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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**LENNOX INTERNATIONAL INC.**  
(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation or organization)

**42-0991521**  
(I.R.S. Employer  
Identification No.)

**2140 Lake Park Blvd.  
Richardson, Texas**  
(Address of Principal Executive Offices)

**75080**  
(Zip Code)

**LENNOX INTERNATIONAL INC. 2019 EQUITY AND INCENTIVE COMPENSATION PLAN**  
(Full title of the plan)

**John Torres**  
**Executive Vice President, Chief Legal Officer and Secretary**  
**Lennox International Inc.**  
**2140 Lake Park Blvd.**  
**Richardson, Texas 75080**  
(Name and address of agent for service)

**(972) 497-5000**  
(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.01 par value per share	1,454,000	\$274.92	\$399,733,680.00	\$48,447.72

- (1) Represents the number of shares of common stock, \$0.01 par value per share (the “**Common Stock**”), of Lennox International Inc. (the “**Registrant**”) issuable pursuant to the Lennox International Inc. 2019 Equity and Incentive Compensation Plan (the “**Plan**”) being registered hereon.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement on Form S-8 (this “**Registration Statement**”) also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices for the Common Stock as reported on the New York Stock Exchange on May 20, 2019, which is a date within five business days prior to filing.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). The following documents, which are on file with the Securities and Exchange Commission (the “*Commission*”), are incorporated into this Registration Statement by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2018 (Commission File No. 001-15149), filed with the Commission on [February 19, 2019](#);
- (b) the Registrant’s Quarterly Report on Form 10-Q for the period ended March 31, 2019 (Commission File No. 001-15149), filed with the Commission on [April 22, 2019](#);
- (c) the Registrant’s Current Reports on Form 8-K (Commission File No. 001-15149) filed with the Commission on [January 25, 2019](#) and [May 24, 2019](#); and
- (d) the description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A (Commission File No. 001-15149) filed with the Commission on [July 12, 1999](#), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding information deemed to be furnished and not filed with the Commission) subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Registrant is a Delaware corporation. Section 145 of the General Corporation Law of the State of Delaware (the “*DGCL*”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or

agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Section 145 of the DGCL further provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court deems proper.

Where a present or former director or officer has been successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify the person against the expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

Section 145 of the DGCL further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145 of the DGCL.

Article Eighth of the Restated Certificate of Incorporation of the Registrant provides that a director of the Registrant shall not be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any repeal or modification of Article Eighth shall not adversely affect any right or protection of a director of the Registrant existing thereunder with respect to any act or omission occurring prior to such repeal or modification.

Article VI of the Amended and Restated Bylaws (the "**Bylaws**") of the Registrant provides that each person who at any time shall serve or shall have served as a director or officer of the Registrant, or any person who, while a director or officer of the Registrant, is or was serving at the request of the Registrant as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be entitled to (a) indemnification and (b) the advancement of expenses incurred by such person from the Registrant as, and to the fullest extent, permitted by Section 145 of the DGCL or any successor statutory provision, as from time to time amended. The Registrant may indemnify any other person, to the same extent and subject to the same limitations specified in the immediately preceding sentence, by reason of the fact that such other person is or was an employee or agent of the Registrant or another corporation, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of expenses provided by, or granted pursuant to, Article VI shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders or disinterested directors of the Registrant or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. All rights to indemnification under Article VI of the Bylaws shall be deemed to be provided by a contract between the Registrant and the director, officer, employee or agent who served in such capacity at any time while the Bylaws of the Registrant and other relevant provisions of the DGCL and other applicable law, if any, are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing. Without limiting the provisions of Article VI of the Bylaws, the Registrant is authorized from time to time, without further action by the stockholders of the Registrant, to enter into agreements with any director or officer of the Registrant providing such rights of indemnification as the Registrant may deem appropriate, up to the maximum extent permitted by law. Any agreement entered into by the Registrant with a director may be authorized by the other directors, and such authorization shall not be invalid on the basis that similar agreements may have been or may thereafter be entered into with other directors.

The Registrant may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Registrant, or is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Registrant would have had the power to indemnify such person against such liability under the applicable provisions of Article VI of the Bylaws or the DGCL.

The Registrant has entered into indemnification agreements (the "**Indemnification Agreements**") with its directors and certain of its executive officers (collectively, the "**Indemnitees**"). Under the terms of the Indemnification Agreements, the Registrant has generally agreed to indemnify, and advance expenses to, each Indemnitee to the fullest extent permitted by applicable law on the date of the agreements and to such greater extent as applicable law may thereafter permit. In addition, the Indemnification Agreements contain specific provisions pursuant to which the Registrant has agreed to indemnify each Indemnitee (i) if such person is, by reason of his or her status as a director, nominee for director, officer, agent or fiduciary of the Registrant or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise with which such person was serving at the request of the Registrant (any such status being referred to as a "**Corporate Status**") made or threatened to be made a party to any threatened, pending or completed action, suit, arbitration, alternative dispute resolution mechanism, investigation or other proceeding (each, a "**Proceeding**"), other than a proceeding by or in the right of the Registrant; (ii) if such person is, by reason of his or her Corporate Status, made or threatened to be made a party to any Proceeding brought by or in the right of the Registrant to procure a judgment in its favor, except that no indemnification shall be made in respect of any claim, issue or matter in such Proceeding as to which such Indemnitee shall have been adjudged to be liable to the Registrant if applicable law prohibits such indemnification, unless and only to the extent that a court shall otherwise determine; (iii) against expenses actually and reasonably incurred by such person or on his or her behalf in connection with any Proceeding to which such Indemnitee was or is a party by reason of his or her Corporate Status and in which such Indemnitee is successful, on the merits or otherwise; (iv) against expenses actually and reasonably incurred by such person or on his or her behalf in connection with a Proceeding to the extent that such Indemnitee is, by reason of his or her Corporate Status, a witness or otherwise participates in any Proceeding at a time when such person is not a party in the Proceeding; and (v) against expenses actually and reasonably incurred by such person in any judicial adjudication of or any award in arbitration to enforce his or her rights under the Indemnification Agreements.

In addition, under the terms of the Indemnification Agreements, the Registrant has agreed to pay all reasonable expenses incurred by or on behalf of an Indemnitee in connection with any Proceeding, whether brought by or in the right of the Registrant or otherwise, in advance of any determination with respect to entitlement to indemnification and within 15 days after the receipt by the Registrant of a written

request from such Indemnitee for such payment. In the Indemnification Agreements, each Indemnitee has agreed that he or she will reimburse and repay the Registrant for any expenses so advanced to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Registrant against such expenses.

The Indemnification Agreements also include provisions that specify the procedures and presumptions which are to be employed to determine whether an Indemnitee is entitled to indemnification thereunder. In some cases, the nature of the procedures specified in the Indemnification Agreements varies depending on whether there has occurred a "Change in Control" (as defined in the Indemnification Agreements) of the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">Restated Certificate of Incorporation of Lennox International Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Registration Statement No. 333-75725) filed on April 6, 1999)</a>
4.2	<a href="#">Amended and Restated Bylaws of Lennox International Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 16, 2013)</a>
4.3	<a href="#">Specimen Stock Certificate for the Common Stock of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Amendment to Registration Statement on Form S-1/A (Registration Statement No. 333-75725) filed on June 16, 1999)</a>
4.4	<a href="#">Lennox International Inc. 2019 Equity and Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 24, 2019)</a>
5.1	<a href="#">Opinion of Sarah Wood Braley, Esq.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm – KPMG LLP</a>
23.2	<a href="#">Consent of Sarah Wood Braley, Esq. (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney</a>

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Richardson, state of Texas, on this 24th day of May, 2019.

**LENNOX INTERNATIONAL INC.**

By: /s/ John Torres

John Torres  
Executive Vice President, Chief Legal Officer and  
Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: May 24, 2019

\*

Todd M. Bluedorn  
Chief Executive Officer and Chairman of the Board of Directors  
(Principal Executive Officer)

Date: May 24, 2019

\*

Joseph W. Reitmeier  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: May 24, 2019

\*

Chris A. Kosel  
Vice President, Controller and Chief Accounting Officer  
(Principal Accounting Officer)

Date: May 24, 2019

\*

Todd J. Teske  
Lead Director

Date: May 24, 2019

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Janet K. Cooper  
Director



Date: May 24, 2019

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John E. Major  
Director

Date: May 24, 2019

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Max H. Mitchell  
Director

Date: May 24, 2019

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John W. Norris  
Director

Date: May 24, 2019

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Karen H. Quintos  
Director

Date: May 24, 2019

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Kim K.W. Rucker  
Director

Date: May 24, 2019

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Paul W. Schmidt  
Director

Date: May 24, 2019

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Gregory T. Swinton  
Director

\* This Registration Statement has been signed on behalf of the above officers and directors by John Torres, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: May 24, 2019

By: /s/ John Torres

John Torres  
Attorney-in-Fact

LENNOX INTERNATIONAL INC.  
2140 Lake Park Blvd.  
Richardson, Texas 75080

May 24, 2019

Lennox International Inc.  
2140 Lake Park Blvd.  
Richardson, Texas 75080

Re: Registration Statement on Form S-8 Filed by Lennox International Inc.

Ladies and Gentlemen:

I have acted as counsel for Lennox International Inc., a Delaware corporation (the "Company"), in connection with the registration of 1,454,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, which may be issued or delivered and sold pursuant to the Lennox International Inc. 2019 Equity and Incentive Compensation Plan (the "Plan"). In connection with the opinion expressed herein, I have examined such documents, records and matters of law as I have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, I am of the opinion that the Shares that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, stock appreciation right, restricted share, restricted share unit, performance share, performance unit, dividend equivalent or other applicable award agreements (collectively, "Award Agreements") thereunder will be, when issued or delivered and sold pursuant to the Plan and the applicable Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for such Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and I express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, I have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the applicable Award Agreements will be in full force and effect at all times at which such Shares are issued or delivered and sold by the Company, and the Company will take no action inconsistent with such resolutions. In rendering the opinion above, I have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee thereof.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the "Act"). In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Sarah Wood Braley

\_\_\_\_\_  
Sarah Wood Braley

Chief Counsel, Securities & Worldwide Sourcing

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Lennox International Inc.:

We consent to the use of our report with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference. Our report refers to the adoption of Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*.

/s/ KPMG LLP

Dallas, Texas  
May 24, 2019

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of Lennox International Inc., a Delaware corporation (the “**Registrant**”), hereby constitutes and appoints Todd M. Bluedorn, Daniel M. Sessa and John Torres, or any of them, each acting alone, as the true and lawful attorney-in-fact or agent, or attorneys-in-fact or agents, for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file (1) one or more Registration Statements on Form S-8 (the “**Form S-8 Registration Statement**”) with respect to the registration under the Securities Act of 1933, as amended, of common stock, \$0.01 par value per share, of the Registrant issuable in connection with the Lennox International Inc. 2019 Equity and Incentive Compensation Plan, (2) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statement and (3) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statement, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate or desirable to be done in and about the premises, or in the name, place and stead of the said director and/or officer, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 22nd day of May, 2019.

/s/ Todd M. Bluedorn  
 \_\_\_\_\_  
 Todd M. Bluedorn  
 Chief Executive Officer and Chairman of the Board of Directors

/s/ Chris A. Kosel  
 \_\_\_\_\_  
 Chris A. Kosel  
 Vice President, Controller and Chief Accounting Officer

/s/ Janet K. Cooper  
 \_\_\_\_\_  
 Janet K. Cooper  
 Director

/s/ Max H. Mitchell  
 \_\_\_\_\_  
 Max H. Mitchell  
 Director

/s/ Karen H. Quintos  
 \_\_\_\_\_  
 Karen H. Quintos  
 Director

/s/ Paul W. Schmidt  
 \_\_\_\_\_  
 Paul W. Schmidt  
 Director

/s/ Joseph W. Reitmeier  
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 Joseph W. Reitmeier  
 Executive Vice President and Chief Financial Officer

/s/ Todd J. Teske  
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 Todd J. Teske  
 Lead Director

/s/ John E. Major  
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 John E. Major  
 Director

/s/ John W. Norris  
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 John W. Norris  
 Director

/s/ Kim K.W. Rucker  
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 Kim K.W. Rucker  
 Director

/s/ Gregory T. Swienton  
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 Gregory T. Swienton  
 Director