

BROCKWAY
ENGINEERING
P.L.L.C.

Hydraulics

Hydrology

Water Resources

October 14, 1996

Mr. Corey Skinner
Idaho Department of Water Resources
222 Shoshone Street East
Twin Falls, ID 83301

RECEIVED

OCT 16 1996

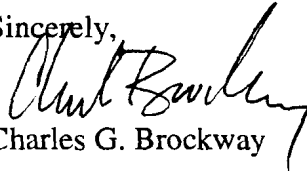
Department of Water Resources
Southern Region

Re: Willis water right transfer applications

Dear Corey:

Enclosed are the transfer applications which were required to be re-signed and notarized. Also enclosed is a power of attorney from Mr. Willis to Mr. McAllister. These applications should now be ready for immediate processing. Please send me copies of the applications as they are actually processed.

Sincerely,



Charles G. Brockway

CHARLES E.
BROCKWAY,
Ph.D., P.E.

CHARLES G.
BROCKWAY,
Ph.D., E.I.T.

706 SUNRISE
BOULEVARD
NORTH

TWIN FALLS,
IDAHO 83301

208•733•0938
208•734•2580

FAX: 736•1746

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OCT 16 1996
Department of Water Resources
Boise, Idaho

POWER OF ATTORNEY

I, BRUCE WILLIS, of C/O Edward Simon, Esq., P.O. Box 540 Ketchum, ID 83340, do hereby designate and appoint JOSEPH McALLISTER, P.O. Box 3212 Hailey, Idaho 83333 as my attorney in fact and agent to act in my name and for my benefit. I grant to my agent full power and authority to act on my behalf for all water rights held by me, either by license or permit, and to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present and fully competent, hereby ratifying and confirming all that my agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted.

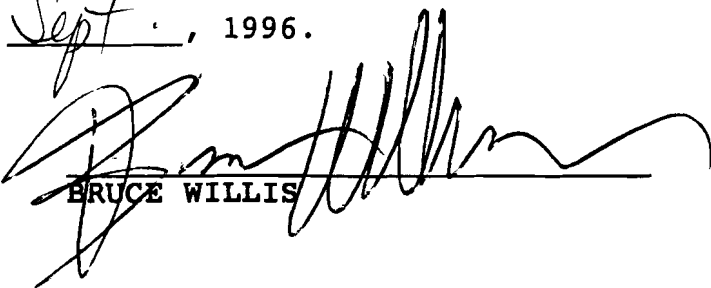
This Power of Attorney is revocable, provided, that insofar as any governmental agency, bank, trust company, insurance company, transfer agent, or other person shall rely upon this power, this power may be revoked only by a notice in writing executed by me or my agent and delivered to such person or institution. This power is revocable by my execution of a written Withdrawal of Power of Attorney, a copy of which shall be delivered to the State of Idaho Department of Water Resources 1301 N. Orchard Steet, Statehouse Mail, Boise, Idaho 83720-7866, and which shall be effective upon receipt.

Third parties may rely upon the representations of my agent as to all matters relating to any power granted to my agent, and no person who may act in reliance upon the representations of my agent and on the authority granted to my agent, shall incur any liability to me or my estate as a result of permitting my agent to

exercise any power.

This Power of Attorney shall be governed by the laws of the State of Idaho, and the laws of the State of Idaho shall govern all questions as to the validity of this power and as to the construction of its provisions.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 30 day of Sept., 1996.

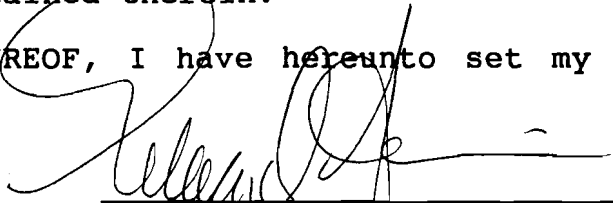


BRUCE WILLIS

STATE OF IDAHO)
)
County of Blaine) ss.

On this the 30th day of Sept., 1996 before me the undersigned Notary Public, personally appeared BRUCE WILLIS known to me to be the person whose signature appears on the within and foregoing instrument, and who acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.



Notary Public for Idaho
Residing at: Notum