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Recording Requested by:
FERGUSON, REGNIER & PATERSON
A Professional Corporation
315 North A Street
Post Office Box 1229
Oxnard, California 93032

Vol. 1191 Page 25058

88-065507

Rec Fee 13.00
Check 13.00

And When Recorded, Mail to:
Edward D. Carroll
163 Via Baja
Ventura, California 93003

Recorded
Official Records
County of
Ventura
Richard D. Dean
Recorder
1:00pm 12-May-88

FR 5

MYC 2624-LB
DURABLE POWER OF ATTORNEY

BY THIS POWER OF ATTORNEY:

I, EDWARD D. CARROLL, the undersigned, hereby appoint Margaret M. Carroll my true and lawful Attorney ("my Attorney"). If Margaret M. Carroll shall be deceased, or incompetent or shall resign, I hereby appoint Margaret Carroll Taber, aka Greta Carroll Taber to act as Attorney hereunder. For me, and in my name and place, and for my use and benefit, my Attorney is authorized:

(a) To exercise any or all of the following powers regarding any sum of money, debt, account, legacy, devise, dividend, annuity or demand belonging to or claimed by me (whether it is now, or subsequently becomes, due or payable): to ask, demand, sue for, recover, collect and receive any such asset; to use and take any lawful means for the recovery of any such asset by legal process or otherwise; to sign and deliver a satisfaction or release for any such asset; to compromise, compound, adjust, settle and satisfy any obligation or demand owing by or to me, whether secured or unsecured; and to give or accept any asset, whether equal to or less in value than the amount owing, in full payment, settlement, or satisfaction of any such obligation or demand;

(b) To exercise any or all of the following powers regarding real property, including any interest in or building on real property: to contract for, purchase, receive and take possession of such real property and of evidence of title to it; to lease such real property for any term or purpose, including leases for business, residence, and oil or

After Recording in Klamath County Return to: Margaret M. Carroll
301 White Oak Drive Apt. 131
Santa Rosa, CA 95409

mineral development; to sell, exchange, grant or convey such real property, with or without warranty; and to mortgage, transfer in trust, or otherwise encumber or hypothecate such real property to secure payment of a negotiable or nonnegotiable note or performance of any obligation or agreement;

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

(d) To borrow money and to sign and deliver negotiable notes for such a borrowing, with or without security; and to loan money and receive negotiable or nonnegotiable notes for such loans with such security as my Attorney deems proper;

(e) To represent and vote stock, exercise stock rights, accept and deal with any dividend, distribution or bonus; to join in any corporate financing, reorganization, merger, liquidation, consolidation or other action; and to join in the extension, compromise, conversion, adjustment, enforcement or foreclosure, singly or in conjunction with others, of any corporate stock, bond, note, debenture or other security;

(f) To transact business of any kind or class; to enter into and act as a partner pursuant to any partnership agreement; 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 a deed of trust, extension or renewal of any obligation, subordination or waiver of any priority, hypothecation, bill of lading, bill of sale, check, warrant, bill, bond, note (whether negotiable or nonnegotiable), receipt, evidence of debt, full or partial release or satisfaction of any mortgage, judgment or other debt, request for partial or full reconveyance of a deed of trust, and such other document of any kind or class as my Attorney deems necessary or proper in the circumstances;

(g) To make gifts of my assets to any one or more of (1) my descendants, (2) the devisees or legatees under my Will as it exists at the time of such, (3) the beneficiary of any trust I have established, or (4) a charitable organization. Any such gift need not be made equally among the members of a class named above;

(h) To make a qualified disclaimer on my behalf under sections 2518 and 2045 of the Internal Revenue Code of 1954, or other similar or successor provisions of such Code;

(i) To sign on my behalf any tax return (including one for income, gift, estate, employment, sales, use, or excise taxes) to be filed with a federal, state or local government or agency;

(j) To hire (and to pay from my assets) professional advisors;

(k) To transfer any of my assets to the trustee of a revocable trust of which I am the Trustor and a beneficiary; to create a trust for my benefit or the benefit of my spouse or descendants, and to transfer my assets to the trustee of such trust; to create, amend, supplement or terminate any trust and to instruct and advise the trustee of any trust of which I am, or may be, a trustor or beneficiary; and

(l) To nominate a conservator of my person or estate, or of both.

I also give and grant to my Attorney full power and authority to do and perform all and every act and thing that is requisite, necessary or appropriate to be done in the circumstances that exist from time to time as fully to all intents and purposes as I might or could do if I were personally present, and I hereby ratify all that my Attorney shall lawfully do or cause to be done pursuant to this Power of Attorney. The powers and authorities conferred by this document upon my Attorney shall be applicable to all real and personal property or interests in them now owned or hereafter required by me and wherever located.

Notwithstanding, my Attorney shall not have any power:

(a) To use my assets to pay the legal obligations of my Attorney, or any other person. No person dealing with my Attorney shall be required to

inquire about or be concerned with the disposition by my Attorney of any money or property delivered to my Attorney;

(b) To exercise any of the powers of the Trustee under an irrevocable trust of which my Attorney is the Settlor (Trustor or Grantor) and of which I am Trustee;

(c) To exercise any incident of ownership over any life insurance policy that I own and that insures the life of my Attorney; and

(d) To vote any proxy as defined in California Corporations Code section 178.

In addition, I hereby empower my Attorney to determine, in my Attorney's sole discretion, the time when, purpose for, and manner in which any power conferred by this document upon that Attorney shall be exercised, and the conditions, provisions, and covenants of any document that may be executed by Attorney pursuant to this Power of Attorney; and, in the acquisition or disposition of real or personal property, my Attorney shall have exclusive power to fix the terms of such transaction for cash, credit (secured or unsecured), or any combination.

I hereby further authorize and empower my Attorney, as my duly authorized agent, to join on my behalf, in the execution of any document by which any community real property or any interest in real property, now owned or subsequently acquired by my spouse and myself, or either of us, is sold, leased, encumbered, or conveyed.

The powers herein granted may be revoked by me or by the Conservator of my estate, at any time by a notice in writing delivered to my Attorney.

The Power of Attorney shall not be affected by my subsequent disability or incapacity. I hereby intend to make this Power of Attorney as "durable" as possible pursuant to California Civil Code sections 2400 to 2423, as they may be subsequently amended hereafter.

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

I declare that I have had the advice of legal counsel in preparing this Power of Attorney. I know that my Attorney is given broad powers to dispose, sell, convey and encumber my

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real and personal property. I also know that these powers will exist for an indefinite period of time unless I limit their duration in this document. In addition, I realize that these powers will continue to exist despite my subsequent disability or incapacity. Finally, I know that I or my Conservator has the right to revoke or terminate this Durable Power of Attorney at any time. Mindful of all this, I have voluntarily signed this document in its present form.

Dated: MAY 9, 1988

Edward D. Carroll
EDWARD D. CARROLL

His Mark _____

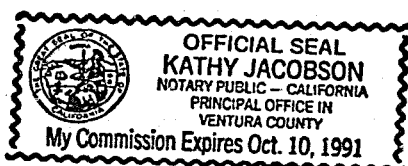
EDWARD D. CARROLL, being unable to write, made his mark in my presence and I signed his name at his request and in his presence and in the presence of the other undersigned witness.

Additional Witness: _____

STATE OF CALIFORNIA)
COUNTY OF VENTURA) ss.

On MAY 9, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared EDWARD D. CARROLL, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that he executed it.

WITNESS my hand and official seal.



Kathy Jacobson
Notary Public

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title Co
of Dec A.D., 1991 at 10:20 o'clock A M., and duly recorded in Vol. 191 day
of Power of Attorney on Page 25058

Evelyn Biehn County Clerk

By Bernette H. Gelsch

FEE 25.00