

DURABLE GENERAL POWER OF ATTORNEY
OF ELIZABETH L. SHEPELAK

FILED

APR 25 1996

STATE OF INDIANA
COUNTY OF LAKE

SAM ORLICH
AUDITOR LAKE COUNTY

I, ELIZABETH L. SHEPELAK, of Hobart, Lake County, Indiana, appoint my husband, STEPHEN STANLEY SHEPELAK, as my attorney-in-fact with power and authority to act for me and in my name and to do every act which I might legally do through an attorney-in-fact. This instrument is to be interpreted and construed as a durable general power of attorney. The enumeration of specific powers and rights hereafter does not limit or restrict the general powers herein granted. I specifically authorize my attorney-in-fact all powers customarily afforded an attorney-in-fact, including, but not limited to each and every one of the following matters:

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REAL PROPERTY TRANSACTIONS
of the Lake County Recorder!

- (a) To improve, repair, insure, manage, utilize, inspect, conserve, demolish, alter and in any way or manner deal (under such terms and conditions as my attorney-in-fact deems proper) with all or any part of any real property whatsoever, and any interest therein, which I now own or may hereafter acquire.
- (b) To buy, contract to buy, sell, make gifts, receive, lease, or otherwise deal with and manage any real property, or any interest therein, which I may own or hereafter acquire, wherever located, upon such terms and conditions and for such consideration, cash or otherwise, as my attorney-in-fact may deem proper and in my best interest; the determination of my attorney-in-fact in these respects to be final and binding on all parties concerned.
- (c) To enter into, make, sign, execute, acknowledge, and deliver every kind of contract, agreement, deed, lease, or other instrument incident to any and all sales and leases and other transactions affecting real property, and any interests therein.
- (d) To make a qualified disclaimer on my behalf or on behalf of my estate with respect to any interest in property that I may be entitled to receive.
- (e) To join in any act or instrument affecting property in which my attorney-in-fact may have an interest or may be acting with respect thereto in any other capacity, including, but not limited to, every act and instrument of the kind and character elsewhere herein authorized universally or by way of example to be done or executed on my behalf affecting said property.
- (f) To negotiate, enter into, make, sign, execute, acknowledge, and deliver every kind and character of contract, agreement, or other instrument for or relating to the acquisition, drilling, development, operation, handling, management, sale, or disposal of mineral leases and interests therein and any other interest in minerals, including but not limited to oil, gas, and mineral leases, royalty and mineral deeds and contracts, escrow agreements, options, farmout agreements, joint operating agreements, pooling agreements, unitization agreements, drilling contracts, dry hole and bottom hole contribution agreements,

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STATE OF INDIANA
LAKE COUNTY
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LAKE COUNTY, INDIANA

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net profit agreements, carried interest agreements, assignments of mineral leases and interests therein, and personal property and equipment used or obtained in connection with leases, division orders, transfer orders, and contracts for purchase or sale of any mineral or any component part thereof.

II.

PERSONAL PROPERTY TRANSACTIONS

(a) To improve, repair, insure, manage, utilize, inspect, conserve, demolish, alter and in any way or manner deal (under such terms and conditions as my attorney-in-fact deems proper) with all or any part of any personal property whatsoever, and any interest therein, which I now own or may hereafter acquire.

(b) To buy, contract to buy, sell, make gifts, receive, lease, or otherwise deal with and manage any personal property, or any interest therein, which I may own or hereafter acquire, wherever located, upon such terms and conditions and for such consideration, cash or otherwise, as my attorney-in-fact may deem proper and in my best interest; the determination of my attorney-in-fact in these respects to be final and binding on all parties concerned.

(c) To enter into, make, sign, execute, acknowledge, and deliver every kind of contract, agreement, deed, lease, or other instrument incident to any and all sales and leases and other transactions affecting personal property, and any interests therein.

(d) To make a qualified disclaimer on my behalf or on behalf of my estate with respect to any interest in property that I may be entitled to receive.

(e) To join in any act or instrument affecting property in which my attorney-in-fact may have an interest or may be acting with respect thereto in any other capacity, including, but not limited to, every act and instrument of the kind and character elsewhere herein authorized universally or by way of example to be done or executed on my behalf affecting said property.

(f) To examine and deliver to the proper persons and authority any and all documents, instruments and papers necessary to effect the proper registration and licensing of any automobiles in which I now or may hereafter have an interest.

(g) To enter into contracts for the storage of tangible personal property of every kind.

(h) To take possession and order the removal and shipment of any of my personal property from or to any station, post, warehouse, depot, dock or other place of storage, safekeeping, or use, governmental or private, and to execute and deliver any release, voucher, receipt, shipping ticket, certificate, or other instrument necessary or convenient for such purposes.

III.

BUSINESS TRANSACTIONS

(a) To continue and operate any private business now or hereafter owned by me and to do any and all things in connection therewith deemed appropriate by my attorney-in-fact.

(b) To vote at all meetings of shareholders of any company or corporation, and otherwise to act as my proxy in respect to my shares of stock or other securities or investments which now or hereafter belong to me; and in connection with shares of stock or other securities or investments, to execute in my name all endorsements, transfers, assignments, and other instruments necessary or proper for transferring the same to any purchaser or purchasers thereof for such sum or sums in cash or on credit on terms as my attorney-in-fact deems proper, and to give receipts and discharges for all purchase money payable in respect thereof.

(c) To make such investments for me as my attorney-in-fact deems advisable, and to purchase for my account stocks, bonds (including without limitation United States Treasury Bonds which are redeemable at par in payment of federal estate taxes) and other securities.

IV.

BANKING TRANSACTIONS

(a) To sign, endorse, deliver, and receive checks, drafts, and other negotiable instruments, withdrawal receipts and deposit instruments relating to accounts or deposits in financial institutions; to deposit in any account standing in my name in any financial institution, drafts and checks which may be received by my attorney-in-fact; to endorse, cash, and receive the money on drafts and checks; to withdraw any and all money now or which may hereafter be placed on deposit in my name in any financial institution, and for that purpose to draw checks, drafts, and other documents of withdrawal; and to have access to all lock boxes to which I have access. The term "financial institution" includes banks, savings associations, and other financial institutions.

(b) To borrow money for any purpose on such terms as my attorney-in-fact deems advisable, to execute promissory notes and other instruments evidencing loans, to grant liens on any part of my property to secure loans, and to execute and deliver deeds of trust, security agreements, financing statements, and all other documents creating and evidencing the liens granted.

(a) To cause to be prepared, and to execute and file on my behalf, any tax return, claim for refund, or other document which must or should be filed and to pay any tax (including penalties and interest) shown to be due by such return; to represent me before any office to the Internal Revenue Service or any state or local taxing authority with respect to any tax matters; and in connection with any tax matter, to receive any confidential information, to settle or compromise any tax liability asserted against me, and to execute a closing agreement; to make any return or report for me to any governmental agency (federal or state) which I may be entitled or required to make, receive and endorse checks in payment of any refund of taxes, penalties or interest, and protest a determination of taxes by any authority.

(b) To apply such income and principal which is not required for my health, support, and maintenance, or the support and maintenance of my spouse during my lifetime, toward the establishment of an estate plan which my attorney-in-fact deems advisable for the purpose of minimizing my income taxes or the projected estate, inheritance, or other taxes with respect to my estate, including gifts of my real or personal property, outright or in trust, on my behalf, to or for the benefit of (i) organizations to which

charitable contributions may be made under the Internal Revenue Code and in which I have previously demonstrated an interest; and (ii) any one or more persons out of a group consisting of my spouse and my descendants (including my attorney-in-fact); provided that, my attorney-in-fact should consider the benefit in limiting gifts to any individual to the annual exclusion from the federal gift tax for the calendar year of the gifts.

VI.

GOVERNMENT DOCUMENTS VOUCHERS AND CHECKS

(a) To demand, collect, and receive all sums of money, dividends, checks, drafts, insurance proceeds, and benefits including health, accident, or disability insurance, Medicare, Medicaid, Social Security, or any private or public welfare program (provided that, my attorney-in-fact shall not have the power to exercise any incidents of ownership with respect to any policy insuring the life of my attorney-in-fact that is owned by me as my separate property), personal and real property, tangible and intangible property and property rights, and debts or demands whatsoever, liquidated or unliquidated, as are now, or shall hereafter become owned by, or due, owing, payable, or belonging to me or in which I have or may acquire an interest, to take all lawful ways and means for the collection and recovery thereof, to compromise, settle, and agree for the same, and in connection therewith to make, execute, and deliver endorsements, releases, receipts, and other discharges.

(b) To execute, sign, and deliver any and all government reports, applications, requests, vouchers, and demands in my behalf, including, but not limited to those for any and all allowances and reimbursements properly payable to me by the United States such as for the transportation of dependents or for the shipment of household effects or other property as authorized by law or regulations.

VII.

INSURANCE TRANSACTIONS

(a) To pay the premiums on, modify, rescind, release, terminate, or execute any rights, privileges, or options on any contract of life, accident, health, disability, liability, property or other insurance presently owned by me or by any person on my behalf, or hereafter acquired.

(b) To procure new, different, or additional contracts of insurance on my life or with respect to protecting me or my property from ill health, disability, accident, liability, or loss.

(c) To apply for and receive any loan on the security of any contract of insurance; to surrender and receive the cash surrender value; to exercise any election or conversion rights, and to demand, receive or obtain any money, dividend or any other thing of value to which I am or to which I may become entitled as the proceeds or other return or profit arising out of any contract of insurance or of any one or more of the insurance transactions herein enumerated.

VIII.

PERSONAL TRANSACTIONS

(a) To apply for my benefit any of my property (including any income therefrom) for my health, support, and maintenance.

(b) To contract or otherwise arrange for any and all medical, psychiatric, surgical, nursing or related services and care on my behalf which my attorney-in-fact deems proper or desirable, including, but not limited to, any contracts or arrangements for the services of a physician or physicians, any contracts or arrangements with respect to a nursing home, hospital, clinic, or other appropriate facility, and any contracts or arrangements for the services of a nurse or nurses, or any other person furnishing services which my attorney-in-fact deems proper or desirable.

(c) To transfer any and all assets owned by me at any time to the trustee or trustees of any trust of which I am an income beneficiary at the time of the transfer, to be held, administered, and distributed as a part of the trust; provided that a transfer may be made only if I have the power to revoke the trust and (i) the assets of the trust are distributable to my estate at my death or (ii) I have a general power of appointment over the assets of the trust; and to make partial or complete revocations of any present or future beneficial interest to which I am entitled under the terms of a trust.

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IX.

REPRESENTATION AND EMPLOYMENT OF ASSISTANCE

(a) To hire, engage, employ and appoint agents, employees and counsel upon such terms and conditions and at such compensation as my attorney-in-fact shall deem proper to take any legal or other action necessary or appropriate to enforce or protect any of my rights or property.

X.

MISCELLANEOUS

(a) To sign, seal, acknowledge and deliver any instrument necessary to accomplish any of the powers herein granted.

(b) To modify, reform, renegotiate or rescind any contract or obligation heretofore or hereafter made by me or in my behalf.

XI.

GENERAL PROVISIONS

(a) All of the foregoing powers may be exercised by my attorney-in-fact with respect to my homestead property.

(b) In the event I become comatose, incompetent or otherwise mentally or physically incapable of communication, I authorize my attorney-in-fact to make treatment decisions on my behalf in accordance with my Directive to Physicians. I have discussed my wishes concerning terminal care with this person, and I trust their judgment on my behalf.

(c) I grant to my attorney-in-fact full power and authority to do and perform each and every act whatsoever necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully as I might or could do if personally present. No one paying money to my attorney-in-fact shall have any responsibility to see that the money is used for my benefit, and no one dealing with my attorney-in-fact shall be liable for the use which may be made by my attorney-in-fact of any property which may be paid over or delivered to my attorney-in-fact.

(d) I bind myself to indemnify my attorney-in-fact against any and all claims, demands, losses, damages, actions, and causes of action, including expenses, costs, and reasonable attorney's fees which my attorney-in-fact may at any time sustain or incur in connection with carrying out the authority granted my attorney-in-fact in this power of attorney.

(e) My death shall not revoke or terminate this agency as to the attorney-in-fact or other person who, without actual knowledge of my death, acts in good faith under this power of attorney. Any action so taken, unless otherwise invalid or unenforceable, shall be binding upon me, my heirs, devisees, and personal representatives. An affidavit executed by my attorney-in-fact stating that my attorney-in-fact does not have, at the time of doing an act pursuant to this power of attorney, actual knowledge of the revocation or termination of this power of attorney, is, in the absence of fraud, conclusive proof of the non-revocation or non-termination of the power at that time.

(f) My attorney-in-fact shall not be entitled to compensation for serving in that capacity but will be entitled to reimbursement for all reasonable expenses incurred in acting as my attorney-in-fact.

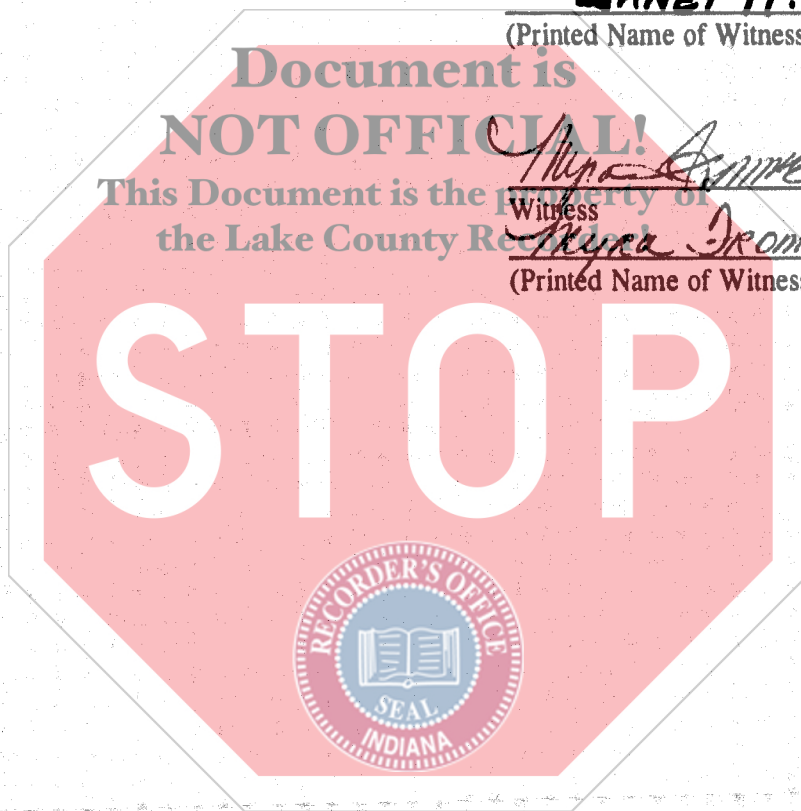
If STEPHEN STANLEY SHEPELAK is ever unable or unwilling to act as my attorney-in-fact, I hereby appoint STEPHEN SCOTT SHEPELAK of Chandler, Arizona, as my attorney-in-fact, to have all the rights and powers set out above as if the original appointee hereunder. The substitution may be evidenced by presentation to any third person of only a written statement by said successor that STEPHEN STANLEY SHEPELAK is unwilling or unable to act hereunder, or a death certificate for STEPHEN STANLEY SHEPELAK, or a written statement signed by a medical doctor that STEPHEN STANLEY SHEPELAK is unable to act hereunder. If STEPHEN SCOTT SHEPELAK is unable or unwilling to act hereunder, I hereby appoint LISA C. HICKMAN of Lake Station, Indiana, in their stead to be substituted in a like manner.

This power of attorney shall continue in force and effect until a notice of revocation is filed in the office of the County Recorder of the county of my residence. This power of attorney shall not terminate upon my disability.

DATED to be effective this 19th day of April, 1996.

Stephen Stanley Shepelak
STEPHEN STANLEY SHEPELAK

Janet M. Alsop
Witness
JANET M. ALSOP
(Printed Name of Witness)



STATE OF INDIANA

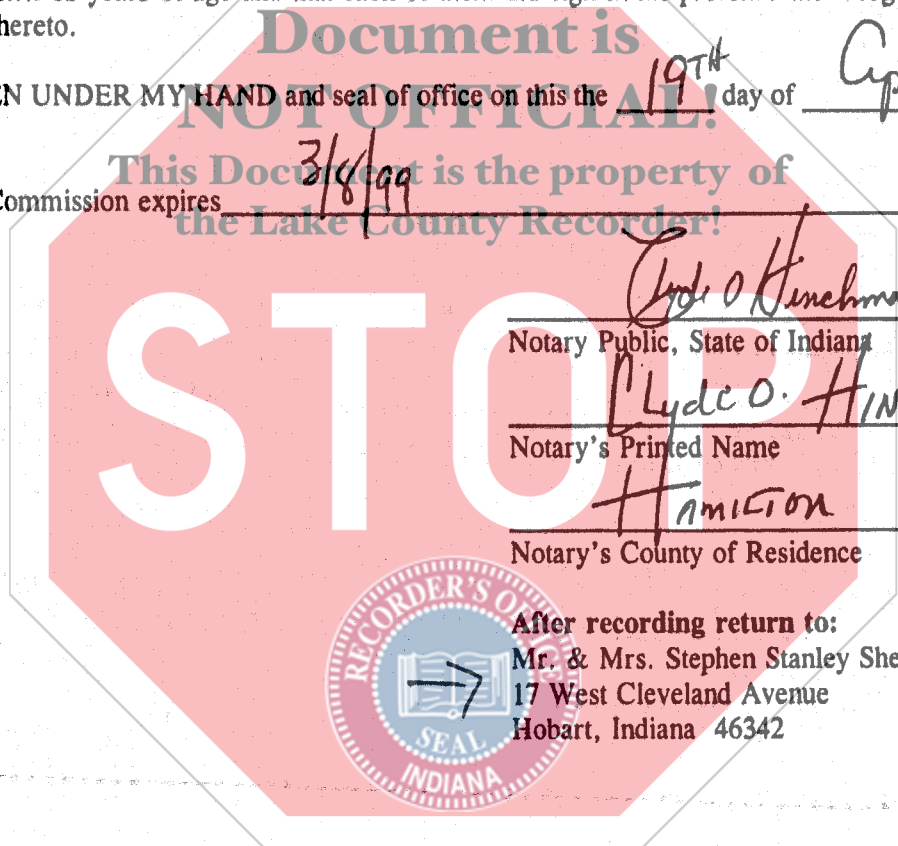
COUNTY OF LAKE

ON THIS DAY personally appeared STEPHEN STANLEY SHEPELAK, known by me to be the identical person who is described in, whose name is subscribed to, and who signed and executed the foregoing instrument, and having first made known to him the contents thereof, he personally acknowledged to me that he signed and sealed the same on the date it bears as his true, free and voluntary act and deed for the uses, purposes and considerations therein set forth.

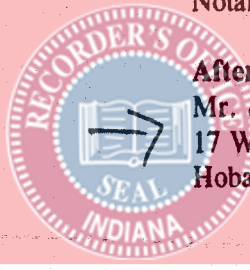
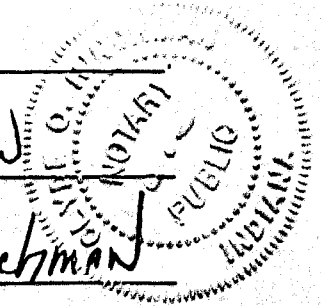
ON THIS DAY personally appeared Janet Alsop and Myra Gromme, known to me to be the witnesses to the foregoing instrument and who stated to me in the presence of STEPHEN STANLEY SHEPELAK that each of them was then 18 years of age and that each of them did sign in his presence the foregoing instrument as witnesses thereto.

GIVEN UNDER MY HAND and seal of office on this the 19th day of April, 1996.

My Commission expires 3/8/99



Plyde O. Hinchman
Notary Public, State of Indiana
Plyde O. Hinchman
Notary's Printed Name
HAMILTON
Notary's County of Residence



After recording return to:
Mr. & Mrs. Stephen Stanley Shepelak
17 West Cleveland Avenue
Hobart, Indiana 46342

THIS INSTRUMENT PREPARED BY:

Victor E. Tackett
VICTOR E. TACKETT, SR., P.S.C.
Legal Arts Building
200 South Seventh Street, Suite 306
Louisville, Kentucky 40202
Indiana Supreme Court No. 79598