

LIMITED POWER OF ATTORNEY

STATE OF IDAHO)
)ss.
County of Ada)

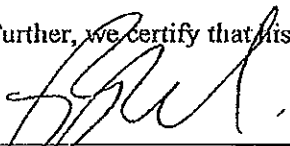
KNOW ALL MEN BY THESE PRESENTS that the undersigned, **Rio B, LLC**, an Idaho Limited Liability Company; **HWWL, LLC** an Idaho Limited Liability Company; **Normco, LLC**, a Utah Limited Liability Company; **Old Corrals & Sagebrush, LLLP**, an Arizona Limited Liability Limited Partnership; **Rio Claro, Inc.**, an Arizona Corporation; and **Charlesview, LLC**, an Arizona Limited Liability Company, through their respective principals or managing members, do hereby make, constitute, and appoint **Brett MacNeil**, of Star, Ada County, Idaho as our true and lawful attorney-in-fact, in name, place and stead, with full power to do the following:

To work with the Idaho Department of Water Resources to facilitate any change or transfer of any water rights connected or related to real property commonly known as Sulphur Creek Ranch, and more specifically described in attached Exhibit "A":

The undersigned authorize said attorney-in-fact to do and perform all and every act and thing whatsoever requisite and necessary to be done to change or transfer the water rights connected to above referenced real property, to conduct, manage and control said water rights and water right transfers, as he may deem to be in our best interest, and to execute and acknowledge any and all instruments necessary or proper to carry out the foregoing powers, hereby releasing all third persons from responsibility for his acts and omissions. This does not however, authorize Brett MacNeil to sell any of the above said water rights.

The rights, powers, and authority of said attorney-in-fact granted in this instrument shall commence and be in full force and effect on even date herewith, and such rights, powers, and authority shall remain in full force and effect thereafter until we give notice in writing that such power is terminated. This power of attorney shall not be affected by subsequent disability or incapacity of the principals.

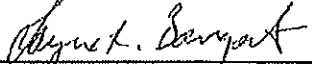
Further, we certify that his signature is as follows to-wit:

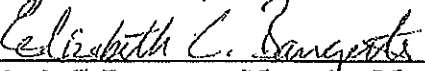


Brett MacNeil

[SIGNATURE PAGE(S) TO FOLLOW]

Rio B, LLC, an Idaho Limited Liability Company

BY: 
Layne R. Bangerter, Managing Member

BY: 
Elizabeth C. Bangerter, Managing Member

HWHL, LLC, an Idaho Limited Liability Company

BY: _____
Ben Peterson, Managing Member

Normco, LLC, a Utah Limited Liability Company

BY: 
Norman H. Bangerter, Managing Member

Old Corrals & Sagebrush, LLLP, an Arizona limited liability limited partnership

By: Fogo, L.L.C., an Arizona limited liability company
Its: general partner

BY: _____
Wilford R. Cardon, Manager

Rio Claro, Inc., an Arizona Corporation

BY: _____
Wilford R. Cardon, President

Charlesview, LLC, an Arizona limited liability company

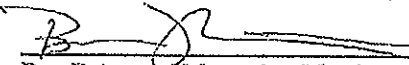
BY: _____
Wilford R. Cardon, Manager

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LIMITED POWER OF ATTORNEY -2-

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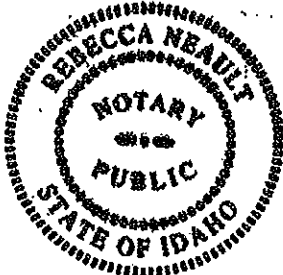
IN WITNESS WHEREOF, I have hereunto set my hand and seal the 5TH day of AUGUST, 2009.

LAYNE L. BANGERTER
[NAME]

STATE OF Idaho)
County of Ada) ss.

On this 5th day of August, 2009, before me, a Notary Public in and for said state, personally appeared, Layne Bangarter known to me to be the person whose name is subscribed to the within instrument and who acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Rebecca Neault
NOTARY PUBLIC FOR Idaho
Residing at: 334 Kameron, Boise
My Commission Expires: 8/01/2011

IN WITNESS WHEREOF, I have hereunto set my hand and seal the _____ day of _____, 2009.

[NAME]

STATE OF Utah)
) ss.
County of Salt Lake)

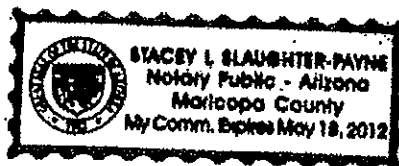
On this 29 day of July, 2009, before me, a Notary Public in and for said state, personally appeared, Norman H. Bangerter known to me to be the person whose name is subscribed to the within instrument and who acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Sally Murray-Latter
NOTARY PUBLIC FOR
Residing at: South Jordan
My Commission Expires: 6/3/13

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 6th day of August, 2009.



[NAME]

STATE OF Arizona)
) ss.
County of Maricopa)

On this 6th day of August, 2009, before me, a Notary Public in and for said state, personally appeared, Wilford R. Cardon known to me to be the person whose name is subscribed to the within instrument and who acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



NOTARY PUBLIC FOR
Residing at:
My Commission Expires:

Sulphur Creek Water Right Summary

Exhibit " A " Sulphur Creek Water Rights

Water Right #	Priority Date	Location	County	Rate (cfs)	Source	Tributary	Water Use	Owner
73-2B	1884	SENE & SWSW Sec.24 T14N R21E	Custer	0.6	Sulphur Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-7A	1915	SENE & SWSW Sec.24 T14N R21E	Custer	1	Sulphur Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-7B	1912	SENE & SWSW Sec.24 T14N R21E	Custer	1	Sulphur Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-8B	1910	SENE & SWSW Sec.24 T14N R21E	Custer	1.2	Sulphur Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-42	1886	NESE Sec.16 T14N R22E	Lemhi	10	Patterson Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-113	1911	SENE & SWSW Sec.24 T14N R21E	Custer	2.8	Sulphur Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-140	1894	SENE & SWSW Sec.24 T14N R21E	Custer	3.2	Sulphur Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-157	1886	SENE Sec.27 T14N R22E	Custer	4.4	Pahsimeroi River	Salmon River	Irrigation	Old Corral & Sagebrush LLLP
73-158	1910	NWSW S12 T13N R23E AND SENE&NWSE Sec.27 T14N R22E	Custer & Lemhi	5	Big Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-165	1904	SWSW Sec.32 T12N R24E	Custer	3.2	Pahsimeroi River	Salmon River	Irrigation/Stockwater	Old Corral & Sagebrush LLLP
73-168	1904	SWSW Sec.32 T12N R24E	Custer	3.2	Pahsimeroi River	Salmon River	Irrigation	Old Corral & Sagebrush LLLP
73-173	1910	SESWNE Sec.24 T12N R22E	Custer	2	Rock Spring	Sinks	Irrigation/Stockwater	Old Corral & Sagebrush LLLP
73-178	1908	NWSWNW Sec.27 T12N R24E	Custer	4.8	Donkey Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-179	1908	SWSW Sec.32 T12N R24E	Custer	4.8	Pahsimeroi River	Salmon River	Irrigation/Stockwater	Old Corral & Sagebrush LLLP
73-187A	1909	SESE Sec.13 T12N R24E AND SENE Sec.25 T12N R24E AND NWNWNE Sec.26 T12N R24E	Custer	2.5	Big Gulch, Hillside Creek, Graves Spring	Goldburg Creek	Irrigation	Old Corral & Sagebrush LLLP
73-188A	1909	NENW Sec.23 T12N R24E	Custer	1.5	Bear Creek	Pahsimeroi River	Irrigation/Stockwater	Old Corral & Sagebrush LLLP
73-2038	1907	SWSE Sec.9 T12N R24E	Custer	1.2	Ditch Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2091	1914	SWSE Sec. 9T12N R24E	Custer	1.2	Ditch Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2102	1915	NENW Sec.23 T13N R23E & SESW Sec.27 T13N R23E & SENE Sec.27 T14N R22E	Custer/Lemhi	2.4	Big Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2114	1916	SWSESW & SWNWSE Sec.17 T13N R22E	Custer	0.7	Grouse Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2115	1916	SWSESW & SWNWSE Sec.17 T13N R22E	Custer	0.5	Grouse Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2122	1917	SWSESW & SWNWSE Sec.17 T13N R22E	Custer	0.75	Grouse Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2137	1947	SWSESW & SWNWSE Sec.17 T13N R22E	Custer	0.4	Grouse Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2141	1952	SWSESE Sec.13 T14N R21E	Custer	2	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-2142	1952	NENWSE Sec.18 T14N R22E	Custer	2.4	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-2145	1955	NESW Sec.21 T14N R22E	Custer	6.4	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-2153	1959	NESW Sec.11 T13N R23E AND SENE & NWSE Sec.27 T14N R22E	Lemhi	11.34	Big Creek	Pahsimeroi River	Irrigation	Old Corral & Sagebrush LLLP
73-2155	1963	SENE Sec.27 T14N R22E	Custer	6.4	Pahsimeroi River	Salmon River	Irrigation	Old Corral & Sagebrush LLLP
73-2164	1966	SENEWNE Sec.24 T14N R21E	Custer	5	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-7000	1967	SENEWNE Sec.24 T14N R21E	Custer	3	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-7022	1973	NWSW Sec.17 T14N R22E	Custer	2.75	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-7038	1978	SWSW Sec.17 T14N R22E	Custer	0.55	Ground Water		Irrigation	Old Corral & Sagebrush LLLP
73-10046	1900	SWNNWN Sec.25 T14N R21E & NENENE Sec.13 T14N R22E	Custer	0.02	Sulphur Creek	Pahsimeroi River	Stockwater	Old Corral & Sagebrush LLLP
73-10047	1950	SESE Sec.13 T12N R24E	Custer	2	Hillside Creek	Goldburg Creek	Irrigation	Old Corral & Sagebrush LLLP
73-10048	1916	SWSESW Sec.17 T13N R22E & SESW Sec.27 T14N R22E	Custer	0.2	Grouse Creek	Pahsimeroi River	Stockwater	Old Corral & Sagebrush LLLP
73-10050	1974	SWSWSW Sec.17 T14N R22E	Custer	0.16	Ground Water		Stockwater/Domestic	Old Corral & Sagebrush LLLP
73-10051	1900	NWSWSE Sec.17 T14N R22E	Custer	0.16	Ground Water		Stockwater/Domestic	Old Corral & Sagebrush LLLP
73-10052	1900	SESWNE Sec.13 T14N R21E	Custer	0.09	Ground Water		Stockwater/Domestic	Old Corral & Sagebrush LLLP
73-10053	1900	SWSENE Sec.24 T14N R21E	Custer	0.09	Ground Water		Stockwater/Domestic	Old Corral & Sagebrush LLLP
Total cfs				101.52				
# of Water Rights				42				