

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																		
NATURE OF CONVEYANCE:	ASSIGNMENT																		
CONVEYING PARTY DATA																			
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Matthew S. Riepenhoff</td> <td>11/21/2003</td> </tr> <tr> <td>Floyd E. Cherington</td> <td>11/21/2003</td> </tr> <tr> <td>Cyril E. Fowble IV</td> <td>11/21/2003</td> </tr> <tr> <td>Glenn W. Kowald</td> <td>11/21/2003</td> </tr> <tr> <td>Charles T. Post</td> <td>11/21/2003</td> </tr> <tr> <td>Randy D. Smith</td> <td>11/21/2003</td> </tr> <tr> <td>Steven Schneider</td> <td>12/01/2003</td> </tr> <tr> <td>Brian Desch</td> <td>11/24/2003</td> </tr> </tbody> </table>		Name	Execution Date	Matthew S. Riepenhoff	11/21/2003	Floyd E. Cherington	11/21/2003	Cyril E. Fowble IV	11/21/2003	Glenn W. Kowald	11/21/2003	Charles T. Post	11/21/2003	Randy D. Smith	11/21/2003	Steven Schneider	12/01/2003	Brian Desch	11/24/2003
Name	Execution Date																		
Matthew S. Riepenhoff	11/21/2003																		
Floyd E. Cherington	11/21/2003																		
Cyril E. Fowble IV	11/21/2003																		
Glenn W. Kowald	11/21/2003																		
Charles T. Post	11/21/2003																		
Randy D. Smith	11/21/2003																		
Steven Schneider	12/01/2003																		
Brian Desch	11/24/2003																		
RECEIVING PARTY DATA																			
<table border="1"> <tr> <td>Name:</td> <td>Lennox Manufacturing Inc.</td> </tr> <tr> <td>Street Address:</td> <td>2100 Lake Park Blvd.</td> </tr> <tr> <td>City:</td> <td>Richardson</td> </tr> <tr> <td>State/Country:</td> <td>TEXAS</td> </tr> <tr> <td>Postal Code:</td> <td>75080</td> </tr> </table>		Name:	Lennox Manufacturing Inc.	Street Address:	2100 Lake Park Blvd.	City:	Richardson	State/Country:	TEXAS	Postal Code:	75080								
Name:	Lennox Manufacturing Inc.																		
Street Address:	2100 Lake Park Blvd.																		
City:	Richardson																		
State/Country:	TEXAS																		
Postal Code:	75080																		
PROPERTY NUMBERS Total: 1																			
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>7036498</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	7036498														
Property Type	Number																		
Patent Number:	7036498																		
CORRESPONDENCE DATA																			
Fax Number:	(972)480-8865																		
Phone:	972.480.8800																		
Email:	mark.knight@hittgaines.com																		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																			
Correspondent Name:	Hitt Gaines P.C.																		
Address Line 1:	P.O. Box 832570																		
Address Line 4:	Richardson, TEXAS 75083																		

CH \$40.00 7036498

NAME OF SUBMITTER:

Ronald J. Corbett

Total Attachments: 16

source=RecordedAssignment#page1.tif
source=RecordedAssignment#page2.tif
source=RecordedAssignment#page3.tif
source=RecordedAssignment#page4.tif
source=RecordedAssignment#page5.tif
source=RecordedAssignment#page6.tif
source=RecordedAssignment#page7.tif
source=RecordedAssignment#page8.tif
source=RecordedAssignment#page9.tif
source=RecordedAssignment#page10.tif
source=RecordedAssignment#page11.tif
source=RecordedAssignment#page12.tif
source=RecordedAssignment#page13.tif
source=RecordedAssignment#page14.tif
source=RecordedAssignment#page15.tif
source=RecordedAssignment#page16.tif



UNITED STATES PATENT AND TRADEMARK OFFICE 2004 JUL -5 AM 9:52

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

JUNE 28, 2004

PTAS



102625894A

BROOKS KUSHMAN P.C.
MARC F. MALCOLEY
1000 TOWN CENTER, TWENTY-SECOND FLOOR
SOUTHFIELD, MI 48075-1238

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/10/2003

REEL/FRAME: 014786/0642

NUMBER OF PAGES: 9

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

RIEPENHOFF, MATTHEW S.

DOC DATE: 11/21/2003

ASSIGNOR:

CHERINGTON, FLOYD E.

DOC DATE: 11/21/2003

ASSIGNOR:

FOWBLE IV., CYRIL E.

DOC DATE: 11/21/2003

ASSIGNOR:

KOWALD, GLENN W.

DOC DATE: 11/21/2003

ASSIGNOR:

POST, CHARLES T.

DOC DATE: 11/21/2003

ASSIGNOR:

SMITH, RANDY D.

DOC DATE: 11/21/2003

PATENT
REEL: 028032 FRAME: 0729

014786/0642 PAGE 2

ASSIGNOR:
SCHNEIDER, STEVEN

DOC DATE: 12/01/2003

ASSIGNOR:
DESCH, BRIAN

DOC DATE: 11/24/2003

ASSIGNEE:
LENNOX MANUFACTURING INC.
2100 LAKE PARK BLVD.
RICHARDSON, TEXAS 75080

SERIAL NUMBER: 10732642
PATENT NUMBER:
TITLE: MULTI-POSITION FURNACE

FILING DATE: 12/10/2003
ISSUE DATE:

SAUNDRA BALLENGER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

12/10/03

12-17-2003

FORM PTO-1595
(Modified)

RE



EET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102625894

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Matthew S. Riepenhoff, Floyd E. Cherington, Cyril E. Fowble IV,
Glenn W. Kowald, Charles T. Post, Randy D. Smith, Steven
Schneider, and Brian DeschAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: Lennox Manufacturing Inc.

Internal Address: _____

Street Address: 2100 Lake Park Blvd.City: Richardson State: TX Zip: 75080Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 11/21/2003, 11/24/2003 & 12/1/2003

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: 11/21/03; 11/24/03 & 12/1/03

A. Patent Application No.(s)

12/12/2003 FFANAEIA 00000052 10732642

1/4 FC:8021

40.00 DP

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marc F. MalooleyAddress: Brooks Kushman P.C.1000 Town Center, Twenty-Second FloorCity: Southfield State: MI ZIP: 48075-12386. Total number of applications and patents involved: 17. Total Fee (37 C.F.R. § 1.21(h))\$ 40.00☒ Enclosed☐ Authorized to be charged to Deposit Account

8. Deposit Account Number: _____

(Attach duplicate copy of this page if paying by Deposit Account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Marc F. Malooley

Name of Person Signing

Signature

December 10, 2003

Date

Total number of pages including cover sheet, attachments, and document: 9Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450PATENT
REEL: 028032 FRAME: 0731

MULTI-POSITION FURNACE

PATENT
REEL: 028032 FRAME: 0732

Date: NOVEMBER 21, 2003

Matthew S. Riepenhoff
 Matthew S. Riepenhoff 11/21/03

STATE OF Texas)
) ss.
 COUNTY OF Dallas)

On this 21st day of November, 2003, personally appeared before me **Matthew S. Riepenhoff**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
 Notary Public
 My Commission expires: 10-1-2007

(SEAL)

Date: 11/21/03, 2003

Floyd E. Cherington
 Floyd E. Cherington

STATE OF Texas)
) ss.
 COUNTY OF Dallas)

On this 21st day of November, 2003, personally appeared before me **Floyd E. Cherington**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
 Notary Public
 My Commission expires: 10-1-2007

(SEAL)

Date: 11/21, 2003

Cyril E. Fowbie IV
 Cyril E. Fowbie IV

STATE OF Texas)
) ss.
 COUNTY OF Dallas)

On this 21st day of November, 2003, personally appeared before me **Cyril E. Fowbie IV**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
 Notary Public
 My Commission expires: 10-1-2007

(SEAL)

Date: 11/21, 2003

Glenn W. Kowald
Glenn W. Kowald

STATE OF Texas)
COUNTY OF Dallas) ss.

On this 21st day of November, 2003, personally appeared before me
Glenn W. Kowald, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
Notary Public
My Commission expires: 10-01-2007

(SEAL)

Date: 11-21-03, 2003

Charles T. Post
Charles T. Post

STATE OF Texas)
COUNTY OF Dallas) ss.

On this 21st day of November, 2003, personally appeared before me
Charles T. Post, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
Notary Public
My Commission expires: 10-01-2007

(SEAL)

Date: _____, 2003

[See Other Document]
Randy D. Smith

STATE OF _____)
COUNTY OF _____) ss.

On this _____ day of _____, 2003, personally appeared before me
Randy D. Smith, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires: _____

(SEAL)

Date: 12-1-03, 2003

Steven Schneider
Steven Schneider

STATE OF Texas)
COUNTY OF Dallas) ss.

On this 1st day of December, 2003, personally appeared before me **Steven Schneider**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
Notary Public
My Commission expires:

(SEAL)

Date: 11/24, 2003

Brian Desch
Brian Desch

STATE OF Texas)
COUNTY OF Dallas) ss.

On this 24th day of November, 2003, personally appeared before me **Brian Desch**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Mary Ann Watt
Notary Public
My Commission expires: 10-1-2007

(SEAL)

ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, we, Matthew S. Riepenhoff of 2625 Normandy Drive, Flower Mound, TX 75028; Floyd E. Cherington of 2210 Lorraine Drive, Carrollton, TX 75006; Cyril E. Fowble IV of 7005 Napa Valley Drive, Frisco, TX 75035; Glenn W. Kowald of 1355 Barclay Drive, Carrollton, TX 75007; Charles T. Post of 334 East Grubb Drive, Mesquite, TX 75149; Randy D. Smith of 2001 Blossom Lane, Marshalltown, IA 50158; Steven Schneider of 1709 Vail Drive, Plano, TX 75025; and Brian Desch of 11304 Covey Lane, Frisco, TX 75035, do hereby assign, sell and set over to Lennox Manufacturing Inc., a corporation organized and existing under the laws of the State of Delaware and having a place of business at 2100 Lake Park Blvd., Richardson, Texas 75080 hereinafter referred to as the ASSIGNEE, its successors, assigns or other legal representatives, the entire right, title and interest, domestic and foreign, in and to the inventions and discoveries in

MULTI-POSITION FURNACE

set forth in the application for United States Letters Patent executed by us on the ____ day of _____, 2003, on the ____ day of _____, 2003, on the ____ day of _____, 2003, on the ____ day of _____, 2003, on the 21st day of November, 2003, on the ____ day of _____, 2003, and on the ____ day of _____, 2003, respectively; or

for which an application for a United States Patent was filed on _____, Application No. _____ (we hereby authorize our attorney to insert the application filing date and number when they become known),

including the right of said ASSIGNEE, its successors, assigns or other legal representatives to make applications and to receive Letters Patent for said inventions and discoveries in any and all foreign countries in its or their own name or names, or in our names, at its or their election, and we hereby assign, sell and set over to said ASSIGNEE, its successors, assigns or other legal representatives, all rights of priority, including any provisional applications, in and to said inventions and discoveries in all countries, including all applications claiming benefit of the filing date hereof, continuations, continuations-in-part, divisionals, reexaminations and reissue applications.

And we hereby agree for ourselves, our heirs, successors, assigns or other legal representatives to execute any and all papers, including applications for Letters Patent of any and all kinds and in any and all countries and to perform any and all acts which said ASSIGNEE, its successors, assigns or other legal representatives may deem necessary to secure thereto the rights herein assigned, sold and set over.

And we hereby represent and warrant that we have not granted any rights inconsistent with the rights granted herein.

Date: _____, 2003

[See Other Document]
Matthew S. Riepenhoff

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me
Matthew S. Riepenhoff, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

(SEAL)

Date: _____, 2003

[See Other Document]
Floyd E. Cherington

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me
Floyd E. Cherington, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

(SEAL)

Date: _____, 2003

[See Other Document]
Cyril E. Fowbie IV

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me
Cyril E. Fowbie IV, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

(SEAL)

Date: _____, 2003

[See Other Document]
Glenn W. Kowald

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me
Glenn W. Kowald, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

(SEAL)

Date: _____, 2003

[See Other Document]
Charles T. Post

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me
Charles T. Post, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

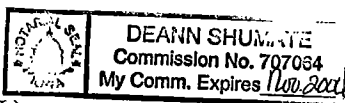
(SEAL)

Date: 11/21/03, 2003

Randy D. Smith
Randy D. Smith

STATE OF Iowa)
) ss.
COUNTY OF Marshall)

On this 21 day of November, 2003, personally appeared before me
Randy D. Smith, to me known to be the person named in and who executed the above instrument, and
acknowledged that he executed the same for the uses and purposes therein mentioned.



(SEAL)

Deann Shumate
Notary Public
My Commission expires: Nov. 2006

Date: _____, 2003

[See Other Document]
Steven Schneider

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me **Steven Schneider**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

(SEAL)

Date: _____, 2003

[See Other Document]
Brian Desch

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2003, personally appeared before me **Brian Desch**, to me known to be the person named in and who executed the above instrument, and acknowledged that he executed the same for the uses and purposes therein mentioned.

Notary Public
My Commission expires:

(SEAL)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LENNOX MANUFACTURING INC.", A DELAWARE CORPORATION,

WITH AND INTO "LENNOX INDUSTRIES INC." UNDER THE NAME OF "LENNOX INDUSTRIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF IOWA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2007, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4478364 8100M

071351114

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6273554

DATE: 12-31-07

PATENT

REEL: 028032 FRAME: 0740

CERTIFICATE OF OWNERSHIP AND MERGER

of

Lennox Manufacturing Inc.
(a Delaware corporation)

into

Lennox Industries Inc.
(an Iowa corporation)

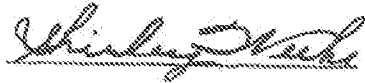
It is hereby certified that:

1. Lennox Industries Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Iowa.
2. The Corporation is the owner of all of the outstanding shares of common stock of Lennox Manufacturing Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Lennox Manufacturing Inc. into the Corporation.
5. The attached Exhibit A is a copy of the resolutions adopted on December 5, 2007 by the Board of Directors of the Corporation to merge the said Lennox Manufacturing Inc. into the Corporation.
6. The Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Lennox Manufacturing Inc., as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 2140 Lake Park Blvd., Richardson, Texas 75080.
7. The Certificate of Ownership and Merger setting forth a copy of these resolutions shall become effective at 11:59, Eastern Standard Time, on December 31, 2007, and

that, insofar as the General Corporation law of the State of Delaware shall govern the same, said time shall be the effective merger time.


Executed on the 20th day of December, 2007.

Attest:



LENNOX INDUSTRIES INC.

By:


Kenneth C. Fernandez
Assistant Secretary

g:\secty\ind\certificate of ownership and merger_LMI-LXUS.doc

Exhibit A
LENNOX INDUSTRIES INC.
(the "Corporation")

Resolution No. 2007-03

WHEREAS, the Corporation owns all the stock of Lennox Manufacturing Inc., a Delaware corporation ("Lennox Manufacturing");

WHEREAS, the Corporation desires to merge with Lennox Manufacturing, with the Corporation continuing as the surviving corporation (the "Merger");

WHEREAS, the Board has been presented with and reviewed a draft of the Agreement and Plan of Merger (the "Merger Agreement") necessary to effect the Merger; and

WHEREAS, the Board deems the Merger to be advisable and in the best interests of the Corporation and the Corporation's sole stockholder (the "Stockholder");

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the Stockholder, the Merger and the Merger Agreement be, and each of them hereby is, adopted and approved in all respects;

BE IT FURTHER RESOLVED, that the Merger and the Merger Agreement be submitted to the Stockholder for approval ("Stockholder Approval");

BE IT FURTHER RESOLVED, that the Board hereby recommends that the Stockholder approve, authorize and adopt the Merger and the Merger Agreement;

BE IT FURTHER RESOLVED, that, subject to Stockholder Approval, the officers of the Corporation be, and each of them with full authority to act without the others hereby is, authorized, empowered and directed, for and in the name and on behalf of the Corporation to execute the Merger Agreement, in substantially the form presented to the Board, with such changes as the officer so acting shall deem necessary, advisable or appropriate and in the best interest of the Corporation in order to carry out the transactions contemplated by these resolutions and to take such other actions as in the judgment of such officer shall be necessary, advisable or appropriate and in the best interest of the Corporation to effect the Merger, including, without limitation, filing or causing to be filed, a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, with the taking of any such action by such officer being conclusive evidence that the same did meet such standard; and

BE IT FURTHER RESOLVED, that, in addition to, and without limiting in any manner, the authority granted by the foregoing resolutions, the officers of the Corporation be, and each of them with full authority to act without the others hereby is, authorized, empowered, and directed, for and in the name and on behalf of the Corporation, (i) to take, or cause to be taken, all such further action, (ii) to do and perform, or cause to be done and performed, all such acts and things, (iii) to execute and deliver, or cause to be executed and delivered, all such further papers, documents and instruments of any type and description, and (iv) to pay, or cause to be paid, any and all fees, charges

and costs of any type or description, all of which as may be, or may be deemed to be, necessary or advisable or desirable to effect the purposes and intent of the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, the necessity, advisability, desirability, and propriety of which shall be conclusively evidenced by any of such officer's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the foregoing resolutions, shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of any and all papers, documents and instruments so executed and delivered and any and all action so taken, done or performed; and all actions of any nature whatsoever heretofore taken by each of the officers, directors, agents, attorneys and other representatives of the Corporation incidental to, contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the foregoing resolutions be, and the same hereby are, authorized, approved, ratified, confirmed and adopted in all respects.