

Transfer No. 74743
Receipt No. E 034030

**STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 1**

1. Applicant Information ALICE DENNEY
C/O BYRON DENNEY
210 NELSON ST
PO BOX 27
ARIMO ID 83214
(208)254-3954

Will this transfer result in an ownership change? _____ Yes X No

2. Current Water Right

Part 2 Attached for Each Right

	Origin/Basis	Rate	Volume	Acre Limit	Total Acres	Source
29-2330	WR/License	1.20	315.0		90.0	GROUND WATER

3. Purpose of Transfer (Change Proposed)

Part 3A Attached for Each Proposed Right

Part 3B Attached for Each Split Right

Right	Split	POD	POU	Add POD	Period of Use	Nature of Use
29-2330	NO	YES	NO	NO	NO	NO

Describe the reason for the proposed changes

To change the location of the point of diversion allowing for a new well to be used for irrigating these acreages

4. FOR CHANGES IN NATURE OF USE ONLY

A. Describe the expected quantity of the return flows and location of discharge after the proposed Change Not applicable

B. Describe the effects on other water uses resulting from the proposed change Not applicable

5. Total Amounts Transferred

	Rate	Acre Limit	Total Acres	Volume
29-2330	1.20 cfs		90.0	315.0 af
TOTAL	1.20 cfs	90.0	90.0	315.0 af

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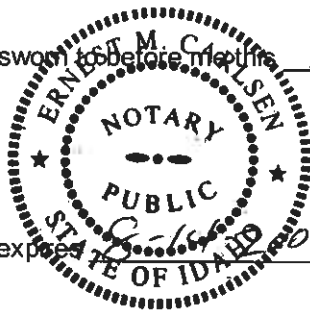
STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 1

I hereby assert that no one will be injured by such change and that the change does not constitute an enlargement in use of the original right. The information contained in this application is true to the best of my knowledge. I understand that any willful misrepresentations made in this application may result in voiding its approval.

Alice Denney by
Byron E Denney is Attorney in Fact
(Signature of Applicant)

by power of attorney "attached"
(Title or Office)

Subscribed and sworn to before me this 12 day of May, 2008.



Ernest M Calsen
(Notary Public)

My commission expires 8-16-09

Transfer No. 74743

Receipt No. _____

**IDAHO DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 2**

Current Water Right No. 29-2330

Priority Date: February 27, 1953

Origin: Water Right

Basis: Decreed

Status: Active

Source: GROUND WATER

<u>Beneficial Use</u>	<u>From To</u>	<u>Diversion Rate</u>	<u>Volume</u>	<u>Subuse Code</u>
IRRIGATION	04/01 10/31	1.20 CFS	315.0 AFA	
	Total Diversion	1.20 CFS	315.0 AFA	

Source and Point(s) of Diversion:

GROUND WATER L3 (NWSW) Sec. 7 Twp 11S Rge 37E BANNOCK County

PLACE OF USE: IRRIGATION

Twp Rge Sec	NE				NW				SW				SE				Totals
	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	NE	NW	SW	SE	
11S 37E 7											52.0	38.0					90.0
											L 3	L 4					

Total Acres: 90

Conditions/Remarks:

1. THIS PARTIAL DECREE IS SUBJECT TO SUCH GENERAL PROVISIONS NECESSARY FOR THE DEFINITION OF THE RIGHTS OR FOR THE EFFICIENT ADMINISTRATION OF THE WATER RIGHTS AS MAY BE ULTIMATELY DETERMINED BY THE COURT AT A POINT IN TIME NO LATER THAN THE ENTRY OF A FINAL UNIFIED DECREE. SECTION 42-1412(6), IDAHO CODE.

Documentation of Ownership of the Current Place of Use

Warranty Deed

Is this property subject to any liens, deeds of trust, mortgages, or contracts or other encumbrances?

NO

Describe the effect on the current place of use for this water right if the place of use is changed pursuant to this transfer

Only Changing the Point of Diversion

To your knowledge, has any portion of the water right undergone a period of five(5) or more consecutive years of non-use?

NO - Decreed 3/22/2004

Transfer No. 74743
Receipt No. _____

**IDAHO DEPARTMENT OF WATER RESOURCES
APPLICATION FOR TRANSFER OF WATER RIGHT
PART 3A**

Proposed Water Right No. 29-2330

Priority Date: February 27, 1953

Origin: Water Right

Basis: Decreed

Status: Active

Source: GROUND WATER

<u>Beneficial Use</u>	<u>From To</u>	<u>Diversion Rate</u>	<u>Volume</u>	<u>Subuse Code</u>
IRRIGATION	04/01 10/31	1.20 CFS	315.0 AFA	
	Total Diversion	1.20 CFS	315.0 AFA	

Source and Point(s) of Diversion:

GROUND WATER L4 (SWSW) Sec. 7 Twp 11S Rge 37E BANNOCK County

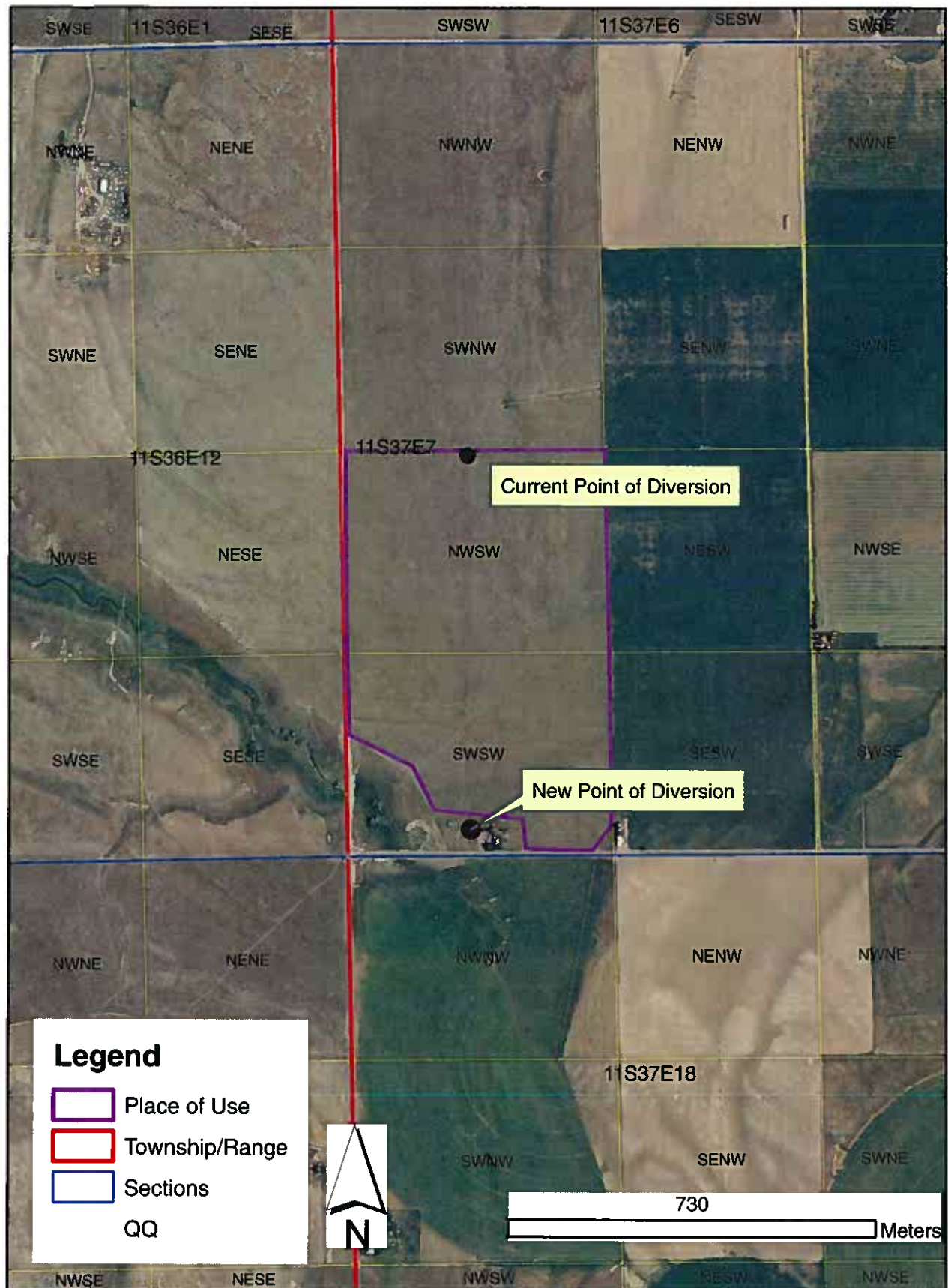
Describe the proposed diversion system

PLACE OF USE: IRRIGATION

<u>Twp Rge Sec</u>	<u>NE</u>				<u>NW</u>				<u>SW</u>				<u>SE</u>				<u>Totals</u>
	<u>NE</u>	<u>NW</u>	<u>SW</u>	<u>SE</u>	<u>NE</u>	<u>NW</u>	<u>SW</u>	<u>SE</u>	<u>NE</u>	<u>NW</u>	<u>SW</u>	<u>SE</u>	<u>NE</u>	<u>NW</u>	<u>SW</u>	<u>SE</u>	
11S 37E 7										52.0	38.0						90.0
										L 3	L 4						

Total Acres: 90

Transfer Map



After Recording Please Return To:
MALOUF LAW OFFICES
150 East 200 North #D
Logan, Utah 84321
d:denaqcd7.rbd

20205078

NO 20205078
RECORDED AT REQUEST OF
MALOUF LAW
2002 APR 12 AM 8 01

OFFICIAL BOOK NO 809
BANK IDAHO
LARRY H. CHAMBERLAIN
REC DEPUTY

TRUSTEE'S QUIT CLAIM DEED

BRUCE D. BLANCHARD, Trustee of the Trust Agreement dated July 22, 1987 with Julia Denney Blanchard, as settlor and Bruce D. Blanchard as Trustee, Grantor, of 8802 South Shady Meadow Drive, Sandy, Utah 84093, hereby REMISES, REMITS AND QUIT CLAIMS to ALICE DENNEY, a single woman, Grantee, of 168 1/2 West 300 North, #5, Logan, Utah 84321, for the sum of One DOLLAR (\$1.00) and other good and valuable consideration the following described tract of land in Bannock County, State of Idaho:

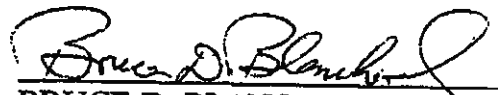
(Tax Parcel Numbers 433005800 and 433006500)

Lots One, Two, Three, and Four, Section 7, Township 11 South, Range 37 East of the Boise Meridian, Bannock County, State of Idaho.¹

TOGETHER WITH: All rights, rights-of-way, easements, water rights, if any and appurtenances thereunto belonging or in any way appertaining;

SUBJECT, HOWEVER, TO: easements, licenses, rights-of-way, boundary line disputes and discrepancies in the legal description, whether recorded or unrecorded; water, mineral, geothermal and hydrocarbon resources previously severed; and matters of record.

WITNESS the hand and seal of said Grantor this 4 day of January, 2002.

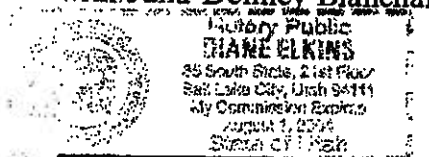

BRUCE D. BLANCHARD

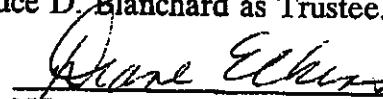
STATE OF UTAH

COUNTY OF SALT LAKE

) ss

Personally acknowledged before me this 4th day of January, 2002, by BRUCE D. BLANCHARD, Individually and as Trustee of the Trust Agreement dated July 22, 1987 with Julia Denney Blanchard as Settlor and Bruce D. Blanchard as Trustee.




NOTARY PUBLIC

¹ This Deed accomplishes the requirements in the July 22, 1987 Trust Agreement to deed the Settlor's undivided one-half interest in this property to the Grantee, Alice Denney, because the Settlor died September 10, 2001, requiring this transfer (of Parcel "B") by the Trustee as provided in Paragraph 2(b) of the Trust Agreement. The description in the Trust includes all four lots, even though these are now two parcel numbers.

STATE OF IDAHO
IDAHO DEPARTMENT OF HEALTH AND WELFARE
CENTER FOR VITAL STATISTICS AND HEALTH POLICY
CERTIFICATE OF DEATH

20205079

Date Filed SEPTEMBER 18, 2001

State File No. 2001-06569

DECEDENT - NAME JULIA DENNEY BLANCHARD				AGE 88 YEARS	
DATE OF DEATH SEPT. 10, 2001		SEX FEMALE	SOCIAL SECURITY NUMBER 518-07-9317	DATE OF BIRTH JUNE 13, 1913	BIRTHPLACE WYOMING
WAS DECEDENT EVER IN U.S. ARMED FORCES? NO		MARITAL STATUS MARRIED		SURVIVING SPOUSE (if wife, maiden name) MERLIN W. BLANCHARD	CITY, TOWN OR LOCATION OF DEATH POCATELLO, IDAHO
RESIDENCE STATE IDAHO		CITY, TOWN OR LOCATION ARIMO (ROBIN)			
FATHER - NAME EDWARD DENNEY					BIRTHPLACE ENGLAND
MOTHER - FULL MACHON NAME JULIA ANN ENGLAND					BIRTHPLACE UTAH
NAME AND ADDRESS OF MORTUARY HORSLEY FUNERAL HOMES, INC., MALAD CITY, IDAHO					
FUNERAL SERVICE LICENSEE E. SPENCE HORSLEY					
METHOD OF DISPOSITION BURIAL		TIME OF DEATH 4:00 A.M.		MANNER OF DEATH NATURAL	
CAUSE OF DEATH (underlying cause last) a. ACUTE HEPATIC FAILURE					Approximate Interval Between Onset and Death DAYS
b. DUE TO (or as a consequence of): HEPATIC VEIN THROMBOSIS					2 WEEKS
c. DUE TO (or as a consequence of): IDIOPATHIC THROMBOCYTOSIS					9 YEARS
d. DUE TO (or as a consequence of):					
OTHER SIGNIFICANT CONDITIONS CONTRIBUTING TO DEATH but not resulting in the underlying cause given above NONE LISTED					AUTOPSY PERFORMED? NO
NAME OF CERTIFIER ERNEST FREDRICK HYDE JR., M.D.				TITLE OF CERTIFIER PHYSICIAN	
ACTION			NAME		
DATE OF INJURY		HOUR OF INJURY		INJURY AT WORK?	
DESCRIPTION OF HOW INJURY OCCURRED					
PLACE OF INJURY		LOCATION OF INJURY			

This is a true and correct reproduction of the document officially registered and placed on file with the IDAHO CENTER FOR VITAL STATISTICS AND HEALTH POLICY.

DATE ISSUED: SEPTEMBER 19, 2001

This copy is not valid unless prepared on engraved border displaying state seal and signature of the Registrar.

JANE S. SMITH
STATE REGISTRAR

ANY ALTERATION OR ERASURE VOID THIS CERTIFICATE

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1308

2-1
QUITCLAIM DEED

809096

THIS INDENTURE, made this 25th day of February, 1987, between Julia Denney Blanchard hereafter referred to as the party of the first part and Bruce D. Blanchard hereafter referred to as the party of the second part as Trustee for Julia Denney Blanchard,

WITNESSETH the party of the first part for and in consideration of the sum of ****TEN DOLLARS**** lawful money of the United States of America and other valuable consideration, to party of the first part in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, does by these presents remise, release and forever QUITCLAIM, unto the party of the second part, all of party of the first parts interest in the following described real estate, situated in County of Bannock, State of Idaho, to-wit:

Parcel A: The Northeast Quarter of the Southeast Quarter, Section 12, Township 11, Range 36 East of the Boise Meridian, Bannock County, State of Idaho, and

Parcel B: Lots One, Two, Three, and Four, Section 7, Township 11 South, Range 37 East of the Boise Meridian, Bannock County, State of Idaho.

TOGETHER, with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, and the reversion and reversions, remainder and remainders, and rents, issues and profits thereof;

TO HAVE AND TO HOLD, all and singular, the said premises, together with appurtenances, unto the said party of the second part.

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22
809096

In construing this deed and where the context so requires, the singular includes the plural.

IN WITNESS WHEREOF, the said parties of the first part have hereunto set their hand and seal the day and year first above written.

Witnessed on this 25th day of February 1988.

Julia Denney Blanchard
Julia Denney Blanchard

Barbara A. Jones
Notary Comm. Expires 8/22/90
Residing in the State of Utah
County of Salt Lake

Bruce D. Blanchard
Bruce D. Blanchard

STATE OF IDAHO)
County of Bonneville) ss.

Barbara A. Jones
Notary Public
Comm. Expires 8/22/90

On this ____ day of January, in the year 1988, before me, a Notary Public in and for the State of Idaho, personally appeared Julia Denney Blanchard and Bruce D. Blanchard, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Notary Public for Idaho
Residing in Shelley
My Commission Exp.: 09/24/92

NO. 809096
RECEIVED OF
GARY BLANCHARD
88 MAR -8 P1:36

479
6.00

74743

DEED OF GIFT

THIS INDENTURE, made this 20th day of January, 1961, between JULIA ANN DENNEY, a widow, of Arimo, Idaho, the party of the first part, and JULIA BLANCHARD of Arimo, Idaho, and ALICE DENNEY of Downey, Idaho, my daughters, the parties of the second part,

WITNESSETH:

That the said party of the first part, for and in consideration of the love and affection which the said party of the first part has and bears unto the said parties of the second part, as also for the better maintenance, support, protection and livelihood of the said parties of the second part, does by these presents give, grant, alien, and confirm unto the said parties of the second part, and to their heirs and assigns forever, all those certain lots, pieces and parcels of land situate, lying and being in the County of Bannock, State of Idaho, bounded and more particularly described as follows, to-wit:

Lots One, Two, Three and Four, Section 7,
Township 11 South, Range 37 East of the Boise
Meridian.

Together with all and singular the tenements, hereditaments, and appurtenances thereunto belonging, or in any wise appertaining, and the reversion or reversions, remainder and remainders, rents, issues, and profits thereof.

To have and to hold, all and singular, the said premises, together with the appurtenances, unto the said parties of the second part, their heirs and assigns forever.

IN WITNESS WHEREOF, the said party of the first part has hereunto set her hand and seal the day and year first above written.

Julia Ann Denney

STATE OF IDAHO)
COUNTY OF BANNOCK) ss.

On this 20th day of January, 1961, before me, the undersigned, a Notary Public in and for said State, personally appeared JULIA ANN DENNEY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Russell J. Nyde
Notary Public
Residing at: Downey, IDAHO

364898

Julia Blanchard
Arimo, Idaho

Jan 20 3 05 PM '61

Durable Power of Attorney

(This Power of Attorney shall not be affected by the subsequent disability or incompetence of the Principal)

Know All Men By These Presents, that I:

ALICE DENNEY

residing in the City of Logan, County of Cache, and State of Utah, have made and appointed, and by this instrument do formally document the appointment of my niece and her son:

**ELIZABETH DENNEY
BYRON DENNEY**

as my true and lawful Attorney-in-Fact¹ for me and in my name, place and stead, from time to time, and at all times until this authority shall be revoked,² to do and perform any and all acts and to execute, sign, seal and deliver any and all instruments of every name and nature whatsoever, for and on my behalf, that I might or could do, perform execute, sign, seal and deliver were I personally present, including, but without limiting the generality of the foregoing by any specific enumeration, the following specific powers:

1. To nominate and/or petition for the appointment of my Attorney-in-Fact or any person my Attorney-in-Fact deems appropriate as primary, successor or alternate guardian, guardian ad litem or conservator or to any fiduciary office (all of such offices of guardian, et al, being hereinafter referred to as "Personal Representative") representing me or any interest of mine or any person for whom I may have a right or duty to nominate or petition for such appointment; to grant to any such Personal Representative all of the powers under applicable law that I am permitted to grant; and to waive any bond requirement for such Personal Representative that I am permitted by law to waive.

2. To make gifts, grants or other transfers without consideration either outright or in trust (including the forgiveness of indebtedness and the completion of any charitable pledges I may have made) to such person or organizations as my Attorney-in-Fact shall select, including to or for the benefit of my Attorney-in-Fact. This provision specifically includes the power to start and/or continue any gifting program which my Attorney-in-Fact deems prudent whether or not such gifts may have the resulting effect of causing a disproportionate amount of my estate to pass to one or more of my children or their family members. In this regard I specifically empower my Attorney-in-Fact to make gifts to my children, their spouses, my grandchildren, great-grandchildren, or others as my Attorney-in-Fact deems prudent and necessary to reduce potential estate and inheritance taxes.

¹This Power of Attorney is a joint power of attorney. Any transaction having a cash value of \$500.00 or more requires both agents to sign and approve the transaction. Any transaction having a cash value of less than \$500.00 only requires one agent to sign and approve the transaction.

²Note: For the specific purpose of inducing any third party to act in accordance with or in reliance upon the terms and provisions contained in this instrument I represent, warrant and agree that notice of revocation will only be accomplished (absent actual knowledge of revocation) and effective, when notice of revocation is filed in the office of the Cache County Recorder, 179 North Main, Logan, Utah 84321.

3. To make gifts and create, and fund with my property, trusts, whether revocable or irrevocable and whether or not my Attorney-in-Fact is a beneficiary of such gifts or trusts.

4. To execute a revocable trust agreement with such trustee or trustees as my Attorney-in-Fact shall select which trust shall provide that all income and principal shall be paid to me, to some person for my benefit or applied for my benefit in such amounts as I or my Attorney-in-Fact shall request or as the trustee or trustees shall determine, and that on my death any remaining income and principal shall be paid to my personal representative, and that the trust may be revoked or amended by me or my Attorney-in-Fact at any time and from time to time; provided, however, that any amendment by my Attorney-in-Fact must be such that by law or under the provisions of this instrument such amendment could have been included in the original trust agreement; to deliver and convey any or all of my assets to the trust agreement; to deliver and convey any or all of my assets to the trustee or trustees thereof; to add any or all of my assets to such a trust already in existence at the time of the creation of this instrument or created by me at any time thereafter. **NOTE: The specific inclusion and limitations of this paragraph 4 shall not be interpreted as limiting in any manner the broad powers delegated in paragraphs 2 and 3.**

5. To renounce and disclaim any property or interest in property or powers to which for any reason and by any means I may become entitled, whether by gift, testate or intestate succession; to release or abandon any property or interest in property or powers which I may now or hereafter own, including any interests in or rights over trusts (including the right to alter, amend, revoke or terminate) and to exercise any right to claim an elective share in any estate or under any will, and in exercising such discretion, my Attorney-in-Fact may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes on my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property.

6. To ask for, demand, sue for, recover, collect and receive all manner of goods, chattels, debts, rents, interest, dividends, insurance, sums of money, choses in action and demands of every kind and nature now due or hereafter to become due and owing or belonging to me; and to make, execute and deliver acquittance, receipts, releases, satisfactions and other discharges for the same, whether under seal or otherwise.

7. To have access to any and all vaults, custodian accounts and safe deposit boxes; to withdraw and change, in whole or in part, the contents of the same and to enter into leases for the same.

8. To endorse and deposit any monies, checks, notes, bonds, orders or other evidences of monies due with any bank, banker, trust company, corporation or agent, in my name or otherwise.

9. To make, execute, draw, accept, endorse, negotiate, acknowledge and deliver in my name or otherwise any deeds, mortgages, leases, drafts, promissory notes, checks, orders, withdrawal slips, counter checks, bonds, contracts, agreements, releases, mortgages and trust deeds, extensions of mortgages and trust deeds, satisfactions and reconveyances of mortgages and trust deeds, subordination agreements or other instruments in writing, negotiable or nonnegotiable, for

the payment of money or otherwise, and whether or not payable to, or for the benefit of, my Attorney-in-Fact.

10. To make, execute and deliver any reports, certificates, returns (including any and all federal, state and local tax returns), consents, waivers, releases or other papers to any governmental authority, agency or body in connection with any assessment, tax or demand relating to me or my property or my affairs; and to represent me personally or appoint attorneys or accountants to represent me to the fullest extent before the Internal Revenue Service and any and all other tax bureaus and bodies.

11. To enter into and take possession of any lands, real estate, tenements, houses, stores, buildings or parts thereof that may become vacant or unoccupied, or to the possession of which I may be or may become entitled; and to receive and take all or any rents, profits or issues of any property; and to let the same in such manner as to my Attorney-in-Fact shall seem necessary and proper, and from time to time to renew leases.

12. To purchase or otherwise acquire, sell, assign, deliver, exchange, pledge, transfer, mortgage, lease, hypothecate or otherwise dispose of any and all real and personal property of every kind and nature; and to do any act of management or conservation with respect to any such property.

13. To purchase or otherwise acquire any interest in and possession of real property and to accept all deeds for such property on my behalf; and, to manage, repair, improve, maintain, restore, build, or develop any real property in which I now have or may have an interest.

14. To buy, purchase, sell, repair, alter, manage and dispose of personal property of every kind and nature at private sale or public sale and to sign, execute and deliver assignments and bills of sale therefor.

15. To compound and compromise any debts, claims or demands now due me or hereafter to become due me; and to compromise, settle and adjust any and all disputes and questions concerning me or my property or my affairs.

16. To engage, appoint, employ, dismiss or discharge any lawyers, doctors, dentists, accountants, agents, brokers, auditors, bookkeepers, investment advisor and other persons to render services to me or my estate including employees or servants; and to pay them a reasonable compensation.

17. To take any and all steps and remedies proper for the conduct and management of my property and affairs and to execute general control and supervision over the same.

18. To exercise any one or all of the foregoing general and specific powers in such manner, to such extent, on such terms and conditions and through such nominees, agents or employees as in the absolute discretion of my Attorney-in-Fact may deem necessary, desirable or proper, all with full power of substitution and revocation, hereby ratifying and confirming all that my Attorney-in-Fact, or substitute or substitutes therefor, shall or may lawfully do or cause to be done by virtue hereof.

19. To take all lawful steps to recover, collect and receive any amounts of money now or hereafter owing or payable to me; and, to compromise and execute releases or other sufficient discharges for such amounts.

20. To make loans, secured or unsecured, in such amounts, upon such terms, with or without interest and to such firms, corporations, and persons my attorney-in-fact deems appropriate, including for the benefit of, my attorney-in-fact.

21. To institute, prosecute, defend, compromise, or otherwise dispose of (and to appear for me in any proceedings before any tribunal for the enforcement or for the defense of) any claim, either alone or in conjunction with other persons, relating to me or to any property of mine or any other persons; to obtain, discharge and substitute counsel and to authorize appearance of such counsel to be entered for me in any such action or proceeding; and, to compromise or arbitrate any claim in which I may be interested and for that purpose to enter into agreement or compromise or arbitration and perform or enforce any award entered in pursuant to such arbitration.

22. To lease, sublet, sell, release, hire professional managers, convey or mortgage any real property owned by me (including my residence) or in which I have an interest upon such terms and conditions and under such covenants as my Attorney-in-Fact shall determine, including the sale of my real estate and to sign, execute and deliver deeds and conveyances therefor.

23. To execute, deliver, and acknowledge deeds, deeds of trust, covenants, indentures, agreements, mortgages, hypothecations, bills of lading, bills, bonds, notes, receipts, evidences of debts, releases and satisfactions of mortgage, judgments, ground rents and other debts.

24. To collect, compromise, endorse, borrow against, hypothecate, release and recover any promissory note receivable, whether secured or unsecured, and any related deed of trust.

25. To borrow money for my account on whatever terms and conditions deemed advisable, including borrowing money on any insurance policies issued on my life for any purpose without any obligation on the part of such insurance company to determine the purpose for such loan or application of the proceeds, and to pledge, assign, and deliver the policies as security.

26. To apply for and to receive any and all government, insurance and retirement benefits to which I may be entitled, including but not limited to any Individual Retirement Account, retirement plan, retirement account, profit sharing, pension plan or employee welfare plans and to exercise any right to elect benefits or payment options; to terminate such benefits; to change beneficiaries or ownership of such benefits, including changing such to or for the benefit of, my attorney-in-fact, and, to assign rights or receive cash value in return for the surrender of any or all rights I may have in life insurance policies or benefits, annuity policies, plans or benefits, mutual fund and other dividend investment plans and retirement, profit-sharing and employee welfare plans and benefits.

27. To take custody of my stocks, bonds and other investments of all kinds, to give orders for the sale, surrender or exchange of any such investments and to receive the proceeds therefrom; to sign and deliver assignments, stock and bond powers and other documents required for any such

sale, assignment, surrender or exchange; to give orders for the purchase of stocks, bonds and other investments of any kind; to give instructions as to the registration thereof and the mailing of dividends and interest therefrom; and to deposit coupons attached to any coupon bonds, whether now owned by me or hereafter acquired.

28. To purchase for me United States of America Treasury Bonds of the kind which are redeemable at par in payment of federal estate taxes; to borrow money and obtain credit in my name from any source for such purpose, to make, execute, endorse and deliver promissory notes, drafts, agreements or other obligations for such bonds and, as security therefor, to pledge, mortgage and assign any stock, bonds, securities, insurance values and other properties, real or personal, in which I may have an interest; and, to arrange for the safekeeping and custody of any such Treasury Bonds.

29. To open or maintain accounts with stockbrokers (on cash or on margin); and, to buy, sell, endorse, transfer, hypothecate and borrow against any shares of stock, bonds or other securities.

30. At all meetings of shareholders (whether general, regular or special) of any corporation whose shares I own to vote on any questions which may arise at any such meeting, and to do everything respecting such shares of stock, including the calling of meetings of directors or stockholders or making and giving consents and ratifications, and any other act which I could do if personally present, intending hereby to confer upon my Attorney-in-Fact full power and authority to do (with reference to such shares of stock) everything which I might or could do as owner of such shares.

31. To continue the operation of any business belonging to me or in which I have a substantial interest in such manner as my Attorney-in-Fact may deem advisable or to sell, liquidate or incorporate any business (or interest therein) on such terms as my Attorney-in-Fact may deem advisable and in my best interests.

32. To procure, change, carry or cancel insurance of such kind and in such amounts as my Attorney-in-Fact deems advisable to protect from risks affecting property or persons due to liability, damage or a claim of any sort; to claim any benefits or proceeds on my behalf; and, to purchase medical insurance for any dependent of mine.

33. To join (if I am married) with my spouse or my spouse's estate in filing income or gift tax returns for any years for which I have not filed such returns and to consent to any gifts made by my spouse as being made one-half by me for gift tax purposes, even though such action subjects my assets to additional liabilities.

34. To prepare, sign and file federal, state and local, income, gift or other tax returns of all kinds, claims for refunds, requests for extensions of time, petitions to the United States Tax Court or other courts regarding tax matters and any and all other tax related documents, including, without limitation, receipts, offers, waivers, consents (including, but not limited to, consents and agreements under Internal Revenue Code 2032A, or its successor), power of attorney, and closing agreements; to exercise any elections I may have under federal, state and local tax law; and, generally to act on my behalf in all tax matters of all kinds and for all periods before all persons representing the

Internal Revenue Service and any other taxing authority, including receipt of confidential information and the posting of bonds.

35. To make gifts, as limited below, either outright or in trust or, in the case of minors, in accordance with the Uniform Gifts to Minors Act and, for gifts made in trust, to execute a deed of trust for such purpose designating one or more persons, including my Attorney-in-Fact, as original or successor trustees. This power includes the right to make additions to any existing trust and does not require my Attorney-in-Fact to treat the donees equally or proportionately and may entirely exclude one or more permissible donees. The pattern followed on the occasion of any such gift (or gifts) need not be followed on the occasion of any other gift (or gifts). The power to make such gifts, however, shall be limited as to donees to my spouse (if I am married) my issue and recognized charities (IRC §501(c)(3) organizations) and such gifts to any recipient shall be made in an amount not in excess of the then annual donee exclusion from the federal gift tax under the Internal Revenue Code.

36. To execute a deed of trust, designating one or more persons (including my Attorney-in-Fact) as original or successor trustee(s) and to transfer to the trust any or all property owned by me as my attorney may decide, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate, or be applied for my benefit, and upon my death, any remaining balance of principal or unexpended income of the trust shall be distributed to my estate. Furthermore, this deed of trust shall be amendable and revocable at any time by me or my Attorney-in-Fact.

37. To add at any time any or all of the property owed by me to any trust in existence for my benefit when this power was created, provided that the income and principal of the trust shall either be distributable to me or to the guardian of my estate or be applied for my benefit during my lifetime and upon my death any remaining principal and unexpended income of the trust is directed to be distributed to my estate.

38. To withdraw and receive the income or corpus of any trust over which I may have a right of withdrawal, and to request and receive the income or corpus of any trust with respect to which the trustee therefor has the discretionary power to make distributions to or on my behalf, and to execute a receipt and release or a similar document of the property so received.

39. To convey or release any contingent or expectant interests in property, marital property rights, and any rights of survivorship incident to a joint tenancy or a tenancy by entirety.

40. To elect to take against the will and conveyances of my spouse after death; to disclaim any interest in property which I am required to disclaim as a result of such election; to retain any property which I have the right to elect to retain; to file petitions pertaining to the election, including petitions to extend the time for electing, and petitions for orders, decrees, and judgments; and, to take all other necessary actions to effectuate the election.

41. To release or disclaim on my behalf any interest in property (including but not limited to any power of appointment, either general or special in nature) acquired by me under any and all circumstances, including, but not limited to any payment devise, bequest or transfer to me as a result

of any person's death, or my being a designated beneficiary of any individual retirement account, insurance contract or bank account, or in any other manner whatsoever including by intestate, testate or inter vivos transfer, including through exercising or surrendering any right to revoke a revocable trust or exercising or surrendering a special or general power of appointment.

42. To renounce any fiduciary positions to which I have been or may be appointed, including (but not limited to) personal representative, trustee, guardian, Attorney-in-Fact, and officer or director of a corporation or political or governmental body; and, to resign such positions in which capacity I am presently serving.

43. To have the exclusive authority to give such consent (or withhold such consent) for such medical treatment to be performed on me and to authorize, arrange for, consent to, waive and terminate any and all medical and survival procedures on my behalf. I expressly confer upon my Attorney-in-Fact power to make all decisions concerning my treatment and care for sickness, disease, and disability, however caused, including, but not limited to, decisions concerning hospitalization, the administration and/or withholding of administration of medication, drugs, and heroic measures and life support paraphernalia of every description for and to me.

44. To arrange for my entrance to and care at any hospital, nursing home, health center, convalescent home, retirement home, or similar institution; and, to pay all costs for my care as my Attorney-in-Fact, based on medical advice, determined in good faith to be necessary and for my well-being.

Accordingly,

A. Except as my Attorney-in-Fact may waive any fees, such attorney shall be compensated as such in accordance with the fee schedule of a corporate fiduciary located in my county or domicile, which fiduciary my attorney may select and which schedule would be applicable if such corporate fiduciary were serving as a trustee of my assets.

B. All acts done by my Attorney-in-Fact pursuant to this power during any period of my disability or incapacity shall have the same effect and inure to the benefit and bind me and my successors in interest as if I were competent and not disabled.

C. This power may be accepted and relied upon by anyone to whom it is presented until such person either receives written notice of revocation by me or has actual knowledge of my death.

D. All actions of my Attorney-in-Fact shall bind me and my heirs, distributees, legal representatives, successors and assigns, and for the purpose of inducing anyone to act in accordance with or in reliance upon the powers I have granted herein, I hereby represent, warrant and agree that **any third party receiving a duly executed copy or facsimile of this instrument (including an executed "Certificate of Authentication" and "Affidavit to Power of Attorney" may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I, for myself and for my heirs, executors, legal**

representative and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relief upon the provisions of this instrument.

E. I revoke all prior General or Durable Powers of Attorney that I may have executed and I retain the right to revoke or amend this Power of Attorney and to substitute other attorneys in place of the Attorney-in-Fact appointed herein. Amendments to this Power of Attorney shall be made in writing by me personally (not by my Attorney-in-Fact) and they shall be attached to the original of this power of attorney.

F. I understand that this power of attorney is an important legal document. Before executing this document, my attorney explained to me the following:

(1) This document provides my Attorney-in-Fact with broad powers to dispose, 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. These powers 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.

G. Questions pertaining to the validity, construction and powers created under this instrument shall be determined in accordance with the laws of the State of Utah.

This instrument is to be construed and interpreted as a Durable Power of Attorney in accordance with §75-5-501 of the Probate Laws of the State of Utah. This power of attorney shall not be affected by the disability of principal.

This instrument is to be construed and interpreted as a General Power of Attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said Attorney-in-Fact.

This Power of Attorney covers all of my real, personal, tangible and intangible property including but not limited to the following:

ALL PROPERTY - NO LIMITATIONS

This Power of Attorney shall become effective immediately.

The rights, powers, and authorities of said Attorney-in-Fact herein granted shall commence and be in full force and effect from the date hereof and shall remain in full force and effect until revoked by me in writing or until my death.

My Attorney-in-Fact shall use the following form when signing on my behalf pursuant to this Power:

/s/ ALICE DENNEY by: BYRON DENNEY and ELIZABETH DENNEY
By: BYRON DENNEY and ELIZABETH DENNEY, Attorney-in-Fact for
for ALICE DENNEY

IN WITNESS WHEREOF, and intending to be legally bound hereby, I have signed this
Power of Attorney this 20th day of March, 2002

Witness:

Erica J. Howard
Steph M. Young

Alice Denney
ALICE DENNEY

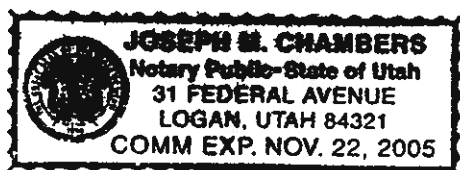
Attorney-in-Fact

Byron E. Denney
BYRON DENNEY
Elizabeth Denney
ELIZABETH DENNEY

STATE OF UTAH)
 SS:
County of Cache)

On this 20th day of March, 2002, personally appeared before me, a Notary Public in and for the said County and State, the above-named ALICE DENNEY, Principal who acknowledged the foregoing Power of Attorney to be her act and deed and desire that the same might be recorded as such according to law.

WITNESS my hand and Notarial Seal the day and year aforesaid.



[Signature]
Notary Public
Commission Expires:
Residing at:

73743 Location

