

FINANCIAL POWER OF ATTORNEY

I, PAT OPENSHAW, the Principal, of Salt Lake City, Utah, hereby designates CAROLYN GIANNETTI, of Santa Barbara, California, as my attorney in fact and agent (subsequently called my Agent), to act in my name and for my benefit, effective immediately. This power of attorney shall not be affected by the disability of the Principal. I grant to my Agent the following powers:

1. General Grant of Power. To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereinafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Agent full power and authority to do everything necessary in exercising any of the powers herein granted, as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Agent shall lawfully do, or cause to be done, by virtue of this power of attorney and the powers herein granted.

2. Powers of Collection and Payment. To forgive, request, demand, sue for, recover, collect, receive, hold all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, tangible or intangible property and property rights, and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to, me or in which I have or may hereafter acquire an interest; to have, use, take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same.

3. Power to Acquire and Sell. To acquire, purchase, exchange, grant options to sell, and sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my Agent shall deem proper.

4. Management Powers. To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible,

or any interest therein, that I now own or may hereinafter acquire, in my name and for my benefit, upon such terms and conditions as my Agent shall deem proper.

5. Banking Powers. To make, receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted.

6. Motor Vehicles. To apply for a Certificate of Title upon, and endorse and transfer title hereto, for any automobile, truck, pickup, or other motor vehicle, and to represent in such transfer or assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment.

7. Business Interest. To conduct or participate in any lawful business of whatever nature for me and in my name; execute partnership agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate, or dissolve any business; elect or employ officers, directors and agents; carry out the provision of any agreement for the sale of any business interest or the stock therein; and exercise voting rights with respect to stock, either in person or by proxy, and exercise stock options.

8. Tax Powers. To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year; to prepare, sign and file gift tax returns with respect to gifts made by me for any year; to consent to any gift and to utilize any gift-splitting provisions or other tax election; and to prepare, sign and file any claims for refund of any tax.

9. Safe Deposit Boxes. To have access at any time or times to any safe deposit box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box, and any institution in which any such safety deposit box may be located shall not incur any liability to me or my estate as a result of permitting my Agent to exercise this power.

10. Powers Regarding Trusts. To make transfers to any trusts created by me.

11. Interpretation and Governing Law. This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Agent. This

Instrument is executed and delivered in the State of Utah, and the laws of the State of Utah shall govern all questions as to the validity of this power and the construction of its provisions.

12. Third-Party Reliance. Third parties may rely upon the representations of my Agents as to any power granted to my Agent, and no person who may act in reliance upon the representation of my Agent or the authority granted to my Agent shall incur any liability to me or my estate as a result of permitting my Agent to exercise any power.

13. Proof of Disability of Principal. If under this General Power it becomes necessary to prove my disability or incompetency to any third parties, such disability or incompetency shall be conclusively established by the written opinion of two independent licensed medical doctors.

14. Substitute Agent. If Carolyn Giannetti ceases to act as my agent due to her death, incapacity or resignation, I appoint Dr. Ronald Giannetti as my attorney in fact and Agent.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney, and I directed that photocopies of this power shall have the same force and effect as an original.

DATED this 14 day of August, 2012.


PAT OPENSHAW

Attested and subscribed in the presence of the Principal and subsequent to the Principal subscribing same:


Witness


Witness

STATE OF UTAH)
) : ss.
COUNTY OF SALT LAKE)

On this 14 day of August, 2012, before me, the undersigned officer, personally appeared PAT OPENSHAW, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand.

Dennis K. Poole

NOTARY PUBLIC

