

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**LEE ENTERPRISES, INCORPORATED**

(Exact name of Registrant as specified in its charter)

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

**42-0823980**  
(I.R.S. Employer  
Identification No.)

**201 N. Harrison Street, Davenport, Iowa 52801**  
(Address of Principal Executive Offices)

**LEE ENTERPRISES, INCORPORATED**  
**AMENDED AND RESTATED**  
**1996 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS**  
**(effective February 17, 2010)**  
(Full title of the plan)

**Carl G. Schmidt**  
**Vice President, Chief Financial Officer and Treasurer**  
**Lee Enterprises, Incorporated**  
**201 N. Harrison Street, Ste. 600**  
**Davenport, IA 52801**  
(Name and address of agent for service)  
**(563)383-2100**  
(Telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

**C. D. Waterman III**  
**Lane & Waterman LLP**  
**220 N. Main Street, Ste. 600**  
**Davenport, IA 52801-1987**

**As Filed with the Securities and Exchange Commission**  
**On June 30, 2010**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of securities to be registered</b>	<b>Amount to be registered (1)(2)</b>	<b>Proposed maximum offering price per share (3)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock (\$2.00 par value)	300,000	\$2.84	\$852,000	\$61
Preferred Share Purchase Rights	300,000	\$0.00(4)	N/A	N/A

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*Notes:*

- (1) See Note 4 below.
  - (2) Together with an indeterminable number of shares as may be required pursuant to the Lee Enterprises, Incorporated Amended and Restated 1996 Stock Plan for Non-Employee Directors (effective February 17, 2010), as a result of stock splits, stock dividends, recapitalization or other similar change in the Common Stock (defined below), pursuant to Rule 416(a) of the Securities Act of 1933, as amended ("Securities Act").
  - (3) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(h)(1) of the Securities Act, the proposed offering price was based on the average of the high and the low prices of Lee Enterprises, Incorporated Common Stock on the New York Stock Exchange on June 28, 2010.
  - (4) Preferred Share Purchase Rights registered hereunder initially are attached to and trade with the shares of Common Stock being registered under this registration statement. The value attributed to such rights, if any, is reflected in the market price of the Common Stock. See Exhibits 4.4 and 4.5 to the Exhibit Index for this registration statement at page 5.
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## Explanatory Note

Lee Enterprises, Incorporated (the "Company") is filing this registration statement on Form S-8 to register 300,000 additional shares of the Company's common stock, \$2.00 par value per share (the "Common Stock"), authorized for issuance under the Amended and Restated 1996 Stock Plan for Non-Employee Directors (the "Plan"). This Common Stock is in addition to an aggregate of 150,000 shares of Common Stock previously registered on the Company's Form S-8 filed on June 20, 1996 (Commission File No. 333-06433) and Form S-8 filed on May 14, 2003 (Commission File No. 333-105219) (the "Prior Registration Statement").

This registration statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made a part of this registration statement, except as amended.

The Company is also registering an additional 300,000 Preferred Share Purchase Rights ("Preferred Share Purchase Rights") on this Form S-8, authorized for issuance under the Rights Agreement between the Company and Wells Fargo Bank, N.A. (as successor rights agent to The First Chicago Trust Company of New York, the "Rights Agent"), dated as of May 7, 1998 (the "Rights Agreement"), as amended by Amendment No. 1 to the Rights Agreement, dated as of January 1, 2008, between the Company and Wells Fargo Bank, N.A. (as the Rights Agent) (the "Amended Rights Agreement"). The Amended Rights Agreement is an amendment to the Rights Agreement, with respect to which the Company filed, on May 26, 1998, a registration on Form 8-A12B, File No. 001-06227 (the "Rights Registration"), as supplemented by Form 8-A/A, Amendment No. 1, filed with the Commission on January 11, 2008.

## **Part II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents, which have been filed by the Company with the Commission, are incorporated by reference into this registration statement:

- a) Our annual report on Form 10-K, filed December 11, 2009, for the fiscal year ended September 27, 2009;
- b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Company's latest annual report referred to in (a) above; and
- c) The description of our capital stock contained in our registration statements pursuant to Section 12 of the Exchange Act and any amendments or reports filed for the purpose of updating any such descriptions.

In addition, each document filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold under this registration statement, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

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

Attorneys at Lane & Waterman LLP, which is delivering the opinion filed as Exhibit 5.1 to this registration statement, beneficially owned, as of June 29, 2010, 16,641 shares of the Company's Common Stock and 6,827 shares of the Company's Class B common stock ("Class B Common Stock"). At the time of rendering its opinion, Lane & Waterman LLP is deemed to have a substantial interest in the Company, as defined by the rules of the Commission, in that the \$66,649 fair market value of the 23,468 shares in the aggregate of the Company's Common Stock and Class B Common Stock beneficially owned by the firm exceeds the \$50,000 threshold for a substantial interest in the Company established by the Commission. These amounts are expected to change from time to time. C. D. Waterman III, a partner in said firm, is the secretary of the Company.

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

Section 145 of the Delaware General Corporation Law generally permits a Delaware corporation to indemnify officers, directors, employees or agents of the corporation if they are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person was an officer, director, 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 or enterprise. The Company's Restated Certificate of Incorporation, as amended, provides that it shall, subject to certain limitations, indemnify its directors and officers against expenses, including attorneys' fees, judgments, fines and certain settlements, actually and reasonably incurred by them in connection with any suit or proceeding to which they are a party so long as they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Company, and with respect to a criminal action or proceeding, so long as they had no reasonable cause to believe their conduct to have been unlawful.

Section 102 of the Delaware General Corporation Law permits a Delaware corporation to include in its certificate of incorporation a provision eliminating or limiting a director's liability to a corporation or its stockholders for monetary damages for breaches of fiduciary duty. This section further provides, however, that liability for breaches of the duty of loyalty, acts or omissions not in good faith or involving intentional misconduct, or knowing violation of the law, and the unlawful purchase or redemption of stock or payment of unlawful dividends or the receipt of improper personal benefits cannot be eliminated or limited in this manner. The Company's Restated Certificate of Incorporation, as amended, includes a provision that eliminates, to the fullest extent permitted, director liability for monetary damages for breaches of fiduciary duty.

The Company has directors' liability insurance which insures the directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

**Item 8. Exhibits.**

Exhibits marked with an asterisk (\*) are incorporated by reference to documents previously filed by the Company with the Commission, as indicated. All other documents listed are filed with this registration statement on Form S-8.

<u>Exhibit Number</u>	<u>Description</u>
*4.1	Restated Certificate of Incorporation of Lee Enterprises, Incorporated, as amended, as of March 3, 2005 (Exhibit 3.1 to Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2005).
*4.2	Amended By-Laws of Lee Enterprises, Incorporated effective May 17, 2007 (Exhibit 99.1 to Form 8-K filed May 21, 2007).
*4.3	Lee Enterprises, Incorporated Amended and Restated 1996 Stock Plan for Non-Employee Directors (effective February 17, 2010) (Exhibit 10.1 to Quarterly Report on Form 10-Q for the fiscal quarter ended March 28, 2010).

- \*4.4 Rights Agreement between Lee Enterprises, Incorporated and Wells Fargo Bank, N.A. (as successor rights agent to The First Chicago Trust Company of New York), dated as of May 7, 1998 and the related form of Certificate of Designation of the Preferred Stock as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights as Exhibit C (Exhibit 1.1 to Form 8-A filed with the Commission on May 26, 1998).
- \*4.5 Amendment No. 1 to the Rights Agreement, dated as of January 10, 2008, between Lee Enterprises, Incorporated and Wells Fargo Bank, N.A. (as the Rights Agent) (Exhibit 4.2 to Form 8-K filed January 11, 2008).
- 5.1 Opinion of Lane & Waterman LLP regarding legality of securities.
- 23.1 Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
- 23.3 Consent of McGladrey & Pullen LLP, Independent Registered Public Accounting Firm.
- 23.4 Consent of Lane & Waterman LLP (included in Exhibit 5.1).
- 24 Power of Attorney.

**Item 9. Undertakings.**

a. The undersigned Company 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;
  - (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 Securities Exchange Act of 1934 that are incorporated by reference in 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.

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 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offering herein, 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 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 of 1933, as amended, 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 Davenport and State of Iowa on the 30<sup>th</sup> day of June 2010.

**LEE ENTERPRISES, INCORPORATED**  
(Registrant)

Date: June 30, 2010

By: /s/ Carl G. Schmidt

Carl G. Schmidt  
Vice President, Chief Financial Officer, and Treasurer  
(Principal Financial and Accounting Officer)

/s/ Mary E. Junck

Mary E. Junck  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)  
Director

/s/ Carl G. Schmidt

Carl G. Schmidt  
Vice President, Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

\*

Richard R. Cole  
Director

\*

Nancy S. Donovan  
Director

\*

Leonard J. Elmore  
Director

\*

William E. Mayer  
Director

\*

Herbert W. Moloney III  
Director

\*

Andrew E. Newman  
Director

\*

Gordon D. Prichett  
Director

\*

Gregory P. Schermer  
Director

\*

Mark B. Vittert  
Director

\* By: /s/ Carl G. Schmidt

Carl G. Schmidt, as Attorney in Fact pursuant to Powers  
of Attorney attached as Exhibit 24.1

Joe R. Lane (1858-1931)  
 Charles M. Waterman (1847-1924)  
 C. Dana Waterman III  
 Charles E. Miller\*  
 James A. Mezvinsky  
 David A. Dettmann\*  
 Terry M. Giebelstein\*  
 Rand S. Wonio  
 Curtis E. Beason  
 Robert V. P. Waterman, Jr.\*  
 Peter J. Benson\*  
 Michael L. Noyes  
 R. Scott Van Vooren\*  
 Thomas D. Waterman\*  
 John D. Telleen\*  
 Richard A. Davidson\*  
 Michael P. Byrne\*  
 Edmund H. Carroll\*  
 Jeffrey W. Paul\*  
 Theodore F. Olt III\*  
 Cameron A. Davidson\*  
 Judith L. Herrmann\*  
 Robert B. McMonagle\*  
 Christopher J. Curran\*  
 Joseph C. Judge\*  
 Jason J. O'Rourke\*  
 Troy D. Venner\*  
 Courtney M. Kay-Decker\*  
 Troy A. Howell\*



220 North Main Street, Suite 600  
 Davenport, Iowa 52801-1987  
 Telephone (563) 324-3246  
 Fax (563) 324-1616

June 30, 2010

Diane M. Reinsch\*  
 Catherine E. E. Hult\*  
 Mikkie R. Schiltz\*  
 Diane E. Puthoff\*  
 Stacey L. Hall\*  
 Wendy S. Meyer\*  
 Ian J. Russell\*  
 Benjamin J. Patterson\*  
 Douglas R. Lindstrom, Jr.\*  
 Eric J. Long\*  
 Rian D. Waterman  
 Joshua T. Mandelbaum\*  
 Khara Coleman Washington\*

*Registered Patent Attorneys*

Kathryn E. Cox  
 April A. Marshall\*

*Of Counsel*

Robert A. Van Vooren\*  
 Thomas N. Kamp  
 William C. Davidson\*

\*Also Admitted in Illinois

Illinois Office  
 3551 7<sup>th</sup> Street, Suite 110  
 Moline, IL 61265

Lee Enterprises, Incorporated  
 201 N. Harrison Street  
 Davenport, IA 52801

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Lee Enterprises, Incorporated, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended ("Securities Act"), in connection with the offering by the Company of up to:

(i) 300,000 shares of the Company's Common Stock, \$2.00 par value, issuable pursuant to shares of restricted Common Stock granted pursuant to the Company's Amended and Restated 1996 Stock Plan for Non-Employee Directors (effective February 17, 2010) (the "Common Stock" and the "Amended Plan"); and

(ii) 300,000 Preferred Share Purchase Rights, to be issued and sold with the restricted Common Stock granted under the Amended Plan, pursuant to the Rights Agreement between the Company and Wells Fargo Bank, N.A. (as successor rights agent to The First Chicago Trust Company of New York, the "Rights Agent"), dated as of May 7, 1998 (the "Rights Agreement"), as amended by Amendment No. 1 to the Rights Agreement, dated as of January 1, 2008, between the Company and Wells Fargo Bank, N.A. (as the Rights Agent) (the "Amended Rights Agreement").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended.



We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Amended Plan that would expand, modify or otherwise affect the terms of the Amended Plan and Amended Rights Agreement or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Common Stock and Preferred Share Purchase Rights, when issued and sold in accordance with the terms set forth in the Amended Plan and Amended Rights Agreement and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We express no opinion regarding the effectiveness of any waiver (whether or not stated as such) contained in the Amended Plan and Amended Rights Agreement of rights of any party, or duties owing to it, that is broadly or vaguely stated or does not describe the right or duty purportedly waived with reasonable specificity or any provision in the Amended Plan and Amended Rights Agreement relating to indemnification, exculpation or contribution.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Sincerely,

/s/ LANE & WATERMAN LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated December 11, 2009, with respect to the consolidated balance sheets of Lee Enterprises, Incorporated (the Company) as of September 27, 2009 and September 28, 2008, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity and cash flows for the 52-week periods then ended, incorporated herein by reference.

Our report is based on our audits and the report of other auditors and states that effective September 27, 2009, the Company changed the measurement date of its pension and postretirement obligations to the date of the fiscal year-end balance sheet in accordance with ASC Topic 715, *Retirement Plans*, and effective October 1, 2007, changed its method of accounting for uncertain tax positions in accordance with ASC Topic 740, *Income Taxes*.

/s/ KPMG LLP

Chicago, Illinois  
June 30, 2010

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 29, 2007, relating to the consolidated financial statements of Lee Enterprises, Incorporated and subsidiaries for the year ended September 30, 2007 (before retrospective adjustments to the 2007 consolidated financial statements (not presented herein)) (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the adoption of ASC Topic 715, *Retirement Plans*), incorporated by reference in the Annual Report on Form 10-K of Lee Enterprises, Incorporated and subsidiaries for the year ended September 27, 2009.

/S/ DELOITTE & TOUCHE LLP

Davenport, Iowa  
June 30, 2010

**Exhibit 23.3**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Lee Enterprises, Incorporated and Subsidiaries of our report dated November 6, 2009, relating to our audit of the consolidated financial statements of Madison Newspapers, Inc. and Subsidiary, which appears in Lee Enterprises Incorporated's Annual Report on Form 10-K for the year ended September 27, 2009.

/s/ McGladrey & Pullen LLP

Madison, Wisconsin

June 30, 2010

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mary E. Junck and Carl G. Schmidt 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, in any and all capacities, to sign, execute and file this Registration Statement and any amendments (including, without limitation, post-effective amendments) to this Registration Statement, and any and all additional Registration Statements filed pursuant to Rule 462(b) related to this Registration Statement, and to file the same, with all exhibits thereto and all documents required to be filed with respect therewith, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents or his or her or their substitute or substitutes, may lawfully do or cause to be done.

Dated: June 29, 2010

/s/ Mary E. Junck

\_\_\_\_\_  
 Mary E. Junck  
 Chairman, President and Chief Executive Officer  
 (Principal Executive Officer)  
 Director

/s/ Carl G. Schmidt

\_\_\_\_\_  
 Carl G. Schmidt  
 Vice President, Chief Financial Officer and Treasurer  
 (Principal Financial and Accounting Officer)

/s/ Richard R. Cole

\_\_\_\_\_  
 Richard R. Cole  
 Director

/s/ Nancy S. Donovan

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 Nancy S. Donovan  
 Director

/s/ Leonard J. Elmore

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 Leonard J. Elmore  
 Director

/s/ William E. Mayer

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 William E. Mayer  
 Director

/s/ Herbert W. Moloney III

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 Herbert W. Moloney III  
 Director

/s/ Andrew E. Newman

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 Andrew E. Newman  
 Director

/s/ Gordon D. Prichett

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 Gordon D. Prichett  
 Director

/s/ Gregory P. Schermer

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 Gregory P. Schermer  
 Director

/s/ Mark B. Vittert

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 Mark B. Vittert  
 Director