

166318

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SPECIAL POWER OF ATTORNEY

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 NORWEST BANK NEVADA, FSB ("Norwest"), 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 Norwest Corporation, to transfer to or assign to, or vest in Norwest, or to protect the right, title, and interest of Norwest in and to, those Purchased Assets (as defined in the Agreement) conveyed by PriMerit to Norwest pursuant to the Agreement and (ii) performing all acts and executing all instruments or documents necessary in order to substitute Norwest or any of its designees as the party in interest with respect to any litigation now existing or hereafter arising in connection with the Assumed 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 Schedule I attached hereto and incorporated herein by reference, and Norwest shall have no power hereunder to indorse such notes or other instruments pursuant to this Special Power of Attorney in any other form.

For valuable consideration, receipt of which is hereby acknowledged, PriMerit concurrently herewith has, pursuant to the Agreement, granted, assigned, and transferred to Norwest 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 Norwest 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 by and between PriMerit and Norwest 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

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

Norwest and Norwest 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 Norwest 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.

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: President
Title: Dan J. Cheever

By: [Signature]
Name: Walter E. Hinderliter
Title: Attorney

ACKNOWLEDGMENT

STATE OF NEVADA)
COUNTY OF Clark) SS.

This instrument was acknowledged before me on July 18, 1996 by Dan J. Cheever, as VP/CEO
of Primerit Bank, Federal Savings Bank.

By: Patricia L. Bosch

[Seal]



PATRICIA L. BOSCH
Notary Public - Nevada
Clerk County
My appt. exp. July 30, 1998

ACKNOWLEDGMENT

STATE OF NEVADA)
COUNTY OF Clark) SS.

This instrument was acknowledged before me on July 18, 1996 by Harry E. Hendricks, as CEO
of Primerit Bank, Federal Savings Bank.

By: Patricia L. Bosch

[Seal]



PATRICIA L. BOSCH
Notary Public - Nevada
Clark County
My exp. exp. July 30, 1998

AFTER RECORDED, PLEASE RETURN TO:
ANN WESCH, LEGAL ASS'T.
NORWEST CORPORATION
WESTERN REGION-LAW DIVISION
1050 17TH STREET #120
DENVER, CO 80265-8729

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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]

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

11-05-96 00:00 TML 6
OFFICIAL RECORDS
BOOK: 961105 INST: 00125

FEE: 12.00 RPT: .00

BOOK 306 PAGE 402
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Nevada Title Co.
97 MAR 17 PM 1:44

EUREKA COUNTY NEVADA
M.N. BEALEATI, RECORDER
FILE NO. FEES 13.00

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JUDITH A. VANDEVER OF
CLARK COUNTY, NEVADA,
CERTIFIES THIS AS A
TRUE COPY IF IMPRESSED
WITH RECORDER'S SEAL.

FEB 6 '97

Judith A. Vandever

CLARK COUNTY RECORDER

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