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06/08/2009 03:37:54 PM

Fee: \$36.00

LIMITED POWER OF ATTORNEY

I, **Sarah Victoria Potter**, who resides at 851 Ponderosa Drive, Klamath Falls, Oregon 97601, hereby appoint the following person to serve as my attorney in fact, to act for me in any lawful way with respect to the subjects indicated below.

Name: Thomas L. Potter IV
Address: 851 Ponderosa Drive
Klamath Falls, OR 97601

Article II. Effective Time:

This document is only to be effective while I am in the hospital, which I anticipate will be between June 3, 2009 through June 6, 2009. If my release from the hospital is delayed, I intend that this power of attorney continue during my absence.

Article III. Powers given to Attorney in Fact

1. I give my attorney in fact the powers in this document to use for my benefit and on my behalf. My attorney in fact shall use them in a fiduciary capacity. My attorney in fact shall have the following powers. In all cases, these powers apply to both my personal and business interests. Any document falling under one of the categories listed below and requiring my signature as officer, director, member, or partner of any Corporation, LLC, Partnership or other Business Entity I am a part of, may be signed by my attorney in fact and be binding upon me and my business entities:
 - a. 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 said attorney may seem proper; **This shall specifically include the real property commonly known as 749 North 9th Street, Klamath Falls, Oregon 97601.** I specifically give my attorney in fact the power to sign all necessary documents on my behalf and that may be necessary as part of the escrow closing currently set for June 5, 2009 related to the property at 749 North 9th Street. I intend that all documents signed by my attorney in fact at this closing shall be fully binding upon me, to all intents and purposes as I could do if personally present, and I hereby ratify and confirm all that my attorney in fact shall do on my behalf through this document.
 - b. 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;

- c. 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;
- d. To borrow any sums of money on such terms and at such rate of interest as to my said attorney may seem proper and to give security for the repayment of the same;
- e. 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;
- f. 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 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 attorneys selection and to draw out moneys deposited to my credit with any bank, including deposits in savings accounts, and to apply the same for any of the purposes of my business as my deposit; to appoint any bank or trust company as escrow agent; generally to conduct any and all banking transactions on my behalf;
- g. 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;
- h. 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.
- i. 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 said attorney may seem right, proper and expedient;
- j. To hire and to pay from my funds for counsel and services of professional advisors, including a firm of which you are a member, without limitations-physicians, dentists, accountants, attorneys, and investment counselors.

- k. Generally to conduct, manage and control all my business and my property, wheresoever situated, as my said attorney may deem for my best interests, hereby releasing all third persons from responsibility for the acts and omissions of my said attorney;

Article IV. Powers not Granted to my Attorney in Fact

1. My attorney in fact shall not have the following powers:
 - a. To use my assets for his/her own legal obligations, including but not limited to support of my attorney in fact or his/her dependants.
 - b. To make or change my will in any fashion
 - c. To change the beneficiaries of any life insurance policy that I own.

Article V. Miscellaneous

1. If any provision of this document is not valid, all other provisions shall remain valid.
2. My attorney in fact is not liable to me or any of my successors when, in good faith, he acts or does not act under this document; but this freedom of liability is not effective in the event of willful misconduct or gross negligence.
3. My attorney in fact is required, at all times, to take actions under this document in good faith and for the benefit of the principle.
4. Where required, the singular includes the plural, and the plural includes the singular.

IN WITNESS WHEREOF, I have hereunto signed this instrument on this 4 day of June, 2009

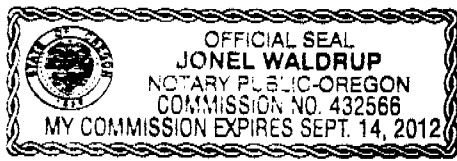


Sarah Victoria Potter

STATE OF OREGON)
)ss.
County of Klamath)

BE IT REMEMBERED that on this the 4th day of June, 2009, before me, a Notary Public in and for said county and state, personally appeared Sarah Victoria Potter, known to me to be the identical person described in and who signed the foregoing Power of Attorney consisting of four (4) typed pages including this page, and acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal
on this on this, the day and year last hereinabove written.



Jonel Waldrup
NOTARY PUBLIC FOR OREGON
My commission Expires: 9/14/12