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POWER OF ATTORNEY

I, Harrol S. Phillips, a resident of Highland, Indiana, hereby create a durable Power of Attorney, "Power" and appoint my Spouse, ALICE M. PHILLIPS, as my Attorney-in-Fact and the subsequent person(s) named on the following list as successor(s) to my Spouse, in the order in which their names appear, with power to act for me according to Indiana Code I.C. 30-5-5, as it now exists or as it may be amended in the future:

EARL H. PHILLIPS
JUDY BRETZ
WENDY PHILLIPS

20318
NORTHWEST INDIANA TITLE
162 WASHINGTON STREET
LOWELL, IN 46356
219-496-0100

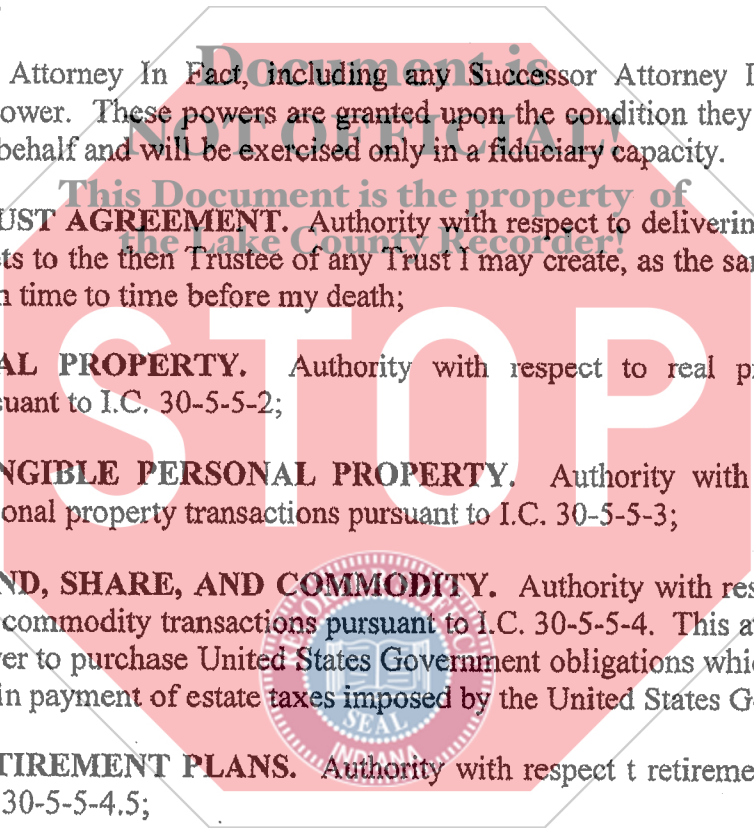
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A Successor Attorney In Fact shall be replaced upon the terms provided for in Section 6 and the next Successor Attorney In Fact, in the order named above, shall replace and succeed the prior named Attorney In Fact and shall carry out the terms of this Power.

1. POWERS:

I give my Attorney In Fact, including any Successor Attorney In Fact, the powers contained in this Power. These powers are granted upon the condition they will be used for my benefit and on my behalf and will be exercised only in a fiduciary capacity.

- (a) **TRUST AGREEMENT.** Authority with respect to delivering and conveying my assets to the then Trustee of any Trust I may create, as the same may be amended from time to time before my death;
- (b) **REAL PROPERTY.** Authority with respect to real property transactions pursuant to I.C. 30-5-5-2;
- (c) **TANGIBLE PERSONAL PROPERTY.** Authority with respect to tangible personal property transactions pursuant to I.C. 30-5-5-3;
- (d) **BOND, SHARE, AND COMMODITY.** Authority with respect to bond, share, and commodity transactions pursuant to I.C. 30-5-5-4. This authority includes the power to purchase United States Government obligations which are redeemable at par in payment of estate taxes imposed by the United States Government;
- (e) **RETIREMENT PLANS.** Authority with respect t retirement plans pursuant to I.C. 30-5-5-4.5;
- (f) **BANKING.** Authority with respect to banking transactions pursuant to I.C. 30-5-5-5, including but not limited to, the authority to have access to any and all safety deposit boxes in my name, and to open, inspect, inventory, place items in or remove items from and close any safety deposit boxes;



STATE OF INDIANA
LAKE COUNTY
RECORDER
2014 FEB -3 AM 9:17

FILED

FEB 03 2014

PEGGY HOLINGA KATONA
LAKE COUNTY AUDITOR

20600

AMOUNT \$ 24

CASH _____ CHARGE _____

CHECK # 1672

OVERAGE _____

COPY _____

NON-COM

CLERK PP

- (g) **BUSINESS.** Authority with respect to business operating transactions pursuant to I.C. 30-5-5-6;
- (h) **INSURANCE.** Authority with respect to insurance transactions pursuant to I.C. 30-5-5-7 provided that references in I.C. 30-5-5-7(a) (2) and (3) to "section 8" are changed to "section 9." This authority shall include full power to apply for and otherwise deal with medicare and medicaid benefits;
- (i) **BENEFICIARY.** Authority with respect to beneficiary transactions pursuant to I.C. 30-5-5-8;
- (j) **GIFTS.** Authority with respect to gift transactions pursuant to I.C. 30-5-5-9;
- (k) **FIDUCIARY.** Authority with respect to fiduciary transactions pursuant to I.C. 30-5-5-10;
- (l) **CLAIMS AND LITIGATION.** Authority with respect to claims and litigation pursuant to I.C. 30-5-5-11;
- (m) **FAMILY MAINTENANCE.** Authority with respect to family maintenance pursuant to I.C. 30-5-5-12;
- (n) **MILITARY SERVICE.** Authority with respect to benefits from military service pursuant to I.C. 30-5-5-13;
- (o) **RECORDS, REPORTS, AND STATEMENTS** Authority with respect to records, reports, and statements pursuant to I.C. 30-5-5-14, including, but not limited to, the power to execute on my behalf any specific power of attorney required by any taxing authority to allow my Attorney In Fact to act on my behalf before that taxing authority on any return or issue;
- (p) **ESTATE TRANSACTIONS.** Authority with respect to estate transactions pursuant to I.C. 30-5-5-15;
- (q) **DELEGATING AUTHORITY.** Authority with respect to delegating authority in writing to one (1) or more persons as to any or all powers given to my Attorney In Fact by this Power, pursuant to I.C. 30-5-5-18;
- (r) **EMPLOYEE BENEFIT PLANS.** Authority and power to treat all interests which I may have in employee benefit trusts as described in I.C. 30-4-3-2(c), nonqualified deferred compensation arrangements, Individual Retirement Accounts, Annuities, and qualified Pension and Profit Sharing Plans as beneficiary transactions coming within the scope of I.C. 30-5-5-8;
- (s) **ALL OTHER MATTERS.** Authority with respect to all other possible matters and affairs affecting property owned by me pursuant to I.C. 30-5-5-19.

2. GIFTS AND MISCELLANEOUS:

My Attorney-In-Fact shall have general authority with respect to financial and estate planning, considering factors related both to my disability and my death. By way of example and not by way of limitation in describing these powers, my Attorney-In-Fact shall have authority to engage in the following acts:

- (a) To give at any time or times any or all of my assets, cash, property or interests in property, including any right to receive income from any source and including a change of ownership or beneficiary on any policy of life insurance, to those persons and in the same proportions as set forth in my estate planning instruments, and without regard to any restrictions on aggregate yearly value of a gift to an individual as set forth in I.C. 30-5-5-9. To the extent that my Attorney-In-Fact is a beneficiary of my estate, then such Attorney-In-Fact is specifically authorized to receive a proportionate share of any gift as provided hereafter.
- (b) To create trusts or other legal entities or agreements necessary to effect my estate plan.
- (c) To make transfers pursuant to I.C. 30-2-8-5, commonly known as the Indiana Uniform Transfer to Minors Act, or under any similar law of another jurisdiction.
- (d) To disclaim any property or interest in property or powers.
- (e) To employ other financial and estate planning devices.
- (f) To take any and all actions necessary to receive government benefits for my health, care, welfare, maintenance and support.

The estate and financial planning powers herein conferred are for the purpose of reducing tax liability and effecting transfers to family and charities.

In carrying out the powers granted in this paragraph, my Attorney-In-Fact shall be guided by the standard that the estate planning powers are designed, in part, for the preservation of my assets and shall exercise such powers in a way as to provide for my best interests and of the beneficiaries of the plan, without any prohibition against self-dealing.

I hereby designate and appoint the next named Successor Attorney-In-Fact as my Special Agent under this instrument who shall have full power and authority to make gifts at anytime and in any amount of my real and personal property, tangible and intangible, to my then acting Attorney-In-Fact, without any limitation whatsoever regarding the yearly aggregate value of such gifts. Nevertheless, all gifts made by my Special Agent and all gifts made by my Attorney-In-Fact shall be made to those persons and in the same proportions as set forth in my estate planning instruments. If I do not have an estate plan, then all gifts made by my Special Agent and all gifts made by my Attorney-In-Fact shall be made in the amount dictated by the laws of intestate

succession and to those persons who would have been by heirs-at-law under the laws of instate succession.

My Attorney in Fact shall have full power and authority to establish a new residence or legal domicile for me, from time to time and at any time, within or without this state, and within or without the United States, for such purposes as my Attorney in Fact shall deem appropriate, including, but not limited to, any purpose for which this instrument was created.

In the exercise of any powers described in this Power, my Attorney In Fact shall have full power and authority to do and perform every act and thing necessary, proper or convenient to be done as fully to all intents and purposes as I might or could do for myself.

Notwithstanding the foregoing, in no event shall my Attorney In Fact have any of the following power:

- (a) To benefit himself, herself, or any other person in any way that could result in any part of my property being included in my Attorney In Fact's gross estate for federal estate tax purposes, or cause any part of my property to be deemed to be the subject of a taxable gift made personally by my Attorney-In Fact;
- (b) To make any payment or application which discharges any legal obligation of my Attorney In Fact;
- (c) To possess the power to exercise any incident of ownership with respect to any policy I own insuring the life of my Attorney In Fact;
- (d) To have any power which causes the holder of the power to be treated as the owner of any interest in my property and which causes that property to be taxed as owned by the Attorney In Fact.

I ratify and confirm all that my Attorney In Fact does, or causes to be done, under the authority granted in this Power. All documents signed, endorsed, drawn, accepted, made, executed, or delivered by my Attorney In Fact shall bind me, my estate, my heirs, successors and assigns.

3. **EFFECTIVE DATE:**

This Power of Attorney shall not be affected by the lapse of time and shall become effective upon execution. From and after the effective date of the powers granted under this Power of Attorney, I shall continue to have all of the powers and authority necessary to deal with my own affairs in any manner that I see fit. However, from and after the date on which my Physician determines that I am incapacitated, or incapable of handling my own personal and/or financial affairs, I shall no longer have any authority or power to deal with my property, directly, or indirectly. The individual acting as Attorney in Fact at such time, shall have the full power and authority to obtain from my attending Physician, a report determining whether I am incapacitated, or not, and am unable to handle personal and/or financial affairs.

4. **RELIANCE BY THIRD PARTIES:**

To induce third parties to act in accordance with the powers granted to my Attorney In Fact in this Power, I represent and warrant that:

- (a) If this document is revoked or amended for any reason, I, my estate, my heirs, successors, and assigns will hold any third party harmless from any loss suffered, or liability incurred, by the third party in acting in accordance with this document before the third party's receipt of written notice of termination or amendment;
- (b) The powers conferred on my Attorney In Fact may be exercised alone; my Attorney In Fact's signature or actions under the authority granted in this Power may be accepted by third parties as fully authorized by me and with the same force and effect as if I were personally present, competent and acting on my own behalf;
- (c) No person who acts in reliance upon any representation of my Attorney In Fact as to the scope of my Attorney In Fact's authority granted under this document shall incur any liability to me, my estate, my heirs, successors, or assigns for permitting my Attorney In Fact to exercise any such power, nor shall any person who deals with my Attorney In Fact be responsible to determine or ensure the proper application of funds or property;

5. **TERMINATION:**

I revoke all prior general Powers of Attorney that I may have executed. I retain the right to revoke or amend this Power and to substitute other Attorneys-In-Fact in place of any of those named in this Power. This Power shall continue in full force and effect until I, personally, have signed a written document specifically revoking this Power. Amendments to this Power shall be made in writing by me personally. Any revocation or amendment of this Power must be recorded in the same County or Counties as the original, if the original is recorded.

6. **AUTHORITY OF SUCCESSOR ATTORNEY IN FACT:**

- (a) Any Attorney In Fact named in this Power shall be considered to fail or cease to, serve, when:
 - (1) the Attorney In Fact dies, resigns, is adjudged incapacitated by a Court, cannot be located upon reasonable inquiry, or if at one time was the principal's spouse and legally is no longer the principal's spouse;
 - or
 - (2) a physician familiar with the condition of the current Attorney In Fact certifies in writing to the immediate Successor Attorney In Fact, that the current Attorney In Fact is unable to transact a significant part of the business required under this Power of Attorney;

- (b) The death of any Attorney In Fact named in this Power may be established by the affidavit of any person named herein as an Attorney In Fact; however, this is not intended to be the exclusive means for establishing the death of any Attorney In Fact named in this Power;
- (c) The resignation of any Attorney In Fact hereunder may be established by a written document bearing the Attorney In Fact's notarized signature to that effect; however, this is not intended to be the exclusive means for establishing the resignation of any Attorney In Fact named in this Power;
- (d) The inability to locate any Attorney In Fact upon reasonable inquiry may be established by the affidavit of any person named as an Attorney In Fact; however, this is not intended to be the exclusive means for establishing the inability to locate, upon reasonable inquiry, any Attorney In Fact named in this Power;
- (e) In the event any individual named in this Power fails to, or ceases to, serve as my Attorney In Fact, the individual shall have no further power under this instrument, except for any power as may be delegated to the individual by my then acting Attorney In Fact. This shall be the case even if the individual shall reappear after establishing that he or she could not be located upon reasonable inquiry, or if he or she is subsequently able to transact business.

7. **GUARDIANSHIP:**

In the event a proceeding is brought to establish a guardianship for me, I appoint the individual then acting, or eligible to act, as my Attorney In Fact under this Power, to serve as guardian, and to have responsibility for the care, custody, and management, and supervision of my property and physical person.

8. **GENERAL PROVISIONS:**

- (a) Persons dealing with my Attorney In Fact may rely fully on a photo static copy of this Power;
- (b) If any of the provisions of this Power are found to be invalid for any reason, this invalidity shall not affect any of the other provisions of this power, and all invalid provisions shall be wholly disregarded;
- (c) All questions pertaining to validity, interpretation, and administration of this Power shall be determined in accordance with the laws of the State of Indiana;
- (d) My Attorney In Fact shall not be liable to me or any of my successors in interest for any action taken or not taken in good faith, but shall be liable for any willful misconduct or gross negligence;

- (e) I have received from my Attorney, a copy of those sections of Indiana Code 30-5-5 which are incorporated by reference in Section 1 of this Power. I have reviewed these powers and am incorporating by reference herein those which comply with my wishes.

This durable Power of Attorney is executed by me on August 17, 2009.

Harrol S Phillips
 Harrol S. Phillips

STATE OF INDIANA)
)
 COUNTY OF LAKE) SS

Before me the undersigned, a Notary Public for said County and State, personally appeared Harrol S. Phillips, and acknowledged the execution of the foregoing Power of Attorney on August 17, 2009.

Gloria J. O'Drobinak
 Gloria J. O'Drobinak, Notary Public
 Resident of Lake County, IN
 My Commission Expires: 01-28-2009

