

8401

0-10194408-58-88VD

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KNOW ALL MEN BY THESE PRESENTS, That Kathryn E. Smith

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

William M. Smith

my true

and lawful attorney in fact ("my 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 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 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 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 recovery 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(s); and to demand, receive 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 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 attorney's selection and to draw out moneys deposited to my credit with any bank, by check or otherwise, including deposits in savings accounts, and to apply the same for any of the purposes of my business as my attorney may deem expedient; to purchase and sell certificates of deposit; to appoint any bank or trust company as escrow agent; to transfer any asset of mine into any form or sort of trust; 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, minerals 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;

GENERAL
POWER OF ATTORNEY

STATE OF OREGON,

County of _____

I certify that this within instrument was received for record on the _____ day of _____, 19____, at _____ o'clock _____ M., and recorded in

book/reel/volume _____ on page _____ and/or as fee/file/instrument/microfilm/reception No. _____

Record of _____

Witness my hand and seal of _____ County aforesaid.

NAME

TITLE

By _____

Deputy

After recording return to (Name, Address, City, State, Zip)
William M. Smith
1703 E. Colfax Ave. #1111
Golden, Colorado 80401

(14) In connection with any of the powers herein granted, to sign, make, execute, acknowledge and deliver in my name any and all deeds, contracts, bills of sale, leases, promissory notes, drafts, acceptances, evidences 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 attorney may seem right, proper and expedient;

(15) To employ, pay and discharge any person, including counsel and attorneys in connection with the exercise of any of the foregoing powers;

(16) To complete, amend, execute and deliver any tax return or form of any nature whatsoever, to pay any tax due or collect any tax refund due, to make and respond to any inquiries from any taxing authority in connection with any power granted herein;

POWER OF ATTORNEY
GENERAL

I, KATHRYN C. SMITH, of the County of CLATSOP, State of OREGON, do hereby certify that I am the person named in the foregoing instrument, and that I am the person who executed the same.

(17) To make, execute and deliver any and all instruments, including any and all deeds, contracts, bills of sale, leases, promissory notes, drafts, acceptances, evidences 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 attorney may seem right, proper and expedient;

(18) Generally to conduct, manage and control all my business and my property, wherever situated, as my attorney may deem for my best interests, hereby releasing all third persons from responsibility for the acts and omissions of my attorney;

have and hereby give and grant unto my 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 attorney 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 where the context so requires, the singular includes the plural and all grammatical changes shall be implied to make the provisions hereof apply equally to corporations and to individuals.

This power shall take effect: (delete inapplicable phrase)

a) on the date next written below;

b) if given by an individual, on the date that individual shall be adjudged incompetent by a court of proper jurisdiction;

My attorney and all persons into whom these presents shall come may assume that this power of attorney has not been revoked until given actual notice in writing of such revocation or of my death.

IN WITNESS WHEREOF, I have signed this instrument, or if a corporation, caused its name to be signed and its seal to be affixed by an officer or other person duly authorized to do so by order of its board of directors, on this 23rd day of March, 1994.

Kathryn C. Smith

STATE OF OREGON, County of CLATSOP, ss. March 31, 1994

This instrument was acknowledged before me on March 31, 1994

by Kathryn C. Smith

This instrument was acknowledged before me on March 31, 1994

by Kathryn C. Smith

of CLATSOP



Sandra Handsaker
Notary Public for Oregon
My commission expires 7-23-97

STATE OF OREGON: COUNTY OF CLATSOP

Filed for record at request of Wm. Smith the 1st day

of April, A.D. 1994 at 9:58 o'clock A.M., and duly recorded in Vol. 1994

of Power of Attorney on Page 9561

By Evelyn Biehn County Clerk

FEE \$10.00
Cc 1.50