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KNOW ALL MEN BY THESE PRESENTS, That I, Audrey Baxter

have made, constituted and appointed and by these presents do make, constitute and appoint
 Ann Schooler

my true and lawful attorney, for me and in my name, place and stead and for my use and benefit,
 (1) To lease, let, grant, bargain, sell, contract to sell, convey, exchange, remise, release and dispose of
 any real or personal property of which I am now or hereafter may be possessed or in which I may have any
 right, title or interest, including rights of homestead, for any price or sum and upon such terms and conditions
 as to my said attorney may seem proper;

(2) To take possession of, manage, maintain, operate, repair and improve any and all real or personal
 property now or hereafter belonging to me, to pay the expense thereof, to insure and keep the same insured and
 to pay any and all taxes, charges and assessments that may be levied or imposed upon any thereof;

(3) To buy, sell and generally deal in and with goods, wares and merchandise of every name, nature
 and description and to hypothecate, pledge and encumber the same;

(4) To buy, sell, assign, transfer and deliver all or any shares of stock in my name in any corporation
 for any price and upon such terms as to my said attorney may seem right and proper and to receive and
 make payment therefor;

(5) To borrow any sums of money on such terms and at such rate of interest as to my said attorney may
 seem proper and to give security for the repayment of the same;

(6) To ask for, demand, recover, collect and receive all moneys, debts, rents, dues, accounts, legacies,
 bequests, interests, dividends and claims whatsoever which are now or which hereafter may become due, owing
 and payable or belonging to me and to have, use and take all lawful ways and means in my name for the re-
 covery of any thereof by attachments, levies or otherwise;

(7) To prepare, execute and file any proof of debt and other instruments in any court and to take any
 proceedings under the Bankruptcy Act in connection with any sum of money or demand due or payable to me
 and in any such proceedings to vote in my name for the election of any trustee or trustees and to demand, re-
 ceive and accept any dividend or distribution whatsoever;

(8) To adjust, settle, compromise or submit to arbitration any account, debt, claim, demand or dispute
 as well as matters which are now subsisting or hereafter may arise between me or my said attorney and any
 other person or persons;

(9) To sell, discount, endorse, negotiate and deliver any check, draft, order, bill of exchange, promissory
 note or other negotiable paper payable to me, and to collect, receive and apply the proceeds thereof for my use
 for any of the purposes aforesaid; to pay to or deposit the same or any other sum of money coming into the
 hands of my attorney in checking and in savings accounts in my name with any bank or banker of my attor-
 ney's selection and to draw out moneys deposited to my credit with any bank, including deposits in savings
 accounts, and to apply the same for any of the purposes of my business as my said attorney may deem ex-
 pedient; to purchase and sell certificates of deposit; to appoint any bank or trust company as escrow agent;
 generally to conduct any and all banking transactions on my behalf;

(10) To make, execute and deliver any and all manner of contracts with reference to minerals, oil, gas, oil
 and gas rights, rents and royalties, including agreements facilitating exploration for and discovery of oil, min-
 erals and deposits;

(11) To commence and prosecute and to defend against, answer and oppose all actions, suits and
 proceedings touching any of the matters aforesaid or any other matters in which I am or hereafter may be
 interested or concerned;

(12) To vote any stock in my name as proxy;
 (13) To have access to any safety deposit box which has been or may be rented in my name or in the
 name of myself and any other person or persons;

(14) In connection with any of the powers herein granted, to sign, make, execute, acknowledge and de-
 liver in my name any and all deeds, contracts, bills of sale, leases, promissory notes, drafts, acceptances, evi-
 dences of debt, obligations, mortgages, pledges, satisfactions, releases, acquittances, receipts, bonds, writs and
 any and all other instruments whatsoever, with such general or special agreements and covenants, including
 those of warranty, as to my said attorney may seem right, proper and expedient;

(15) To employ, pay and discharge clerks, workmen, brokers and others, including counsel and attor-
 neys in connection with the exercise of any of the foregoing powers;

(16)

(17) Generally to conduct, manage and control all my business and my property, wheresoever situate,
 as my said attorney may deem for my best interests, hereby releasing all third persons from responsibility for
 the acts and omissions of my said attorney;
 I hereby give and grant unto my said attorney full power and authority freely to do and perform every
 act and thing whatsoever requisite and necessary 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 and confirming all that my said
 attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

In construing this power of attorney, it is to be understood that the undersigned may be more than one person or a corporation and that, therefore, if the context so requires, the singular pronoun shall be taken to mean and include the plural, the masculine, the feminine and the neuter and that generally all grammatical changes shall be made, assumed and implied to make the provisions hereof apply equally to corporations and to more than one individual.

IN WITNESS WHEREOF, I have hereunto signed this instrument, or if a corporation, its corporate name has been signed and its corporate seal affixed hereto by its officers duly authorized thereunto by its board of directors, on this 22nd day of August, 1980.

Audrey Baxter

(If a corporation, affix corporate seal.)

NOTARY PUBLIC, with the exercise of all of the foregoing powers:

(12) I, a Notary Public, duly and lawfully qualified, being duly sworn, do hereby certify that the foregoing instrument, being a Power of Attorney, was signed and executed by the person or persons named therein, and that the same is a true and correct copy of the original instrument, as the same appears from the records of my office.

STATE OF Oregon, County of Klamath, ss. BE IT REMEMBERED, That on this, the 22nd day of August, 1980, before me, a Notary Public in and for said county and state, personally appeared Audrey Baxter

known to me to be the identical person described in and who executed the foregoing Power of Attorney and acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this, the day and year last hereinabove written

Notary Public for My commission expires 10-12-82

STATE OF Oregon, County of Klamath, ss. BE IT REMEMBERED, That on this, the 22nd day of August, 1980, before me, a Notary Public in and for said county and state, personally appeared both to me personally known, who being duly sworn, did say that he, the said, is the president, and he, the said, is the secretary of

and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said acknowledged said instrument to be the free act and deed of said corporation.

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

Notary Public for My commission expires

General Power of Attorney

(FORM No. 853) STEVENS-NESS LAW PUB. CO., PORTLAND, ORE.

Audrey Baxter

TO

Ann Schooler

AFTER RECORDING RETURN TO

Chuck Fisher and Associates

403 Main Street

Klamath Falls, OR 97601

200-1

STATE OF OREGON

County of Klamath

I certify that the within instrument was received for record on the

22nd day of January, 1981, at 11:42 o'clock A.M., and recorded

in book MS1 on page 1016 or as file/reel number 94971, Record

of Power of Attorney said County.

Witness my hand and seal of County affixed.

By Evelyn Biehn County Clerk

By Loretta Sketch Deputy

Fee \$7.00