

MTC40230KR
POWER OF ATTORNEY

I, CARL K. DOUMANI, of 6150 Silverado Trail, Napa, California, have appointed and hereby do appoint Jared K. Doumani, of Napa, California, with power of substitution and the right to revoke any substitution, as my attorney in fact for me and in my name to sell, for such price and on such terms as such attorney in fact deems appropriate, any real property I own in Oregon, with full right, power and authority to do whatever is necessary to be done with respect to the sale of such real property, whether or not such sale or purchase is in connection with the sale of other assets, including, without limitation, authority to execute purchase and sale agreements, contracts, promissory notes, deeds of trust, security agreements, financing statements and other debt or security instruments; to effect all transactions required to carry out my obligations under any such documents; to enforce all such documents and ask for, demand, sue for, collect and recover all money which may become due to me in respect of any such documents; to execute agreements with brokers and pay commissions; to endorse my share certificates; to execute grant deeds; and to make, execute, acknowledge and deliver such other documents and to perform such other acts as may be necessary or proper and usual in connection with the sale of such stock or sale or purchase of such real property, all as fully as I could do myself, ratifying and confirming all that such attorney in fact shall do or cause to be done.

Each person, partnership, corporation or other legal entity relying or acting upon this power of attorney shall be entitled to presume conclusively that this power of attorney is in full force and effect unless written notice shall have been given by me to such person, partnership, corporation or other legal entity that this power of attorney has been revoked.

The rights, powers and authority of my attorney in fact herein granted shall commence and be in full force and effect on the date set forth below and shall remain in full force and effect until June 1, 1997, unless earlier terminated by written notice as aforesaid.

Date: 12/20, 1996



CARL K. DOUMANI

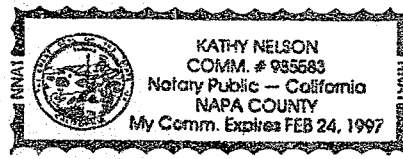
CERTIFICATE OF ACKNOWLEDGMENT

State of California
County of Napa

On 12-20-96 before me, Kathy Nelson, a
Notary Public for the State of California personally appeared
Carl R. Doumani, personally known to me (or proved to me on
the basis of satisfactory evidence) to be the person whose name is subscribed to the
within instrument and acknowledged to me that he/she executed the same in his/her
authorized capacity, and that by his/her signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Kathy Nelson



STATE OF OREGON : COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle the 2nd day
of January A.D., 19 97 at 11:51 o'clock A. M., and duly recorded in Vol. M97
of Deeds on Page 12.

FEE \$15.00

Bernetha G. Letsch, County Clerk
by Kathleen Ross