
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Post-Effective Amendment No. 1 to
Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Lennox International Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-0991521
(I.R.S. Employer
Identification Number)

**2140 Lake Park Boulevard
Richardson, Texas 75080
(972) 497-5000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John D. Torres
Executive Vice President, Chief Legal Officer and Secretary
Lennox International Inc.
2140 Lake Park Boulevard
Richardson, Texas 75080
(972) 497-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

James E. O'Bannon
Jones Day
2727 North Harwood Street
Dallas, Texas 75201
(214) 220-3939

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Debt Securities			
Guarantees of Debt Securities(3)			
Common Stock, \$0.01 par value per share			
Preferred Stock, \$0.01 par value per share			
Warrants			
Depository Shares			
Units			

- (1) There is being registered hereunder such indeterminate number or amount of debt securities, guarantees of debt securities, common stock, preferred stock, warrants, depository shares and units of Lennox International Inc. as may from time to time be issued at indeterminate prices and as may be issuable upon conversion, redemption, exchange, exercise or settlement of any securities registered hereunder, including under any applicable anti-dilution provisions.
- (2) In accordance with Rule 456(b) and Rule 457(r), the registrant is deferring payment of the registration fee required in connection with this Registration Statement.
- (3) No separate consideration will be received for the guarantees of the debt securities being registered. In accordance with Rule 457(n) under the Securities Act, no registration fee is payable with respect to the guarantees. See the following page for a table of guarantor registrants.

TABLE OF GUARANTOR REGISTRANTS

<u>Exact name of guarantor as specified in its charter*</u>	<u>State or other jurisdiction of formation</u>	<u>I.R.S. employer identification number</u>
Advanced Distributor Products LLC	Delaware	58-2597016
Allied Air Enterprises LLC	Delaware	58-2530793
Heatcraft Inc.	Delaware	61-1661327
Heatcraft Refrigeration Products LLC	Delaware	58-2597017
Lennox Global LLC	Delaware	75-2600663
Lennox Industries Inc.	Delaware	42-0377110
Lennox National Account Services LLC	Florida	76-0774239
LGL Australia (US) Inc.	Delaware	75-2820894
LGL Europe Holding Co.	Delaware	75-2614058
Lennox Switzerland GmbH	Switzerland	—

* The address for each of the additional registrants is c/o Lennox International Inc., 2140 Lake Park Boulevard, Richardson, Texas 75080, telephone: (972) 497-5000. The name and address, including zip code, of the agent for service for each additional registrant is John D. Torres, Executive Vice President, Chief Legal Officer and Secretary, Lennox International Inc., 2140 Lake Park Boulevard, Richardson, Texas 75080, telephone: (972) 497-5000.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-234283) of Lennox International Inc. is being filed solely to (i) add Lennox Switzerland GmbH (the “New Guarantor Registrant”), a Swiss limited liability company and a wholly owned subsidiary of Lennox International Inc. as a co-registrant to the Registration Statement to allow the New Guarantor Registrant to guarantee debt securities covered by the Registration Statement, (ii) update the information in Part II with respect to the addition of the New Guarantor Registrant and (iii) file certain additional exhibits to the Registration Statement. With the exception of the foregoing, no changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing. This Post-Effective Amendment No. 1 shall become effective immediately upon filing with the Securities and Exchange Commission.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. Other Expenses of Issuance and Distribution

The following table shows the costs and expenses, other than underwriting fees and commissions, payable in connection with the issuance and distribution of the securities being registered. All of the amounts shown are estimates.

Securities and Exchange Commission registration fee	\$(1)
Accounting fees and expenses	(2)
Trustee fees and expenses (including counsel fees)	(2)
Legal fees and expenses	(2)
Printing fees	(2)
Rating Agency fees	(2)
Miscellaneous	(2)
Total	<u>\$(2)</u>

(1) In accordance with Rules 456(b) and 457(r), we are deferring payment of all of the registration fee.

(2) The actual amounts of fees and expenses will be determined from time to time. As the amount of the debt securities to be issued and distributed pursuant to this registration statement is indeterminate, the fees and expenses of any such issuance cannot be determined or estimated at this time.

ITEM 15. Indemnification of Directors and Officers

Switzerland

Under Swiss corporate law, an indemnification by the company of a director or a member of the executive management in relation to potential personal liability resulting from a breach of their duties is considered to be permissible provided that the director or the member of the executive management has not intentionally or gross negligently violated his or her duties. The articles of incorporation of a company may contain a provision regarding such indemnification setting forth that the company shall indemnify and hold harmless its directors and executive managers to the extent permitted by law. Moreover, Swiss statutory law explicitly provides that the general meeting of the quotaholders may discharge the directors and members of the executive management from liability resulting from actions taken during the past financial year. The meeting of the quotaholders thereby waives its right to assert claims for liability to cover damages of the company. However, such discharge is only effective for disclosed facts and only against the company and those quotaholders who approved the discharge or who have since acquired their quotas in full knowledge of the discharge. Furthermore, Swiss law permits that a director or a member of the executive management is insured against personal liability due to a breach of their duties. The insurance may be entered into and paid for by the company and may cover not only slight negligence but also a grossly negligent breach of duties.

Lennox Switzerland GmbH

Lennox Switzerland GmbH's articles of incorporation (dated 27 March 2020) do not contain any provision with regard to indemnification of the managing directors.

ITEM 16. Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1*	Opinion of Schellenberg Wittmer Ltd.
23.1*	Consent of Schellenberg Wittmer Ltd (included in Exhibit 5.1).
23.2*	Consent of KPMG LLP.

* Filed herewith.

ITEM 17. Undertakings

(a) Each of the undersigned registrants 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 of 1933;
 - (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 prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (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), (a)(1)(ii) and (a)(1)(iii) 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 Securities Exchange Act of 1934 that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of this registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

- (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 Securities and Exchange 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.

(d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the SEC under Section 305(b)(2) of the Trust Indenture Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Lennox International Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

LENNOX INTERNATIONAL INC.

By: _____
*
Todd M. Bluedorn
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
* Todd M. Bluedorn	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 20, 2020
* Joseph W. Reitmeier	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 20, 2020
* Chris A. Kosel	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
* Todd J. Teske	Lead Director	July 20, 2020
* Sherry L. Buck	Director	July 20, 2020
* Janet K. Cooper	Director	July 20, 2020
* John E. Major	Director	July 20, 2020
* Max H. Mitchell	Director	July 20, 2020
* John W. Norris, III	Director	July 20, 2020
* Karen H. Quintos	Director	July 20, 2020
* Kim K.W. Rucker	Director	July 20, 2020

SIGNATURE	TITLE	DATE
Shane D. Wall	Director	
*	Director	July 20, 2020
Gregory T. Swienton		

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated directors or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
 John D. Torres
 Attorney-in-Fact

ADVANCED DISTRIBUTOR PRODUCTS LLC

Pursuant to the requirements of the Securities Act of 1933, Advanced Distributor Products LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

ADVANCED DISTRIBUTOR PRODUCTS LLC

By: _____
*
Joseph W. Reitmeier
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
_____ * Douglas L. Young	President (Principal Executive Officer)	July 20, 2020
_____ * Joseph W. Reitmeier	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
_____ * Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
HEATCRAFT INC.	Sole Member	July 20, 2020

By: _____
*
Sarah W. Braley
Assistant Secretary

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated members or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
John D. Torres
Attorney-in-Fact

ALLIED AIR ENTERPRISES LLC

Pursuant to the requirements of the Securities Act of 1933, Allied Air Enterprises LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

ALLIED AIR ENTERPRISES LLC

By: _____
*
Joseph W. Reitmeier
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
_____ * Douglas L. Young	President and Chief Operating Officer (Principal Executive Officer)	July 20, 2020
_____ * Joseph W. Reitmeier	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
_____ * Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
LENNOX INDUSTRIES INC.	Sole Member	July 20, 2020

By: _____
*
Sarah W. Braley
Assistant Secretary

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated members or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
John D. Torres
Attorney-in-Fact

HEATCRAFT REFRIGERATION PRODUCTS LLC

Pursuant to the requirements of the Securities Act of 1933, Heatcraft Refrigeration Products LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

HEATCRAFT REFRIGERATION PRODUCTS LLC

By: _____
 *
 Joseph W. Reitmeier
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
* _____ Gary S. Bedard	President (Principal Executive Officer)	July 20, 2020
* _____ Joseph W. Reitmeier	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
* _____ Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
HEATCRAFT INC.	Sole Member	July 20, 2020

By: _____
 *
 Sarah W. Braley
 Assistant Secretary

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated members or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
 John D. Torres
 Attorney-in-Fact

LENNOX GLOBAL LLC

Pursuant to the requirements of the Securities Act of 1933, Lennox Global LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

LENNOX GLOBAL LLC

By: _____
 Joseph W. Reitmeier
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Elliot S. Zimmer Elliot S. Zimmer	President and Chief Operating Officer— Commercial Heating and Cooling (Principal Executive Officer)	July 20, 2020
* Gary S. Bedard	President and Chief Operating Officer— Refrigeration (Principal Executive Officer)	July 20, 2020
* Joseph W. Reitmeier	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
* Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
LENNOX INDUSTRIES INC.	Sole Member	July 20, 2020

By: _____
 Sarah W. Braley
 Assistant Secretary

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated members or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
 John D. Torres
 Attorney-in-Fact

LENNOX INDUSTRIES INC.

Pursuant to the requirements of the Securities Act of 1933, Lennox Industries Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

LENNOX INDUSTRIES INC.

By: _____
Joseph W. Reitmeier
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
_____ /s/ Elliot S. Zimmer Elliot S. Zimmer	President and Chief Operating Officer— Commercial Heating and Cooling and Director (Principal Executive Officer)	July 20, 2020
_____ * Douglas L. Young	President and Chief Operating Officer— Residential Heating and Cooling and Director (Principal Executive Officer)	July 20, 2020
_____ * Joseph W. Reitmeier	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
_____ * Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
_____ * Todd M. Bluedorn	Director	July 20, 2020

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated directors or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres

John D. Torres
Attorney-in-Fact

LENNOX NATIONAL ACCOUNT SERVICES LLC

Pursuant to the requirements of the Securities Act of 1933, Lennox National Account Services LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

LENNOX NATIONAL ACCOUNT SERVICES LLC

By: _____
 *
 Joseph W. Reitmeier
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
_____ /s/ Elliot S. Zimmer Elliot S. Zimmer	President and Chief Operating Officer— Commercial Heating and Cooling (Principal Executive Officer)	July 20, 2020
_____ *	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
_____ Joseph W. Reitmeier		
_____ *	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
_____ Chris A. Kosel		
LENNOX INDUSTRIES INC.	Sole Member	July 20, 2020

By: _____
 *
 Sarah W. Braley
 Assistant Secretary

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated members or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres

 John D. Torres
 Attorney-in-Fact

LGL AUSTRALIA (US) INC.

Pursuant to the requirements of the Securities Act of 1933, LGL Australia (US) Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

LGL AUSTRALIA (US) INC.

By: _____
*
Gary S. Bedard
President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
_____ * Gary S. Bedard	President and Chief Operating Officer and Director (Principal Executive Officer)	July 20, 2020
_____ * Mark J. Piccirillo	Vice President, Finance (Principal Financial Officer)	July 20, 2020
_____ * Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
_____ * Todd M. Bluedorn	Director	July 20, 2020
_____ /s/ John D. Torres John D. Torres	Director	July 20, 2020

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated directors or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
John D. Torres
Attorney-in-Fact

LGL EUROPE HOLDING CO.

Pursuant to the requirements of the Securities Act of 1933, LGL Europe Holding Co. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

LGL EUROPE HOLDING CO.

By: _____
Joseph W. Reitmeier
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
_____ * Gary S. Bedard	President and Chief Operating Officer and Director (Principal Executive Officer)	July 20, 2020
_____ * Joseph W. Reitmeier	Chief Financial Officer (Principal Financial Officer)	July 20, 2020
_____ * Chris A. Kosel	Vice President, Chief Accounting Officer (Principal Accounting Officer)	July 20, 2020
_____ * Todd M. Bluedorn	Director	July 20, 2020
_____ /s/ John D. Torres John D. Torres	Director	July 20, 2020

* The undersigned, by signing his name hereto, does hereby sign this registration statement on behalf of each of the above-indicated directors or officers of the registrant pursuant to powers of attorney executed by such directors or officers.

By: /s/ John D. Torres
John D. Torres
Attorney-in-Fact

LENNOX SWITZERLAND GMBH

Pursuant to the requirements of the Securities Act of 1933, Lennox Switzerland GmbH certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 July 20, 2020.

Lennox Switzerland GmbH

By: /s/ Sarah Wood Braley

Sarah Wood Braley

President of the Management

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Todd M. Bluedorn, Joseph W. Reitmeier and John D. Torres, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign and file (i) any and all amendments (including post-effective amendments) to the registration statement, with all exhibits thereto, and other documents in connection therewith, and (ii) a registration statement, and any and all amendments thereto, relating to the offering covered hereby filed pursuant to Rule 462(b) under the Securities Act of 1933, with the Securities and Exchange Commission, it being understood that said attorneys-in-fact and agents, and each of them, shall have full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person and that each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Sarah Wood Braley</u> Sarah Wood Braley	President of the Management	July 20, 2020
<u>/s/ Theresa A. McCray</u> Theresa A. McCray	Manager	July 20, 2020
<u>/s/ Martina Edwards</u> Martina Edwards	Manager	July 20, 2020
<u>/s/ Vadim Neumann</u> Vadim Neumann	Manager	July 20, 2020

Schellenberg Wittmer Ltd
 Attorneys at Law
 Löwenstrasse 19 / P.O. Box 2201
 8021 Zurich / Switzerland
 T +41 44 215 5252
 F +41 44 215 5200
 www.swlegal.ch

Anita Schläpfer
 Partner / Attorney at Law, LL.M.
 (Columbia)
 D +41 44 215 9373
 anita.schlaepfer@swlegal.ch

Dr. Oliver Triebold
 Partner / Attorney at Law, M.C.J.
 (NYU)
 D +41 44 215 5269
 oliver.triebold@swlegal.ch

Listed in the
 Cantonal Attorney Registry

Lennox Switzerland GmbH
 c/o Mäder + Baumgartner Treuhand AG
 Schwanenfelsstrasse 10a,
 8212 Neuhausen am Rheinfall
 Switzerland

(company number CHE-491.600.153; the "**Company**")

Date July 20, 2020
 Reference No. 200242 (SW-05919110)/ANS
 Subject **Registration Statement on Post-Effective Amendment No. 1 to Form S-3 filed by, among others, Lennox International Inc. (the "Issuer") and the Company relating to the Registration (as defined below)**

Ladies and Gentlemen

We, Schellenberg Wittmer Ltd, have acted as special Swiss counsel to the Company in connection with the registration statement on Post-Effective Amendment No. 1 to Form S-3 dated July 20, 2020 (the "**Registration Statement**") to which this opinion has been filed as an exhibit. The Registration Statement amends the registration statement on Form S-3 filed by, among others, the Issuer on October 21, 2019 which relates to the registration (the "**Registration**") under the US Securities Act of 1933 (the "**Securities Act**") of securities that may be issued by the Issuer and guaranteed by certain of its subsidiaries (including the Company) from time to time, including debt securities that have been and may be issued by the Issuer (the "**Debt Securities**"). The Issuer may, among others, issue the Debt Securities from time to time in one or more series pursuant (i) in the case of senior debt securities, the indenture, dated as of May 3, 2010 (the "**Base Indenture**") between the Issuer and U.S. Bank National Association, as trustee (as amended, supplemented or otherwise modified, the "**Senior Indenture**") and (ii) in the case of subordinated debt securities, a subordinated indenture to be entered into between the Issuer and a trustee to be named therein (as amended, supplemented or otherwise modified, the "**Subordinated Indenture**", together with the Senior Indenture, the "**Indentures**" and each an "**Indenture**"). The Debt Securities, if issued by the Issuer, may be fully and unconditionally guaranteed on a joint and several basis by the guarantors named in the Registration Statement, including the Company (the "**Guarantees**"). We have been requested to render an opinion in connection with certain issues of Swiss law.

Capitalized terms and expressions shall have the same meaning as in the Base Indenture unless provided for differently herein.

A. DOCUMENTS REVIEWED

For the purposes of this opinion, we have examined the following documents:

- A.1 An executed copy of the eighth supplemental indenture (the "**Eighth Supplemental Indenture**") dated as of May 22, 2020, between the Company as guarantor, the Issuer as company, each other Existing Guarantor (as defined therein) party thereto and U.S. Bank National Association as trustee to the Senior Indenture.
- A.2 A copy of the signed Base Indenture.
- A.3 A form of the Subordinated Indenture (the "**Form Subordinated Indenture**") included as an exhibit to the Registration Statement.
- A.4 A copy of the signed Registration Statement.
- A.5 A copy of the articles of association (*Statuten*) of the Company (the "**Company Articles**") dated as of March 27, 2020, and certified by the commercial register of the Canton of Schaffhausen to be accurate as of April 27, 2020.
- A.6 An electronic excerpt from the commercial register (*Handelsregisterauszug*) of the Canton of Schaffhausen (the "**Company Excerpt**" and together with the Company Articles, the "**Constitutional Documents**") dated as of July 20, 2020, 8:22 a.m., in respect of the Company.
- A.7 A copy of the circular resolution relating to the resolutions of the managing directors of the Company (the "**Managing Directors' Resolution**") dated as of July 17, 2020, approving, among others, the Company's signing and filing of the Registration Statement and authorizing the persons named therein to sign the Registration Statement on behalf of the Company.
- A.8 A copy of the written resolution relating to the resolutions of the sole quotaholder of the Company (together with the Managing Director's Resolution, the "**Company Resolutions**") dated as of July 17, 2020, approving, among others, the Company's signing and filing of the Registration Statement and the distribution of corporate assets in connection with an enforcement of the Company's obligations under the Guarantees.

For the purposes of this opinion, we have reviewed no documents other than those mentioned in section A. Therefore, we express no opinion on, or in connection with, any other agreements or documents.

B. ASSUMPTIONS

In giving our opinion, we have assumed the following:

- B.1 All signatures on the documents submitted to us (and on any and all agreements and documents referred to therein) or on the originals thereof are genuine.
- B.2 All documents submitted to us as originals are authentic and complete, and all documents submitted to us as copies are true and complete and conform to the originals thereof.
- B.3 None of the documents submitted to us (and none of the agreements and documents referred to therein) has been amended (except for the amendments to the Base Indenture pursuant to the supplements thereto, including the Eighth Supplemental Indenture), rescinded or revoked.
- B.4 The founders' declaration (*Stampa-Erklärung*) filed with the commercial register in connection with the incorporation of the Company was true and complete as of its date.
- B.5 Each of the parties (other than the Company) to the Indentures (and to any and all agreements and documents referred to therein) is, or will be, a company, other legal entity, partnership or other organization duly organized, validly existing and in good standing (where such concept is legally relevant) under the laws of the jurisdiction of its incorporation and/or establishment and has the requisite capacity, power and authority to enter into the transactions contemplated by the Indentures (and by any and all agreements and documents referred to therein) and to exercise its respective rights and perform its respective obligations thereunder.
- B.6 The signing, delivery and performance of the Indentures (and of any and all agreements and documents referred to therein and any power-of-attorney issued in connection therewith) by all parties thereto (other than the Company) have been, or will be, duly authorized by all action necessary under applicable law, the articles of incorporation (if applicable) and the internal regulations (if applicable) of each such party.

- B.7 The Indentures (and any and all agreements and documents referred to therein) have been, or will be, duly signed and delivered by representatives of all the parties thereto (other than the Company; see section B.20 in this respect) with the requisite signing authority conferred on them in accordance with applicable law, the articles of incorporation (if applicable) and the internal regulations (if applicable) of each such party. None of the directors or officers or representatives of the respective party (including the Company) has or had, or will have, a conflict of interest with such party in respect of the Indentures that would preclude him or her from validly representing, or granting a power-of-attorney on behalf of, the respective party.
- B.8 The Indentures have been, or will be, entered into, and the signing and completion thereof (and of any and all agreements and documents referred to therein) have been, or will be, carried out for *bona fide* commercial reasons and on arm's length terms by each of the parties thereto and at the time the relevant parties did, or will do, so there were reasonable grounds for believing that the entering into, and the performance of, the Indentures (and any and all agreements and documents referred to therein) benefit the Company and in no way jeopardize its business or continuing existence.
- B.9 The Indentures are, or will be, legal, valid, binding and enforceable in accordance with their respective terms under the laws of the State of New York by which they are expressed to be governed and the choice of such laws is, or will be, freely made by the parties thereto and for bona fide purposes.
- B.10 All conditions and prerequisites provided for in the Indentures (and in any and all agreements and documents referred to therein) have been, or will be, met or waived.
- B.11 Each of the parties to the Indentures has duly performed, or will duly perform, all obligations thereunder (and under any and all agreements and documents referred to therein) by which it is bound in accordance with the respective terms thereof.
- B.12 All representations and warranties, other than any representations and warranties on the matters of Swiss law expressly opined upon herein made by any one of the parties in the Indentures (and in any and all agreements and documents referred to therein) are, or will be, when made or repeated or deemed to be made or repeated, true and accurate.
- B.13 To the extent any document must be signed or any right or obligation under the Indentures (or under any and all agreements and documents referred to therein) must be exercised or performed under any law

other than Swiss law or in any jurisdiction outside Switzerland, such signing or performance will not be illegal or unenforceable by virtue of the laws of such jurisdiction, and all parties to the Indentures (and any and all agreements and documents referred to therein) will comply with all matters of validity and enforceability under any law.

- B.14 At the time of entering into the relevant Indenture, none of the parties to the Indentures (or to any and all agreements and documents referred to therein) has or will have, at the time of signing the relevant Indenture, passed a winding-up or similar resolution, nor has, or will have, a petition been presented or order been made by a court or other authority for the winding up, dissolution, bankruptcy, receivership, moratorium, administration or similar procedure of any such party, and no receiver, trustee in bankruptcy, administrator or similar officer has been or will be appointed in relation to any such party or any of its assets or revenues.
- B.15 At the time of entering into the relevant Guarantee, the Company and any Subsidiary of the Company being a Guarantor are not, and there are no reasonable grounds to believe that in the future the Company and any such Subsidiary will become insolvent or over-indebted.
- B.16 The Constitutional Documents are unchanged and correct as of the date hereof, and no changes have been made which should be reflected in such documents as of the date hereof.
- B.17 The Resolutions have been duly passed in the manner set forth therein, accurately reflect the resolutions and other matters stated therein and are in full force and effect.
- B.18 The quotaholder of the Company has complied and will comply with its reporting and/or disclosure obligations pursuant to article 790a of the Swiss Code of Obligations (“CO”) in relation to the Company.
- B.19 All authorizations, approvals, consents, licenses, exemptions and other requirements (other than those required under Swiss law applicable to companies generally or the Constitutional Documents) for the due signing, legality, validity and enforceability of the Indentures or for any other activities carried on in view of, or in connection with, the exercise of the rights or the performance of the obligations expressed to be undertaken in the Indentures by the parties thereto have been duly obtained prior to the signing of the Indentures and are and will remain in full force and effect, and any related conditions to which the parties thereto are subject have been satisfied.

B.20 Any Indenture, including any supplement thereto (other than the Eighth Supplemental Indenture) providing for a Guarantee by the Company securing any series of Debt Securities (other than the Notes, as defined in the Eighth Supplemental Indenture) (i) will contain terms provided for in the Base Indenture or the Form Subordinated Indenture, respectively, or, if not provided for in the Base Indenture or the Form Subordinated Indenture, respectively, terms that will have been established in accordance with the provisions of the Base Indenture or the Form Subordinated Indenture, respectively, and reflected in appropriate documentation approved by us, (ii) will contain guarantee limitation language substantially in the form of the limitation language set out in section 3 of the Eighth Supplemental Indenture and (iii) will be duly signed and delivered by duly authorized representatives of the Company.

C. OPINION

Based on the assumptions and subject to the qualifications set forth herein, we are of the opinion that:

- C.1 The Company has been duly incorporated and validly exists as a limited liability company (*Gesellschaft mit beschränkter Haftung*) under the laws of Switzerland.
- C.2 The Company has corporate power to enter into and perform its obligations and to issue and perform its obligations under the Guarantees.
- C.3 The Guarantees have been duly authorized by the Company and, as far as Swiss law applicable to companies generally is concerned, when (a) the Registration Statement has become effective under the Securities Act and (b) the Debt Securities have been duly executed by the Issuer and authenticated in accordance with the terms of the applicable Indenture and delivered in the manner provided in the applicable Indenture, there is no reason why the obligations assumed by the Company under the applicable Guarantees should not constitute legal, valid, binding and enforceable obligations of the Company in accordance with their respective terms under the laws of the State of New York by which the Guarantees are expressed to be governed.

D. QUALIFICATIONS

The opinions set forth herein are subject to the following qualifications:

- D.1 We have not been retained as tax or regulatory counsel and, therefore, express no opinion on any tax or regulatory matters relating to the Company, any of its affiliates or the transaction in general.

- D.2 The opinions expressed herein are limited to the laws of Switzerland as in force on the date hereof and as currently applied and construed by the courts of Switzerland. In the absence of statutory or established case law, we base our opinion on our independent professional judgement. We have not investigated and do not express or imply any opinion herein concerning any other laws.
- D.3 We have not verified as to whether any of the parties to the Indentures (and any and all agreements and documents referred to therein), and/or any person holding a controlling interest in any such party, and/or the transactions covered by the Indentures and/or any underlying transaction to which the Indentures relate, are subject to any sanctions, including, but not limited to, asset freezes, embargos and other economic sanctions, imposed by any state, group of states or international organization, including Switzerland, which would (i) make it illegal to enter into the Indentures, (ii) prevent such party from performing its respective obligations and/or exercising its respective rights under the transactions described herein and/or (iii) require governmental authorization and/or be subject to reporting to any governmental or public body.
- D.4 There may be a time gap between the instigation of a liquidation of a Swiss legal entity and the registration of the liquidation in the commercial register.
- D.5 We express no opinion on the legality, validity, binding effect and enforceability of the Indentures (save as explicitly opined upon in section C.3 in respect of the Guarantees), the Registration Statement and/or the any Debt Securities. The Registration Statement has been prepared by, among others, the Issuer and the Company, which have accepted responsibility for the information contained therein. We have not investigated or verified the truth or accuracy of the information contained in the Registration Statement, nor have we been responsible for ensuring that no material information has been omitted from it.
- D.6 The capacity of the Company to enter into and, accordingly, the validity, binding effect and enforceability of, the obligations of the Company under the Guarantees which have not been entered into by the Company for adequate consideration and in its proper interest is at all times subject to the limitations arising from the rules regarding capital maintenance of Swiss limited liability companies including, but not limited to article 793 CO and article 798 CO which prohibit the direct or indirect repayment of the quota capital (*Kapitalrückzahlungsverbot*) and limit the distribution of profits and legal reserves of a Swiss limited liability company, respectively, to the quotaholders. The application of such rules may therefore limit the assets of the Company available for enforcement or even exclude enforcement under the Guarantees of obligations which have not been entered into by the Company for adequate consideration and in its proper interest.

- D.7 Additional protective rules regarding the capital maintenance of Swiss limited liability companies may limit the capacity of the Company to enter into and, accordingly, the validity, binding effect and enforceability of, the Company's obligations under the Guarantees which have not been entered into by the Company for adequate consideration and in its proper interest to the extent that at the time of an enforcement (i) the Company is not in a financial position to fully comply with such obligations and (ii) as a consequence, the full enforcement or performance of such obligations will result in an illiquidity (*Illiquidität*) of the Company and/or jeopardize its corporate existence (*existenzvernichtender Eingriff*).
- D.8 The limitations set out in the Eighth Supplemental Indenture (or any other Indenture or supplement thereto entered into by the Company and providing for a Guarantee subject to similar limitations) could reduce (as the case may be to zero) the proceeds of enforcement against the Company under the Guarantees. The obligations under the Guarantees subject to such limitations may also be contingent upon the procedural requirements of Swiss corporate law for the payment of dividends and trigger Swiss withholding tax consequences as set forth in section D.11. Consequently, the respective obligations of the Company may be frustrated under such circumstances and have a very limited or no commercial value.
- D.9 The qualifications set forth in Sections D.6 through D.8 equally apply to (i) any other security, guarantee, indemnity or other obligation of the Company for, or with respect to, any obligation of the Issuer or any other Guarantor (except for any other Guarantor that is a direct or indirect wholly-owned Subsidiary of the Company) and/or (ii) to any other up-stream or cross-stream benefit granted by the Company, including, without limitation, by means of a joint liability, an indemnity, a waiver of set-off or subrogation rights or the subordination or waiver of intra-group liabilities.
- D.10 Swiss federal withholding tax of 35 percent may be required to be deducted from payments made by the Company under the Guarantees for, or with respect to, any obligation of the Issuer or any other Guarantor (except for any other Guarantor that is a direct or indirect wholly-owned Subsidiary of the Company) if the Swiss Federal Tax Administration deems such payment to qualify as a dividend or similar distribution.

- D.11 A power-of-attorney governed by Swiss law may be withdrawn or revoked at any time.
- D.12 The terms “enforceable”, “valid”, “legal”, “binding” and “effective” (or any similar expression or combination thereof) where used herein mean that the obligations assumed by the relevant party under the relevant document are of a type which Swiss law generally recognizes and enforces; they do not mean that these obligations will necessarily be enforced in all circumstances in accordance with their terms.
- D.13 No opinion is expressed as to the accuracy of the facts set out or referred to in the documents reviewed or the factual background assumed therein.
- D.14 The opinions set forth above are subject to laws generally affecting creditors’ rights (including, without limitation, the applicable bankruptcy, insolvency, composition, moratorium, fraudulent transfer, and similar laws of general application) as well as principles of equity (*Treu und Glauben*) and the absence of an abuse of rights (*Rechtsmissbrauch*).
- D.15 Legal terms or concepts expressed in English in this opinion or in the Indentures or the Registration Statement (or in any and all agreements and documents referred to therein) may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions.

We express no opinion on matters of fact and we assume no obligation to advise any party of any changes of factual or legal matters relevant to this legal opinion that may be brought to our attention after the date hereof. This legal opinion is strictly limited to the matters stated in it and to the confirmations set forth in section C and does not apply by implication to any other matters.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is furnished by us, as special Swiss counsel to the Company, in connection with the filing of the Registration Statement and, except as provided in the immediately preceding paragraph, it may not (in full or in part) be used, copied, circulated or relied upon by any party or for any purpose without our express written consent.

This opinion is governed by and construed in accordance with Swiss law, and any permitted reliance upon this opinion is subject to the express condition that any issues of interpretation or liability arising under this opinion will be governed by Swiss law and be subject to the exclusive jurisdiction of the competent courts of the city of Zurich (city district no. 1), Switzerland.

Yours sincerely

SHELLENBERG WITTMER LTD

/s/ Anita Schläpfer

Anita Schläpfer

/s/ Anita Schläpfer b/o Oliver Triebold

Oliver Triebold

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Lennox International Inc.:

We consent to the use of our report dated February 18, 2020 with respect to the consolidated balance sheets of Lennox International Inc. and subsidiaries as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive (loss) income, stockholders' (deficit) equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes and Schedule II - Valuation and Qualifying Accounts and Reserves, and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated by reference herein and to the reference to our firm under the heading 'Experts' in the prospectus. Our report refers to the adoption of Accounting Standards Update (ASU) No. 2016-02, *Leases (Topic 842)* and to the adoption of Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*.

/s/ KPMG LLP

Dallas, Texas

July 20, 2020