13502 or 13503; and perform any other acts described in California Probate Code Section 4458, except those acts that conflict with or are limited by a more specific provision in this Power. For the purposes of this paragraph, the term "estate or trust" means all matters that affect a trust, probate estate, guardianship, conservatorship, escrow, custodianship, or other fund from which I am, may become, or claim to be entitled, as a beneficiary, to a share or payment. The powers described in this paragraph do not include the power to create, modify, or revoke trusts.

1.9. Power to Create, Modify, and Revoke Trusts. I give my attorney in fact the power to take any action she believes necessary or desirable with respect to trusts that exist when this Power is executed or that are established thereafter (other than powers that I hold in a fiduciary capacity or solely by virtue of being a beneficiary of any trust), including the power to establish trusts for my benefit or the benefit of my wife, my issue, and any other of my dependents; contribute or transfer assets to any trust in which I have an interest; and exercise any power I

may have as an individual (not as a fiduciary), other than as a trust beneficiary, such as borrowing trust assets, amending or revoking a trust agreement, and voting shares of stock, but subject to the limitation that any trust I have created may be modified or revoked by my attorney in fact only if expressly permitted by the trust instrument. This paragraph shall not be construed as limiting the authority of my attorney in fact to exercise any power, with respect to trusts, that I may hold in a fiduciary capacity or as a trust beneficiary, to the extent that such authority is specifically given elsewhere in this Power.

1.10. Claims and Litigation. I give my attorney in fact the power to take any actions she believes necessary or desirable with respect to any claim that I may have or that has been asserted against me and with respect to any legal proceeding in which I have an interest when this Power is executed, or in which I later acquire an interest, including the power to institute, prosecute, and defend legal proceedings and claims on my behalf; file actions to determine adverse claims, intervene in litigation, and act as amicus curiae in any proceedings affecting my interests; seek preliminary, provisional, or intermediate relief on my behalf; apply for the enforcement or satisfaction of judgments that have been rendered in my favor; participate fully in the development of claims and proceedings; submit any dispute in which I have an interest to arbitration; submit and accept settlement offers and participate in settlement negotiations; handle all procedural aspects, such as service of process, filing of appeals, stipulations, verifications, waivers, and all other matters in any way affecting the process of any claim or litigation; fully participate in any voluntary or involuntary bankruptcy proceeding involving me or in which I am a claimant; satisfy judgments that have been rendered against me; and perform any other acts described in California Probate Code Section 4459, except those acts that conflict with or are limited by a more specific provision in this Power.

1.11. Tax Matters. For any tax year for which the statute of limitations has not run and to the tax year in which this durable power of attorney was executed and any subsequent tax year, I give my attorney in fact the power to prepare and file any and all documents and take all actions that are necessary or that she believes to be desirable with respect to my local, state, or federal tax liability, including the power to participate in audits; exercise my rights to protest and appeal assessments; pay amounts due to the appropriate taxing authority; execute waivers, consents, closing agreements, and similar documents related to my tax liability; participate in all procedural matters connected with my tax liability; exercise any elections that may be available to me under applicable state or federal tax laws or regulations; and perform any other acts described in California Probate Code Section 4463, except those acts that conflict with or are limited by a more specific provision in this Power. My Social Security number is 573-66-2612.

1.12. Personal and Family Maintenance. I give my attorney in fact the power to take any actions she believes necessary or desirable in order to effectively conduct my personal affairs and to discharge any and all obligations I may owe to myself and to family members and other third persons who are customarily or legally entitled to my support when this Power is executed, or that are undertaken thereafter, including the power to take steps to ensure that our customary standard of living is maintained; arrange for medical and dental care; continue existing charge accounts, open new charge accounts, and make payments thereon; provide for transportation; maintain correspondence; prepare, maintain, and preserve personal records and documents; maintain membership in any social, religious, or professional organization and make contributions thereto; and perform any other acts described in California Probate Code Section 4460, except those acts that conflict with or are limited by a more specific provision in this Power. If I have granted my agent under my power of attorney for health care (advance

directive) the power to make certain decisions and exercise certain powers regarding my personal life and my medical care, my attorney in fact shall make any payments relating to those decisions or exercise of those powers by my health care agent, as directed by my health care agent, and is hereby released from any and all liability for making any such payments.

1.13. Pets. With respect to any animal that I own when this Power is executed or that is acquired thereafter, I give my attorney in fact the power to take any actions she believes necessary or desirable in order to effectively maintain the animal, including the power to house, or to arrange for the housing, support, and maintenance of the animal, and to pay reasonable boarding, kenneling, and veterinary fees, or if the support and maintenance of the animal becomes unreasonably expensive, to dispose of the animal in a humane fashion, preferably by finding another home for the animal.

1.14. Funeral and Burial. I give my attorney in fact the power to make payments during my lifetime for my funeral or other memorial service and for burial or cremation of my remains, including the purchase of a burial plot or other place for interment of my remains or ashes, as directed by my agent under my power of attorney for health care (advance directive), for which payments my attorney in fact shall hereby be released from an all liability.

1.15. Gifts. I give my attorney in fact the power to make gifts, grants, or other transfers without consideration, of cash or other property, either outright or in trust, including the power to forgive indebtedness and consent to gift splitting under Internal Revenue Code Section 2513 or successor sections. The powers granted under this paragraph shall be exercised, if at all, in favor of my wife, my issue, and any other of my dependents. Any gifts made pursuant to this paragraph shall not be future interests within the meaning of Internal Revenue Code Section 2503, and the aggregate amount of any gifts made in any one calendar year to any one individual

shall not exceed the amount that may be made free of federal gift tax to a person. The limitations in the preceding sentence shall not apply to any gifts that incur no federal gift tax, such as, for example, gifts that qualify for the unlimited federal gift tax marital deduction or charitable deduction.

1.16. No Gifts to Attorney in Fact. Notwithstanding any other provision in this Power, my attorney in fact shall not make any gift to herself or to any person to whom my attorney in fact owes an obligation of support.

1.17. Government Benefits. With respect to any government benefits either existing when this Power is executed or accruing thereafter, whether in this state or elsewhere, I give my attorney in fact the power to take all actions she believes necessary or desirable, including the power to execute and deliver vouchers related to government benefits; take possession of and store property as allowed under any government benefit program in which I have an interest; prepare and submit claims for government benefits to which I may be entitled; collect proceeds due to me under any government benefit plan; and perform any other acts described in California Probate Code Section 4461, except those acts that conflict with or are limited by a more specific provision in this Power. For the purposes of this paragraph, the term "government benefits" means benefits from social security, medicare, medicaid, or other governmental programs, or from civil or military service.

1.18. Nomination of Conservator. If proceedings are initiated for the appointment of a conservator of my person or my estate or both, I hereby nominate the following person:
DONNA RILEY, of 14601 Charmeran Avenue, San Jose, California 95124 as conservator of my person, estate, or person and estate. I hereby waive the requirement of a bond if a person named above is appointed as conservator. I request that, if a person named above is appointed

conservator of my estate, the court make an order granting to that person all or as many of those independent powers listed in California Probate Code Section 2591 as the court deems appropriate.

1.19. All Other Matters. Except for those actions that conflict with or are limited by another provision in this Power, I give my attorney in fact the power to act as my alter ego with respect to all matters and affairs that are not included in the other provisions in this Power, to the extent that a principal can act through an agent. This paragraph does not authorize my attorney in fact to make health care decisions, as defined in California Probate Code Section 4617.

1.20. Incidental Powers. In connection with the exercise of any of the powers described in the preceding paragraphs, I give my attorney in fact full authority, to the extent that a principal can act through an agent, to take all actions that she believes necessary, proper, or convenient, to the extent that I could take such actions myself, including the power to prepare, execute, and file all documents and maintain records; enter into contracts; hire, discharge, and pay reasonable compensation to attorneys, accountants, expert witnesses, or other assistants; engage in litigation regarding a claim in favor of or against me; execute, acknowledge, seal, and deliver any instrument; and perform any other acts described in California Probate Code Section 4450, except those acts that conflict with or are limited by a more specific provision in this Power.

1.21. Restrictions on Property Management Powers. Notwithstanding any other provision in this Power, my attorney in fact shall not do any of the following: (1) exercise powers of the trustee under an irrevocable trust of which my attorney in fact is settlor and of which I am a trustee; (2) use my property to discharge the legal obligations of my attorney in fact, including but not limited to the support of the dependents of my attorney in fact, except for those dependents to whom I, along with my attorney in fact, owe a duty of support; and (3)

exercise any incident of ownership over any insurance policy that I own and that insures the life of my attorney in fact.

ARTICLE TWO

AMPLIFYING PROVISIONS

2.1. Reimbursement for Costs and Expenses. My attorney in fact shall be entitled to reimbursement from my property for expenditures properly made in the execution of the powers conferred by me in this Power. My attorney in fact shall keep records of any such expenditures and reimbursement.

2.2. Reasonable Compensation. My attorney in fact shall be entitled to reasonable compensation for the services rendered in the execution of any of the powers conferred in this Power. In determining the reasonableness of compensation, all relevant factors shall be taken into consideration, including, but not limited to, the time expended by my attorney in fact, the value of the property over which my attorney in fact exercises control and management, and the complexity of the transactions entered into by my attorney in fact. My attorney in fact may make the payment of such amount from my assets every quarter. My attorney in fact shall keep records that include the amount of time spent in performing the services, a description of the services performed, and the amount of compensation paid to herself for each such time period.

2.3. Reliance by Third Parties. To induce third parties to rely upon the provisions of this Power, I, for myself and on behalf of my heirs, successors, and assigns, hereby waive any privilege that may attach to information requested by my attorney in fact in the exercise of any of the powers described herein. Moreover, on behalf of my heirs, successors, and assigns, I hereby agree to hold harmless any third party who acts in reliance upon this Power for damages or liability incurred as a result of that reliance.

2.4. Release of Medical Information. My attorney in fact shall make any payments required for the provision and/or release of information or photocopies of any records to my agent under my power of attorney for health care (advance directive) regarding my personal affairs or my physical or mental health, including medical, dental, and hospital records, as directed by my health care agent. My attorney in fact shall hereby be released from any and all liability for making any such payments.

2.5. Ratification. I ratify and confirm all that my attorney in fact does or causes to be done under the authority granted in this Power. All instruments of any sort entered into in any manner by my attorney in fact shall bind me, my estate, my heirs, successors, and assigns.

2.6. Exculpation of My Attorney in Fact. My attorney in fact shall not be liable to me or any of my successors in interest for any action taken or not taken in good faith, but shall be liable for any willful misconduct or gross negligence.

2.7. Revocation and Amendment. I revoke all prior General Powers of Attorney that I may have executed and I retain the right to revoke or amend this document and to substitute other attorneys in fact in place of my attorney in fact. Amendments to this document shall be made in writing by me personally (not by my attorney in fact) and they shall be attached to the original of this document and recorded in the same county or counties as the original if the original is recorded.

ARTICLE THREE

GENERAL PROVISIONS

3.1. Signature of Attorney in Fact. My attorney in fact shall use the following form when signing on my behalf pursuant to this Power: "DAVID RILEY by DONNA RILEY, his attorney in fact."

3.2. Photostatic Copies. Persons dealing with my attorney in fact may rely fully on a photostatic copy of this Power.

3.3. Severability. If any of the provisions of this Power are found to be invalid for any reason, such invalidity shall not affect any of the other provisions of this Power, and all invalid provisions shall be wholly disregarded.

3.4. Governing Law. All questions pertaining to validity, interpretation, and administration of this Power shall be determined in accordance with the laws of California.

3.5. Explanation of Durable Power for Property Management. I understand that this Power is an important legal document. Before executing this document, my lawyer explained to me the following: (1) this document provides my attorney in fact with broad powers to dispose of, sell, convey, and encumber my real and personal property; (2) the powers granted in this Power will exist for an indefinite period of time unless I limit their duration by the terms of this Power or revoke this Power, and they will continue to exist notwithstanding my subsequent disability or incapacity; and (3) I have the right to revoke or terminate this Power at any time.

Date: 5-25-2005

David Riley

DAVID RILEY

State of California
County of Santa Clara }

On 5-25-05 before me, Naomi E. Parker, Notary
personally appeared DAVID RILEY

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 acted, executed the instrument.

Witness my hand and official seal.

Naomi E. Parker
SIGNATURE OF NOTARY
MAIL TAX STATEMENTS AS DIRECTED ABOVE

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
- CORPORATE OFFICER(S) _____
TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

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

