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DURABLE POWER OF ATTORNEY

I, EDWARD R. MICHAELS, of Chicago, Illinois, appoint individually and collectively my sons, E. RONALD MICHAELS and/or JAMES J. MICHAELS (referred to individually and collectively below as "my attorney"), a sample of whose signatures appear below, my true and lawful agents and attorneys, for me and in my name with reference to any interest from time to time owned by me in property, real or personal, wherever located ("property"), or other matters of which I from time to time may have a personal or financial interest:

1. To deposit in or withdraw from any bank, trust company, savings association, safe deposit company, broker, or other depository or agent any monies or other property and to examine or receive related records, including cancelled checks.

2. To open and enter on my behalf any safe deposit box rented or held by me alone or jointly with others; at any time to deposit in such box and to remove from such box any part or all of the contents thereof, including any security or tangible personal property, as often and as freely as I could do if personally present; and to cancel or modify the lease under which such box is rented and to surrender or exchange the same.

3. To pay my ordinary household expenses; to arrange for and pay the costs of the services of a companion for me; to pay my medical, nursing, hospital, convalescent, and other health care and treatment, including admission to hospitals and consent

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to treatment; and to make the application for insurance, pension, or employee benefits related to such health care and treatment.

4. To retain, invest in, acquire by purchase (subscription, lease, or otherwise), manage, sell, contract to purchase or sell, grant, obtain or exercise options to purchase, options to sell or conversion rights, assign, transfer, convey, deliver, endorse, exchange, pledge, mortgage, abandon, improve, repair, maintain, insure, lease for any term and otherwise deal with all property, and to release and waive any right of homestead therein, if any.

5. To enter upon and demand possession of, maintain, manage, improve, subdivide, resubdivide, raze, alter, dedicate, vacate, partition, release, lease or renew, amend or extend leases for any term, contract to make leases, grant options to lease or to purchase the whole or any part of the reversion, contract regarding the manner of fixing present or future rentals, grant easements or charges of any kind on or with respect to, and cultivate, irrigate, and operate all interests in real estate now or hereafter owned by me, including beneficial interests in any trust and leasehold interests, and related improvements, equipment, and supplies, alone or with others, by general or limited partnerships, trust agreements, joint ventures, corporations, associations, sharecrop agreements, leases, management or agency agreements, participation in government programs or otherwise.

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6. To borrow from any source for any purpose and mortgage or pledge any property to any lender, including my attorney, individually.

7. To demand, sue for, receive and otherwise take steps to collect or recover all debts, rents, proceeds, interest, dividends, annuities, securities for money, goods, chattels, bequests, income from property, damages and all other property to which I may be entitled or which are or may become due me from any person or organization; to commence, prosecute or enforce, or to defend, answer or oppose, contest, and abandon all legal proceedings in which I am or may hereafter be interested; and to settle, compromise, or submit to arbitration any accounts, debts, claims, disputes, and matters now existing or which may hereafter arise between me and any other person or organization and to grant an extension of time for the payment or satisfaction thereof on any terms, with or without security.

8. To continue to carry, purchase, cancel, or dispose of fire, casualty, property or income protection, medical, hospital, life, liability, or other insurance and to pay any premiums thereon.

9. To vote and give proxies to vote securities and approve or oppose mergers, consolidations, foreclosures, liquidations, reorganizations, or changes in the financial structure of any organization, and all other matters which may come before the

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shareholders; and to enter into voting trusts and other agreements restricting the voting, transfer, or other use or disposition of interests in any organization.

10. To retain, continue, operate, manage, organize, acquire, invest in, terminate and dispose of, alone or with others, proprietorships, corporations, limited or general partnerships, joint ventures, land trusts, or other business or property-holding organizations under the laws of any jurisdiction; to lease, sell, purchase, or otherwise transfer any property to or from, make further investments in or advance or loan funds to, with or without security, and incur obligations on account of or for the benefit of any such organization; and to employ any persons for such purposes and delegate to them such powers and discretions as my attorney considers advisable.

11. To undertake performance of any and all acts, whether or not otherwise specifically enumerated herein, including the sale of any property or the borrowing of any funds which my attorney considers necessary or appropriate in order to purchase United States treasury bonds redeemable at par in payment of federal estate taxes; provided, however, that nothing herein shall be construed as requiring my attorney to acquire any such bonds.

12. To appear and represent me in regard to and to take all actions convenient or appropriate in connection with taxes imposed by any municipal, state, United States, or foreign

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authority, or government relating to any tax liability or refund, abatement or credit (including interest or penalties) due or alleged to be due from or to me or any other person or organization, association, or trust for which I am responsible for the preparation, signing, executing, verifying, acknowledging, or paying of any tax due or filing of a return or report, including without limitation, federal or state income or gift tax for any and all taxable years or periods; and for such purposes to inspect or receive copies of any tax returns filed by or for me, reports or other papers or documents, compromises, or adjustments of any and all claims.

13. To prepare, draw, make, sign, execute, seal, acknowledge, verify, discount, accept, endorse, with or without recourse on me, waive demand, notice and notice of protest, file and deliver on my behalf any and all checks, options, orders, notes, drafts, overdrafts, certificates of deposit, bills of exchange, deeds, directions to land trustees, mortgages, leases, powers of sale, drafts, bonds (of indemnity or otherwise), and contracts, transfers, assignments, proxies, agreements, receipts, releases, release deeds, composition agreements, discharges, income or personal or intangible property or gift or other tax returns, estimates, declarations, certificates, schedules, statements, claims of abatement, refund or credit, protests, requests (including requests for rulings from proper authorities),

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applications, waivers (including waiver of restrictions on the assessment or collection of any deficiency or additional tax), acceptances (including acceptance of any determination or proposed determination of additional tax or overassessment or overpayment of tax, including interest and penalties), consents or waivers or agreements for a later determination and assessment and collection of taxes than is provided by applicable statutes of limitations, closing agreements (whether in respect of a tax liability or a specific matter or otherwise), petitions, pleadings, motions, stipulations, consents, and any other papers, documents, or writings of things, with or without guarantees, surety obligations, covenants, warranties, indemnifications, representations, powers of substitution, affirmations or otherwise.

14. To appoint and employ, with or without compensation, any accountants, attorneys at law, investment counsel, agents, servants or other persons, including their agents and associates, and to dismiss or discharge the same and to appoint or employ any others in their stead as my true and lawful attorneys to appear and represent me as to all matters covered by this power of attorney or for any other purpose, including but not limited to, appearances before the Treasury Department of the United States, the Tax Court of the United States, the United States Court of Claims, or any other court of the United States, or the District

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of Columbia, or any state, municipal or foreign court, and any department or official of the United States government or any state, municipal, or foreign government, with full power and authority to such agents and attorneys to do any and all acts convenient or appropriate in connection with such matters, including the specific acts described above; and to substitute attorneys and agents subsequent to the date of such appointment and prior to any revocation thereof, and to delegate or revoke the authority so granted to them.

15. To pay, as my attorney shall think fit, any debts or interest, payable by me, or taxes, assessments, and expenses due and payable or to become due and payable for my use and benefit, or for the use and benefit of any person to whom I have a legal obligation of support.

16. To the extent my attorney thinks I might have done, to make, unconditionally or upon such terms and conditions as my attorney shall think fit, such donations or contributions to publicly-supported charities, private operating foundations, and private foundations, all as defined in present Internal Revenue Code Section 170 or any equivalent statute. My attorney shall have sole discretion in making such donations or contributions, or my attorney may also make subscriptions, for any reason which my attorney determines, such donations, contributions, or subscriptions shall be made.

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17. To substitute and appoint in my attorney's place and stead (on such terms and at such salary or compensation as my attorney shall think fit) one or more attorney or attorneys to exercise for me as my attorney or attorneys any or all of the powers and authorities hereby conferred, and to revoke any such appointment from time to time, and to substitute or appoint any other or others in the place of such attorney or attorneys, as my attorney shall, from time to time think fit.

18. To revoke or amend at any time and from time to time any trust revocable or amendable by me, and to require the trustee of any trust wherein I have any interest or benefit to make payment of income or principal to my attorney.

19. Finally (without prejudice to and in enlargement of the authority above conferred) to execute each and every instrument, to undertake each and every obligation, and to take from time to time any and all action of whatsoever nature and with relation to any matters whatsoever, whether or not specifically mentioned herein, and to exercise in respect thereto as full and complete power and discretion as I myself might or could do. In this connection, my attorney shall have all of the powers given to a trustee under the Illinois Trustee and Trustees Act (Ill. Rev. Stat. ch. 17, Sec. 1651, et seq.) from time to time in effect.

My attorney shall exercise or omit to exercise the powers and authorities granted herein in each case as my attorney in my

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attorney's own absolute discretion deems desirable or appropriate under existing circumstances. I hereby ratify and confirm as good and effectual, at law or in equity, all that my attorney, and any agents and attorneys appointed by my attorney, and their agents, associates, and substitutes, may do by virtue hereof. However, despite the above provisions, nothing herein shall be construed as imposing a duty on my attorney to act or assume responsibility for any matters referred to above or other matters even though my attorney may have power or authority hereunder to do so.

I specifically declare that my attorney shall not be responsible for collecting any of my property, even though my attorney receives actual notice of the identity and location of that property, nor shall my attorney be required to collect or dispose of any of my automobiles, household furniture, and furnishings, or other articles of household or personal use or ornament which are in my home or which I am using, but my attorney may protect such property by insurance or otherwise.

Where I own property in joint tenancy with one or more others, or hold property in a revocable trust for one or more beneficiaries, my attorney may sever the joint tenancies and terminate such trusts to the same extent that an Illinois court would permit a guardian of my estate to do so, but my attorney may act without court order.

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My attorney shall be liable only for willful default, not for errors of judgment, and shall have power to bind me and my property without binding my attorney personally.

If any power or authority hereby sought to be conferred upon my attorney should be invalid or unexercisable for any cause or not recognized by any person or organization dealing with my attorney, the remaining powers and authorities given to my attorney hereunder shall nevertheless continue in full force and effect.

Each person, partnership, corporation, or other legal entity relying or acting upon this Power of Attorney shall be entitled to presume conclusively that this Power of Attorney is in full force and effect until written notice shall have been received by such person, partnership, corporation, or other legal entity that this power has been revoked. In addition, revocation of the appointment of my attorney shall not be effective until my attorney has received actual notice of its revocation in writing delivered to my attorney; until receipt of such actual notice, my attorney shall not be liable to me for any action taken by my attorney.

No person, partnership, corporation, or legal entity relying upon this power of attorney shall be required to see to the application and disposition of any monies, stocks, bonds, securities, or other property paid to or delivered to my attor-

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ney, or my attorney's substitute, pursuant to the provisions hereof.

I intend that this Power of Attorney shall continue in full force and effect until terminated as hereinafter provided, regardless of my physical or mental condition. If I subsequently act to revoke this Power of Attorney, and my attorney in good faith questions whether I am then able to transact ordinary business, my attorney may decline to honor my purported act of revocation unless and until Dr. Deborah A. Basile, of Chicago, Illinois, or another physician familiar with my condition, certifies in writing to my attorney that I am able to transact ordinary business.

Upon my death, or if I am hereafter adjudged a disabled person and a guardian of my estate is appointed under Illinois law (or if a similar adjudication and appointment is made in another State), this Power of Attorney shall be revoked, and my attorney shall account to my guardian or other personal representative for all money and property which has come into my attorney's hands.

Reproductions and machine copies of the signed original (with reproduced signatures and the reproduced Certificate of Acknowledgement) shall be deemed to be duplicate originals of this Durable Power of Attorney.

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Specimen signature of my attorney:

E. Ronald Michaels
E. RONALD MICHAELS

James J. Michaels
JAMES J. MICHAELS

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CERTIFICATE OF ACKNOWLEDGMENT

I certify to the correctness of the signature of my attorney and I execute this Power of Attorney on this 16th day of DECEMBER, 1988.



EDWARD R. MICHAELS

WITNESSES:

The undersigned persons certify that in our presence on the date appearing above, EDWARD R. MICHAELS, being physically unable to sign said instrument but being mentally of sound mind and memory did affix the X appearing on the signature line above and acknowledged such instrument to contain and be his designation of attorney; that at his request and in his presence and in the presence of each other we have signed our names below as witnesses; and that we believe him to be of sound mind and memory.

Jack R. Young Address 5541 F East Lake Dr
Lisle, Ill. 60532

Julie A. Jenkins Address 1239 Ridgeland
Berwyn, Ill. 60402

Terance D. D'Amico Address 4228 EARLSTON RD.
DOWNERS GROVE ILL 60515

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Leonard K. Fowler
Notary Public, State of Illinois
My Commission Expires 12/31/2011

2011-11-15