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GENERAL POWER OF ATTORNEY

I, VIRGINIA J. PAYNE, residing at 1244 North Eldorado,
Klamath Falls, Oregon 97601, appoint my husband, ROBERT D.
PAYNE, my daughter HOLLY PAYNE DREW, and my son DONALD ERNEST
PAYNE my true and lawful attorneys-in-fact, with power:

(1) To lease, sell, contract to sell, convey,
exchange, 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, for any price or sum and upon
such terms and conditions as to my said attorneys may seem
proper.

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

(3) To buy, sell, assign, transfer, and deliver any
shares of stock in my name in any corporation and any bonds,
registered or in bearer form, for any price and upon such terms
as to my said attorneys may seem right and proper and to
receive and make payment therefor.

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

(5) To demand and receive all moneys, debts, rents,
dues, accounts, legacies, bequests, interest, dividends, and
claims whatsoever which are now or which hereafter may become
due, owing, and payable or belonging to me, and to take all
lawful ways and means in my name for the recovery thereof.

(6) To adjust, settle, compromise, or submit to
arbitration any account, debt, claim, demand, or dispute.

(7) To endorse, negotiate, and deliver any check,
draft, promissory note, or other negotiable paper payable to
me, and to collect the proceeds for my use; to pay to or
deposit any sum of money coming into the hands of my said
attorneys in checking and in savings accounts in my name with
any bank or savings and loan association of my said attorneys'
selection and to draw out moneys deposited to my credit with
any bank, including deposits in savings accounts, or any
savings and loan association, and to apply the same for my use
for any purpose my said attorneys may deem expedient; to

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purchase and sell certificates of deposit; to appoint any bank or trust company as escrow agent or custodian; and generally to conduct any and all banking transactions on my behalf.

(8) To commence and prosecute and to defend against all actions, suits, and proceedings touching any of the matters mentioned herein or any other matters in which I am or hereafter may be interested or concerned.

(9) To vote any stock in my name as proxy.

(10) To have access to any safe-deposit box which has been or may be rented in my name or in the name of myself and any other person or persons.

(11) In connection with any of the powers herein granted, to execute, acknowledge, and deliver in my name any and all deeds, contracts, bills of sale, checks, drafts, promissory notes, releases, commercial paper, and any and all other instruments whatsoever, with such general or special agreements and covenants, including those of warranty, as to my said attorneys may seem right, proper, and expedient.

(12) To engage, pay, and discharge investment advisors, custodians, brokers, accountants, attorneys-at-law, and other agents in connection with the exercise of any of the powers granted hereunder.

(13) To represent me before any office of the Internal Revenue Service with respect to Internal Revenue income, gift, and estate tax matters with authority to receive from or inspect confidential tax or other information in any office of the Internal Revenue Service with respect to said tax matters and with full power to perform on my behalf the following acts with respect to the above tax matters:

To receive, endorse, and collect checks in payment of any refund of Internal Revenue taxes, penalties, or interest.

To sign and file any tax return, claim, or election on my behalf.

To execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies in tax and waivers of notice of disallowance of a claim for credit or refund.

To execute consents extending the statutory period for assessment or collection of taxes.

To execute closing agreements under section 7121 of the Internal Revenue Code.

To delegate authority or to substitute another representative.

(Copies of notices and other written communications addressed to me in proceedings involving the above matters should be sent to my said attorneys hereinabove designated. This power of attorney and tax information authorization does not revoke any other prior or subsequent powers of attorney and tax information authorizations granted by me on file with any Internal Revenue office with respect to the same matters covered by this instrument.)

(14) To execute, acknowledge, and deliver in my name any and all documents which may be required by an insurance company to prove any claim on my behalf, including but not limited to all notices of loss and proofs of loss, and to elect any mode of settlement.

(15) To buy, sell, redeem, reregister, hold, collect interest on, and generally exercise all powers I might exercise myself with respect to United States Government bonds, bills, notes, and savings certificates.

(16) To appear for and represent me in any income, gift, ad valorem, or inheritance tax matters arising under the laws of any state or country, and my said attorneys shall have full power to do anything whatsoever necessary to be done in the premises.

(17) To conduct, manage, and control all my business and my property, wheresoever situated, as my said attorneys may deem for my best interests.

I also give and grant unto my said attorneys the power and authority to make such gifts to my children and other issue as are consistent with my income and wealth, advantageous under applicable tax laws, necessary for their support in reasonable comfort, and (in the sole judgment of my said attorneys) desirable under all the circumstances and as I might have been expected to make; provided, however, that, in making any and all such gifts, my said attorneys shall not favor any of my

children over any of my other children, nor shall my said attorneys favor the issue of any of my children over the issue of any of my other children.

The above-described powers (including the power to make gifts) may be exercised by any of my said attorneys. If any of my said attorneys does not concur or participate in any exercise of a power, or in any failure to exercise a power, he or she shall be released from any and all liability for any action taken or not taken as a result of the exercise or failure to exercise.

This instrument is to be construed and interpreted as a general power of attorney.

The enumeration of specific items, acts, rights, or powers does not limit or restrict, and is not to be construed as limiting or restricting, the general powers herein granted to my said attorneys.

This power of attorney shall not be affected by my subsequent incapacity.

My social security number is 540-26-4455.

IN WITNESS WHEREOF I have hereunto set my hand on this 14 day of March, 1991.

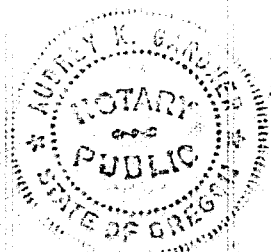
Virginia J. Payne
Virginia J. Payne

STATE OF OREGON)
) SS
COUNTY OF KLAMATH)

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BE IT REMEMBERED that on the 14 day of March, 1991,
before me, a notary public in and for said county and state,
personally appeared VIRGINIA J. PAYNE, known to me to be the
identical person described in and who executed the foregoing
General Power of Attorney, and acknowledged to me that she
executed the same freely and voluntarily for the uses and
purposes therein mentioned.

IN TESTIMONY WHEREOF I have hereunto set my hand and
affixed my official seal, the date first hereinabove written.



Audrey K. Gardner
Notary Public for Oregon
My commission expires: 6-11-93

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of William M. Ganong the 18th day
of March A.D., 19 98 at 11:49 o'clock A.M., and duly recorded in Vol. M98
of Power of Attorney on Page 8681

FEE \$25.00

By Bernetha G. Letcher County Clerk
Kathleen Ross