

BOOK 662 PAGE 300

When recorded mail to:

LENDER SERVICE DEPARTMENT  
3320 W. Sahara #200  
Las Vegas, NV 89102  
(702) 251-5288  
Fax (702) 876-6108

Mail tax statements to:

RECORDED AT REQUEST OF  
LENDER SERVICE DEPARTMENT  
at 10 minutes past 1 PM on

MAR 17 1997

In Volume 662 of Page 300

Official Records, LINCOLN COUNTY, California

Class. Agent. Clerk/Recorder  
Fee: 25.00 Doc. No.,

1487

This space for Recorder's use only

This page attached to document entitled:

SPECIAL POWER OF ATTORNEY

THIS PAGE ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION  
(Additional recording fee applies)

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SPECIAL POWER OF ATTORNEY

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PRIMERIT BANK, FEDERAL SAVINGS BANK, a federal savings bank and successor interest to Nevada Savings and Loan Association, a Nevada savings and loan association, Home Savings Association, a Nevada savings and loan association, and Union Savings and Loan Association, an Arizona savings and loan association ("PRIMERIT"), whose address is 3300 West Sahara Boulevard, Las Vegas, Nevada 89102, does hereby constitute and appoint MORVEST BANK NEVADA, FSB ("Morvest"), whose address is One California Avenue, Reno, Nevada, the true and lawful attorney-in-fact of PRIMERIT and in PRIMERIT's name, place, and stead for the following, and only the following, purposes: (i) to create, prepare, complete, execute, endorse or file any and all instruments, documents, financing statements, checks, notes, drafts, applications and other agreements and writings as may be required in connection with the Agreement (as supplemented, modified or amended, the "Agreement") dated as of April 10, 1996 by and among Southwest Gas Corporation, The Southwest Companies, PRIMERIT and Morvest Corporation, to transfer to or assign to, or vest in Morvest, or to protect the right, title, and interest of Morvest in and to, those Purchased Assets (as defined in the Agreement) conveyed by PRIMERIT to Morvest pursuant to the Agreement; and (ii) performing all acts and executing all instruments or documents necessary in order to substitute Morvest or any of its designees as the party in interest with respect to any litigation now existing or hereafter arising in connection with the Accrued Liabilities (as defined in the Agreement); PROVIDED, HOWEVER, that any indorsement given or made pursuant hereto with respect to any note or other instrument evidencing a loan (as defined in the Agreement) or an interest therein shall be given or made without recourse and without any representation or warranty of any kind whatsoever (except to the extent otherwise provided in the Agreement), and shall only be so given or made in the form of ~~INDORSEMENT~~ attached hereto and incorporated herein by reference, and Morvest shall have no power hereunder to indorse such notes or other instruments pursuant to this Special Power of Attorney in any other form.

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For valuable consideration, receipt of which is hereby acknowledged, PRIMERIT concurrently herewith has, pursuant to the Agreement, granted, assigned, and transferred to Morvest all of PRIMERIT's right, title, and interest in and to the Purchased Assets described in the Agreement, except for the Purchased Assets transferred to Morvest Corporation pursuant to the Employee 401(k) Plan and Trust Agreement and the Retirement Income Plan and Trust Assumption Agreement, each dated as of July 19, 1996 and between PRIMERIT and Morvest Corporation. PRIMERIT intends that this Special Power of Attorney be coupled with an interest. PRIMERIT declares this Special Power of Attorney to be irrevocable and renounces all right to revoke it.

BOOK 662 PAGE 302 1105.00125

or to appoint another person to perform the acts referred to in this Special Power of Attorney.

Norvest and Norvest Corporation shall indemnify, defend, and hold harmless PriMerit, its successors and assigns, from and against any and all losses, costs, expenses (including, without limitation, reasonable attorneys' fees), actions, damages, liabilities, demands or claims of any kind whatsoever arising out of, related to, or in connection with (i) any act taken by Norvest pursuant to this Special Power of Attorney, (ii) any use or misuse of this Special Power of Attorney in any manner or by any person or entity not expressly authorized hereby, or (iii) the loss hereof.

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IN WITNESS WHEREOF, Primerit has executed this Special Power of Attorney as of the 19th day of July, 1996, at Las Vegas, Nevada.

(SEAL)

PRIMERIT BANK,  
FEDERAL SAVINGS BANK,  
a federal savings bank and  
successor in interest to  
Nevada Savings and Loan  
Association, Home Savings  
Association and Union Savings  
and Loan Association

By: [Signature]  
Name: [Name]  
Title: [Title]

By: [Signature]  
Name: [Name]  
Title: [Title]

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ACKNOWLEDGMENT

STATE OF NEVADA |  
COUNTY OF Clark | SS.

This instrument was acknowledged before me on July 18, 1996 by Janet L. Anderson as SERVICES  
of Primeric Bank, Federal Savings Bank.

By: Patricia L. Bush

[Seal]



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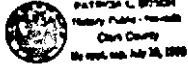
ACKNOWLEDGMENT

STATE OF NEVADA }  
COUNTY OF Clark } SS.

This instrument was acknowledged before me on July 19, 1996 by Robert L. Henderson, as CEO of Primeric Bank, Federal Savings Bank.

By: Patricia L. Bosch

(Seal)



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AFTER RECORDED, PLEASE RETURN TO:  
ANN WESCH, LEGAL ASS'T.  
NORWEST CORPORATION  
WESTERN REGION-LAW DIVISION  
1050 17TH STREET #170  
DENVER, CO 80265-8729

961105.00125

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Schedule I  
Form of Indorsement

(DESCRIBE NOTE TO WHICH INDORSEMENT IS TO BE ATTACHED)

Pay to the order of  
Norwest Bank Nevada, FSB,  
WITHOUT RECOURSE, REPRESENTATION OR WARRANTY  
OF ANY KIND WHATSOEVER

[Primerit Bank, Federal Savings Bank][Nevada Savings and Loan  
Association][Home Savings Association][Union Savings and Loan  
Association],

By Norwest Bank Nevada, FSB,  
its attorney-in-fact

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_ of Norwest Bank Nevada, FSB

(Acknowledgments omitted)

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CLARK COUNTY, NEVADA  
JUDITH A. MANDEVER, RECORDER  
RECORDED AT REQUEST OF:  
NEVADA TITLE COMPANY

11-02-96 09:00 THE  
OFFICIAL RECORDER  
BOOK 961105 PART 00125

FEE: 12.00 RPTE .00

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NO. 109049  
Filed And Recorded At Request Of  
PRINCIPAL PORTFOLIO SERVICES, INC.  
JUNE 2, 1997  
At 01 Minutes Past 11 O'Clock  
A M In Book 128 Of Official Records  
Page 252 Lincoln County Nevada.

YURIKO SETZER  
County Recorder

BY *Leslie Brecher* DEPUTY

JUDITH A. VANDEVER OF  
CLARK COUNTY, NEVADA  
CERTIFIES THIS AS A  
TRUE COPY OF IMPRESSIONS  
WITH RECORDERS SEAL

FEB 6 '97

*Clara E. VanDer*  
CLARK COUNTY RECORDER

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