



RECORDER'S STAMP

**ILLINOIS STATUTORY SHORT FORM
POWER OF ATTORNEY
FOR PROPERTY
OF
JUDITH WALKER**

1144056 3/4

THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON I DESIGNATE, (MY "AGENT") BROAD POWERS TO HANDLE MY PROPERTY, WHICH MAY INCLUDE POWERS TO PLEDGE, SELL OR OTHERWISE DISPOSE OF ANY REAL OR PERSONAL PROPERTY WITHOUT ADVANCE NOTICE TO ME OR APPROVAL BY ME. THIS FORM DOES NOT IMPOSE A DUTY ON MY AGENT TO EXERCISE GRANTED POWERS; BUT WHEN POWERS ARE EXERCISED, MY AGENT WILL HAVE TO USE DUE CARE TO ACT FOR MY BENEFIT AND IN ACCORDANCE WITH THIS FORM AND KEEP A RECORD OF RECEIPTS, DISBURSEMENTS AND SIGNIFICANT ACTIONS TAKEN AS AGENT. A COURT CAN TAKE AWAY THE POWERS OF MY AGENT IF IT FINDS THE AGENT IS NOT ACTING PROPERLY. I MAY NAME SUCCESSOR AGENTS UNDER THIS FORM BUT NOT CO-AGENTS. UNLESS I EXPRESSLY LIMIT THE DURATION OF THIS POWER IN THE MANNER PROVIDED BELOW, UNTIL I REVOKE THIS POWER OR A COURT ACTING ON MY BEHALF TERMINATES IT, MY AGENT MAY EXERCISE THE POWERS GIVEN HERE THROUGHOUT MY LIFETIME, EVEN AFTER I BECOME DISABLED. THE POWERS I GIVE MY AGENT ARE EXPLAINED MORE FULLY IN SECTION 3-4 OF THE ILLINOIS "STATUTORY SHORT FORM POWER OF ATTORNEY FOR PROPERTY LAW" OF WHICH THIS FORM IS A PART. THAT LAW EXPRESSLY PERMITS THE USE OF ANY DIFFERENT FORM OF POWER OF ATTORNEY I MAY DESIRE. IF THERE IS ANYTHING ABOUT THIS FORM THAT I DO NOT UNDERSTAND, I SHOULD ASK A LAWYER TO EXPLAIN IT TO ME.

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POWER OF ATTORNEY made this 18 day of August, 1999.

ARTICLE I

APPOINTMENT OF AGENT AND POWERS GRANTED

I, JUDITH WALKER, of Dover, Pennsylvania, hereby appoint:
VALERIE A. VARNEY of Hinsdale, Illinois

as my attorney-in-fact (my "Agent") to act for me and in my name (in any way I could act in person) with respect to the following powers, as defined in Section 3-4 of the "Statutory Short Form Power of Attorney for Property Law" (including all amendments), but subject to any limitations on or additions to the specified powers inserted in Articles II or III below:

I hereby strike out any one or more of the following categories of powers I do not want my Agent to have. Failure to strike the title of any category will cause the powers described in that category to be granted to the Agent. To strike out a category I have drawn a line through the title of that category.

- | | |
|---|---|
| (a) Real estate transactions. | (i) Tax matters. |
| (b) Financial institution transactions. | (j) Claims and litigation. |
| (c) Stock and bond transactions. | (k) Commodity and option transactions. |
| (d) Tangible personal property transactions. | (l) Business operations. |
| (e) Safe deposit box transactions. | (m) Borrowing transactions. |
| (f) Insurance and annuity transactions. | (n) Estate transactions. |
| (g) Retirement plan transactions. | (o) All other property powers and transactions. |
| (h) Social Security, employment and military benefits. | |

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ARTICLE II

LIMITATIONS ON AND ADDITIONS TO THE AGENT'S POWERS

The powers granted above shall not include the following powers or shall be modified or limited in the following particulars including any specific limitations I deem appropriate (such as a prohibition or conditions on the sale of particular stock or real estate or special rules on borrowing by the Agent):

ARTICLE III

LIMITATIONS ON AND ADDITIONS TO THE AGENT'S POWERS

In addition to the powers granted above, I grant my Agent the following powers and I hereby strike out any one or more of the following additional powers I do not want my Agent to have. Failure to strike the title of any of the following additional powers will cause the powers described to be granted to the Agent. To strike out a power I have drawn a line through that power:

- (a) power to make gifts
- (b) name or change beneficiaries
- (c) exercise powers of appointment
- (d) name or change joint tenancies
- (e) revoke or amend any trust specifically referred to below:

ARTICLE IV

DELEGATION OF DISCRETIONARY DECISION-MAKING POWER

I grant my Agent authority to employ other persons as necessary to enable the Agent to properly exercise the powers granted in this Power of Attorney which include all discretionary decisions. I also give my Agent the right to delegate discretionary decision-making powers to others; provided however, my Agent shall have the right by written instrument to delegate any or all of the foregoing powers involving discretionary decision-making to any person or persons whom my Agent may select, but such delegation may be amended or revoked by any Agent (including any successor) named by me who is acting under this power of attorney at the time of reference.

ARTICLE V

COMPENSATION OF AGENT

My Agent shall be entitled to reimbursement for all reasonable expenses incurred in acting under this power of attorney. My Agent shall be entitled to reasonable compensation for services rendered as agent under this power of attorney.

ARTICLE VI

INSTRUMENT REVOCABLE

I reserve the right to amend or revoke this Power of Attorney at any time and in any manner. Absent amendment or revocation, the authority granted in this power of attorney will become effective at the time this power is signed and will continue until my death unless a limitation on the beginning date or duration is made by initialing and completing either (or both) of the following provisions.

ARTICLE VII

EFFECTIVE DATE AND TERMINATION DATE

Effective on Disability or other Date

This power of attorney shall become effective and this power will first take effect upon a court determination of my disability; or,

This power of attorney shall become effective and this power will first take effect upon written notice from my regularly attending physician to my Agent that by reason of illness or mental or physical disability I am incapable of managing my financial affairs; or,

This power of attorney shall become effective on _____.

Termination on Disability

This power of attorney shall terminate upon a court determination of my disability prior to my death; or,

This power of attorney shall terminate on written notification from my regularly attending physician to my agent that the incapacity no longer exists; or,

This power of attorney shall terminate on completion of all items necessary to effectuate the transfer of 5036 S. Loma, Skokie, IL.

ARTICLE VIII

APPOINTMENT OF SUCCESSOR AGENTS

If any agent named by me shall die, become incompetent, resign or refuse to accept the office of agent, I name the following individuals, each to act alone and successively, in the order named, as successor(s) to such agent:

JOHN J. KIELY of Downers Grove, Illinois.

For purposes of this Article VIII, a person shall be considered to be incompetent if and while the person is a minor or an adjudicated incompetent or disabled person or the person is unable to give prompt and intelligent consideration to business matters, as certified by a licensed physician.

ARTICLE IX

APPOINTMENT OF AGENT AS GUARDIAN OF MY ESTATE IF NECESSARY

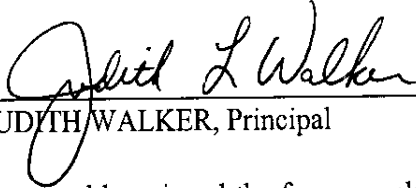
In the event a court decides that a Guardian of my Estate is necessary and should be appointed, I request the court to appoint my Agent if the court finds that such appointment will serve my best interests and welfare.

Accordingly, as Guardian of my Estate I nominate the Agent then acting under this power of attorney as such guardian, to serve without bond or security.

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I HEREBY PRESENT NOTICE that I am fully informed as to all the contents of this instrument and understand the full import of this grant of powers to my Agent.



JUDITH WALKER, Principal

The Principal has had an opportunity to read the above form and has signed the form or acknowledged his or her signature or mark on the form in my presence.

WITNESS Residing at _____

WITNESS Residing at _____

SPECIMEN SIGNATURES OF AGENT

I may, but am not required to request my Agent and successor agents to provide specimen signatures below. If any specimen signatures are included below, I have completed the certification opposite the signatures of the agents.

Agent

Principal

Successor Agent

Principal

Successor Agent

Principal

