

RECORDING REQUESTED BY

80377

WHEN RECORDED MAIL TO

(Name Jerry W. Thompson
Street 23 Hitchcock Way, Suite 103
Address Santa Barbara, California, 93105
City &
State)

(SPACE ABOVE THIS LINE FOR RECORDER'S USE)

POWER OF ATTORNEY

SPECIAL

KNOW ALL MEN BY THESE PRESENTS: That I, JERRY W. THOMPSON, the undersigned (jointly and severally, if more than one) hereby make, constitute and appoint GEORGE L. WITTENBURG in an individual capacity, my true and lawful Attorney for me and in my name, place and stead and for my use and benefit or in my partnership capacity as a partner of Quadrant Development Company, a limited partnership:

(a) To ask, demand, sue for, recover, collect and receive each and every sum of money, debt, account, legacy, bequest, interest, dividend, annuity and demand (which now is or hereafter shall become due, owing or payable) belonging to or claimed by me, and to use and take any lawful means for the recovery thereof by legal process or otherwise, and to execute and deliver a satisfaction or release therefor, together with the right and power to compromise or compound any claim or demand;

(b) To exercise any or all of the following powers as to real property, any interest therein and/or any building thereon: To contract for, purchase, receive and take possession thereof and of evidence of title thereto; to lease the same for any term or purpose, including leases for business, residence, and oil and/or mineral development; to sell, exchange, grant or convey the same with or without warranty; and to mortgage, transfer in trust, or otherwise encumber or hypothecate the same to secure payment of a negotiable or non-negotiable note or performance of any obligation or agreement;

(c) To exercise any or all of the following powers as to all kinds of personal property and goods, wares and merchandise, choses in action and other property in possession or in action: To contract for, buy, sell, exchange, transfer and in any legal manner deal in and with the same; and to mortgage, transfer in trust, or otherwise encumber or hypothecate the same to secure payment of a negotiable or non-negotiable note or performance of any obligation or agreement;

(d) To borrow money and to execute and deliver negotiable or non-negotiable notes therefor with or without security; and to loan money and receive negotiable or non-negotiable notes therefor with such security as he shall deem proper;

(e) To create, amend, supplement and terminate any trust and to instruct and advise the trustee of any trust wherein I am or may be trustor or beneficiary; to represent and vote stock, exercise stock rights, accept and deal with any dividend, distribution or bonus, join in any corporate financing, reorganization, merger, liquidation, consolidation or other action and the extension, compromise, conversion, adjustment, enforcement or foreclosure, singly or in conjunction with others of any corporate stock, bond, note, debenture or other security; to compound, compromise, adjust, settle and satisfy any obligation, secured or unsecured, owing by or to me and to give or accept any property and/or money whether or not equal to or less in value than the amount owing in payment, settlement or satisfaction thereof;

(f) To transact business of any kind or class and as my act and deed to sign, execute, acknowledge and deliver any deed, lease, assignment of lease, covenant,

indenture, indemnity, agreement, mortgage, deed of trust, assignment of mortgage or of the beneficial interest under deed of trust, extension or renewal of any obligation, subordination or waiver of priority, hypothecation, bottomry, charter-party, bill of lading, bill of sale, bill, bond, note, whether negotiable or non-negotiable, receipt, evidence of debt, full or partial release or satisfaction of mortgage, judgment and other debt, request for partial or full reconveyance of deed of trust and such other instruments in writing of any kind or class as may be necessary or proper in the premises.

GIVING AND GRANTING unto my said Attorney full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the premises as fully to all intents and purposes as I might or could do if personally present, hereby ratifying all that my said Attorney shall lawfully do or cause to be done by virtue of these presents. The powers and authority hereby conferred upon my said Attorney shall be applicable to all real and personal property or interests therein now owned or hereafter acquired by me and wherever situate.

My said Attorney is empowered hereby to determine in his sole discretion the time when, purpose for and manner in which any power herein conferred upon him shall be exercised, and the conditions, provisions and covenants of any instrument or document which may be executed by him pursuant hereto; and in the acquisition or disposition of real or personal property, my said Attorney shall have exclusive power to fix the terms thereof for cash, credit and/or property, and if on credit with or without security.

Notwithstanding anything else herein contained to the contrary, this Power of Attorney is limited to matters concerning two real property transactions, namely, the purchase of a Motel 6 and Sambo's restaurant site in Clamath Falls, Oregon, represented by Escrow Number 136272 with Title Insurance and Trust Company, Santa Barbara, California; the acquisition of Motel 6 sites in Billings, Montana, and Helena, Montana, represented by Escrow Numbers 136268 and 136269 respectively, with Title Insurance and Trust Company, Santa Barbara, California; and the acquisition of a Motel 6 site in Grand Junction, Colorado, represented by Escrow Number 136273 with Title Insurance and Trust Company, Santa Barbara, California.

The duration of this Power of Attorney shall be thirty (30) days.

The undersigned, if a married woman, hereby further authorizes and empowers my said Attorney, as my duly authorized agent, to join in my behalf, in the execution of any instrument by which any community real property or any interest therein, now owned or hereafter acquired by my spouse and myself, or either of us, is sold, leased, encumbered, or conveyed.

When the context so requires, the masculine gender includes the feminine and/or neuter, and the singular number includes the plural.

WITNESS my hand this 15th day of August, 19 73

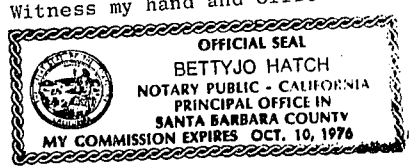
Jerry W. Thompson
JERRY W. THOMPSON

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA BARBARA)

On August 15, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY W. THOMPSON known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

Witness my hand and official seal.

(Seal) Betty Jo Hatch
Notary Public in and for said State.



-2-

STATE OF OREGON; COUNTY OF KLAMATH; ss. TRANSAMERICA TITLE INS. CO

Filed for record at request of _____
this 27th day of AUGUST A. D., 19 73 at 3:46 o'clock _____ PM., and duly recorded in
Vol. M. 73 of DEEDS on Page 11600

FEE \$ 4.00

By WM. D. MILNE, County Clerk