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GENERAL DURABLE POWER OF ATTORNEY

I, Karen S. Herlitz, of Porter County, Indiana, being at least 18 years of age and mentally competent, do hereby designate my spouse, Ronald W. Herlitz, of Porter County, Indiana, as my true and lawful attorney-in-fact. If Ronald W. Herlitz dies, resigns, fails to act, is adjudged incapacitated by a court or is in the written opinion of a physician familiar with Ronald W. Herlitz's condition unable to transact a significant part of the powers authorized under this General Durable Power of Attorney, I then designate my daughter, Sherry L. Walters, of Porter County, Indiana, as my true and lawful attorney-in-fact. If Sherry L. Walters dies, resigns, fails to act, is adjudged incapacitated by a court or is in the written opinion of a physician familiar with Sherry L. Walter's condition unable to transact a significant part of the powers authorized under this General Durable Power of Attorney, I then designate my sister, Kathy Chenoweth, of Texas County, Missouri and my spouse's brother, Wayne Herlitz of Porter County, Indiana, to act as they agree, as my second alternate attorney-in-fact with all the power and authority hereunder.

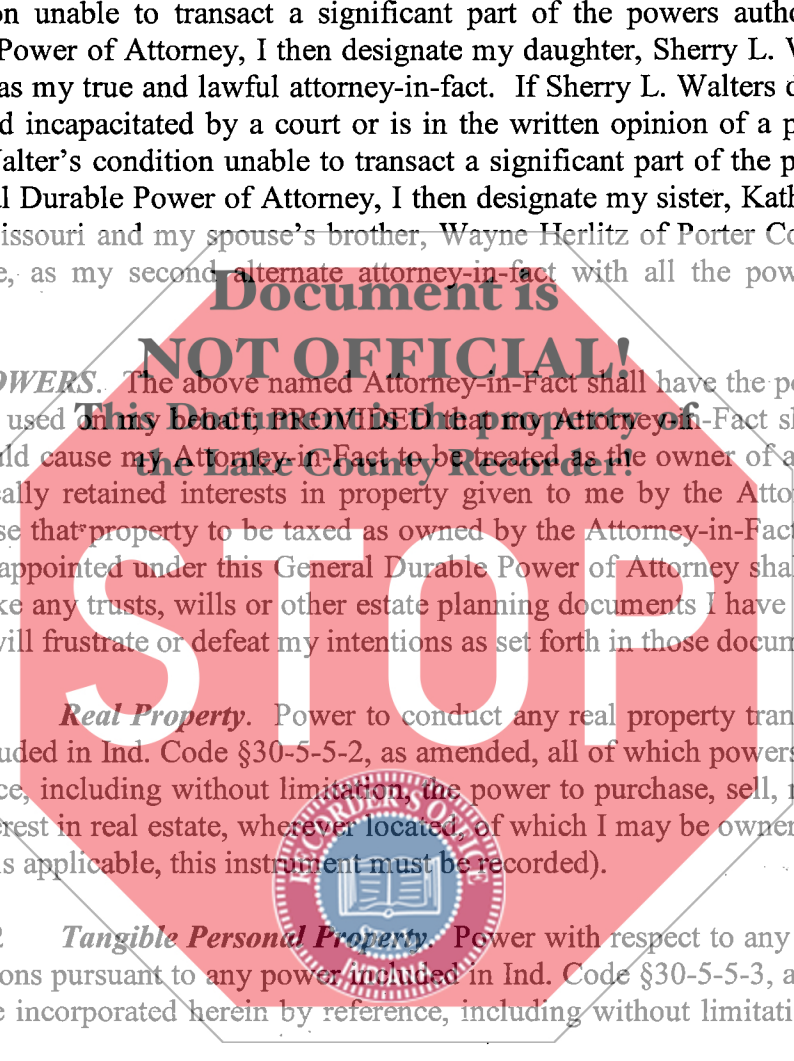
1. **POWERS.** The above named Attorney-in-Fact shall have the powers set forth in this section to be used on my behalf, PROVIDED that the Attorney-in-Fact shall not have any power which would cause my Attorney-in-Fact to be treated as the owner of any interest in my property, specifically retained interests in property given to me by the Attorney-in-Fact and which would cause that property to be taxed as owned by the Attorney-in-Fact. In addition, the Attorney-in-Fact appointed under this General Durable Power of Attorney shall have the power to amend or revoke any trusts, wills or other estate planning documents I have created or take any steps which will frustrate or defeat my intentions as set forth in those documents.

1.1 **Real Property.** Power to conduct any real property transactions pursuant to any power included in Ind. Code §30-5-5-2, as amended, all of which powers are incorporated herein by reference, including without limitation, the power to purchase, sell, mortgage, convey and lease any interest in real estate, wherever located, of which I may be owner now or hereafter (if this provision is applicable, this instrument must be recorded).

1.2 **Tangible Personal Property.** Power with respect to any tangible personal property transactions pursuant to any power included in Ind. Code §30-5-5-3, as amended, all of which powers are incorporated herein by reference, including without limitation, the following powers:

1.2.1 to bargain for, contract concerning, buy, sell, encumber and in any way and manner, deal with personal property of any kind or nature and to apply or make use of my property for my support and the support of those persons to whom I owe an obligation or support; and

1.2.2 to execute instruments to effect the transfer of title to any motor vehicle owned by me.



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1.3 **Bonds, Commodities, and Shares.** Power with respect to bonds, commodities, shares and all other intangibles, pursuant to Ind. Code §30-5-5-4, as amended, all of which powers are incorporated herein by reference, including without limitation, the following powers:

1.3.1 to make and execute any and all contracts;

1.3.2 to purchase, sell, dispose of, assign and pledge notes, stocks, bonds and securities,

1.3.3 to exercise such voting rights as my ownership of any notes, stocks, bonds and securities may entitle me, either in person or by proxy; and

1.3.4 to sell, purchase, dispose of, assign and pledge any United States Savings Bonds and United States Treasury Securities in which I may have interest.

Notwithstanding any other provisions contained in this General Durable Power of Attorney, the powers under this General Durable Power of Attorney shall exclude any power to purchase commodities, any power to sell short or initiate a margin transaction and any power to purchase put or call options.

1.4 **Banking.** Power to conduct any banking transactions pursuant to any power included in Ind. Code §30-5-5-5, as amended, all of which powers are incorporated herein by reference, including without limitation, the following powers:

1.4.1 to make, draw and endorse promissory notes, checks, drafts or bills of exchange and to waive demand, presentment, protest, notice of protest, and notice of non-payment of all such instruments;

1.4.2 to receive and to demand all sums of money, debts, accounts, bequests, interests, dividends and demands whatsoever which are now or shall hereafter become due or payable to me and to compromise, settle or discharge the same; and

1.4.3 to have access to any and all safe deposit boxes in my name and to open, inspect, inventory, place items in or remove from, and close said safe deposit boxes.

1.5 **Business.** Power to conduct any business operating transactions pursuant to any power included in Ind. Code §30-5-5-6, as amended, all of which powers are incorporated herein by reference, including without limitation, the following powers:

1.5.1 to discharge and perform a duty or liability, exercise a right, a power, or an option which I have or claim to have under a partnership agreement;

1.5.2 to enforce the terms of a partnership agreement for my protection;

1.5.3 to exercise in person or by proxy or enforce by action any power I hold as the holder of capital stock in any corporation, a member of any limited liability company, or a partner in any general, limited or limited liability partnership;

1.5.4 to consent to the election of S Corporation status for a corporation in which I own stock;

1.5.5 to continue, modify, renegotiate, extend, and terminate contractual arrangements made with a person, an entity, a firm, an association by or on my behalf;

1.5.6 to determine the policy of business enterprises; and

1.5.7 to participate in the creation of and transfer of my assets to a new business entity on my behalf, including without limitation, a corporation, a partnership and a limited liability company.

1.6 *Insurance.* Power to conduct any insurance transaction pursuant to any power included in Ind. Code § 30-5-5-7, as amended, all of which powers are incorporated herein by reference, including without limitation, the power to maintain, purchase, surrender, acquire, assign, pledge, make claims under, borrow against, partially or fully liquidate and generally deal in all forms of insurance and claims, including Medicare and Medicaid, thereon. However, my Attorney-in-Fact shall not have power or control of any life insurance policy that names the Attorney-in-Fact as an insured party and would give the Attorney-in-Fact incidents of ownership of the life insurance policy pursuant to Internal Revenue Code of 1986, as amended ("Code"), Section 2042.

1.7 *Records, Reports and Statements.* Power with respect to records, reports and statements pursuant to any power included in Ind. Code § 30-5-5-14, as amended, all of which powers are incorporated herein by reference, including without limitation, the following powers:

1.7.1 to consent for Federal gift tax purposes to gift-splitting with my spouse to treat gifts made by me and my spouse as having been made one-half by each;

1.7.2 to represent me in all matters relating to taxation, whether by the Federal government, the government of any State or any local government unit;

1.7.3 to give or receive any confidential information related to any tax matter from or to all taxing authorities;

1.7.4 to make, sign or file any records, reports, statements, documents, forms, claims for refund, extensions to the statute of limitations, or tax returns; and

1.7.5 to execute on my behalf any specific power of attorney required or permitted by any taxing authority which is needed to allow my Attorney-in-Fact or one or more designated representatives to act on my behalf before any taxing authority on any tax return or

other tax matter, and such other forms as may be necessary to carry out the purposes of this delegation of authority.

1.8 **Retirement Accounts.** Power with respect to retirement plans pursuant to any power included in Ind. Code §30-5-5-4.5, as amended, all of which powers are incorporated herein by reference, including without limitation, the power to establish one or more “individual retirement accounts” or other retirement plans or arrangements in my name. In connection with any pension, profit sharing or stock bonus plan, individual retirement arrangement, Roth IRA, Code Section 403(b) annuity or account, Code Section 457 plan or any other retirement plan, arrangement or annuity in which I am a participant or of which I am a beneficiary (whether established by my Attorney-in-Fact or otherwise), hereafter referred to as “such Plan,” my Attorney-in-Fact shall have the following powers, in addition to all other applicable powers granted by this General Durable Power of Attorney:

1.8.1 to make contributions (including “rollover” contributions) or to cause contributions to be made to such Plan with my funds or otherwise on my behalf;

1.8.2 to receive and to sell the proceeds of distributions to me from such Plan or to arrange for the direct deposit of the same in any account in my name or in the name of my revocable living trust;

1.8.3 to elect a form of payment of benefits from such Plan, to withdraw benefits from such Plan, to make contributions to such Plan and to make, exercise, waive or consent to any and all elections and/or options that I may have regarding the contributions to, investments or administration of, or distributions or form of benefits under such Plan; and

1.8.4 to designate one or more beneficiaries or contingent beneficiaries for any benefits payable under such Plan on account of my death and to change any such prior designation of beneficiary made by me or by my Attorney-in-Fact; provided, however, my Attorney-in-Fact shall have no power to designate my Attorney-in-Fact directly or indirectly as a beneficiary or contingent beneficiary to receive a greater share or proportion of any such benefits than my Attorney-in-Fact would have otherwise received unless such change is consented to by all other beneficiaries who would have received the benefits but for the proposed change (this limitation shall not apply, however, to any designation of my Attorney-in-Fact as beneficiary in a fiduciary capacity, with no beneficial interest).

1.9 **Beneficial Interests.** Power to conduct beneficiary transactions pursuant to any power included in Ind. Code §§ 30-5-5-8 and 30-5-5-15, as amended, all of which powers are incorporated herein by reference, including without limitation, the following powers:

1.9.1 to contest the validity of any will of any deceased person, in whose estate I may have a beneficial interest, in the court having jurisdiction over the probate of the will of such deceased person;

1.9.2 to disclaim any and all assets which I may be entitled to receive; provided, however, my Attorney-in-Fact may not disclaim on my behalf assets to which I would

otherwise be entitled if such disclaimer would result in such assets passing directly to my Attorney-in-Fact, creditors of my Attorney-in-Fact, the estate of my Attorney-in-Fact or creditors of the estate of my Attorney-in-Fact;

1.9.3 to enter into a waiver as provided under Ind. Code 29-1-3 et. seq. with respect to my spouse's estate waiving my right to elect to take against my spouse's will by a written contract or agreement but only after full disclosure of the nature and extent of such right, and only if the thing or the promise given to induce such a waiver is a fair consideration under all the circumstances; and

1.9.4 to make any election as provided under Ind. Code 29-1-3 et. seq. to take against the will of my deceased spouse and to file such election as required under that chapter.

1.10 **Gifts.** Power to make gifts on my behalf in accordance with the gift provisions of Ind. Code §30-5-5-9, as amended, all of which powers are incorporated herein by reference, and the power to make such gifts on my behalf to my spouse and to my child; provided, however, that gifts to any such person or persons that such Attorney-in-Fact has a legal obligation to support shall not, in the aggregate, exceed in any calendar year the available annual per-donee gift tax exclusion under Section 2503(b) of the Code (or any successor provision thereto) under Federal gift tax law effective for the year of the gift (or twice that available exclusion amount if my spouse or my spouse's representative has informed my Attorney-in-Fact that my spouse will consent to gift-splitting for Federal gift tax purposes). Gifts to designated persons may be made to such person directly, to or for their benefit, in trust, or otherwise, including, without limitation, a qualified educational institution described in Code Section 2503(e)(2)(A), any provider of medical care or health insurance described in Code Section 2503(e)(2)(B) or Code Section 213, and a custodian under a Uniform Transfers to Minors Account.

1.11 **Delegation.** Power to delegate in writing to one or more persons any or all of the powers granted my Attorney-in-Fact under this General Durable Power of Attorney pursuant to Ind. Code § 30-5-5-18, as amended.

1.12 **Additional Powers.** Power and authority with respect to fiduciary transactions, claims and litigation, family maintenance, benefits for military service and all other matters pursuant to any power included in Ind. Code §§ 30-5-5-10, 30-5-5-11, 30-5-5-12, 30-5-5-13 and 30-5-5-19, as amended, all of which powers are incorporated herein by reference.

2. **HEALTH CARE EXCLUSION.** I am specifically excluding the powers contained in Ind. Code § 30-5-5-16 conferring general authority with respect to health care powers and the powers contained in Ind. Code § 30-5-5-17 conferring general authority with respect to withdrawing or withholding of medical treatment on my behalf from this General Durable Power of Attorney since those powers are the subject of a separate power of attorney.

3. **EFFECTIVE DATE.** The appointment of my Attorney-in-Fact and thereafter my alternates shall become effective immediately and shall not be affected by my subsequent disability, incompetence or adjudged incapacity.

4. **TERMINATION.** I hereby reserve the right of revocation; however, this General Durable Power of Attorney shall continue in full force and effect until the earlier of (i) I have signed a written instrument of revocation that identifies this General Durable Power of Attorney, but such revocation shall not be effective unless my Attorney-in-Fact or other person has actual knowledge of the revocation or (ii) I have executed and recorded in the Recorder's Office of the County of my domicile a written revocation hereof. I hereby revoke all prior general durable powers of attorney executed by me.

5. **GUARDIANSHIP.** In the event a judicial proceeding is brought to establish a guardianship over my person or property, I hereby request that my above-designated Attorney-in-Fact be appointed to serve as guardian.

6. **FEES.** My Attorney-in-Fact shall be entitled to a reasonable fee, pursuant to Indiana law, for services provided hereunder. My Attorney-in-Fact shall be entitled to reimbursement for expenses incurred on my behalf, including without limitation, expenses to retain accountants, attorneys, appraisers, investment advisors, insurance advisors and other professional advisors to prepare and defend accountings of my Attorney-in-Fact while acting on my behalf which accountings may be required or permitted under governing law or related to any other action undertaken by my Attorney-in-Fact hereunder.

7. **INDEMNIFICATION.** My Attorney-in-Fact shall only be liable for actions undertaken in bad faith. I agree to indemnify and hold harmless any person who, in good faith, acts under this General Durable Power of Attorney or transacts business with my Attorney-in-Fact in reliance upon this General Durable Power of Attorney, unless that third party has actual knowledge of its revocation or a revocation has been recorded in the Recorder's Office of the County of my domicile.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this day, January 6, 2012.

STATE OF INDIANA)
COUNTY OF PORTER)

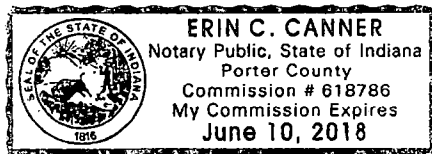
SS:



Karen S. Herlitz
Karen S. Herlitz

Before me, a Notary Public, in and for said County and State, personally appeared Karen S. Herlitz, who having been duly sworn under oath, acknowledged execution of the foregoing and stated that the representations contained in the above and foregoing General Durable Power of Attorney are true.

Witness my hand and Notarial Seal on this day, January 6, 2012.



Erin C. Canner
Erin C. Canner, Notary Public
Resident of Porter County, Indiana

This instrument prepared by Terry K. Hiestand, Hiestand Law Office, LLC, 117 Broadway, Chesterton, Indiana, 46304.