

WHITEBIRD, INC.
524 E. Lamar Boulevard #200
Arlington, Texas 76011
817-633-3355 fax 817-633-3411

July 2, 2004

City of Los Angeles
Department of City Planning
200 N. Spring Street, Room 763
Los Angeles, CA 90071

Re: Canyon Hills Applications

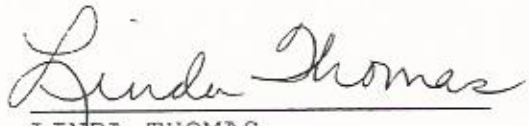
Ladies and Gentlemen:

This letter will confirm that Linda Thomas is authorized to sign any and all application forms and related documents on behalf of Whitebird, Inc., doing business in California as California Whitebird, Inc., in connection with the proposed Canyon Hills project in the City of Los Angeles, including without limitation (1) a Master Plan Use Permit Application for Vesting Tentative Tract No. 061672, Project Permit Compliance Review under the San Gabriel/Verdugo Mountain Scenic Preservation Specific Plan and Site Plan Review and (2) a Master Land Use Permit Application for General Amendments/Zone Changes (Major Plan Review).

Sincerely,

WHITEBIRD, INC., a Nevada
corporation, doing business in
California as California
Whitebird, Inc.

CPC 2004 4345

By: 
LINDA THOMAS,
President and Secretary

cc: Mr. Tom Stemnock
Mr. Jack Rubens, Esq.

RECORDING REQUESTED BY, AND
WHEN RECORDED RETURN TO:

Sheppard, Mullin, Richter & Hampton LLP
333 South Hope Street, 48th Floor
Los Angeles, California 90071
Attention: Jack H. Rubens, Esq.

LIMITED POWER OF ATTORNEY

This Limited Power of Attorney, dated as of June 30, 2004, is executed by PROTECTIVE EQUITY TRUST #93, PROTECTIVE EQUITY TRUST #94 and PROTECTIVE EQUITY TRUST #97, each a limited partnership, and F.E.&M. EMPLOYEES DEFINED CONTRIBUTION PLAN TRUST (collectively, "Principal") in connection with the development of certain real property located in Los Angeles County, California, consisting of the assessor's parcel numbers set forth on Exhibit "A" attached hereto and incorporated herein by this reference (the "Property"), a portion of which is currently owned by Principal.

Principal hereby designates, constitutes and appoints Whitebird, Inc., a Nevada corporation, doing business in California as California Whitebird, Inc. ("Agent"), and its successors and assigns, as Principal's true and lawful attorney-in-fact with full power and authority to, in Principal's name, place and stead, for the limited purpose and with the specific power to make, sign, execute, acknowledge, deliver, file for record and record any instrument, document or agreement on Principal's behalf as may, from time to time, be deemed necessary or advisable by Principal, in its sole discretion, to seek and obtain all federal, state and local permits, approvals and other entitlements (collectively, the "Entitlements") required to develop a residential project on the Property, including without limitation to execute any and all applications and related documents for Entitlements, and to perform other related acts.

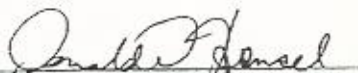
This Limited Power of Attorney gives to Agent full discretion, power and authority to execute such instruments and to do and perform all and every act and thing whatsoever deemed by Agent in its sole discretion to be requisite, necessary, appropriate or proper to carry and effect the power or powers granted by or under this appointment as fully, to all intents and purposes, as Principal might or could do. Principal hereby approves and ratifies all that Agent shall lawfully do or cause to be done by virtue hereof.

This Limited Power of Attorney is irrevocable as to all actions taken by Agent, but may be revoked for all future actions upon thirty (30) days' prior written notice from Principal to Agent.

"Principal":

PROTECTIVE EQUITY TRUST #93,
PROTECTIVE EQUITY TRUST #94,
PROTECTIVE EQUITY TRUST #97,
each a limited partnership

By: General Security Corporation,
a corporation, its general partner

By 
Donald D. Hensel,
President

F.E.&M. EMPLOYEES DEFINED
CONTRIBUTION PLAN TRUST

By _____
William L. Fortner,
Trustee

This Limited Power of Attorney is irrevocable as to all actions taken by Agent, but may be revoked for all future actions upon thirty (30) days' prior written notice from Principal to Agent.

"Principal":

PROTECTIVE EQUITY TRUST #93,
PROTECTIVE EQUITY TRUST #94,
PROTECTIVE EQUITY TRUST #97,
each a limited partnership

By: General Security Corporation,
a corporation, its general partner

By _____
Donald D. Hensel,
President

F.E.&M. EMPLOYEES DEFINED
CONTRIBUTION PLAN TRUST

By William L. Fortner, Jr.
William L. Fortner,
Trustee

EXHIBIT "A"

ASSESSOR PARCEL NUMBERS

2401-32-3

2401-32-5

2401-32-6

2401-32-7

2401-32-8

2401-34-3

2545-18-2

2545-18-4

→ 2546-10-5 DONATED

2546-10-9

2561-7-7

2561-7-10

2561-7-12

2561-7-13

2561-7-16

2561-7-18

2561-7-19

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2561-9-12

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2561-9-16

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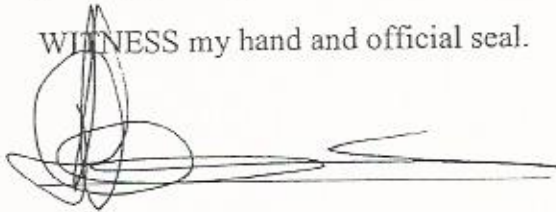
2562-4-8
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2562-8-2
2562-8-6
2563-25-9
2563-26-6
2572-28-25
2572-28-26
2572-28-27

State of California)

County of San Diego)

On July 1, 2004 before me, MARGARET R. WILKE, Notary Public, personally appeared DONALD D. HENSEL, X 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(s) acted, executed the instrument.

WITNESS my hand and official seal.



State of California)
)
County of Los Angeles)

On July 1, 2004 before me, Vita V. Blumberg, Notary Public, personally appeared William L. Roegner, ☒ 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(s) acted, executed the instrument.

WITNESS my hand and official seal.

Vita V. Blumberg

