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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED September 30, 2017

Commission file number 001-15149

LENNOX INTERNATIONAL INC.

Incorporated pursuant to the laws of the State of Delaware

Internal Revenue Service Employer Identification No. 42-0991521

2140 LAKE PARK BLVD., RICHARDSON, TEXAS, 75080
(972-497-5000)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 | <input checked="" type="checkbox"/> | Accelerated Filer | <input type="checkbox"/> |
| Non-Accelerated Filer | <input type="checkbox"/> | Smaller Reporting Company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 19, 2017, the number of shares outstanding of the registrant's common stock, par value \$.01 per share, was 41,773,840.

LENNOX INTERNATIONAL INC.
FORM 10-Q
For the three and nine months ended September 30, 2017

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Part I - Financial Information
Item 1. Financial Statements

LENNOX INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Balance Sheets

(Amounts in millions, except shares and par values)

| | As of September 30, 2017 | As of December 31, 2016 |
|---|--------------------------|-------------------------|
| | (unaudited) | |
| ASSETS | | |
| <i>Current Assets:</i> | | |
| Cash and cash equivalents | \$ 60.7 | \$ 50.2 |
| Accounts and notes receivable, net of allowances of \$6.9 and \$6.7 in 2017 and 2016, respectively | 598.1 | 469.8 |
| Inventories, net | 530.9 | 418.5 |
| Other assets | 80.9 | 67.4 |
| Total current assets | 1,270.6 | 1,005.9 |
| Property, plant and equipment, net of accumulated depreciation of \$767.8 and \$717.2 in 2017 and 2016, respectively | 374.6 | 361.4 |
| Goodwill | 200.6 | 195.1 |
| Deferred income taxes | 143.3 | 136.7 |
| Other assets, net | 66.6 | 61.2 |
| Total assets | \$ 2,055.7 | \$ 1,760.3 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| <i>Current Liabilities:</i> | | |
| Short-term debt | \$ 326.0 | \$ 52.4 |
| Current maturities of long-term debt | 22.4 | 200.1 |
| Accounts payable | 394.5 | 361.2 |
| Accrued expenses | 278.4 | 265.9 |
| Income taxes payable | 2.4 | 9.0 |
| Total current liabilities | 1,023.7 | 888.6 |
| Long-term debt | 775.7 | 615.7 |
| Post-retirement benefits, other than pensions | 1.9 | 2.8 |
| Pensions | 90.2 | 87.5 |
| Other liabilities | 131.7 | 127.7 |
| Total liabilities | 2,023.2 | 1,722.3 |
| Commitments and contingencies | | |
| <i>Stockholders' equity:</i> | | |
| Preferred stock, \$.01 par value, 25,000,000 shares authorized, no shares issued or outstanding | — | — |
| Common stock, \$.01 par value, 200,000,000 shares authorized, 87,170,197 shares issued | 0.9 | 0.9 |
| Additional paid-in capital | 1,048.0 | 1,046.2 |
| Retained earnings | 1,554.4 | 1,353.0 |
| Accumulated other comprehensive loss | (157.0) | (195.1) |
| Treasury stock, at cost, 45,401,841 shares and 44,195,250 shares as of September 30, 2017 and December 31, 2016, respectively | (2,414.2) | (2,167.4) |
| Noncontrolling interests | 0.4 | 0.4 |
| Total stockholders' equity | 32.5 | 38.0 |
| Total liabilities and stockholders' equity | \$ 2,055.7 | \$ 1,760.3 |

The accompanying notes are an integral part of these consolidated financial statements.

LENNOX INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Statements of Operations
(Unaudited)

| <i>(Amounts in millions, except per share data)</i> | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|-------------------|--|-------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net sales | \$ 1,052.3 | \$ 1,010.0 | \$ 2,947.9 | \$ 2,744.4 |
| Cost of goods sold | 738.6 | 699.7 | 2,082.4 | 1,935.5 |
| Gross profit | 313.7 | 310.3 | 865.5 | 808.9 |
| Operating Expenses: | | | | |
| Selling, general and administrative expenses | 158.7 | 156.5 | 479.6 | 456.2 |
| Losses and other expenses, net | 3.0 | 0.7 | 8.5 | 5.5 |
| Restructuring charges | 1.9 | 0.6 | 2.1 | 1.2 |
| Income from equity method investments | (4.5) | (4.4) | (15.5) | (15.3) |
| Operating income | 154.6 | 156.9 | 390.8 | 361.3 |
| Interest expense, net | 7.6 | 7.0 | 23.3 | 19.6 |
| Other income, net | — | — | (0.2) | (0.2) |
| Income from continuing operations before income taxes | 147.0 | 149.9 | 367.7 | 341.9 |
| Provision for income taxes | 43.0 | 48.2 | 103.8 | 104.0 |
| Income from continuing operations | 104.0 | 101.7 | 263.9 | 237.9 |
| Discontinued Operations: | | | | |
| Loss from discontinued operations before income taxes | (0.8) | — | (2.3) | (0.9) |
| Benefit from income taxes | (0.3) | — | (0.9) | (0.3) |
| Loss from discontinued operations | (0.5) | — | (1.4) | (0.6) |
| Net income | \$ 103.5 | \$ 101.7 | \$ 262.5 | \$ 237.3 |
| Earnings per share – Basic: | | | | |
| Income from continuing operations | \$ 2.48 | \$ 2.35 | \$ 6.23 | \$ 5.46 |
| Loss from discontinued operations | (0.01) | — | (0.03) | (0.01) |
| Net income | \$ 2.47 | \$ 2.35 | \$ 6.20 | \$ 5.45 |
| Earnings per share – Diluted: | | | | |
| Income from continuing operations | \$ 2.45 | \$ 2.33 | \$ 6.15 | \$ 5.39 |
| Loss from discontinued operations | (0.01) | — | (0.03) | (0.01) |
| Net income | \$ 2.44 | \$ 2.33 | \$ 6.12 | \$ 5.38 |
| Weighted Average Number of Shares Outstanding - Basic | 41.9 | 43.2 | 42.3 | 43.6 |
| Weighted Average Number of Shares Outstanding - Diluted | 42.4 | 43.7 | 42.9 | 44.2 |
| Cash dividends declared per share | \$ 0.51 | \$ 0.43 | \$ 1.45 | \$ 1.22 |

The accompanying notes are an integral part of these consolidated financial statements.

LENNOX INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(Unaudited)

| <i>(Amounts in millions)</i> | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|-----------------|--|-----------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net income | \$ 103.5 | \$ 101.7 | \$ 262.5 | \$ 237.3 |
| <i>Other comprehensive income:</i> | | | | |
| Foreign currency translation adjustments | 10.2 | (3.1) | 39.4 | 11.3 |
| Net change in pension and post-retirement liabilities | (2.7) | (0.4) | (8.1) | (4.5) |
| Reclassification of pension and post-retirement benefit losses into earnings | 1.8 | 1.6 | 5.5 | 4.8 |
| Change in fair value of available-for-sale marketable equity securities | 0.1 | (1.2) | 0.2 | (1.8) |
| Net change in fair value of cash flow hedges | 3.4 | 2.0 | 10.5 | 1.4 |
| Reclassification of cash flow hedge (gains) losses into earnings | (3.5) | 2.4 | (9.4) | 10.6 |
| Other comprehensive income before income taxes | 9.3 | 1.3 | 38.1 | 21.8 |
| Income tax benefit (expense) | 0.1 | (1.7) | — | (4.1) |
| Other comprehensive income, net of tax | 9.4 | (0.4) | 38.1 | 17.7 |
| Comprehensive income | \$ 112.9 | \$ 101.3 | \$ 300.6 | \$ 255.0 |

The accompanying notes are an integral part of these consolidated financial statements.

LENNOX INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(Unaudited)

(Amounts in millions)

| | For the Nine Months Ended September 30, | |
|---|---|----------------|
| | 2017 | 2016 |
| Cash flows from operating activities: | | |
| Net income | \$ 262.5 | \$ 237.3 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Income from equity method investments | (15.5) | (15.3) |
| Dividends from affiliates | 7.8 | 3.9 |
| Restructuring charges (gains), net of cash paid | 1.0 | (0.8) |
| Provision for bad debts | 3.2 | 3.4 |
| Unrealized gains on derivative contracts | (0.7) | (2.2) |
| Stock-based compensation expense | 18.8 | 24.8 |
| Depreciation and amortization | 48.1 | 43.4 |
| Deferred income taxes | (3.9) | (2.6) |
| Pension expense | 4.1 | 4.7 |
| Pension contributions | (1.4) | (52.5) |
| Other items, net | 1.0 | 0.4 |
| Changes in assets and liabilities, net of effects of divestitures: | | |
| Accounts and notes receivable | (118.3) | (146.2) |
| Inventories | (102.6) | (49.9) |
| Other current assets | (7.3) | (6.6) |
| Accounts payable | 31.0 | 56.4 |
| Accrued expenses | 7.6 | 40.7 |
| Income taxes payable and receivable | (9.9) | (15.0) |
| Other | 3.5 | 3.0 |
| Net cash provided by operating activities | 129.0 | 126.9 |
| Cash flows from investing activities: | | |
| Proceeds from the disposal of property, plant and equipment | 0.2 | — |
| Purchases of property, plant and equipment | (60.5) | (59.4) |
| Net cash used in investing activities | (60.3) | (59.4) |
| Cash flows from financing activities: | | |
| Short-term borrowings, net | (1.4) | (2.1) |
| Asset securitization borrowings | 275.0 | 145.0 |
| Asset securitization payments | — | (20.0) |
| Long-term debt payments | (200.8) | (30.9) |
| Borrowings from credit facility | 1,883.0 | 1,715.0 |
| Payments on credit facility | (1,701.0) | (1,493.0) |
| Payments of deferred financing costs | — | (0.9) |
| Proceeds from employee stock purchases | 2.3 | 1.9 |
| Repurchases of common stock | (250.0) | (300.0) |
| Repurchases of common stock to satisfy employee withholding tax obligations | (16.0) | (26.3) |
| Cash dividends paid | (58.4) | (50.5) |
| Net cash used in financing activities | (67.3) | (61.8) |
| Increase in cash and cash equivalents | 1.4 | 5.7 |
| Effect of exchange rates on cash and cash equivalents | 9.1 | 3.2 |
| Cash and cash equivalents, beginning of period | 50.2 | 38.9 |
| Cash and cash equivalents, end of period | \$ 60.7 | \$ 47.8 |
| Supplemental disclosures of cash flow information: | | |
| Interest paid | \$ 22.5 | \$ 17.0 |
| Income taxes paid (net of refunds) | \$ 115.5 | \$ 120.9 |

The accompanying notes are an integral part of these consolidated financial statements.

LENNOX INTERNATIONAL INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. General:

References in this Quarterly Report on Form 10-Q to "we," "our," "us," "LII," or the "Company" refer to Lennox International Inc. and its subsidiaries, unless the context requires otherwise.

Basis of Presentation

The accompanying unaudited Consolidated Balance Sheet as of September 30, 2017, the accompanying unaudited Consolidated Statements of Operations for the three and nine months ended September 30, 2017 and 2016, the accompanying unaudited Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2017 and 2016, and the accompanying unaudited Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 and 2016 should be read in conjunction with our audited consolidated financial statements and footnotes included in our Annual Report on Form 10-K for the year ended December 31, 2016. The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. The accompanying consolidated financial statements contain all material adjustments, consisting principally of normal recurring adjustments, necessary for a fair presentation of our financial position, results of operations and cash flows. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to applicable rules and regulations, although we believe that the disclosures herein are adequate to make the information presented not misleading. The operating results for the interim periods are not necessarily indicative of the results that may be expected for a full year.

Our fiscal quarterly periods are comprised of approximately 13 weeks, but the number of days per quarter may vary year-over-year. Our quarterly reporting periods usually end on the Saturday closest to the last day of March, June and September. Our fourth quarter and fiscal year ends on December 31, regardless of the day of the week on which December 31 falls.

Use of Estimates

The preparation of financial statements requires us to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Such estimates include the valuation of accounts receivable, inventories, goodwill, intangible assets and other long-lived assets, contingencies, guarantee obligations, indemnifications, and assumptions used in the calculation of income taxes, pension and post-retirement medical benefits, and stock-based compensation, among others. These estimates and assumptions are based on our best estimates and judgment.

We evaluate these estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. We believe these estimates and assumptions to be reasonable under the circumstances and will adjust such estimates and assumptions when facts and circumstances dictate. Volatile equity, foreign currency and commodity markets combine to increase the uncertainty inherent in such estimates and assumptions. Future events and their effects cannot be determined with precision and actual results could differ significantly from these estimates. Changes in these estimates will be reflected in the financial statements in future periods.

Recently Adopted Accounting Guidance

On March 30, 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which changes the accounting for certain aspects of share-based payments to employees. The new guidance requires entities to record all tax effects related to share-based payments at settlement or expiration through the income statement and the excess tax benefit to be recorded when it arises, subject to normal valuation allowance considerations. This is in comparison to the prior requirement that these excess tax benefits be recognized in additional paid-in capital. The new guidance also requires excess tax benefits to be classified along with other income tax cash flows as an operating activity in the statement of cash flows rather than, as previously required, a financing activity.

We have adopted ASU 2016-09 effective January 1, 2017 on a prospective basis where permitted by the new standard. As a result of this adoption:

- We recognized discrete tax benefits of \$1.5 million and \$9.6 million in the income taxes line item of our consolidated statements of operations for the three and nine months ended September 30, 2017 respectively, related to excess tax benefits upon vesting or settlement in that period.
- We elected to adopt the cash flow presentation of the excess tax benefits retrospectively where these benefits are classified along with other income tax cash flows as operating cash flows.
- We have elected to continue to estimate the number of stock-based awards expected to vest, rather than electing to account for forfeitures as they occur to determine the amount of compensation cost to be recognized in each period.
- We excluded the excess tax benefits from the assumed proceeds available to repurchase shares in the computation of our diluted earnings per share for the three and nine months ended September 30, 2017.

Reclassifications

Certain amounts have been reclassified from the prior year presentation to conform to the current year presentation.

2. Inventories:

The components of inventories are as follows (in millions):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|---|---------------------------------|--------------------------------|
| Finished goods | \$ 369.1 | \$ 287.2 |
| Work in process | 8.6 | 5.1 |
| Raw materials and parts | 209.4 | 183.4 |
| Subtotal | 587.1 | 475.7 |
| Excess of current cost over last-in, first-out cost | (56.2) | (57.2) |
| Total inventories, net | \$ 530.9 | \$ 418.5 |

3. Goodwill:

The changes in the carrying amount of goodwill for the first nine months of 2017, in total and by segment, are summarized in the table below (in millions):

| | <u>Balance at December 31, 2016</u> | <u>Changes in foreign currency translation rates</u> | <u>Balance at September 30, 2017</u> |
|-------------------------------|-------------------------------------|--|--------------------------------------|
| Residential Heating & Cooling | \$ 26.1 | \$ — | \$ 26.1 |
| Commercial Heating & Cooling | 60.1 | 1.8 | 61.9 |
| Refrigeration | 108.9 | 3.7 | 112.6 |
| Total Goodwill | \$ 195.1 | \$ 5.5 | \$ 200.6 |

We perform our annual goodwill impairment test in the fourth quarter of each year. We continue to monitor our reporting units for indicators of impairment throughout the year to determine if a change in facts or circumstances warrants a re-evaluation of our goodwill. In the current year, we have noted no indicators of impairment of our reporting units.

4. Derivatives:

Objectives and Strategies for Using Derivative Instruments

Commodity Price Risk - We utilize a cash flow hedging program to mitigate our exposure to volatility in the prices of metal commodities used in our production processes. Our hedging program includes the use of futures contracts to lock in prices, and as a result, we are subject to derivative losses should the metal commodity prices decrease and gains should the prices increase. We utilize a dollar cost averaging strategy so that a higher percentage of commodity price exposures are hedged near-term and lower percentages hedged at future dates. This strategy allows for protection against near-term price volatility while allowing us to adjust to market price movements over time.

Interest Rate Risk - A portion of our debt bears interest at variable rates, and as a result, we are subject to variability in the cash paid for interest. To mitigate a portion of that risk, we may choose to engage in an interest rate swap hedging strategy to eliminate the variability of interest payment cash flows. We are not currently hedged against interest rate risk.

Foreign Currency Risk - Foreign currency exchange rate movements create a degree of risk by affecting the U.S. dollar value of assets and liabilities arising in foreign currencies. We seek to mitigate the impact of currency exchange rate movements on certain short-term transactions by periodically entering into foreign currency forward contracts.

Cash Flow Hedges

We have commodity futures contracts and foreign exchange forward contracts designated as cash flow hedges that are scheduled to mature through February 2019 and December 2018, respectively. Unrealized gains or losses from our cash flow hedges are included in Accumulated other comprehensive loss ("AOCL") and are expected to be reclassified into earnings within the next 18 months based on the prices of the commodities and foreign currencies at the settlement dates. We recorded the following amounts in AOCL related to our cash flow hedges (in millions):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|---|---------------------------------|--------------------------------|
| Unrealized (gains) losses on unsettled contracts | \$ (9.9) | \$ (8.9) |
| Income tax expense | 3.6 | 3.3 |
| Gains included in AOCL, net of tax ⁽¹⁾ | \$ (6.3) | \$ (5.6) |

⁽¹⁾ Assuming commodity and foreign currency prices remain constant, we expect to reclassify \$6.1 million of derivative gains into earnings within the next 12 months.

We had the following outstanding commodity futures contracts designated as cash flow hedges (in millions of pounds):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|--------|---------------------------------|--------------------------------|
| Copper | 18.9 | 30.4 |

We had the following outstanding foreign exchange forward contracts designated as cash flow hedges (in millions):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|--|---------------------------------|--------------------------------|
| Notional Amounts (in local currency): | | |
| Mexican Peso | 69.8 | 310.1 |
| Canadian Dollar | 83.1 | 24.9 |

Derivatives not Designated as Cash Flow Hedges

For commodity derivatives not designated as cash flow hedges, we follow the same hedging strategy as derivatives designated as cash flow hedges, except that we elect not to designate them as cash flow hedges at the inception of the arrangement. We had the following outstanding commodity futures contracts not designated as cash flow hedges (in millions of pounds):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|----------|---------------------------------|--------------------------------|
| Copper | 1.8 | 2.4 |
| Aluminum | 1.9 | 2.6 |

We also had the following outstanding foreign currency forward contracts not designated as cash flow hedges (in millions):

| | As of September 30, 2017 | As of December 31, 2016 |
|--|--------------------------|-------------------------|
| Notional Amounts (in local currency): | | |
| Chinese Yuan | 52.3 | 10.5 |
| Mexican Peso | 35.7 | 64.5 |
| Euro | 60.7 | 46.9 |
| Canadian Dollar | 31.0 | — |
| British Pound | 4.9 | 1.3 |
| Singapore Dollar | 6.5 | — |
| Australian Dollar | 40.0 | — |
| New Zealand Dollar | 6.5 | — |
| Indian Rupee | 169.4 | 584.6 |

Information about the Locations and Amounts of Derivative Instruments

The following tables provide the locations and amounts of derivative fair values in the Consolidated Balance Sheets and derivative gains and losses in the Consolidated Statements of Operations (in millions):

| | Fair Values of Derivative Instruments ⁽¹⁾ | | | |
|------------------------------------|--|-------------------------|---|-------------------------|
| | Derivatives Designated as Hedging Instruments | | Derivatives Not Designated as Hedging Instruments | |
| | As of September 30, 2017 | As of December 31, 2016 | As of September 30, 2017 | As of December 31, 2016 |
| Current Assets: | | | | |
| Other Assets | | | | |
| Commodity futures contracts | \$ 9.7 | \$ 8.7 | \$ 1.0 | \$ 0.7 |
| Foreign currency forward contracts | 0.4 | 0.5 | 0.2 | 0.2 |
| Non-Current Assets: | | | | |
| Other Assets, net | | | | |
| Commodity futures contracts | 0.3 | 1.9 | — | 0.2 |
| Total Assets | \$ 10.4 | \$ 11.1 | \$ 1.2 | \$ 1.1 |
| Current Liabilities: | | | | |
| Accrued Expenses | | | | |
| Foreign currency forward contracts | \$ 0.4 | \$ 0.8 | \$ 1.5 | \$ 3.2 |
| Total Liabilities | \$ 0.4 | \$ 0.8 | \$ 1.5 | \$ 3.2 |

⁽¹⁾ All derivative instruments are classified as Level 2 within the fair value hierarchy. See Note 15 for more information.

| Derivatives Designated as Cash Flow Hedges | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|----------|--|----------|
| | 2017 | 2016 | 2017 | 2016 |
| Amount of (Gain)/Loss reclassified from AOCL into Income (effective portion) ⁽¹⁾ | \$ (3.5) | \$ 2.4 | \$ (9.4) | \$ 10.6 |
| Amount of (Gain)/Loss recognized in Net income (ineffective portion) ⁽²⁾ | \$ (0.1) | \$ (0.5) | \$ 1.1 | \$ (0.4) |

| Derivatives Not Designated as Hedging Instruments | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|---------------|--|---------------|
| | 2017 | 2016 | 2017 | 2016 |
| Amount of (Gain)/Loss Recognized in Net Income: | | | | |
| Commodity futures contracts ⁽²⁾ | \$ (0.2) | \$ (0.3) | \$ (1.3) | \$ (0.2) |
| Foreign currency forward contracts ⁽²⁾ | (0.4) | 0.4 | (4.3) | 0.3 |
| | <u>\$ (0.6)</u> | <u>\$ 0.1</u> | <u>\$ (5.6)</u> | <u>\$ 0.1</u> |

⁽¹⁾ The (gain)/loss was recorded in Cost of goods sold in the accompanying Consolidated Statements of Operations.

⁽²⁾ The (gain)/loss was recorded in Losses and other expenses, net in the accompanying Consolidated Statements of Operations.

5. Income Taxes:

As of September 30, 2017, we had no unrecognized tax benefits.

We are currently under examination for our U.S. federal income taxes under the Internal Revenue Service's Compliance Assurance Program for 2017, 2016 and 2015 and are subject to examination by numerous other taxing authorities in the U.S. and in jurisdictions such as Australia, Belgium, France, Canada, and Germany. We are generally no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by taxing authorities for years prior to 2011.

Since January 1, 2017, numerous states and the District of Columbia have enacted legislation effective for tax years beginning on or after January 1, 2017, including changes to tax rates. The impact of these changes is immaterial.

On March 30, 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which changes the accounting for certain aspects of share-based payments to employees. The new guidance requires entities to record all tax effects related to share-based payments at settlement or expiration through the income statement and the excess tax benefit to be recorded when it arises, subject to normal valuation allowance considerations. The new guidance also requires excess tax benefits to be classified along with other income tax cash flows as an operating activity in the statement of cash flows rather than, as previously required, a financing activity. We recognized discrete tax benefits of \$1.5 million and \$9.6 million in the income taxes line item of our Consolidated Statements of Operations for the three and nine months ended September 30, 2017, respectively, related to excess tax benefits upon vesting or settlement in those periods.

6. Commitments and Contingencies:

Product Warranties and Product Related Contingencies

We offer warranties to customers for some of our products and record liabilities for the estimated future warranty-related costs based on failure rates, cost experience and other factors. We periodically review the assumptions used to determine the product warranty liabilities and will adjust the liabilities in future periods for changes in assumptions, as necessary.

Liabilities for estimated product warranty costs related to continuing operations are included in the following captions on the accompanying Consolidated Balance Sheets (in millions):

| | As of September 30, 2017 | As of December 31, 2016 |
|---------------------------------|--------------------------|-------------------------|
| Accrued expenses | \$ 34.9 | \$ 30.0 |
| Other liabilities | 72.7 | 71.1 |
| Total warranty liability | \$ 107.6 | \$ 101.1 |

The changes in product warranty liabilities related to continuing operations for the nine months ended September 30, 2017 were as follows (in millions):

| | | |
|---|-----------|--------------|
| Total warranty liability as of December 31, 2016 | \$ | 101.1 |
| Warranty claims paid | | (21.6) |
| Changes resulting from issuance of new warranties | | 32.2 |
| Changes in estimates associated with pre-existing liabilities | | (4.7) |
| Changes in foreign currency translation rates and other | | 0.6 |
| Total warranty liability as of September 30, 2017 | \$ | 107.6 |

We have incurred, and will likely continue to incur, product costs not covered by insurance or our suppliers' warranties, which are not included in the tables immediately above. Also, to satisfy our customers and protect our brands, we have repaired or replaced installed products experiencing quality-related issues, and will likely continue such repairs and replacements.

During the second quarter of 2017, we identified a product quality issue in a defective vendor-supplied component affecting a product line in the Residential Heating & Cooling segment. This defect has been isolated, the vendor is supplying corrected components, and we are manufacturing product with the corrected components. We have also implemented a program for our dealers to install corrected components in the field. We recorded an expense of \$0.5 million and \$5.7 million for the three and nine months ended September 30, 2017, respectively, relating to estimated repair costs. The expense related to this product quality issue has been classified in Cost of goods sold in the Consolidated Statements of Operations and the related liability is included in Accrued expenses on the Consolidated Balance Sheet.

Litigation

We are involved in a number of claims and lawsuits incident to the operation of our businesses. Insurance coverages are maintained and estimated costs are recorded for such claims and lawsuits, including costs to settle claims and lawsuits, based on experience involving similar matters and specific facts known.

Some of these claims and lawsuits allege personal injury or health problems resulting from exposure to asbestos that was integrated into certain of our products. We have never manufactured asbestos and have not incorporated asbestos-containing components into our products for several decades. A substantial majority of these asbestos-related claims have been covered by insurance or other forms of indemnity or have been dismissed without payment. The remainder of our closed cases have been resolved for amounts that are not material, individually or in the aggregate. Our defense costs for asbestos-related claims are generally covered by insurance; however, our insurance coverage for settlements and judgments for asbestos-related claims varies depending on several factors and are subject to policy limits, so we may have greater financial exposure for future settlements and judgments. For the nine months ended September 30, 2017 and 2016, expense for asbestos-related litigation was \$3.9 million and \$2.3 million, respectively, net of probable insurance recoveries, for known and future asbestos-related litigation and is recorded in Losses and other expenses, net in the Consolidated Statements of Operations. For the three months ended September 30, 2017 and 2016, expense for asbestos-related litigation was \$1.5 million and \$0.4 million, respectively, net of probable insurance recoveries.

In October 2016, we self-reported to the Securities and Exchange Commission (SEC) and the Department of Justice (DOJ) an alleged payment in the amount of 30,000 rubles (approximately US \$475) to a Russian customs broker or official. Under the oversight of our Audit Committee, we initiated an investigation into this matter with the assistance of external legal counsel and external forensic accountants. The scope of the investigation was later expanded to include our operations in Poland and Ukraine. The investigation raised questions regarding possible irregularities with respect to non-compliance with customs documents and procedures related to these operations. We continue to fully cooperate with the SEC and the DOJ regarding this matter. We do not anticipate any material adverse effect on our business or financial condition as a result of this matter.

It is management's opinion that none of these claims or lawsuits or any threatened litigation will have a material adverse effect on our financial condition, results of operations or cash flows. Claims and lawsuits, however, involve uncertainties and it is possible that their eventual outcome could adversely affect our results of operations for a particular period.

7. Lines of Credit and Financing Arrangements:

The following table summarizes our outstanding debt obligations and their classification in the accompanying Consolidated Balance Sheets (in millions):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|--|---------------------------------|--------------------------------|
| Short-Term Debt: | | |
| Asset Securitization Program | \$ 325.0 | \$ 50.0 |
| Foreign obligations | 1.0 | 2.4 |
| Total short-term debt | <u>\$ 326.0</u> | <u>\$ 52.4</u> |
| Current maturities of long-term debt: | | |
| Capital lease obligations | \$ 0.5 | \$ 0.8 |
| Domestic credit facility | 22.5 | — |
| Senior unsecured notes | — | 200.0 |
| Debt issuance costs | (0.6) | (0.7) |
| Total current maturities of long-term debt | <u>\$ 22.4</u> | <u>\$ 200.1</u> |
| Long-Term Debt: | | |
| Capital lease obligations | \$ 14.7 | \$ 15.0 |
| Domestic credit facility | 415.5 | 256.0 |
| Senior unsecured notes | 350.0 | 350.0 |
| Debt issuance costs | (4.5) | (5.3) |
| Total long-term debt | <u>\$ 775.7</u> | <u>\$ 615.7</u> |
| Total debt | <u><u>\$ 1,124.1</u></u> | <u><u>\$ 868.2</u></u> |

Short-Term Debt

Foreign Obligations

Through several of our foreign subsidiaries, we have facilities available to assist in financing seasonal borrowing needs for our foreign locations. We had \$1.0 million and \$2.4 million of foreign obligations outstanding as of September 30, 2017 and December 31, 2016, respectively, that were primarily borrowings under non-committed facilities. Proceeds on these facilities were \$19.1 million and \$28.2 million during the nine months ended September 30, 2017 and 2016, respectively. Repayments on the facilities were \$20.5 million and \$30.3 million during the nine months ended September 30, 2017 and 2016, respectively.

Asset Securitization Program

Under the Asset Securitization Program (“ASP”), we are eligible to sell beneficial interests in a portion of our trade accounts receivable to a financial institution for cash. The ASP contains a provision whereby we retain the right to repurchase all of the outstanding beneficial interests transferred. Our continued involvement with the transferred assets includes servicing, collection and administration of the transferred beneficial interests. The accounts receivable securitized under the ASP are high-quality domestic customer accounts that have not aged significantly. The receivables represented by the retained interest that we service are exposed to the risk of loss for any uncollectible amounts in the pool of receivables sold under the ASP. The fair values assigned to the retained and transferred interests are based on the sold accounts receivable carrying value given the short term to maturity and low credit risk. The sale of the beneficial interests in our trade accounts receivable are reflected as secured borrowings in the accompanying Consolidated Balance Sheets and proceeds received are included in Cash flows from financing activities in the accompanying Consolidated Statements of Cash Flows.

The ASP provides for a maximum securitization range from \$200.0 million to \$325.0 million, depending on the period. The maximum capacity under the ASP is the lesser of the maximum securitization amount or 100% of the net pool balance less allowances, as defined by the ASP. Eligibility for securitization is limited based on the amount and quality of the qualifying accounts receivable and is calculated monthly. The eligible amounts available and beneficial interests sold were as follows (in millions):

| | As of September 30, 2017 | As of December 31, 2016 |
|--|--------------------------|-------------------------|
| Eligible amount available under the ASP on qualified accounts receivable | \$ 325.0 | \$ 250.0 |
| Less: Beneficial interest sold | 325.0 | 50.0 |
| Remaining amount available | \$ — | \$ 200.0 |

We pay certain discount fees to use the ASP and to have the facility available to us. These fees relate to both the used and unused portions of the securitization. The used fee is based on the beneficial interest sold and calculated on floating commercial paper rates determined by the purchaser of the beneficial interest, plus a program fee of 0.65%. The rates as of September 30, 2017 and December 31, 2016 were 1.99% and 1.66%, respectively. The unused fee is based on 102% of the maximum available amount less the beneficial interest sold and is calculated at a 0.33% fixed rate throughout the term of the agreement. In addition, a 0.05% unused fee is charged on incremental available amounts above \$200 million during certain months of the year. We recorded these fees in Interest expense, net in the accompanying Consolidated Statements of Operations.

The ASP contains certain restrictive covenants relating to the quality of our accounts receivable and cross-default provisions with our Sixth Amended and Restated Credit Facility Agreement ("Domestic Credit Facility"), senior unsecured notes and any other indebtedness we may have over \$75.0 million. The administrative agent under the ASP is also a participant in our Domestic Credit Facility. The participating financial institutions have investment grade credit ratings. We continue to evaluate their credit ratings and have no reason to believe they will not perform under the ASP. As of September 30, 2017, we believe we were in compliance with all covenant requirements.

Long-Term Debt

Domestic Credit Facility

On August 30, 2016, we replaced an earlier credit facility with a \$900.0 million credit facility (the "Domestic Credit Facility"), which consists of a \$650.0 million unsecured revolving credit facility and a \$250.0 million unsecured term loan and matures in August 2021 (the "Maturity Date"). Under our Domestic Credit Facility, we had outstanding borrowings of \$438.0 million, of which \$220.0 million was the term loan balance, as well as \$3.0 million committed to standby letters of credit as of September 30, 2017. Subject to covenant limitations, \$429.0 million was available for future borrowings. The unsecured term loan also matures on the Maturity Date and requires quarterly principal repayments of \$7.5 million; however, we made \$30.0 million of required principal repayments for 2017 in November 2016. The revolving credit facility allows up to \$100.0 million of letters of credit to be issued and also includes a subfacility for swingline loans of up to \$65.0 million. Additionally, at our request and subject to certain conditions, the commitments under the Domestic Credit Facility may be increased by a maximum of \$350.0 million as long as existing or new lenders agree to provide such additional commitments.

Our weighted average borrowing rate on the facility was as follows:

| | As of September 30, 2017 | As of December 31, 2016 |
|---------------------------------|--------------------------|-------------------------|
| Weighted average borrowing rate | 2.47% | 2.00% |

Our Domestic Credit Facility is guaranteed by certain of our subsidiaries and contains financial covenants relating to leverage and interest coverage. Other covenants contained in the Domestic Credit Facility restrict, among other things, certain mergers, asset dispositions, guarantees, debt, liens, and affiliate transactions. The financial covenants require us to maintain a defined Consolidated Indebtedness to Adjusted EBITDA Ratio and a Cash Flow (defined as EBITDA minus capital expenditures) to Net Interest Expense Ratio. The required ratios under our Domestic Credit Facility are detailed below:

| | |
|--|-----------|
| Consolidated Indebtedness to Adjusted EBITDA Ratio no greater than | 3.5 : 1.0 |
| Cash Flow to Net Interest Expense Ratio no less than | 3.0 : 1.0 |

Our Domestic Credit Facility contains customary events of default. These events of default include nonpayment of principal or interest, breach of covenants or other restrictions or requirements, default on certain other indebtedness or receivables securitizations (cross default), and bankruptcy. A cross default under our Domestic Credit Facility could occur if:

- We fail to pay any principal or interest when due on any other indebtedness or receivables securitization of at least \$75.0 million; or

- We are in default in the performance of, or compliance with any term of any other indebtedness or receivables securitization in an aggregate principal amount of at least \$75.0 million or any other condition exists which would give the holders the right to declare such indebtedness due and payable prior to its stated maturity.

Each of our major debt agreements contains provisions by which a default under one agreement causes a default in the others (a "cross default"). If a cross default under the Domestic Credit Facility, our senior unsecured notes, our lease of our corporate headquarters in Richardson, Texas (recorded as an operating lease), or our ASP were to occur, it could have a wider impact on our liquidity than might otherwise occur from a default of a single debt instrument or lease commitment. If any event of default occurs and is continuing, lenders with a majority of the aggregate commitments may require the administrative agent to terminate our right to borrow under our Domestic Credit Facility and accelerate amounts due under our Domestic Credit Facility (except for a bankruptcy event of default, in which case such amounts will automatically become due and payable and the lenders' commitments will automatically terminate). As of September 30, 2017, we believe we were in compliance with all covenant requirements.

Senior Unsecured Notes

We issued \$350.0 million of senior unsecured notes in November 2016 (the "Notes") which will mature on November 15, 2023 with interest being paid on May 15 and November 15 at 3.00% per annum semiannually. We also repaid \$200.0 million of senior unsecured notes issued in 2010 that matured on May 15, 2017. The Notes are guaranteed, on a senior unsecured basis, by each of our domestic subsidiaries that guarantee indebtedness under our Domestic Credit Facility. The indenture governing the Notes contains covenants that, among other things, limit our ability and the ability of the subsidiary guarantors to: create or incur certain liens; enter into certain sale and leaseback transactions; and enter into certain mergers, consolidations and transfers of substantially all of our assets. The indenture also contains a cross default provision which is triggered if we default on other debt of at least \$75.0 million in principal which is then accelerated, and such acceleration is not rescinded within 30 days of the notice date. As of September 30, 2017, we believe we were in compliance with all covenant requirements.

8. Pension and Post-Retirement Benefit Plans:

The components of net periodic benefit cost were as follows (in millions):

| | For the Three Months Ended September 30, | | | |
|---|--|---------------|-----------------|-----------------|
| | 2017 | | 2016 | |
| | Pension Benefits | | Other Benefits | |
| Service cost | \$ 1.3 | \$ 1.1 | \$ — | \$ — |
| Interest cost | 3.2 | 3.8 | — | — |
| Expected return on plan assets | (5.3) | (5.4) | — | — |
| Amortization of prior service cost | — | 0.1 | (0.6) | (0.8) |
| Recognized actuarial loss | 2.0 | 1.9 | 0.4 | 0.4 |
| Settlements and curtailments | — | 0.2 | — | — |
| Net periodic benefit cost ⁽¹⁾ | \$ 1.2 | \$ 1.7 | \$ (0.2) | \$ (0.4) |

| | For the Nine Months Ended September 30, | | | |
|---|---|---------------|-----------------|-----------------|
| | 2017 | | 2016 | |
| | Pension Benefits | | Other Benefits | |
| Service cost | \$ 3.8 | \$ 3.3 | \$ — | \$ — |
| Interest cost | 9.5 | 11.5 | — | 0.1 |
| Expected return on plan assets | (16.0) | (16.2) | — | — |
| Amortization of prior service cost | 0.1 | 0.2 | (1.8) | (2.3) |
| Recognized actuarial loss | 6.1 | 5.7 | 1.1 | 1.1 |
| Settlements and curtailments | 0.6 | 0.2 | — | — |
| Net periodic benefit cost ⁽¹⁾ | \$ 4.1 | \$ 4.7 | \$ (0.7) | \$ (1.1) |

⁽¹⁾ All net periodic benefit cost for the three and nine months ended September 30, 2017 and 2016 related to continuing operations.

9. Stock-Based Compensation:

We issue various long-term incentive awards, including performance share units, restricted stock units and stock appreciation rights under the Lennox International Inc. 2010 Incentive Plan, as amended and restated. Stock-based compensation expense related to continuing operations is included in Selling, general and administrative expenses in the accompanying Consolidated Statements of Operations as follows (in millions):

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|--------|--|---------|
| | 2017 | 2016 | 2017 | 2016 |
| Stock-based compensation expense ⁽¹⁾ | \$ 6.3 | \$ 9.9 | \$ 18.8 | \$ 24.8 |

⁽¹⁾ All expense was recorded in our Corporate and Other business segment.

10. Stock Repurchases:

Our Board of Directors has authorized a total of \$2 billion towards the repurchase of shares of our common stock (collectively referred to as the "Share Repurchase Plans"), including a \$550 million share repurchase authorization in 2016. The Share Repurchase Plans authorize open market repurchase transactions and do not have a stated expiration date. As of September 30, 2017, \$396 million of shares may yet be repurchased under the Share Repurchase Plans.

On February 9, 2017, the Company entered into a Fixed Dollar Accelerated Share Repurchase Transaction (the "ASR Agreement") with Morgan Stanley, to effect an accelerated stock buyback of our common stock (the "Common Stock").

Under the ASR Agreement, on February 9, 2017, we paid Morgan Stanley an initial purchase price of \$75 million, and Morgan Stanley delivered to us Common Stock, representing approximately 85% of the shares expected to be purchased under the ASR Agreement. The ASR Agreement was completed in the second quarter and Morgan Stanley delivered additional shares for a total of 0.5 million shares of common stock repurchased as part of this ASR Agreement.

On April 28, 2017, we entered into another Fixed Dollar ASR Agreement (the "Second ASR Agreement") with J.P. Morgan Chase Bank to effect an accelerated stock buyback of Common Stock.

Under the Second ASR Agreement, on April 28, 2017, we paid J.P. Morgan Chase Bank an initial purchase price of \$100 million, and J.P. Morgan Chase Bank delivered to us Common Stock, representing approximately 85% of the shares expected to be purchased under the ASR Agreement. The ASR Agreement was completed in the third quarter and J.P. Morgan Chase Bank delivered additional shares for a total of 0.6 million shares of common stock repurchased as part of this ASR Agreement.

On July 27, 2017, we entered into another Fixed Dollar ASR Agreement (the "Third ASR Agreement") with Bank of America to effect an accelerated stock buyback of Common Stock.

Under the Third ASR Agreement, on July 27, 2017, we paid Bank of America an initial purchase price of \$75 million, and Bank of America delivered to us a total of 0.4 million shares of Common Stock, representing approximately 85% of the shares expected to be purchased under the third ASR Agreement. The third ASR Agreement will be completed in the fourth quarter.

We also repurchased 0.1 million shares for \$16.0 million during the nine months ended September 30, 2017 from employees who surrendered their shares to satisfy minimum tax withholding obligations upon the exercise of long-term incentive awards.

11. Comprehensive Income:

The following table provides information on items not reclassified in their entirety from AOCL to Net income in the accompanying Consolidated Statements of Operations (in millions):

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | | Affected Line Item(s) in the Consolidated Statements of Operations |
|--|---|-----------------|--|------------------|---|
| | 2017 | 2016 | 2017 | 2016 | |
| Gains/(Losses) on cash flow hedges: | | | | | |
| Commodity futures contracts | \$ 3.5 | \$ (2.4) | \$ 9.4 | \$ (10.6) | Cost of goods sold |
| Income tax (expense)/benefit | (1.3) | 0.8 | (3.4) | 3.7 | Provision for income taxes |
| Net of tax | \$ 2.2 | \$ (1.6) | \$ 6.0 | \$ (6.9) | |
| Defined Benefit Plan items: | | | | | |
| Pension and post-retirement benefit costs | \$ (1.8) | \$ (1.6) | \$ (5.5) | \$ (4.8) | Cost of goods sold; Selling, general and administrative expenses |
| Income tax benefit | 0.7 | 0.6 | 2.0 | 1.7 | Provision for income taxes |
| Net of tax | \$ (1.1) | \$ (1.0) | \$ (3.5) | \$ (3.1) | |
| Total reclassifications from AOCL | \$ 1.1 | \$ (2.6) | \$ 2.5 | \$ (10.0) | |

The following table provides information on changes in AOCL, by component (net of tax), for the nine months ended September 30, 2017 (in millions):

| | Gains (Losses) on Cash Flow Hedges | Unrealized Gains on Available-for-Sale Securities | Defined Benefit Pension Plan Items | Foreign Currency Translation Adjustments | Total AOCL |
|--|--|---|--|---|-------------------|
| Balance as of December 31, 2016 | \$ 5.6 | \$ 2.3 | \$ (130.0) | \$ (73.0) | \$ (195.1) |
| Other comprehensive income (loss) before reclassifications | 6.7 | 0.2 | (5.7) | 39.4 | 40.6 |
| Amounts reclassified from AOCL | (6.0) | — | 3.5 | — | (2.5) |
| Net other comprehensive income (loss) | 0.7 | 0.2 | (2.2) | 39.4 | 38.1 |
| Balance as of September 30, 2017 | \$ 6.3 | \$ 2.5 | \$ (132.2) | \$ (33.6) | \$ (157.0) |

12. Restructuring Charges:

We record restructuring charges associated with management-approved restructuring plans when we reorganize or remove duplicative headcount and infrastructure within our businesses. Restructuring charges include severance costs to eliminate a specified number of employees, infrastructure charges to vacate facilities and consolidate operations, contract cancellation costs and other related activities. The timing of associated cash payments is dependent upon the type of restructuring charge and can extend over a multi-year period. Restructuring charges are not included in our calculation of segment profit (loss), as more fully explained in Note 14.

Restructuring Activities in 2017

Information regarding the restructuring charges for all ongoing activities is presented in the following table (in millions):

| | Charges Incurred in 2017 | Charges Incurred to Date | Total Charges Expected to be Incurred |
|---|-----------------------------|-----------------------------|---|
| Severance and related expense | \$ 1.3 | \$ 10.6 | \$ 11.0 |
| Asset write-offs and accelerated depreciation | 0.7 | 3.1 | 3.1 |
| Lease termination | — | 0.2 | 0.2 |
| Other | 0.1 | 3.8 | 4.1 |
| Total restructuring charges | \$ 2.1 | \$ 17.7 | \$ 18.4 |

While restructuring charges are excluded from our calculation of segment profit (loss), the table below presents the restructuring charges associated with each segment (in millions):

| | Charges Incurred in 2017 | Charges Incurred to Date | Total Charges Expected to be Incurred |
|------------------------------------|-----------------------------|-----------------------------|---|
| Residential Heating & Cooling | \$ 0.5 | \$ 1.4 | \$ 1.6 |
| Commercial Heating & Cooling | 0.7 | 1.8 | 1.9 |
| Refrigeration | 0.4 | 12.3 | 12.3 |
| Corporate & Other | 0.5 | 2.2 | 2.6 |
| Total restructuring charges | \$ 2.1 | \$ 17.7 | \$ 18.4 |

Restructuring accruals are included in Accrued expenses in the accompanying Consolidated Balance Sheets. The table below details the activity in 2017 within the restructuring accruals (in millions):

| | Balance as of December 31, 2016 | Included in Earnings | Cash Utilization | Non-Cash Utilization and Other | Balance as of September 30, 2017 |
|---|------------------------------------|-------------------------|---------------------|-----------------------------------|--|
| Severance and related expense | \$ — | \$ 1.3 | \$ (0.9) | \$ — | \$ 0.4 |
| Asset write-offs and accelerated depreciation | — | 0.7 | (0.1) | (0.6) | — |
| Lease termination | — | — | — | — | — |
| Other | — | 0.1 | (0.1) | — | — |
| Total restructuring accruals | \$ — | \$ 2.1 | \$ (1.1) | \$ (0.6) | \$ 0.4 |

13. Earnings Per Share:

Basic earnings per share are computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share are computed by dividing net income by the sum of the weighted-average number of shares and the number of equivalent shares assumed outstanding, if dilutive, under our stock-based compensation plans.

The computations of basic and diluted earnings per share for Income from continuing operations were as follows (in millions, except per share data):

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|--------------------|--|--------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net income | \$ 103.5 | \$ 101.7 | \$ 262.5 | \$ 237.3 |
| Add: Loss from discontinued operations | 0.5 | — | 1.4 | 0.6 |
| Income from continuing operations | <u>\$ 104.0</u> | <u>\$ 101.7</u> | <u>\$ 263.9</u> | <u>\$ 237.9</u> |
| Weighted-average shares outstanding – basic | 41.9 | 43.2 | 42.3 | 43.6 |
| Add: Potential effect of dilutive securities attributable to stock-based payments | 0.5 | 0.5 | 0.6 | 0.6 |
| Weighted-average shares outstanding – diluted | <u>42.4</u> | <u>43.7</u> | <u>42.9</u> | <u>44.2</u> |

Earnings per share – Basic:

| | | | | |
|-----------------------------------|----------------|----------------|----------------|----------------|
| Income from continuing operations | \$ 2.48 | \$ 2.35 | \$ 6.23 | \$ 5.46 |
| Loss from discontinued operations | (0.01) | — | (0.03) | (0.01) |
| Net income | <u>\$ 2.47</u> | <u>\$ 2.35</u> | <u>\$ 6.20</u> | <u>\$ 5.45</u> |

Earnings per share – Diluted:

| | | | | |
|-----------------------------------|----------------|----------------|----------------|----------------|
| Income from continuing operations | \$ 2.45 | \$ 2.33 | \$ 6.15 | \$ 5.39 |
| Loss from discontinued operations | (0.01) | — | (0.03) | (0.01) |
| Net income | <u>\$ 2.44</u> | <u>\$ 2.33</u> | <u>\$ 6.12</u> | <u>\$ 5.38</u> |

The following stock appreciation rights and restricted stock units were outstanding but not included in the diluted earnings per share calculation because the assumed exercise of such rights would have been anti-dilutive (in millions, except for per share data):

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|-----------------------------------|--|------|---|-------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Weighted-average number of shares | 0.2 | — | 0.2 | 0.2 |
| Price range per share | \$ 156.94 | — | \$ 156.94 | \$124.97-\$131.94 |

14. Reportable Business Segments:

We operate in three reportable business segments of the heating, ventilation, air conditioning and refrigeration (“HVACR”) industry. Our segments are organized primarily by the nature of the products and services we provide. The following table describes each segment:

| <u>Segment</u> | <u>Product or Services</u> | <u>Markets Served</u> | <u>Geographic Areas</u> |
|-------------------------------|---|--|---|
| Residential Heating & Cooling | Furnaces, air conditioners, heat pumps, packaged heating and cooling systems, indoor air quality equipment, comfort control products, replacement parts | Residential Replacement; Residential New Construction | United States Canada |
| Commercial Heating & Cooling | Unitary heating and air conditioning equipment, applied systems, controls, installation and service of commercial heating and cooling equipment | Light Commercial | United States Canada Europe Central America |
| Refrigeration | Condensing units, unit coolers, fluid coolers, air cooled condensers, air handlers, process chillers, controls, compressorized racks, supermarket display cases and systems | Light Commercial; Food Preservation; Non-Food/Industrial | United States Canada Europe Asia Pacific South America Central America |

We use segment profit or loss as the primary measure of profitability to evaluate operating performance and to allocate capital resources. We define segment profit or loss as a segment’s income or loss from continuing operations before income taxes included in the accompanying Consolidated Statements of Operations, excluding certain items. The reconciliation in the table below details the items excluded.

Our corporate costs include those costs related to corporate functions such as legal, internal audit, treasury, human resources, tax compliance and senior executive staff. Corporate costs also include the long-term share-based incentive awards provided to employees throughout LII. We record these share-based awards as corporate costs because they are determined at the discretion of the Board of Directors and based on the historical practice of doing so for internal reporting purposes.

Any intercompany sales and associated profit (and any other intercompany items) are eliminated from segment results. There were no significant intercompany eliminations for the periods presented.

Segment Data

Net sales and segment profit (loss) for each segment, along with a reconciliation of segment profit (loss) to Operating income, are shown below (in millions):

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|-------------------|--|-------------------|
| | 2017 | 2016 | 2017 | 2016 |
| Net sales | | | | |
| Residential Heating & Cooling | \$ 590.5 | \$ 572.7 | \$ 1,663.8 | \$ 1,524.5 |
| Commercial Heating & Cooling | 269.4 | 251.4 | 723.5 | 674.7 |
| Refrigeration | 192.4 | 185.9 | 560.6 | 545.2 |
| | <u>\$ 1,052.3</u> | <u>\$ 1,010.0</u> | <u>\$ 2,947.9</u> | <u>\$ 2,744.4</u> |
| Segment profit (loss) ⁽¹⁾ | | | | |
| Residential Heating & Cooling | \$ 114.7 | \$ 112.7 | \$ 297.6 | \$ 266.9 |
| Commercial Heating & Cooling | 50.0 | 48.9 | 113.8 | 110.6 |
| Refrigeration | 20.0 | 22.9 | 55.7 | 53.2 |
| Corporate and other | (23.7) | (27.3) | (58.5) | (65.7) |
| Total segment profit | <u>161.0</u> | <u>157.2</u> | <u>408.6</u> | <u>365.0</u> |
| Reconciliation to Operating income: | | | | |
| Special product quality adjustments | 0.5 | — | 5.7 | (0.4) |
| Items in Losses and other expenses, net that are excluded from segment profit (loss) ⁽¹⁾ | 4.0 | (0.3) | 10.0 | 2.9 |
| Restructuring charges | 1.9 | 0.6 | 2.1 | 1.2 |
| Operating income | <u>\$ 154.6</u> | <u>\$ 156.9</u> | <u>\$ 390.8</u> | <u>\$ 361.3</u> |

⁽¹⁾ We define segment profit (loss) as a segment's operating income included in the accompanying Consolidated Statements of Operations, excluding:

- Special product quality adjustments;
- The following items in Losses (gains) and other expenses, net:
 - Net change in unrealized losses (gains) on unsettled futures contracts,
 - Special legal contingency charges,
 - Asbestos-related litigation,
 - Contractor tax payments,
 - Environmental liabilities,
 - Acquisition costs,
 - Other items, net; and
- Restructuring charges.

Total Assets by Segment

Except for the seasonal increase in total assets across all reportable segments, there have not been any material changes in the composition of total assets by segment since December 31, 2016.

15. Fair Value Measurements:

Fair Value Hierarchy

The methodologies used to determine the fair value of our financial assets and liabilities at September 30, 2017 were the same as those used at December 31, 2016.

Assets and Liabilities Carried at Fair Value on a Recurring Basis

Derivatives

Derivatives were classified as Level 2 and primarily valued using estimated future cash flows based on observed prices from exchange-traded derivatives. We also considered the counterparty's creditworthiness, or our own creditworthiness, as appropriate. Adjustments were recorded to reflect the risk of credit default, however, they were insignificant to the overall value of the derivatives. Refer to Note 4 for more information related to our derivative instruments.

Marketable Equity Securities

The following table presents the fair value of an investment in marketable equity securities, classified as Level 1 and related to publicly traded stock of a non-U.S. company, recorded in Other assets, net in the accompanying Consolidated Balance Sheets (in millions):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|--|---------------------------------|--------------------------------|
| Investment in marketable equity securities | \$ 4.7 | \$ 4.4 |

Other Fair Value Disclosures

The carrying amounts of Cash and cash equivalents, Accounts and notes receivable, net, Accounts payable, and Short-term debt approximate fair value due to the short maturities of these instruments. The carrying amount of our Domestic Credit Facility in Long-term debt also approximates fair value due to its variable-rate characteristics.

The fair value of our senior unsecured notes in Long-term debt, classified as Level 2, was based on the amount of future cash flows using current market rates for debt instruments of similar maturities and credit risk. The following table presents their fair value (in millions):

| | <u>As of September 30, 2017</u> | <u>As of December 31, 2016</u> |
|------------------------|---------------------------------|--------------------------------|
| Senior unsecured notes | \$ 316.9 | \$ 499.3 |

16. Condensed Consolidating Financial Statements:

The Company's senior unsecured notes are unconditionally guaranteed by certain of the Company's subsidiaries (the "Guarantor Subsidiaries") and are not guaranteed by our other subsidiaries (the "Non-Guarantor Subsidiaries"). The Guarantor Subsidiaries are 100% owned, all guarantees are full and unconditional, and all guarantees are joint and several. As a result of the guarantee arrangements, we are required to present the following condensed consolidating financial statements.

The condensed consolidating financial statements reflect the investments in subsidiaries of the Company using the equity method of accounting. The principal elimination entries eliminate investments in subsidiaries and intercompany balances and transactions. Condensed consolidating financial statements of the Company, its Guarantor Subsidiaries and Non-Guarantor Subsidiaries as of September 30, 2017 and December 31, 2016 and for the three and nine months ended September 30, 2017 and 2016 are shown on the following pages.

Lennox International Inc. and Subsidiaries
Condensed Consolidating Balance Sheets
As of September 30, 2017

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|---------------------------|-------------------------------|---------------------|-------------------|
| ASSETS | | | | | |
| <i>Current Assets:</i> | | | | | |
| Cash and cash equivalents | \$ 1.2 | \$ 22.4 | \$ 37.1 | \$ — | \$ 60.7 |
| Accounts and notes receivable, net | — | 35.5 | 562.6 | — | 598.1 |
| Inventories, net | — | 392.2 | 143.5 | (4.8) | 530.9 |
| Other assets | 14.2 | 34.3 | 60.7 | (28.3) | 80.9 |
| Total current assets | 15.4 | 484.4 | 803.9 | (33.1) | 1,270.6 |
| Property, plant and equipment, net | — | 243.7 | 135.2 | (4.3) | 374.6 |
| Goodwill | — | 117.8 | 65.7 | 17.1 | 200.6 |
| Investment in subsidiaries | 1,212.8 | 383.7 | — | (1,596.5) | — |
| Deferred income taxes | 11.0 | 112.0 | 32.5 | (12.2) | 143.3 |
| Other assets, net | 1.8 | 42.1 | 24.1 | (1.4) | 66.6 |
| Intercompany (payables) receivables, net | (453.9) | 461.3 | 95.1 | (102.5) | — |
| Total assets | \$ 787.1 | \$ 1,845.0 | \$ 1,156.5 | \$ (1,732.9) | \$ 2,055.7 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | |
| <i>Current liabilities:</i> | | | | | |
| Short-term debt | \$ — | \$ — | \$ 326.0 | \$ — | \$ 326.0 |
| Current maturities of long-term debt | 21.9 | 0.3 | 0.2 | — | 22.4 |
| Accounts payable | 21.3 | 252.7 | 120.5 | — | 394.5 |
| Accrued expenses | 5.7 | 216.6 | 56.1 | — | 278.4 |
| Income taxes (receivable) payable | (55.7) | 60.4 | 48.5 | (50.8) | 2.4 |
| Total current liabilities | (6.8) | 530.0 | 551.3 | (50.8) | 1,023.7 |
| Long-term debt | 761.1 | 14.3 | 0.3 | — | 775.7 |
| Post-retirement benefits, other than pensions | — | 1.9 | — | — | 1.9 |
| Pensions | — | 77.1 | 13.1 | — | 90.2 |
| Other liabilities | 0.3 | 119.9 | 11.5 | — | 131.7 |
| Total liabilities | 754.6 | 743.2 | 576.2 | (50.8) | 2,023.2 |
| Commitments and contingencies | | | | | |
| Total stockholders' equity | 32.5 | 1,101.8 | 580.3 | (1,682.1) | 32.5 |
| Total liabilities and stockholders' equity | \$ 787.1 | \$ 1,845.0 | \$ 1,156.5 | \$ (1,732.9) | \$ 2,055.7 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Balance Sheets
As of December 31, 2016

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|---------------------------|-----------------------------------|---------------------|-------------------|
| ASSETS | | | | | |
| <i>Current Assets:</i> | | | | | |
| Cash and cash equivalents | \$ 1.2 | \$ 17.1 | \$ 31.9 | \$ — | \$ 50.2 |
| Accounts and notes receivable, net | — | 30.6 | 439.2 | — | 469.8 |
| Inventories, net | — | 314.7 | 108.9 | (5.1) | 418.5 |
| Other assets | 12.8 | 48.8 | 67.5 | (61.7) | 67.4 |
| Total current assets | 14.0 | 411.2 | 647.5 | (66.8) | 1,005.9 |
| Property, plant and equipment, net | — | 237.6 | 123.8 | — | 361.4 |
| Goodwill | — | 134.9 | 60.2 | — | 195.1 |
| Investment in subsidiaries | 1,166.9 | 524.7 | (0.5) | (1,691.1) | — |
| Deferred income taxes | 6.8 | 113.5 | 31.1 | (14.7) | 136.7 |
| Other assets, net | 3.6 | 40.0 | 19.0 | (1.4) | 61.2 |
| Intercompany (payables) receivables, net | (382.4) | 375.2 | 80.4 | (73.2) | — |
| Total assets | \$ 808.9 | \$ 1,837.1 | \$ 961.5 | \$ (1,847.2) | \$ 1,760.3 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | |
| <i>Current liabilities:</i> | | | | | |
| Short-term debt | \$ — | \$ — | \$ 52.4 | \$ — | \$ 52.4 |
| Current maturities of long-term debt | 199.3 | 0.4 | 0.4 | — | 200.1 |
| Accounts payable | 18.5 | 248.5 | 94.2 | — | 361.2 |
| Accrued expenses | 6.3 | 206.3 | 53.3 | — | 265.9 |
| Income taxes (receivable) payable | (54.0) | 89.8 | 52.5 | (79.3) | 9.0 |
| Total current liabilities | 170.1 | 545.0 | 252.8 | (79.3) | 888.6 |
| Long-term debt | 600.9 | 14.5 | 0.3 | — | 615.7 |
| Post-retirement benefits, other than pensions | — | 2.8 | — | — | 2.8 |
| Pensions | — | 75.5 | 12.0 | — | 87.5 |
| Other liabilities | — | 119.1 | 11.1 | (2.5) | 127.7 |
| Total liabilities | 771.0 | 756.9 | 276.2 | (81.8) | 1,722.3 |
| Commitments and contingencies | | | | | |
| Total stockholders' equity | 37.9 | 1,080.2 | 685.3 | (1,765.4) | 38.0 |
| Total liabilities and stockholders' equity | \$ 808.9 | \$ 1,837.1 | \$ 961.5 | \$ (1,847.2) | \$ 1,760.3 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Statements of Operations and Comprehensive Income
For the Three Months Ended September 30, 2017

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|---------------------------|-------------------------------|-------------------|-----------------|
| Net Sales | \$ — | \$ 905.6 | \$ 300.0 | \$ (153.3) | \$ 1,052.3 |
| Cost of goods sold | — | 644.8 | 249.0 | (155.2) | 738.6 |
| Gross profit | — | 260.8 | 51.0 | 1.9 | 313.7 |
| Operating expenses: | | | | | |
| Selling, general and administrative expenses | — | 140.7 | 18.8 | (0.8) | 158.7 |
| Losses and other expenses, net | 0.2 | 1.9 | 0.9 | — | 3.0 |
| Restructuring charges | — | 1.2 | 0.7 | — | 1.9 |
| Income from equity method investments | (108.2) | (21.7) | (3.5) | 128.9 | (4.5) |
| Operating income | 108.0 | 138.7 | 34.1 | (126.2) | 154.6 |
| Interest expense, net | 6.2 | (0.6) | 2.0 | — | 7.6 |
| Other expense, net | — | — | 0.2 | (0.2) | — |
| Income from continuing operations before income taxes | 101.8 | 139.3 | 31.9 | (126.0) | 147.0 |
| Provision for income tax (benefit) expense | (1.7) | 30.5 | 13.5 | 0.7 | 43.0 |
| Income from continuing operations | 103.5 | 108.8 | 18.4 | (126.7) | 104.0 |
| Loss from discontinued operations, net of tax | — | — | (0.5) | — | (0.5) |
| Net income | \$ 103.5 | \$ 108.8 | \$ 17.9 | \$ (126.7) | \$ 103.5 |
| Other comprehensive income, net of tax | 0.4 | 2.1 | 6.9 | — | 9.4 |
| Comprehensive income (loss) | \$ 103.9 | \$ 110.9 | \$ 24.8 | \$ (126.7) | \$ 112.9 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Statements of Operations and Comprehensive Income
For the Nine Months Ended September 30, 2017

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|---------------------------|-----------------------------------|-------------------|-----------------|
| Net Sales | \$ — | \$ 2,560.6 | \$ 869.7 | \$ (482.4) | \$ 2,947.9 |
| Cost of goods sold | — | 1,830.8 | 731.1 | (479.5) | 2,082.4 |
| Gross profit | — | 729.8 | 138.6 | (2.9) | 865.5 |
| Operating expenses: | | | | | |
| Selling, general and administrative expenses | — | 419.2 | 61.6 | (1.2) | 479.6 |
| Losses (gains) and other expenses, net | 1.1 | 5.8 | 1.7 | (0.1) | 8.5 |
| Restructuring charges | — | 1.3 | 0.8 | — | 2.1 |
| Income from equity method investments | (277.5) | (52.0) | (12.7) | 326.7 | (15.5) |
| Operating income | 276.4 | 355.5 | 87.2 | (328.3) | 390.8 |
| Interest expense, net | 20.9 | (2.3) | 4.7 | — | 23.3 |
| Other expense, net | — | — | — | (0.2) | (0.2) |
| Income from continuing operations before income taxes | 255.5 | 357.8 | 82.5 | (328.1) | 367.7 |
| Provision for income tax (benefit) expense | (7.0) | 84.8 | 26.2 | (0.2) | 103.8 |
| Income from continuing operations | 262.5 | 273.0 | 56.3 | (327.9) | 263.9 |
| Loss from discontinued operations, net of tax | — | — | (1.4) | — | (1.4) |
| Net income | \$ 262.5 | \$ 273.0 | \$ 54.9 | \$ (327.9) | \$ 262.5 |
| Other comprehensive income, net of tax | \$ 0.5 | \$ 9.7 | \$ 27.9 | \$ — | \$ 38.1 |
| Comprehensive income (loss) | \$ 263.0 | \$ 282.7 | \$ 82.8 | \$ (327.9) | \$ 300.6 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Statements of Operations and Comprehensive Income
For the Three Months Ended September 30, 2016

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|---------------------------|-----------------------------------|-------------------|-----------------|
| Net Sales | \$ — | \$ 870.5 | \$ 186.9 | \$ (47.4) | \$ 1,010.0 |
| Cost of goods sold | — | 603.4 | 143.7 | (47.4) | 699.7 |
| Gross profit | — | 267.1 | 43.2 | — | 310.3 |
| Operating expenses: | | | | | |
| Selling, general and administrative expenses | — | 135.9 | 20.6 | — | 156.5 |
| (Gains) losses and other expenses, net | (1.1) | 1.1 | 0.7 | — | 0.7 |
| Restructuring charges | — | 0.5 | 0.1 | — | 0.6 |
| Income from equity method investments | (105.0) | (10.0) | (3.2) | 113.8 | (4.4) |
| Operating income | 106.1 | 139.6 | 25.0 | (113.8) | 156.9 |
| Interest expense, net | 6.1 | (0.5) | 1.4 | — | 7.0 |
| Other expense, net | — | — | — | — | — |
| Income from continuing operations before income taxes | 100.0 | 140.1 | 23.6 | (113.8) | 149.9 |
| Provision for income tax (benefit) expense | (1.7) | 42.3 | 7.6 | — | 48.2 |
| Income from continuing operations | 101.7 | 97.8 | 16.0 | (113.8) | 101.7 |
| Loss from discontinued operations, net of tax | — | — | — | — | — |
| Net income | \$ 101.7 | \$ 97.8 | \$ 16.0 | \$ (113.8) | \$ 101.7 |
| Other comprehensive income (loss), net of tax | 2.7 | (0.4) | (2.3) | (0.4) | (0.4) |
| Comprehensive income (loss) | \$ 104.4 | \$ 97.4 | \$ 13.7 | \$ (114.2) | \$ 101.3 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Statements of Operations and Comprehensive Income
For the Nine Months Ended September 30, 2016

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non- Guarantor Subsidiaries | Eliminations | Consolidated |
|---|-----------------|---------------------------|-----------------------------------|-------------------|-----------------|
| Net Sales | \$ — | \$ 2,368.8 | \$ 514.1 | \$ (138.5) | \$ 2,744.4 |
| Cost of goods sold | — | 1,675.6 | 396.3 | (136.4) | 1,935.5 |
| Gross profit | — | 693.2 | 117.8 | (2.1) | 808.9 |
| Operating expenses: | | | | | |
| Selling, general and administrative expenses | — | 394.6 | 61.6 | — | 456.2 |
| (Gains) losses and other expenses, net | (1.7) | 4.3 | 3.0 | (0.1) | 5.5 |
| Restructuring charges (gains) | — | 1.5 | (0.3) | — | 1.2 |
| Income from equity method investments | (248.5) | (19.5) | (12.4) | 265.1 | (15.3) |
| Operating income | 250.2 | 312.3 | 65.9 | (267.1) | 361.3 |
| Interest expense, net | 17.7 | (1.5) | 3.4 | — | 19.6 |
| Other expense, net | — | — | (0.2) | — | (0.2) |
| Income from continuing operations before income taxes | 232.5 | 313.8 | 62.7 | (267.1) | 341.9 |
| Provision for income tax (benefit) expense | (4.9) | 89.1 | 20.5 | (0.7) | 104.0 |
| Income from continuing operations | 237.4 | 224.7 | 42.2 | (266.4) | 237.9 |
| Loss from discontinued operations, net of tax | — | — | 0.6 | — | 0.6 |
| Net income | \$ 237.4 | \$ 224.7 | \$ 41.6 | \$ (266.4) | \$ 237.3 |
| Other comprehensive income, net of tax | 7.7 | 2.0 | 6.7 | 1.3 | 17.7 |
| Comprehensive income (loss) | \$ 245.1 | \$ 226.7 | \$ 48.3 | \$ (265.1) | \$ 255.0 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Statements of Cash Flows
For the Nine Months Ended September 30, 2017

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|--|-----------------|---------------------------|-------------------------------|-----------------|-----------------|
| Cash flows from operating activities | \$ 411.6 | \$ (2.4) | \$ (279.6) | \$ (0.6) | \$ 129.0 |
| Cash flows from investing activities: | | | | | |
| Proceeds from the disposal of property, plant and equipment | — | 0.1 | — | 0.1 | 0.2 |
| Purchases of property, plant and equipment | — | (48.3) | (12.2) | — | (60.5) |
| Net cash used in investing activities | — | (48.2) | (12.2) | 0.1 | (60.3) |
| Cash flows from financing activities: | | | | | |
| Short-term borrowings, net | — | — | (1.4) | — | (1.4) |
| Asset securitization borrowings | — | — | 275.0 | — | 275.0 |
| Asset securitization payments | — | — | — | — | — |
| Long-term debt payments | (200.0) | (0.2) | (0.1) | (0.5) | (200.8) |
| Long-term borrowings | — | 0.1 | (0.1) | — | — |
| Borrowings from credit facility | 1,883.0 | (0.2) | (0.2) | 0.4 | 1,883.0 |
| Payments on credit facility | (1,701.0) | — | — | — | (1,701.0) |
| Proceeds from employee stock purchases | 2.3 | — | — | — | 2.3 |
| Repurchases of common stock | (250.0) | — | — | — | (250.0) |
| Repurchases of common stock to satisfy employee withholding tax obligations | (16.0) | — | — | — | (16.0) |
| Intercompany debt | 102.8 | (34.8) | (68.0) | — | — |
| Intercompany financing activity | (174.3) | 91.0 | 82.7 | 0.6 | — |
| Cash dividends paid | (58.4) | — | — | — | (58.4) |
| Net cash (used in) provided by financing activities | (411.6) | 55.9 | 287.9 | 0.5 | (67.3) |
| Increase (decrease) in cash and cash equivalents | — | 5.3 | (3.9) | — | 1.4 |
| Effect of exchange rates on cash and cash equivalents | — | — | 9.1 | — | 9.1 |
| Cash and cash equivalents, beginning of period | 1.2 | 17.1 | 31.9 | — | 50.2 |
| Cash and cash equivalents, end of period | \$ 1.2 | \$ 22.4 | \$ 37.1 | \$ — | \$ 60.7 |

Lennox International Inc. and Subsidiaries
Condensed Consolidating Statements of Cash Flows
For the Nine Months Ended September 30, 2016

| <i>(Amounts in millions)</i> | Parent | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|--|----------------|---------------------------|-------------------------------|--------------|-----------------|
| Cash flows from operating activities | \$ 15.5 | \$ 262.2 | \$ (150.8) | \$ — | \$ 126.9 |
| Cash flows from investing activities: | | | | | |
| Purchases of property, plant and equipment | — | (52.4) | (7.0) | — | (59.4) |
| Net cash used in investing activities | — | (52.4) | (7.0) | — | (59.4) |
| Cash flows from financing activities: | | | | | |
| Short-term borrowings, net | — | — | (2.1) | — | (2.1) |
| Asset securitization borrowings | — | — | 145.0 | — | 145.0 |
| Asset securitization payments | — | — | (20.0) | — | (20.0) |
| Long-term debt payments | (30.0) | (0.6) | (0.3) | — | (30.9) |
| Borrowings from credit facility | 1,715.0 | — | — | — | 1,715.0 |
| Payments on credit facility | (1,493.0) | — | — | — | (1,493.0) |
| Proceeds from employee stock purchases | 1.9 | — | — | — | 1.9 |
| Payments of deferred financing costs | (0.9) | — | — | — | (0.9) |
| Repurchases of common stock | (300.0) | — | — | — | (300.0) |
| Repurchases of common stock to satisfy employee withholding tax obligations | (26.3) | — | — | — | (26.3) |
| Intercompany debt | (6.6) | (5.1) | 11.7 | — | — |
| Intercompany financing activity | 178.9 | (196.0) | 17.1 | — | — |
| Intercompany investments | — | — | — | — | — |
| Cash dividends paid | (50.5) | — | — | — | (50.5) |
| Net cash (used in) provided by financing activities | (11.5) | (201.7) | 151.4 | — | (61.8) |
| Increase (decrease) in cash and cash equivalents | 4.0 | 8.1 | (6.4) | — | 5.7 |
| Effect of exchange rates on cash and cash equivalents | — | — | 3.2 | — | 3.2 |
| Cash and cash equivalents, beginning of period | 0.5 | 7.8 | 30.6 | — | 38.9 |
| Cash and cash equivalents, end of period | \$ 4.5 | \$ 15.9 | \$ 27.4 | \$ — | \$ 47.8 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on information currently available to management as well as management's assumptions and beliefs as of the date such statements were made. All statements, other than statements of historical fact, included in this Quarterly Report on Form 10-Q constitute forward-looking statements, including but not limited to statements identified by forward-looking terminology, such as the words "may," "will," "should," "plan," "anticipate," "believe," "intend," "estimate" and "expect" and similar expressions. Such statements reflect our current views with respect to future events, based on what we believe are reasonable assumptions; however, such statements are subject to certain risks and uncertainties. In addition to the specific uncertainties discussed elsewhere in this Quarterly Report on Form 10-Q, the risk factors set forth in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016, and those set forth in Part II, "Item 1A. Risk Factors" of this report, if any, may affect our performance and results of operations. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those in the forward-looking statements. We disclaim any intention or obligation to update or review any forward-looking statements or information, whether as a result of new information, future events or otherwise, except as required by law.

Business Overview

We operate in three reportable business segments of the heating, ventilation, air conditioning and refrigeration ("HVACR") industry. Our reportable segments are Residential Heating & Cooling, Commercial Heating & Cooling, and Refrigeration. For additional information regarding our reportable segments, see Note 14 in the Notes to the Consolidated Financial Statements.

Our fiscal year ends on December 31 and our interim fiscal quarters are each comprised of approximately 13 weeks. For convenience, throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations, the 13-week periods comprising each fiscal quarter are denoted by the last day of the respective calendar quarter.

We sell our products and services through a combination of direct sales, distributors and company-owned parts and supplies stores. The demand for our products and services is seasonal and significantly impacted by the weather. Warmer than normal summer temperatures generate demand for replacement air conditioning and refrigeration products and services, and colder than normal winter temperatures have a similar effect on heating products and services. Conversely, cooler than normal summers and warmer than normal winters depress the demand for HVACR products and services. In addition to weather, demand for our products and services is influenced by national and regional economic and demographic factors, such as interest rates, the availability of financing, regional population and employment trends, new construction, general economic conditions, and consumer spending habits and confidence. A substantial portion of the sales in each of our business segments is attributable to replacement business, with the balance comprised of new construction business.

The principal elements of cost of goods sold are components, raw materials, factory overhead, labor, estimated warranty costs, and freight and distribution costs. The principal raw materials used in our manufacturing processes are steel, copper and aluminum. In recent years, pricing volatility for these commodities and related components has impacted us and the HVACR industry in general. We seek to mitigate the impact of volatility in commodity prices through a combination of price increases, commodity contracts, improved production efficiency and cost reduction initiatives. We also partially mitigate volatility in the prices of these commodities by entering into futures contracts and fixed forward contracts.

Financial Overview

In the third quarter of 2017, the Commercial Heating & Cooling segment led our overall operational performance with a 7% increase in net sales and a \$1 million increase in segment profit compared to the third quarter of 2016. The primary growth driver for this segment was volume gains. Our Residential Heating & Cooling segment also grew sales in the third quarter of 2017 with a 3% increase in net sales and had \$2 million in increased segment profit compared to the third quarter of 2016. This segment's profits were up largely due to lower materials costs, higher volumes and favorable price. Sales in our Refrigeration segment increased by 3% and segment profit was down \$3 million compared to the third quarter of 2016 due primarily to higher commodity prices and lower factory productivity.

Financial Highlights

- Net sales increased \$42 million, or 4%, to \$1,052 million in the third quarter of 2017 compared to the third quarter of 2016.
- Operating income in the third quarter of 2017 decreased \$2 million to \$155 million.
- Net income for the third quarter of 2017 increased \$2 million to \$104 million, including the benefit of \$1.5 million of discrete tax benefits in the third quarter of 2017 related to excess tax benefits from share-based compensation.
- Diluted earnings per share from continuing operations were \$2.45 per share in the third quarter of 2017 compared to \$2.33 per share in the third quarter of 2016.
- During the nine months ended September 30, 2017, we returned \$58 million to shareholders through dividend payments and entered into agreements to repurchase \$250 million of common stock that will be completed in the fourth quarter of 2017.

Third Quarter of 2017 Compared to Third Quarter of 2016 - Consolidated Results

The following table provides a summary of our financial results, including information presented as a percentage of net sales:

| | For the Three Months Ended September 30, | | | | |
|--|--|-------------------|-------------------------------|------------------|----------------|
| | Dollars (in millions) | | Percent Change Fav/(Unfav) | Percent of Sales | |
| | 2017 | 2016 | | 2017 | 2016 |
| Net sales | \$ 1,052.3 | \$ 1,010.0 | 4.2 % | 100.0 % | 100.0 % |
| Cost of goods sold | 738.6 | 699.7 | (5.6) | 70.2 | 69.3 |
| Gross profit | 313.7 | 310.3 | 1.1 | 29.8 | 30.7 |
| Selling, general and administrative expenses | 158.7 | 156.5 | (1.4) | 15.1 | 15.5 |
| Losses and other expenses, net | 3.0 | 0.7 | (328.6) | 0.3 | 0.1 |
| Restructuring charges | 1.9 | 0.6 | (216.7) | 0.2 | 0.1 |
| Income from equity method investments | (4.5) | (4.4) | 2.3 | (0.4) | (0.4) |
| Operating income | \$ 154.6 | \$ 156.9 | (1.5)% | 14.7 % | 15.5 % |

Net Sales

Net sales increased 4% in the third quarter of 2017 compared to the third quarter of 2016, primarily from 3% higher sales volumes and 1% from favorable foreign currency exchange rates. The Residential Heating & Cooling segment delivered higher volume from additional new construction business. The Commercial Heating & Cooling segment delivered higher volume from our North American equipment business.

Gross Profit

Gross profit margin in the third quarter of 2017 decreased to 29.8% compared to 30.7% in the third quarter of 2016. We saw negative margin decreases of 120 basis points ("bps") from higher commodity prices, 50 bps from other product costs, 50 bps from combined freight and distribution and 10 bps from product warranties. Partially offsetting these decreases were increases of 10 bps from favorable mix and price, 120 bps from lower material costs and 10 bps from favorable foreign currency exchange rates.

Selling, General and Administrative Expenses

Selling, general and administrative expenses, or SG&A, was \$159 million in the third quarter of 2017 compared to \$157 million in the third quarter of 2016, and as a percentage of net sales decreased 40 bps to 15.1%. SG&A increased due to wage inflation, increased healthcare costs and increased investment in information technology and research and development partially offset by decreases in long-term incentive compensation.

Losses and Other Expenses, Net

Losses and other expenses, net for the third quarter of 2017 and 2016 included the following (in millions):

| | For the Three Months Ended September 30, | |
|--|---|--------|
| | 2017 | 2016 |
| Realized (gains) losses on settled future contracts | \$ (0.5) | \$ 0.3 |
| Foreign currency exchange (gains) losses | (0.6) | 0.5 |
| Loss on disposal of fixed assets | 0.1 | 0.2 |
| Net change in unrealized losses (gains) on unsettled futures contracts | 0.2 | (1.2) |
| Special legal contingency charges | 1.5 | 0.5 |
| Asbestos-related litigation | 1.5 | 0.4 |
| Environmental liabilities | 0.5 | — |
| Other items, net | 0.3 | — |
| Losses and other expenses, net (pre-tax) | \$ 3.0 | \$ 0.7 |

The net change in unrealized (gains) losses on unsettled futures contracts was due to changes in commodity prices relative to the unsettled futures contract prices. For more information on our futures contracts, see Note 4 in the Notes to the Consolidated Financial Statements. For more information on special legal contingency charges and asbestos-related litigation, see Note 6 in the Notes to the Consolidated Financial Statements. The environmental liabilities relate to estimated remediation costs for contamination at some of our facilities.

Restructuring Charges

Restructuring charges were \$2 million in the third quarter of 2017 compared to \$1 million in 2016. The charges in 2017 and 2016 were primarily for projects to realign resources and enhance distribution capabilities. For additional information on our restructuring activities, refer to Note 12 in the Notes to the Consolidated Financial Statements.

Income from Equity Method Investments

We participate in two joint ventures that are engaged in the manufacture and sale of compressors, unit coolers and condensing units. We exert significant influence over these affiliates based upon our ownership, but do not control them due to venture partner participation. Accordingly, these joint ventures have been accounted for under the equity method and their financial position and results of operations are not consolidated. Income from equity method investments of \$5 million in the third quarter of 2017 was relatively flat when compared to the third quarter of 2016.

Interest Expense, net

Interest expense, net of \$8 million in the third quarter of 2017 was up from \$7 million as compared to the third quarter of 2016 due to an increase in our average net borrowings.

Income Taxes

We expect our annual effective tax rate to be between 31% and 32%, excluding the impact of excess tax benefits recorded as a reduction of income taxes under ASU No. 2016-09, in 2017 and subsequent years.

The effective tax rate was 29% for the three months ended September 30, 2017, after the impact of excess tax benefits, compared to 32% for the three months ended September 30, 2016, which excluded the impact of excess tax benefits. The rate for the third quarter of 2017 is lower as compared to the third quarter of 2016 primarily due to the impact of foreign operations in low tax jurisdictions.

Third Quarter of 2017 Compared to Third Quarter of 2016 - Results by Segment

Residential Heating & Cooling

The following table presents our Residential Heating & Cooling segment's net sales and profit for the third quarter of 2017 and 2016 (dollars in millions):

| | For the Three Months Ended September 30, | | | |
|----------------|--|----------|------------|----------|
| | 2017 | 2016 | Difference | % Change |
| Net sales | \$ 590.5 | \$ 572.7 | \$ 17.8 | 3.1% |
| Profit | \$ 114.7 | \$ 112.7 | \$ 2.0 | 1.8% |
| % of net sales | 19.4% | 19.7% | | |

Net sales increased by 3% in the third quarter of 2017 compared to the third quarter of 2016. Sales volume increased 3%, price increased 1%, and mix was unfavorable by 1%.

Segment profit in the third quarter of 2017 increased \$2 million compared to the third quarter of 2016 due to \$8 million from sourcing and engineering-led cost reductions, \$3 million in higher sales volume, \$3 million from price and mix combined, \$3 million for favorable foreign currency exchange rates, \$1 million from factory productivity which includes the addition of a second factory in Mexico, and \$1 million from higher income from equity method investments. Partially offsetting these increases was \$8 million from higher commodity costs, \$3 million from increases in warranty and other product costs, \$3 million in distribution investments, and \$3 million of SG&A expenses related to investments in research and development, information technology, and other SG&A.

Commercial Heating & Cooling

The following table presents our Commercial Heating & Cooling segment's net sales and profit for the third quarter of 2017 and 2016 (dollars in millions):

| | For the Three Months Ended September 30, | | | |
|----------------|--|----------|------------|----------|
| | 2017 | 2016 | Difference | % Change |
| Net sales | \$ 269.4 | \$ 251.4 | \$ 18.0 | 7.2% |
| Profit | \$ 50.0 | \$ 48.9 | \$ 1.1 | 2.2% |
| % of net sales | 18.6% | 19.5% | | |

Net sales increased by 7% in the third quarter of 2017 compared to the third quarter of 2016. Sales volume increased 6% and favorable foreign currency exchange rates contributed 1% growth.

Segment profit in the third quarter of 2017 increased \$1 million compared to the third quarter of 2016 primarily due to \$4 million from higher sales volume, \$2 million from sourcing and engineering-led cost reductions, \$1 million from lower SG&A expenses, and \$1 million from favorable foreign currency exchange rates. Partially offsetting these increases was \$3 million from increases in warranty and other product costs, \$2 million of higher commodity costs, \$1 million in lower factory productivity, and \$1 million in distribution investments.

Refrigeration

The following table presents our Refrigeration segment's net sales and profit for the third quarter of 2017 and 2016 (dollars in millions):

| | For the Three Months Ended September 30, | | | |
|----------------|--|----------|------------|----------|
| | 2017 | 2016 | Difference | % Change |
| Net sales | \$ 192.4 | \$ 185.9 | \$ 6.5 | 3.5 % |
| Profit | \$ 20.0 | \$ 22.9 | \$ (2.9) | (12.7)% |
| % of net sales | 10.4% | 12.3% | | |

Net sales increased 3% in the third quarter of 2017 compared to the third quarter of 2016. Sales volume increased 2% primarily from our European Commercial Refrigeration and Australian businesses, and favorable foreign currency exchange rates contributed 1% growth.

Segment profit for the third quarter of 2017 decreased \$3 million compared to the third quarter of 2016. The decrease was driven by \$2 million of lower factory productivity, \$2 million in higher SG&A expenses, \$2 million of unfavorable price and mix, \$1 million in higher commodity costs, and \$1 million in freight and distribution investments that were partially offset by higher sourcing and engineering-led cost reductions of \$3 million, higher sales volumes of \$1 million and decreases in other product costs of \$1 million.

Corporate and Other

Corporate and other expenses decreased \$4 million in the third quarter of 2017 compared to the third quarter of 2016 primarily due to lower incentive compensation, partially offset by higher health care expenses and information technology investments.

Year-to-Date through September 30, 2017 Compared to Year-to-Date through September 30, 2016 - Consolidated Results

The following table provides a summary of our financial results, including information presented as a percentage of net sales:

| | For the Nine Months Ended September 30, | | | | |
|--|--|-------------------|---|-------------------------|----------------|
| | Dollars (in millions) | | Percent Change Fav/(Unfav) | Percent of Sales | |
| | 2017 | 2016 | | 2017 | 2016 |
| Net sales | \$ 2,947.9 | \$ 2,744.4 | 7.4 | 100.0 % | 100.0 % |
| Cost of goods sold | 2,082.4 | 1,935.5 | (7.6) | 70.6 | 70.5 |
| Gross profit | 865.5 | 808.9 | 7.0 | 29.4 | 29.5 |
| Selling, general and administrative expenses | 479.6 | 456.2 | (5.1) | 16.3 | 16.6 |
| Losses and other expenses, net | 8.5 | 5.5 | (54.5) | 0.3 | 0.2 |
| Restructuring charges | 2.1 | 1.2 | (75.0) | 0.1 | — |
| Income from equity method investments | (15.5) | (15.3) | 1.3 | (0.5) | (0.6) |
| Operating income | \$ 390.8 | \$ 361.3 | 8.2 | 13.3 % | 13.2 % |

Net Sales

Net sales increased 7% in the first nine months of 2017 compared to the first nine months of 2016 due to a 7% increase in sales volumes. The volume increases were driven by our Residential Heating & Cooling and Commercial Heating & Cooling and Refrigeration segments all capturing additional replacement and new construction business.

Gross Profit

Gross profit margins in the first nine months of 2017 decreased 10 bps to 29.4% compared to the first nine months of 2016. Our profit margin decreased 70 bps from higher commodity costs, 50 bps from freight and distribution, 20 bps from unfavorable factory productivity and 20 bps related to a product quality issue disclosed in Note 6 in the Notes to the Consolidated Financial Statements. Offsetting these decreases were increases of 100 bps from material cost savings and 50 bps from favorable price and mix combined.

Selling, General and Administrative Expenses

SG&A was \$480 million for the first nine months of 2017 compared to \$456 million for the first nine months of 2016, and as a percentage of net sales, decreased 30 bps to 16.3% from 16.6%. SG&A increased due to wage inflation, increased healthcare costs and increased investments in information technology and research and development partially offset by decreases in long-term incentive compensation.

Losses and Other Expenses, Net

Losses and other expenses, net for the first nine months of 2017 and 2016 included the following (in millions):

| | For the Nine Months Ended September 30, | |
|--|--|--------|
| | 2017 | 2016 |
| Realized (gains) losses on settled future contracts | \$ (1.3) | \$ 1.2 |
| Foreign currency exchange (gains) losses | (0.3) | 1.1 |
| Loss on disposal of fixed assets | 0.1 | 0.3 |
| Net change in unrealized losses (gains) on unsettled futures contracts | 1.0 | (1.9) |
| Special legal contingency charges | 3.6 | 0.5 |
| Asbestos-related litigation | 3.9 | 2.3 |
| Environmental liabilities | 1.2 | 1.1 |
| Contractor tax payments | — | 0.5 |
| Acquisition costs | — | 0.4 |
| Other items, net | 0.3 | — |
| Losses and other expenses, net (pre-tax) | \$ 8.5 | \$ 5.5 |

The net change in unrealized (gains) losses on unsettled futures contracts was due to changes in commodity prices relative to the unsettled futures contract prices. For more information on our futures contracts, see Note 4 in the Notes to the Consolidated Financial Statements. For more information on special legal contingency charges and asbestos-related litigation, see Note 6 in the Notes to the Consolidated Financial Statements. The environmental liabilities relate to estimated remediation costs for contamination at some of our facilities. Contractor tax payments in the first nine months of 2016 relate to a charge for unpaid contractor taxes at one of our non-U.S. subsidiaries.

Restructuring Charges

Restructuring charges were \$2 million in the first nine months of 2017 compared to \$1 million in 2016. The charges in 2017 and 2016 were primarily for projects to realign resources and enhance distribution capabilities. For additional information on our restructuring activities, refer to Note 12 in the Notes to the Consolidated Financial Statements.

Income from Equity Method Investments

We participate in two joint ventures that are engaged in the manufacture and sale of compressors, unit coolers and condensing units. We exert significant influence over these affiliates based upon our ownership, but do not control them due to venture partner participation. Accordingly, these joint ventures have been accounted for under the equity method and their financial position and results of operations are not consolidated. Income from equity method investments of \$16 million in the first nine months of 2017 was relatively flat when compared to the first nine months of 2016.

Interest Expense, net

Interest expense, net of \$23 million in the first nine months of 2017 increased from \$20 million in the first nine months of 2016 due to an increase in our average net borrowings.

Income Taxes

We expect our annual effective tax rate to be between 31% and 32%, excluding the impact of excess tax benefits recorded as a reduction of income taxes under ASU No. 2016-09, in 2017 and subsequent years.

The effective tax rate was 28% for the nine months ended September 30, 2017, after the impact of excess tax benefits, compared to 30% for the nine months ended September 30, 2016, which excluded the impact of excess tax benefits. The rate for the nine months ended September 30, 2017 is lower as compared to the nine months ended September 30, 2016 primarily due to the impact of foreign operations in low tax jurisdictions.

Year-to-Date through September 30, 2017 Compared to Year-to-Date through September 30, 2016 - Results by Segment

Residential Heating & Cooling

The following table presents our Residential Heating & Cooling segment's net sales and profit for the first nine months of 2017 and 2016 (dollars in millions):

| | For the Nine Months Ended September 30, | | | |
|----------------|---|------------|------------|----------|
| | 2017 | 2016 | Difference | % Change |
| Net sales | \$ 1,663.8 | \$ 1,524.5 | \$ 139.3 | 9.1% |
| Profit | \$ 297.6 | \$ 266.9 | \$ 30.7 | 11.5% |
| % of net sales | 17.9% | 17.5% | | |

Net sales increased by 9% in the first nine months of 2017 compared to the first nine months of 2016. Sales volume increased net sales by 8% due to industry growth and market share gains, and the benefits of favorable price and mix contributed 1%.

Segment profit for the first nine months of 2017 increased \$31 million compared to the first nine months of 2016 due to \$39 million in higher sales volume, \$16 million from sourcing and engineering-led cost reductions, \$10 million from favorable price and mix, \$3 million from favorable foreign currency exchange rates, \$1 million in higher factory productivity, \$1 million from lower warranty costs and \$1 million from higher income from equity method investments. Partially offsetting these increases was \$15 million in SG&A expenses to support investments in technology and research and development and incremental headcount and higher personnel costs, \$14 million in higher commodity costs, \$9 million in freight and distribution investments, and \$2 million in higher other product related costs.

Commercial Heating & Cooling

The following table presents our Commercial Heating & Cooling segment's net sales and profit for the first nine months of 2017 and 2016 (dollars in millions):

| | For the Nine Months Ended September 30, | | | |
|----------------|---|----------|------------|----------|
| | 2017 | 2016 | Difference | % Change |
| Net sales | \$ 723.5 | \$ 674.7 | \$ 48.8 | 7.2% |
| Profit | \$ 113.8 | \$ 110.6 | \$ 3.2 | 2.9% |
| % of net sales | 15.7% | 16.4% | | |

Commercial Heating & Cooling net sales increased by 7% in the first nine months of 2017 compared to the first nine months of 2016. Sales volume increased 7% primarily due to increases in our North American businesses.

Segment profit in the first nine months of 2017 increased \$3 million compared to the first nine months of 2016 due to \$14 million from higher sales volume, \$5 million from sourcing and engineering-led cost reductions, and \$1 million from favorable foreign currency exchange rates. Partially offsetting these increases was \$4 million in higher SG&A expenses, \$4 million from increases in other product costs, \$3 million in higher commodity costs, \$2 million from unfavorable sales mix, \$2 million from lower factory productivity, and \$2 million in freight and distribution investments.

Refrigeration

The following table presents our Refrigeration segment's net sales and profit for the first nine months of 2017 and 2016 (dollars in millions):

| | For the Nine Months Ended September 30, | | | |
|----------------|---|----------|------------|----------|
| | 2017 | 2016 | Difference | % Change |
| Net sales | \$ 560.6 | \$ 545.2 | \$ 15.4 | 2.8% |
| Profit | \$ 55.7 | \$ 53.2 | \$ 2.5 | 4.7% |
| % of net sales | 9.9% | 9.8% | | |

Refrigeration net sales increased 3% in the first nine months of 2017 compared to the first nine months of 2016. Sales volume increased net sales by 2% and favorable mix contributed 1%.

Segment profit for the first nine months of 2017 increased \$2 million compared to the first nine months of 2016 due to \$8 million from sourcing and engineering-led cost reductions, \$4 million from favorable price and mix, \$3 million from lower other product costs, \$3 million from higher sales volume, and \$1 million from favorable foreign currency exchange rates. Partially offsetting these increases was \$10 million in higher SG&A expenses, \$4 million in lower factory productivity, \$2 million in higher freight and distribution investments, and \$1 million in higher commodity costs.

Corporate and Other

Corporate and other expenses decreased \$7 million in the first nine months of 2017 compared to the first nine months of 2016 primarily due from lower incentive compensation with a partial offset from general wage inflation and information technology investments.

Liquidity and Capital Resources

Our working capital and capital expenditure requirements are generally met through internally generated funds, bank lines of credit and an asset securitization arrangement. Working capital needs are generally greater in the first and second quarters due to the seasonal nature of our business cycle.

Statement of Cash Flows

The following table summarizes our cash flow activity for the nine months ended September 30, 2017 and 2016 (in millions):

| | For the Nine Months Ended September 30, | |
|---|--|-------------|
| | 2017 | 2016 |
| Net cash provided by operating activities | \$ 129.0 | \$ 126.9 |
| Net cash used in investing activities | (60.3) | (59.4) |
| Net cash used in financing activities | (67.3) | (61.8) |

Net Cash Provided by Operating Activities - The net cash provided by operating activities in the first nine months of 2017 and 2016 reflects the seasonal increase in working capital requirements and the increase in sales in 2017 as compared to 2016. The increase in net income in the first nine months of 2017 as compared to 2016 was offset by increases in working capital used to support higher sales.

Net Cash Used in Investing Activities - Capital expenditures were \$61 million and \$59 million in the first nine months of 2017 and 2016, respectively. Capital expenditures in 2017 were primarily related to investments in systems and software to support the overall enterprise, expansion of our manufacturing capacity and equipment, and continued investments in our distribution network.

Net Cash Used in Financing Activities - Net cash used in financing activities increased in the first nine months of 2017 to \$67 million as compared to \$62 million in the first nine months of 2016. Cash continues to be provided by an increase in net borrowings and we continue to make share repurchases and dividend payments. During the third quarter of 2017 we settled the \$100 million Accelerated Share Repurchase Transaction executed in the second quarter and initiated another \$75 million Accelerated Share Repurchase Transaction to be settled in the fourth quarter. For additional information on share repurchases, refer to Note 10 in the Notes to the Consolidated Financial Statements.

Debt Position

The following table details our lines of credit and financing arrangements as of September 30, 2017 (in millions):

| | Outstanding Borrowings |
|--|-----------------------------------|
| Short-term debt: | |
| Foreign obligations | \$ 1.0 |
| Asset Securitization Program ⁽¹⁾ | 325.0 |
| Total short-term debt | \$ 326.0 |
| Current maturities of long-term debt: | |
| Capital lease obligations | 0.5 |
| Domestic credit facility ⁽²⁾ | 22.5 |
| Debt issuance costs | (0.6) |
| Total current maturities of long-term debt | \$ 22.4 |
| Long-term debt: | |
| Capital lease obligations | 14.7 |
| Domestic credit facility ⁽²⁾ | 415.5 |
| Senior unsecured notes | 350.0 |
| Debt issuance costs | (4.5) |
| Total long-term debt | 775.7 |
| Total debt | \$ 1,124.1 |

⁽¹⁾ The maximum securitization amount ranges from \$200.0 million to \$325.0 million, depending on the period. The maximum capacity of the ASP is the lesser of the maximum securitization amount or 100% of the net pool balance less reserves, as defined under the ASP.

⁽²⁾ The available future borrowings on our domestic credit facility are \$429.0 million after being reduced by the outstanding borrowings and \$3.0 million in outstanding standby letters of credit. We also had \$34.7 million in outstanding standby letters of credit outside of the domestic credit facility as of September 30, 2017.

Financial Leverage

We periodically review our capital structure to ensure the appropriate levels of leverage and liquidity. We may access the capital markets, as necessary, based on business needs and to take advantage of favorable interest rate environments or other market conditions. We also evaluate our debt-to-capital and debt-to-EBITDA ratios to determine, among other considerations, the appropriate targets for capital expenditures and share repurchases under our share repurchase programs. Our debt-to-total-capital ratio increased to 97.2% at September 30, 2017 from 95.8% at December 31, 2016.

As of September 30, 2017, our senior credit ratings were Baa3 with a stable outlook, and BBB with a stable outlook, by Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's Rating Group ("S&P"), respectively. The security ratings are not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating. Our goal is to maintain investment grade ratings from Moody's and S&P to help ensure the capital markets remain available to us.

Liquidity

We believe our cash and cash equivalents of \$61 million, future cash generated from operations and available future borrowings are sufficient to fund operations, planned capital expenditures, future contractual obligations, share repurchases, potential dividends and other needs in the foreseeable future. Included in our cash and cash equivalents of \$61 million as of September 30, 2017 was \$37.1 million of cash held in foreign locations. Our cash held in foreign locations is used for investing and operating activities in those locations, and we generally do not have the need or intent to repatriate those funds to the United States. If we were to repatriate foreign earnings, we would be required to accrue and pay taxes in the United States, less foreign tax credits, for the amounts that were repatriated.

Our expected capital expenditures for 2017 are \$100 million. We also continue to increase shareholder value through dividend payments and our share repurchase programs, with the completion of a \$250 million stock repurchase program and the declaration of \$58 million of cash dividends in the first nine months of 2017.

Off Balance Sheet Arrangements

In addition to the credit facilities, promissory notes and leasing commitments described above, we also lease real estate and machinery and equipment pursuant to operating leases that are not capitalized on the balance sheet, including high-turnover equipment such as autos and service vehicles and short-lived equipment such as personal computers. Our operating lease commitments have not materially changed since December 31, 2016.

Commitments, Contingencies and Guarantees

For information regarding our commitments, contingencies and guarantees, see Note 6 in the Notes to the Consolidated Financial Statements.

Recent Accounting Pronouncements

On May 28, 2014, the Financial Accounting Standard Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for us on January 1, 2018. Early application is not permitted. We have substantially completed our evaluation of the effect that ASU 2014-09 will have on our Consolidated Financial Statements and related disclosures. We do not expect the ASU to have a material impact on the amount and timing of revenue recognition, but it will require us to enhance our disclosures to provide additional information relating to disaggregated revenue, contract assets and liabilities, and remaining performance obligations. We are currently in the process of preparing these additional disclosures, including updating our internal controls related to the additional data and disclosures to be provided upon adoption of the new standard. We will adopt the new standard using the modified retrospective approach.

On February 25, 2016, the FASB issued ASU No. 2016-02, *Leases (ASC 842)*. Lessees will need to recognize almost all leases on their balance sheet as a right-of-use asset and a lease liability. It will be critical to identify leases embedded in a contract to avoid misstating the lessee's balance sheet. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Classification will be based on criteria that are largely similar to those applied in current lease accounting, but without explicit bright lines. ASU 2016-02 is effective for public companies for annual reporting periods beginning after December 15, 2018, and interim periods within those fiscal years. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting. As a result of the new standard, all of our leases greater than one year in duration will be recognized on our Consolidated Balance Sheets as both operating lease liabilities and right-of-use assets upon adoption of the standard.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*. The amendments in this ASU clarify the classification for eight different types of activities, including debt prepayment and extinguishment costs, proceeds from insurance claims and distributions from equity method investees. For public business entities, the standard is effective for financial statements issued for fiscal years beginning after December 15, 2017. This standard is not expected to have a material impact on our consolidated financial statements.

On October 24, 2016, the FASB issued ASU 2016-16, *Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory*. The new ASU eliminates the existing exception from recognition of the tax consequences of intercompany sales of assets other than inventory. Under the new standard, when an asset (other than inventory) is sold from one consolidated entity to another, the tax consequences to the seller will be recognized currently as a component of the current tax provision. The new guidance will be effective for public business entities in fiscal years beginning after December 15, 2017, including interim periods within those years. In accordance with the ASU, our previously deferred tax costs and unrecognized deferred tax assets related to intra-entity asset transfers will need to be recognized at the date of transition through a cumulative effect adjustment to opening retained earnings upon adoption of the standard.

On March 10, 2017, the FASB issued ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. ASU 2017-07 changes the income statement presentation of defined benefit plan expense by requiring separation between operating expense (service cost component) and non-operating expense (all other components, including interest cost, amortization of prior service cost, curtailments and settlements, etc.). The operating expense component is reported with similar compensation costs while the non-operating components are reported in Other Income, net. In addition, only the service cost component is eligible for capitalization as part of an asset such as inventory or property, plant and equipment. We do not expect the ASU to have a material impact on our financial results.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

For quantitative and qualitative disclosures about market risk affecting LII, see "Quantitative and Qualitative Disclosures About Market Risk" in Item 7A of Part II of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Our exposure to market risk has not changed materially since December 31, 2016.

Item 4. *Controls and Procedures*

Disclosure Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our current management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2017, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes during the quarter ended September 30, 2017 in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II - Other Information

Item 1. *Legal Proceedings*

We are involved in a number of claims and lawsuits incident to the operation of our businesses. Insurance coverages are maintained and estimated costs are recorded for such claims and lawsuits. It is management's opinion that none of these claims or lawsuits will have a material adverse effect, individually or in the aggregate, on our financial position, results of operations or cash flows.

Item 1A. *Risk Factors*

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016, which could materially affect our business, financial condition or results of operations. There have been no material changes to our risk factors from those disclosed in our 2016 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In the third quarter of 2017, we purchased shares of our common stock as follows:

| | Total Number of Shares Purchased ⁽¹⁾ | Average Price Paid per Share (including fees) | Total Number of Shares Purchased As Part of Publicly Announced Plans | Approximate Dollar Value of Shares that may yet be Purchased under our Share Repurchase Plans (in millions) ⁽²⁾ |
|--------------------------------|--|--|---|---|
| July 1 through July 29 | 432,400 | \$ 172.71 | 432,179 | 396.0 |
| July 30 through August 26 | 9,129 | 173.24 | — | 396.0 |
| August 26 through September 30 | 1,628 | 158.63 | — | 396.0 |
| | <u>443,157</u> | | <u>432,179</u> | |

⁽¹⁾ We repurchased 10,979 shares of common stock in July, August and September 2017 surrendered to LII to satisfy employee tax-withholding obligations in connection with the exercise of long-term incentive awards.

⁽²⁾ After an \$75 million payment for Accelerated Share Repurchase Plan (ASR) executed in February 2017, \$100 million payment for an ASR executed in April 2017 and \$75 million payment for an ASR executed in July 2017. Final settlement of the February ASR occurred in the second quarter, final settlement for the April ASR occurred in the third quarter and the final settlement of the July ASR will be in the fourth quarter. The February, April and July ASRs were offered pursuant to a previously announced repurchase plan. See Note 10 in the Notes to the Consolidated Financial Statements for further details.

Item 6. Exhibits

- 3.1 Restated Certificate of Incorporation of Lennox International Inc. (“LII”) (filed as Exhibit 3.1 to LII’s Registration Statement on Form S-1 (Registration Statement No. 333-75725) filed on April 6, 1999 and incorporated herein by reference).
- 3.2 [Amended and Restated Bylaws of LII \(filed as Exhibit 3.1 to LII’s Current Report on Form 8-K filed on December 16, 2013 and incorporated herein by reference\).](#)
- 4.1 Specimen Stock Certificate for the Common Stock, par value \$.01 per share, of LII (filed as Exhibit 4.1 to LII’s Amendment to Registration Statement on Form S-1/A (Registration No. 333-75725) filed on June 16, 1999 and incorporated herein by reference).
- 4.2 [Indenture, dated as of May 3, 2010, between LII and U.S. Bank National Association, as trustee \(filed as Exhibit 4.3 to LII’s Post-Effective Amendment No. 1 to Registration Statement on S-3 \(Registration No. 333-155796\) filed on May 3, 2010, and incorporated herein by reference\).](#)
- 4.3 [Form of First Supplemental Indenture among LII, the guarantors party thereto and U.S. Bank National Association, as trustee \(filed as Exhibit 4.11 to LII’s Post-Effective Amendment No. 1 to Registration Statement on S-3 \(Registration No. 333-155796\) filed on May 3, 2010, and incorporated herein by reference\).](#)
- 4.4 [Second Supplemental Indenture dated as of March 28, 2011, among Heatcraft Inc., a Mississippi corporation, Heatcraft Refrigeration Products LLC, a Delaware limited liability company and Advanced Distributor Products LLC, a Delaware limited liability company \(the “Guarantors”\), LII, and each other existing Guarantor under the Indenture dated as of May 3, 2010, and U.S. Bank National Association as Trustee \(filed as Exhibit 4.4 to LII’s Quarterly Report on Form 10-Q filed on April 26, 2011, and incorporated herein by reference\).](#)
- 4.5 [Fourth Supplemental Indenture, dated as of December 10, 2013 among Lennox National Account Services LLC, LGL Australia \(US\) Inc., Lennox International Inc., each other existing Guarantor under the Indenture, dated as of May 3, 2010, as subsequently supplemented, and U.S. Bank National Association \(filed as Exhibit 4.5 to LII’s Annual Report on Form 10-K filed on February 13, 2014 and incorporated herein by reference\).](#)
- 4.6 [Fifth Supplemental Indenture, dated as of August 30, 2016 among LGL Europe Holding Co., each other existing Guarantor under the Indenture, dated as of May 3, 2010, as subsequently supplemented, and U.S. Bank National Association \(filed as Exhibit 4.6 to LII’s Quarterly Report on Form 10-Q filed on October 17, 2016, and incorporated by reference\).](#)
- 4.7 [Sixth Supplemental Indenture, dated as of November 3, 2016, among LII, each other existing Guarantor under the Indenture, dated as of May 3, 2010, as subsequently supplemented, and US Bank National Association, as trustee \(filed as Exhibit 4.2 to LII’s Current Report on Form 8-K filed on November 3, 2016, and incorporated by reference\).](#)
- 4.8 [Form of 3.000% Notes due 2023 \(filed as Exhibit 4.3 to LII’s Current Report on Form 8-K filed on November 3, 2016, and incorporated by reference\).](#)
- 10.1 [First Amendment To Sixth Amended and Restated Credit Facility Agreement \(filed herewith\).](#)
- 31.1 [Certification of the principal executive officer \(filed herewith\).](#)
- 31.2 [Certification of the principal financial officer \(filed herewith\).](#)
- 32.1 [Certification of the principal executive officer and the principal financial officer pursuant to 18 U.S.C. Section 1350 \(furnished herewith\).](#)

Exhibit No. (101).INS XBRL Instance Document

Exhibit No. (101).SCH XBRL Taxonomy Extension Schema Document

Exhibit No. (101).CAL XBRL Taxonomy Extension Calculation Linkbase Document

Exhibit No. (101).LAB XBRL Taxonomy Extension Label Linkbase Document

Exhibit No. (101).PRE XBRL Taxonomy Extension Presentation Linkbase Document

Exhibit No. (101).DEF XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LENNOX INTERNATIONAL INC.

By: /s/ Joseph W. Reitmeier

Joseph W. Reitmeier

Chief Financial Officer

(on behalf of registrant and as principal financial officer)

Date: October 23, 2017

FIRST AMENDMENT TO SIXTH AMENDED AND RESTATED CREDIT FACILITY AGREEMENT

THIS FIRST AMENDMENT TO SIXTH AMENDED AND RESTATED CREDIT FACILITY AGREEMENT (the "Amendment"), dated as of October 20, 2017, is among LENNOX INTERNATIONAL INC., a Delaware corporation (the "Borrower"), the Lenders party hereto, and JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent").

RECITALS:

The Borrower, the Administrative Agent, and the lenders listed on the signature pages thereto have entered into that certain Sixth Amended and Restated Credit Facility Agreement dated as of August 30, 2016 (as the same may hereafter be amended or otherwise modified, the "Agreement"). The Borrower, the Administrative Agent and the requisite Lenders now desire to amend the Agreement as herein set forth.

NOW, THEREFORE, in consideration of the premises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows effective as of the date hereof unless otherwise indicated:

ARTICLE 1.

Definitions

Section 1.1. Definitions. Capitalized terms used in this Amendment, to the extent not otherwise defined herein, shall have the same meanings as in the Agreement, as amended hereby.

ARTICLE 2.

Amendment

Section 2.1. Amendment to Section 6.01(i). Clause (i) of Section 6.01 of the Credit Agreement is hereby amended and restated in its entirety to read as follows:

- (i) Receivable Securitization Outstandings in an aggregate principal amount not to exceed \$400,000,000;

ARTICLE 3.

Conditions Precedent

Section 3.1. Conditions. The effectiveness of Article 2 of this Amendment is subject to the satisfaction of the following conditions precedent:

(a) The Administrative Agent (or its counsel) shall have received from each party hereto either (i) a counterpart of this Amendment signed on behalf of such party or (ii) written evidence satisfactory to the Administrative Agent (which may include telecopy or other electronic transmission of a signed signature page of this Amendment) that such party has signed a counterpart of this Amendment;

(b) The Administrative Agent shall have received such additional documentation and information as the Administrative Agent or its legal counsel may request;

(c) The representations and warranties of each Loan Party set forth herein and in all other Loan Documents shall be true and correct in all material respects or, in the case of such representations and warranties which are subject to a materiality or Material Adverse Effect qualifier, such representations and warranties shall be true and correct in all respects, in each case on and as of the date hereof, except to the extent such representations and warranties specifically relate to any earlier date in which case such representations and warranties shall have been true and correct in all material respects as of such earlier date, or, in the case of such representations and warranties which are subject to a materiality or Material Adverse Effect qualifier, such representations and warranties shall be true and correct in all respects as of such earlier date;

- (d) No Default shall exist;

(e) The Administrative Agent shall have received all fees and other amounts due and payable pursuant to this Amendment, the Agreement or any other Loan Document on or prior to the date hereof, including, to the extent invoiced,

reimbursement or payment of all reasonable out-of-pocket expenses required to be reimbursed or paid by the Borrower hereunder, under the Agreement or under any other Loan Document; and

(f) All proceedings taken in connection with the transactions contemplated by this Amendment and all documentation and other legal matters incident thereto shall be satisfactory to the Administrative Agent and its legal counsel.

ARTICLE 4.

Ratifications, Representations and Warranties

Section 4.1. Ratifications. The terms and provisions set forth in this Amendment shall modify and supersede all inconsistent terms and provisions set forth in the Agreement and except as expressly modified and superseded by this Amendment, the terms and provisions of the Agreement and the other Loan Documents are ratified and confirmed and shall continue in full force and effect. The Borrower, the Administrative Agent, and the Lenders party hereto agree that the Agreement as amended hereby and the other Loan Documents shall continue to be a legal, valid and binding obligation of the Borrower or such Loan Party (as the case may be), enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights generally and subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law. For all matters arising prior to the effective date of this Amendment (including, without limitation, the accrual and payment of interest and fees and compliance with financial covenants), the terms of the Agreement (as unmodified by this Amendment) shall control and are hereby ratified and confirmed.

Section 4.2. Representations and Warranties. The Borrower hereby represents and warrants to the Administrative Agent and the Lenders as follows: (a) after giving effect to this Amendment, no Default has occurred and is continuing; (b) after giving effect to this Amendment, the representations and warranties set forth in the Loan Documents are true and correct in all material respects or, in the case of such representations and warranties which are subject to a materiality or Material Adverse Effect qualifier, such representations and warranties shall be true and correct in all respects, in each case on and as of the date hereof, except to the extent such representations and warranties specifically relate to any earlier date in which case such representations and warranties shall have been true and correct in all material respects as of such earlier date, or, in the case of such representations and warranties which are subject to a materiality or Material Adverse Effect qualifier, such representations and warranties shall be true and correct in all respects as of such earlier date; (c) the execution, delivery and performance of this Amendment has been duly authorized by all necessary action on the part of the Borrower and each other Loan Party and does not and will not: (1) require any consent or approval of, registration or filing with, or any other action by, any Governmental Authority or any other Person, except such as have been obtained or made and are in full force and effect; (2) violate any applicable law or regulation or the charter, bylaws or other organizational documents of the Borrower or any of its Subsidiaries or any order of any Governmental Authority; (3) violate or result in a default under any material indenture, agreement or other instrument binding upon the Borrower or any of its Subsidiaries or its assets (including the documentation governing the Senior Unsecured Notes), or give rise to a right thereunder to require any payment to be made by the Borrower or any of its Subsidiaries; (4) result in the creation or imposition of any Lien on any asset of the Borrower or any of its Subsidiaries; and (d) the articles of incorporation, bylaws, partnership agreement, certificate of limited partnership, membership agreement, articles of organization or other applicable governing document of the Borrower and each other Loan Party and the resolutions of each Borrower and each other Loan Party attached as exhibits to any previously delivered Certificate of Secretary or Assistant Secretary have not been modified or rescinded and remain in full force and effect.

ARTICLE 5.

Miscellaneous

Section 5.1. Survival of Representations and Warranties. All covenants, agreements, representations and warranties made by the Loan Parties in this Amendment and the other Loan Documents and in the certificates or other instruments delivered in connection with or pursuant to this Amendment, the Agreement or any other Loan Document shall be considered to have been relied upon by the other parties hereto and shall survive the execution and delivery of this Amendment and the other Loan Documents and the making of any Loans and issuance of any Letters of Credit, regardless of any investigation made by any such other party or on its behalf and notwithstanding that the Administrative Agent, any Issuing Bank or any Lender may have had notice or knowledge of any Default or incorrect representation or warranty at the time any credit is extended hereunder or thereunder, and shall continue in full force and effect until the Loan Obligations have been Fully Satisfied. The provisions of Sections 2.14, 2.15, 2.16 and 10.03 and Article IX of the Agreement shall survive and remain in full force and effect regardless of the consummation of the transactions contemplated hereby, the repayment of the Loans, the expiration or termination of the Letters of Credit and the Commitments or the termination of this Amendment, the Agreement or any provision hereof or thereof.

Section 5.2. Reference to Agreement. Each of the Loan Documents, including the Agreement and any and all other agreements, documents, or instruments now or hereafter executed and delivered pursuant to the terms hereof or pursuant to the terms of the Agreement as amended hereby, are hereby amended so that any reference in such Loan Documents to the Agreement shall mean a reference to the Agreement as amended hereby.

Section 5.3. Expenses of Lender. As provided in the Agreement, the Borrower agrees to pay on demand all costs and expenses incurred by the Administrative Agent or any Lender in connection with the preparation, negotiation, and execution of this

Amendment and the other Loan Documents executed pursuant hereto, including without limitation, the costs and fees of the Administrative Agent's legal counsel.

Section 5.4. Severability. Any provision of this Amendment held to be invalid, illegal or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity, illegality or unenforceability without affecting the validity, legality and enforceability of the remaining provisions hereof; and the invalidity of a particular provision in a particular jurisdiction shall not invalidate such provision in any other jurisdiction.

Section 5.5. Applicable Law. This Amendment and all other Loan Documents executed pursuant hereto shall be governed by and construed in accordance with the applicable law pertaining in the State of New York, other than those conflict of law provisions that would defer to the substantive laws of another jurisdiction. This governing law election has been made by the parties in reliance (at least in part) on Section 5-1401 of the General Obligations Law of the State of New York, as amended (as and to the extent applicable), and other applicable law.

Section 5.6. Successors and Assigns. The provisions of this Amendment are binding upon and inure to the benefit of the parties hereto and their respective successors and assigns permitted under the Agreement (including any Affiliate of any Issuing Bank that issues any Letter of Credit, any Affiliate of a Lender who is owed any of the Obligations and any Indemnitee), except that the Borrower may not assign or otherwise transfer any of its rights or obligations hereunder without the prior written consent of each Lender (and any attempted assignment or transfer by the Borrower without such consent shall be null and void).

Section 5.7. Counterparts. This Amendment may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Amendment by telecopy, emailed pdf. or any other electronic means that reproduces an image of the actual executed signature page shall be effective as delivery of a manually executed counterpart of this Amendment. The words "execution," "signed," "signature," "delivery," and words of like import in or relating to any document to be signed in connection with this Amendment and the transactions contemplated hereby shall be deemed to include Electronic Signatures, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act.

Section 5.8. Effect of Waiver. No consent or waiver, express or implied, by the Administrative Agent or any Lender to or for any breach of or deviation from any covenant, condition or duty by the Borrower or any other Loan Party shall be deemed a consent or waiver to or of any other breach of the same or any other covenant, condition or duty.

Section 5.9. Headings. The headings, captions, and arrangements used in this Amendment are for convenience only and shall not affect the interpretation of this Amendment.

Section 5.10. ENTIRE AGREEMENT. THIS AMENDMENT AND ALL OTHER INSTRUMENTS, DOCUMENTS AND AGREEMENTS EXECUTED AND DELIVERED IN CONNECTION WITH THIS AMENDMENT EMBODY THE FINAL, ENTIRE AGREEMENT AMONG THE PARTIES RELATING TO THE SUBJECT MATTER HEREOF AND SUPERSEDE ANY AND ALL PREVIOUS COMMITMENTS, AGREEMENTS, REPRESENTATIONS AND UNDERSTANDINGS, WHETHER ORAL OR WRITTEN, RELATING TO THE SUBJECT MATTER HEREOF AND MAY NOT BE CONTRADICTED OR VARIED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OR DISCUSSIONS OF THE PARTIES HERETO. THERE ARE NO UNWRITTEN ORAL AGREEMENTS AMONG THE PARTIES HERETO.

[Signatures on Following Page.]

Executed as of the date first written above.

LENNOX INTERNATIONAL INC., as the Borrower

By: /s/ Richard A. Pelini

Rick Pelini, Vice

President and Treasurer
JPMORGAN CHASE BANK, N. A.
individually as a Lender and as the Administrative Agent

By: /s/ Gregory T. Martin

Gregory T. Martin, Executive Director

BANK OF AMERICA, NA.,
as a Lender

By: /s/ Allison W. Connally
Name: Allison W. Connally
Title: Senior Vice President

Wells Fargo Bank,
as a Lender

By: /s/ Ronald W. Harrison
Name: Ronald W. Harrison
Title: Senior Vice President

The Bank of Tokyo-Mitsubishi UFJ, Ltd.
as a Lender

By: /s/ Mark Maloney
Name: Mark Maloney
Title: Authorized Signatory

PNC BANK, NATIONAL ASSOCIATION
as a Lender

By: /s/ Chad Murray
Name: Chad Murray
Title: Vice President

U.S. BANK, NATIONAL ASSOCIATION
as a Lender

By: /s/ Kara Van Duzee
Name: Kara Van Duzee
Title: Vice President

Regions Bank
as a Lender

By: /s/ Claire Harrison
Name: Claire Harrison
Title: Vice President

Branch Banking and Trust Company,
as a Lender

By: /s/ Allen King
Name: Allen King
Title: Senior Vice President

The Bank of Nova Scotia,
as a Lender

By: /s/ Mauricio Saishio
Name: Mauricio Saishio
Title: Director

ZB, N.A. dba Amegy Bank
as a Lender

By: /s/ Kathy Magee
Name: Kathy Magee
Title: Senior Vice President

BOKF, N.A. dba Bank of Texas
as a Lender

By: /s/ Matthew Renna
Name: Matthew Renna
Title: Senior Vice President
THE NORTHERN TRUST COMPANY,
as a Lender

By: /s/ Wicks Barkhausen
Name: Wicks Barkhausen
Title: Vice President

Comerica Bank
as a Lender

By: /s/ John Smithson
Name: John Smithson
Title: Vice President

Subsidiary Guarantor Consent

Each of the undersigned Subsidiary Guarantors: (i) consents and agrees to this Amendment; (ii) agrees that the Loan Documents to which it is a party shall remain in full force and effect and shall continue to be the legal, valid and binding obligation of such Subsidiary Guarantor enforceable against it in accordance with their respective terms; and (iii) agree that the obligations, indebtedness and liabilities of the Borrower arising under this Amendment are "Obligations" as defined in the Agreement and "Guaranteed Indebtedness" as defined in the Guaranty Agreement to which it is a party.

ALLIED AIR ENTERPRISES LLC
ADVANCED DISTRIBUTOR PRODUCTS LLC
HEATCRAFT INC.
HEATCRAFT REFRIGERATION PRODUCTS LLC
LENNOX GLOBAL LTD.
LENNOX INDUSTRIES INC.
LGL AUSTRALIA (US) INC.
LENNOX NATIONAL ACCOUNT SERVICES LLC
LGL EUROPE HOLDING CO. /s/ Richard A. Pelini

By:
Rick Pelini, Vice President and Treasurer for each Subsidiary Guarantor

CERTIFICATION

I, Todd M. Bluedorn, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lennox International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 23, 2017

/s/ Todd M. Bluedorn

Todd M. Bluedorn

Chief Executive Officer

CERTIFICATION

I, Joseph W. Reitmeier, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lennox International Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 23, 2017

/s/ Joseph W. Reitmeier

Joseph W. Reitmeier
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Lennox International Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, Todd M. Bluedorn, Chief Executive Officer of the Company, and Joseph W. Reitmeier, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to his or her knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Todd M. Bluedorn

Todd M. Bluedorn
Chief Executive Officer

October 23, 2017

/s/ Joseph W. Reitmeier

Joseph W. Reitmeier
Chief Financial Officer

October 23, 2017

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the report.