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William A. Walden
8242 Calhoun Ave
St. B
Munster In
44321

STATE OF INDIANA)
) SS:
COUNTY OF LAKE)

DEC 11 1992

Anna M. Anton
AUDITOR LAKE COUNTY

POWER OF ATTORNEY

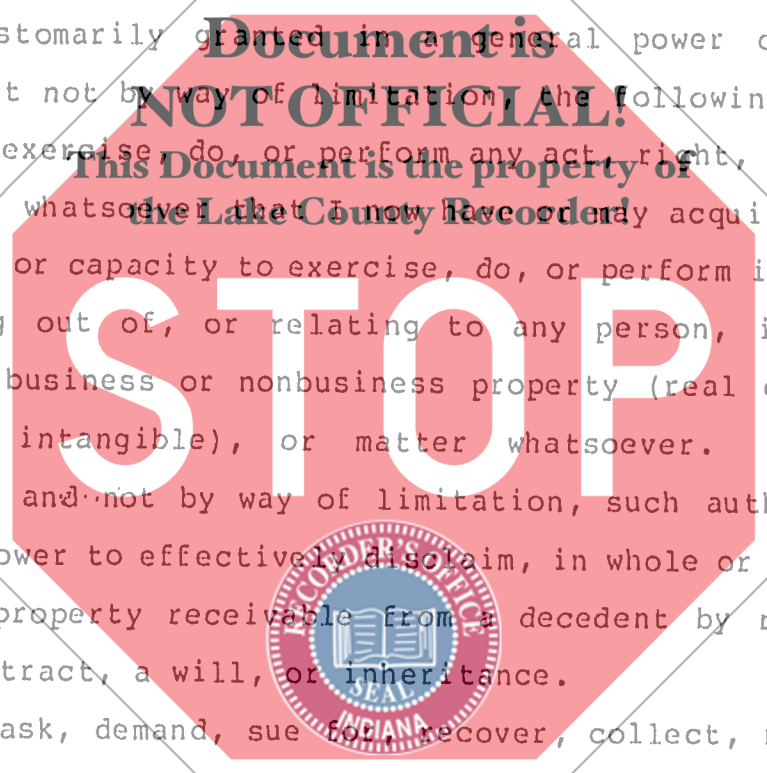
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1. **APPOINTMENT.** I, WALTER P. CALDWELL, do hereby appoint VICKIE BOWMAN, of Lake County, Indiana, my true and lawful attorney in fact, but if my said attorney in fact ceases to serve, then I appoint Joan Dykstra of Lake County, Indiana, my true and lawful attorney in fact to act on my behalf.

2. **SCOPE OF AUTHORITY.** My attorney in fact shall have the authority customarily granted in a general power of attorney including, but not by way of limitation, the following:

(a) To exercise, do, or perform any act, right, power, duty or obligation whatsoever that I now have or may acquire the legal right, power, or capacity to exercise, do, or perform in connection with, arising out of, or relating to any person, item, thing, transaction, business or nonbusiness property (real or personal, tangible or intangible), or matter whatsoever. By way of illustration, and not by way of limitation, such authority shall include the power to effectively disclaim, in whole or in part, any gift or any property receivable from a decedent by reason of an insurance contract, a will, or inheritance.

(b) To ask, demand, sue for, recover, collect, receive, and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choses in action, personal and real property, tangible and intangible property, and



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property rights and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which are now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways, or means howsoever, and upon receipt thereof or of any part thereof to make, sign, execute and deliver such receipts, releases or other discharges for the same as my attorney shall think fit or be advised. By way of illustration, and not by way of limitation, my attorney shall be empowered to enter and to make withdrawal, either in whole or in part, from any safe deposit box.

(c) To commence, prosecute, discontinue, or defend all actions or other legal proceedings in any way affecting my estate or any part thereof or affecting any manner in which I or my estate may be in any way concerned; and to have, sue, and take all lawful ways and means and legal and equitable remedies, procedures, and writs in my name for the collection or recovery of any item or matter in which I have or may acquire an interest, and to compromise, settle, and agree for the same, and to make, execute, and deliver for me and in my name all endorsements, acquittances, releases, receipts, or other sufficient discharge for the same.

(d) To lease, purchase, exchange, and acquire, and to bargain, contract, and agree for the lease, purchase, and exchange and acquisition of, and to take, receive, and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney shall deem proper.

(e) To enter into and upon all of my real property, and to let, manage, and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

(f) To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warranty or otherwise as my attorney shall see fit, and to give receipts for all or any part of the purchase price or other consideration.

(g) To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name.

(h) To sign, endorse, execute, acknowledge, deliver, receive, and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts, and deposit instruments relating to accounts or deposits therein, or certificates of deposit of banks, savings and loan, or other institutions or associations, proofs of loss, evidence of debts, releases, and satisfaction of mortgages, judgements, liens, security agreements, and other debts and obligations, and other instruments in writing of whatever kind and nature as may be necessary and proper in the exercise of the rights and powers herein granted. By way of illustration, and not by way of limitation, my attorney shall be empowered to exercise all rights to ownership of insurance policies upon the life of any person or persons (other than any policies on the life of my attorney in fact), annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, and stock



options, including specifically the right to change the beneficiary thereon to any person other than my said attorney.

(i) To assign and convey all or any part of my assets (consisting of any property, real, personal, or mixed, tangible or intangible, of whatsoever kind and wheresoever located and whensoever acquired) into such trust or trusts as my attorney shall deem proper irrespective of whether said trust is now in existence or hereinafter established. My attorney shall be authorized to establish any such trust on such terms as my attorney shall deem to be in my best interests.

(j) To deposit any monies which may come to my attorney as such attorney with any bank or banker or other person, either in my or my attorney's own name, and to employ or expend as my attorney shall think fit any of such money or any other money to which I am entitled which is now or shall be so deposited; to withdraw, in the payment of any debts or interest payable by me, or taxes, assessments, insurance, or expenses due and payable by me, or taxes, assessments, insurance, or expenses due and payable, or to become due and payable, on account of my real and personal estate, or in or about any of the purposes herein mentioned or otherwise for my use and benefit, or to invest in my attorney's own name or any nominee in any stocks, shares, bonds, securities, or other property, real or personal, as my attorney may think proper, and to receive and give receipts for any income or dividend arising from such investments. By way of illustration, and not by way of limitation, such authority shall include the power to purchase government obligations that are redeemable in payment of taxes.

(k) To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney

may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, or other instruments that may be necessary or proper.

(l) To engage, employ, compensate, and dismiss any agents, clerks, servants, attorneys at law, accountants, investment advisors, custodians, or other persons as my attorney shall think fit in the performance of the powers granted my attorney herein. This authority shall include employment of firms and companies in which my attorney owns an equity interest or in which my attorney otherwise has a pecuniary interest.

(m) To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments.

(n) To exercise any powers and any duties vested in me, whether solely, jointly, with any other or others as executor, administrator, or trustee, or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

(o) To make gifts and to institute gift programs to such activities and persons as my attorney shall deem appropriate.

(p) In general, to do all other acts, deeds, matters, and things whatsoever in or about my estate, property, and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters, and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

3. HEALTH CARE. I hereby appoint my lawful attorney in fact as my health care representative. I authorize my health care

representative to make decisions in my best interest concerning withdrawal or withholding of health care. If at any time, based on my previously expressed preferences and the diagnosis and prognosis, my health care representative is satisfied that certain health care is not or would not be beneficial, or that such health care is or would be excessively burdensome, then my health care representative may express my will that such health care be withheld or withdrawn and may consent on my behalf that any or all health care be discontinued or not instituted, even if death may result. My health care representative must try to discuss this decision with me. However, if I am unable to communicate, my health care representative may make such a decision for me, after consultation with my physician or physicians and other relevant health care givers. To the extent appropriate, my health care representative may also discuss this decision with my family and others, to the extent they are available.

4. CONSTRUCTION. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights, or powers herein does not limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to my attorney.

5. REVOCATION. This general power of attorney revokes any previous powers of attorney granted by me. This general power of attorney may be voluntarily revoked only by me at any time by my written revocation entered of record in the Office of the Recorder of Lake County, Indiana.

6. DISABILITY. This general power of attorney shall not be affected by subsequent disability or incapacity of the principal.

7. NO BOND REQUIRED. No attorney in fact, shall be obligated to furnish bond or other security.

8. **COMPENSATION.** My attorney in fact, and any successors, shall be entitled to reasonable compensation for services rendered.

9. **LIMITATIONS.** Any authority granted to my attorney in fact herein shall be limited so as to prevent this general power of attorney from causing my attorney to be taxed on my income (unless my attorney is my spouse) or from causing my assets to be subject to a general power of appointment by my attorney, as that term is defined in Section 2041 of the Internal Revenue Code (or any successor provision).

10. **CONFIRMATION OF ATTORNEY'S ACTS.** I hereby ratify and confirm all that my attorney in fact or any successor attorney in fact shall lawfully do or cause to be done by virtue of this general power of attorney and the rights and powers granted herein.

11. **INDEMNIFICATION OF ACTS OF ATTORNEY WHILE CARRYING OUT AUTHORITY.** I hereby bind myself, my heirs, devisees, and personal representatives to indemnify my attorney in fact and any successor attorney in fact who shall so act against any and all claims, demands, losses, damages, actions, and causes of action, including expenses, costs, and reasonable attorneys' fees that my attorney at any time may sustain or incur in connection with carrying out the authority granted in this general power of attorney.

12. **INDEMNIFICATION OF ACTS OF ATTORNEY WITHOUT KNOWLEDGE OF DEATH OR REVOCATION OF POWER.** My death shall not revoke or terminate this agency as to my attorney in fact or any successor attorney in fact who, without actual knowledge of my death, acts in good faith under this general power of attorney. Any action so taken unless otherwise invalid or unenforceable, shall be binding upon me and my heirs, devisees, and personal representatives. An affidavit, executed by my attorney in fact or any successor attorney in fact stating that he does not have, at the time of

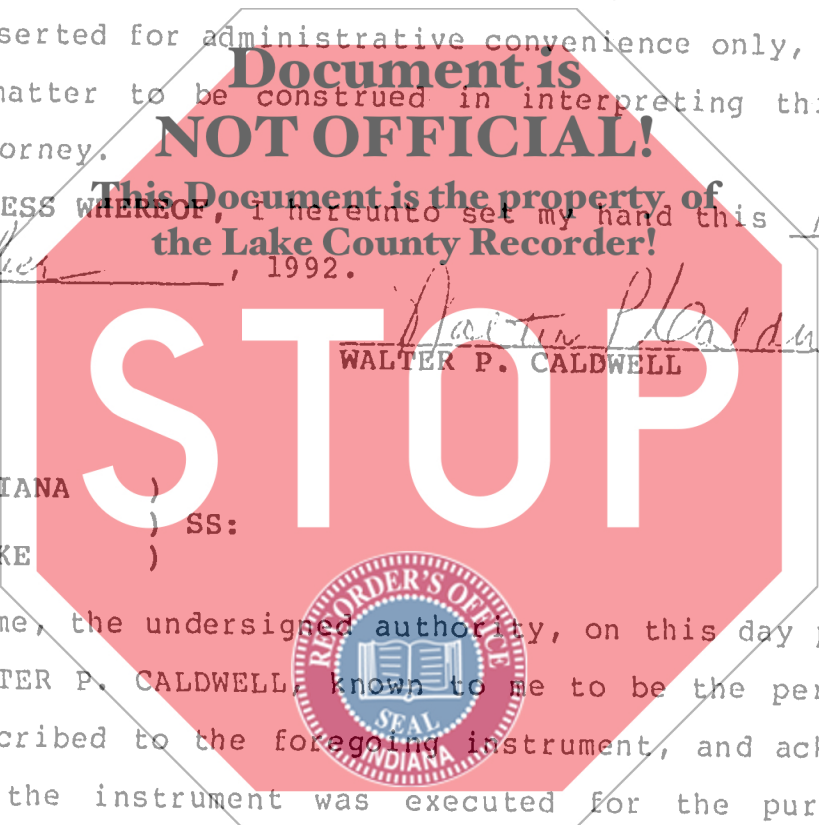
doing an act pursuant to this general power of attorney, actual knowledge of the revocation or termination of this general power of attorney, is, in the absence of fraud, conclusive proof of the nonrevocation or nontermination of the power at that time.

13. GENDER AND NUMBER. Except where the context indicates otherwise, words in the singular number shall include the plural, and words in the masculine gender shall include the feminine, and vice versa.

14. HEADINGS. The headings used throughout this instrument have been inserted for administrative convenience only, and do not constitute matter to be construed in interpreting this general power of attorney.

IN WITNESS WHEREOF, I hereunto set my hand this 17th day of November, 1992.

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Walter P. Caldwell
WALTER P. CALDWELL

STATE OF INDIANA)
) SS:
COUNTY OF LAKE)

Before me, the undersigned authority, on this day personally appeared WALTER P. CALDWELL, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that the instrument was executed for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 17th day of November, 1992.

William H. Weber
NOTARY PUBLIC

My Commission Expires: 1/24/93
County of Residence: Lake