

Form A205

GENERAL POWER OF ATTORNEY

(With Durable Provision)

TO ALL PERSONS, be it known, that I, Dennis P. Rotherham
 of Klamath County, Oregon
 Grantor, do hereby make and grant a general power of attorney to Ray J. Rotherham the undersigned
 of Washington County, Oregon
 and do thereupon constitute and appoint said individual as my attorney-in-fact.

My attorney-in-fact shall have full powers and authority to do and undertake all acts on my behalf that I could do personally, with full power of substitution and revocation, including but not limited by said authority the right to sell, deed, buy, trade, lease, mortgage, assign, rent or dispose of any of my present or future real or personal property; the right to execute, accept, undertake and perform any and all contracts in my name; the right to deposit, endorse, or withdraw funds to or from any of my bank accounts, depositories or safe deposit box; the right to borrow, lend, invest or reinvest funds on any terms; the right to initiate, defend, commence or settle legal actions on my behalf; the right to vote (in person or by proxy) any shares or beneficial interest in any entity, and the right to retain any accountant, attorney or other advisor deemed necessary to protect my interests generally or relative to any foregoing unlimited power.

My attorney-in-fact hereby accepts this appointment subject to its terms and agrees to act and perform in said fiduciary capacity consistent with my best interests as he in his best discretion deems advisable, and I affirm and ratify all acts so undertaken.

Special durable provisions:

This power of attorney shall not be affected by disability of the Grantor. This power of attorney may be revoked by the Grantor giving notice of revocation to the attorney-in-fact, provided that any party relying in good faith upon this power of attorney shall be protected unless and until said party has either a) actual or constructive notice of revocation, or b) upon recording of said revocation in the public records where the Grantor resides.

Other terms:

Return
D.P. Rotherham
1515 Klamath Falls Oregon
K. Falls Oregon
 Signed under seal this 20 day of February, 1994.

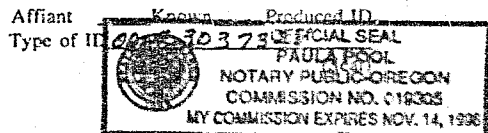
Signed in the presence of:

Bernadine M. O'Malley Dennis P. Rotherham
 Witness Grantor
Geraldine Wright Ray J. Rotherham
 Witness Attorney-in-Fact

Note: Delete powers that do not apply

State of Oregon }
 County of Klamath

On February 20, 1994 before me, Paula Pool
 appeared Ray J. Rotherham
 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.

Signature Paula Pool

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(Revised 3/93)

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____ the 28th day
 of February A.D., 19 94 at 1:40 o'clock P.M., and duly recorded in Vol. M94
 of Power of Attorney on Page 6318

FEE \$5.00

Evelyn Biehn County Clerk
 By Annette Mueller