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POWER OF ATTORNEY
Uniform Statutory Form
 (California Probate Code Section 4401)

Notice: The powers granted by this document are broad and sweeping. They are explained in the Uniform Statutory Form Power of Attorney Act (California Probate Code Sections 440-4465). If you have any questions about these powers, obtain competent legal advice. This document does not authorize anyone to make medical and other healthcare decisions for you. You may revoke this Power of Attorney if you later wish to do so.

I, JULIE E. MAXWELL (Your name)
330 CHEYENNE CT (Your address)
VACAVILLE, CA 95688 (Your city, state and zip)

appoint (Enter name and address of the person appointed, or of each person appointed should you wish to designate more than one agent, in the spaces provided below):

JEFFERY L ATKINSON (Name of person appointed)
61042 PARRELL RD (Address of person appointed)
RENO, OR 97702 (City, state and zip of person appointed)

(Name of person appointed)
 (Address of person appointed)
 (City, state and zip of person appointed)
 (Name of person appointed)
 (Address of person appointed)
 (City, state and zip of person appointed)

as my agent (attorney-in-fact) to act for me in any lawful way with respect to the following initialed subjects:

To grant all of the following powers, initial the line in front of line (N) and ignore the lines in front of the other powers. To grant one or more, but fewer than all, of the following powers, initial the line in front of each power you are granting. To withhold a power, do not initial the line in front of it. You may, but need not, cross out each power withheld.

Initial

- Jim (A) Real property transactions
 (B) Tangible personal property transactions
 (C) Stock and bond transactions
 (D) Commodity and option transactions
 (E) Banking and other financial institution transactions
 (F) Business operating transactions
 (G) Insurance and annuity transactions
 (H) Estate, trust and other beneficiary transactions
 (I) Claims and litigation
 (J) Personal and family maintenance
 (K) Benefits from Social Security, Medicare, Medicaid, or other government programs, or civil or military service
 (L) Retirement plan transactions
 (M) Tax matters
 (N) All of the powers listed above

You need not initial any other lines if you initial line (N).

98 JUL -1 AM 12:24

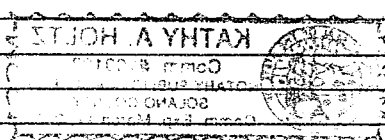
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Special Instructions

In the space provided below, you may give special instructions limiting or extending the powers granted to your agent.

TO BE THE RECEIVED OF FUNDS FROM THE SALE OF
MY 275 SHARES OF SOUTH VALLEY BANCOF, INC.
STOCK AND TO EXECUTE ANY OTHER DOCUMENTS
NECESSARY TO COMPLETE SAID SALE AND DISTRIBUTE
THE PROCEEDS THEREFROM TO ME.



Unless you direct otherwise in the space provided above, this Power of Attorney is effective immediately and will continue until it is revoked.

This Power of Attorney will continue to be effective even though I become incapacitated.

Strike the preceding sentence if you do not want this Power of Attorney to continue in the event you become incapacitated.

Exercise of Power of Attorney

Where More than One Agent Designated

If I have designated more than one agent, the agents are to act _____

If you appointed more than one agent and you want each agent to be able to act alone without the other agent joining, write the word "separately" in the space provided above. If you do not insert any word in the blank space, or if you insert the word "jointly," then all of your agents must act or sign together.

I agree that any third party who receives a copy of this document may act under it. Revocation of the Power of Attorney is not effective as to a third party until the third party has actual knowledge of the revocation. I agree to indemnify the third party for any claims that arise against the third party because of reliance on this Power of Attorney.

Signed this Julie E. Maxwell day of June 27, 1998
 in the County of Salerno, State of California

Julie E. Maxwell
 Your signature

541-041-10602
 Your Social Security number

By accepting or acting under the appointment, the agent assumes the fiduciary and other legal responsibilities of an agent.

07883

STATE OF CALIFORNIA

COUNTY OF Solano

enrollment number

23280

On June 27 1998 before me, Kathy A Holtz, Notary Public
(Date) (Name and title of officer)

personally appeared Julie E Maxwell
personally known to me (or proved on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed
in 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.

Kathy A Holtz
NOTARY PUBLIC IN AND FOR THE STATE OF CALIFORNIA



STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of David Maxwell
of July A.D., 19 98 at 11:24 o'clock A. M., and duly recorded in Vol. M98 day
of Power of Attorney on Page 23278

FEE \$15.00

Return: David Maxwell
P.O. Box 1162
KFO 97601

By Bernetha G Letsch, County Clerk