

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

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

**ABM INDUSTRIES INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**94-1369354**  
(I.R.S. Employer  
Identification No.)

**551 Fifth Avenue, Suite 300**  
**New York, NY 10176**  
(Address of Principal Executive Offices)

**ABM Industries Incorporated**  
**2004 Employee Stock Purchase Plan**  
(Full Titles of the Plan(s))

**c/o Sarah Hvalinka McConnell, Esq.**  
**Senior Vice President, General Counsel and**  
**Corporate Secretary**  
**551 Fifth Avenue, Suite 300**  
**New York, NY 10176**  
(Name and Address of Agent for Service)

**(212) 297-0200**  
(Telephone Number, Including Area Code, of Agent for Service)

*With a copy to:*

**Kyoko Takahashi Lin, Esq.**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
Common shares, \$0.01 par value	1,000,000 shares	\$20.41	\$20,410,000	\$1,455.23

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers common stock, par value \$0.01 per share ("Common Stock") of ABM Industries Incorporated (the "Company" or the "Registrant") (i) issuable pursuant to the ABM Industries Incorporated 2004 Employee Stock Purchase Plan (the "Plan") and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, or other similar transaction.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported of the securities being registered hereby on the New York Stock Exchange on June 7, 2010.

(3) Rounded up to the nearest penny.

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## EXPLANATORY NOTE

This Registration Statement has been filed to register 1,000,000 additional shares of common stock, par value \$0.01 per share, to be offered pursuant to the ABM Industries Incorporated 2004 Employee Stock Purchase Plan, as amended and restated, effective January 11, 2010 (the "Plan"). The Plan has been amended since the filing of the Company's previous registration statement (File No. 333-116487, filed on June 15, 2004) on Form S-8, which covered the Plan prior to its amendment. Pursuant to General Instruction E to Form S-8, the contents of the previous registration statement related to the Plan are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed with the Securities and Exchange Commission (the "Commission") by ABM Industries Incorporated pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference.

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2009;
- (2) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since October 31, 2009.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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

Ms. Sarah Hvalinka McConnell, Esq., who is giving an opinion on the validity of the securities being registered, is Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated and holds Common Stock of the Registrant and equity compensation awards with respect to common stock of the Registrant. She is eligible to participate in the Plan.

#### Item 8. Exhibits.

See Exhibit Index.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, ABM Industries Incorporated, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, NY, on the 11<sup>th</sup> day of June, 2010.

ABM INDUSTRIES INCORPORATED

By: /s/ Henrik C. Slipsager

Name: Henrik C. Slipsager

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed this 11<sup>th</sup> day of June, 2010 by the following persons in the following capacities.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Henrik C. Slipsager</u> Henrik C. Slipsager	President, Chief Executive Officer and Director (Principal Executive Officer)	June 11, 2010
<u>/s/ James S. Lusk</u> James S. Lusk	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 11, 2010
<u>/s/ Dean A. Chin</u> Dean A. Chin	Senior Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	June 11, 2010
<u>/s/ Dan T. Bane</u> Dan T. Bane	Director	June 11, 2010
<u>/s/ Linda Chavez</u> Linda Chavez	Director	June 11, 2010
<u>/s/ J. Philip Ferguson</u> J. Philip Ferguson	Director	June 11, 2010
<u>/s/ Anthony G. Fernandes</u> Anthony G. Fernandes	Director	June 11, 2010
<u>/s/ Luke S. Helms</u> Luke S. Helms	Director	June 11, 2010
<u>/s/ Maryellen C. Herring</u> Maryellen C. Herring	Director	June 11, 2010
<u>/s/ Henry L. Kotkins, Jr.</u> Henry L. Kotkins, Jr.	Director	June 11, 2010
<u>/s/ William W. Steele</u> William W. Steele	Director	June 11, 2010

## EXHIBIT INDEX

<u>Exhibit Number</u>	
4.1	Restated Certificate of Incorporation of ABM Industries Incorporated (incorporated by reference to Exhibit 3.1 of the Company's annual report on Form 10-K for the period ended October 31, 2003, as filed on January 14, 2004, File No. 001-08929).*
4.2	Amended and Restated Bylaws of ABM Industries Incorporated (incorporated by reference to Exhibit 3.2 of the Company's Form 8-K as filed on October 29, 2009, File No. 001-08929).*
5.1	Opinion of Ms. Sarah Hvalinka McConnell, Esq., Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ms. Sarah Hvalinka McConnell, Esq., Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated (included in Exhibit 5.1).
24	Powers of Attorney.
99.1	ABM Industries Incorporated 2004 Employee Stock Purchase Plan (as amended and restated January 11, 2010) (incorporated herein by reference to Appendix A of the Proxy Statement filed on February 1, 2010, File No. 001-08929).*

\* Incorporated by reference

June 11, 2010

Board of Directors  
551 Fifth Avenue, Suite 300  
New York, New York 10176

Re: ABM Industries Incorporated Registration Statement on Form S-8  
2004 Employee Stock Purchase Plan

Ladies and Gentlemen:

I am the Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated, a company incorporated under the laws of Delaware (the "Company").

In connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to an additional 1,000,000 shares of the Company's common stock, \$0.01 par value (the "Common Stock") to be issued pursuant to the terms of the Company's 2004 Employee Stock Purchase Plan, as amended and restated effective January 11, 2010 (the "Plan"), I have examined instruments, documents, and records which I deemed relevant and necessary for the basis of my opinion, and I am of the opinion that the Common Stock, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid and nonassessable.

This opinion is addressed to you in connection with the filing by the Company of the Registration Statement with the Securities and Exchange Commission. I consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement, without admitting that I am an expert within the meaning of the Securities Act.

This opinion speaks as of its date and is strictly limited to the matters stated herein and I assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. This opinion is governed by and is to be construed in accordance with Delaware law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Delaware.

Very truly yours,

/s/ Sarah Hvalinka McConnell

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Sarah Hvalinka McConnell  
Senior Vice President, General Counsel  
and Corporate Secretary

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
ABM Industries Incorporated:

We consent to the incorporation by reference in the registration statement on Form S-8 of ABM Industries Incorporated related to the registration of 1,000,000 shares of common stock, par value \$0.01 per share, to be issued pursuant to the ABM Industries Incorporated 2004 Employee Stock Purchase Plan, of our report dated December 22, 2009, with respect to the consolidated balance sheets of ABM Industries Incorporated and subsidiaries as of October 31, 2009 and 2008, and the related consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended October 31, 2009, and the related financial statement Schedule II, and the effectiveness of internal control over financial reporting as of October 31, 2009, which report appears in the October 31, 2009 annual report on Form 10-K of ABM Industries Incorporated.

/s/ KPMG LLP

New York, New York  
June 11, 2010



**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sarah H. McConnell and Barbara L. Smithers, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all Exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall not revoke any powers of attorney previously executed by the undersigned. This Power of Attorney shall not be revoked by any subsequent power of attorney that the undersigned may execute, unless such subsequent power of attorney specifically provides that it revokes this Power of Attorney by referring to the date of the undersigned's execution of this Power of Attorney. For the avoidance of doubt, whenever two or more powers of attorney granting the powers specified herein are valid, the agents appointed on each shall act separately unless otherwise specified.

NOTE: Individuals executing this document in the State of New York should note the New York statutory disclosures included below and have a notary public complete the acknowledgements following.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities, in the locations and on the dates indicated.

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<u>Signature</u>	<u>Title</u>	<u>City, State</u>	<u>Date</u>
<u>/s/ Henrik C. Slipsager</u> Henrik C. Slipsager	President, Chief Executive Officer and Director		June 11, 2010
<u>/s/ James S. Lusk</u> James S. Lusk	Executive Vice President and Chief Financial Officer		June 11, 2010
<u>/s/ Dean A. Chin</u> Dean A. Chin	Senior Vice President, Chief Accounting Officer and Corporate Controller		June 11, 2010
<u>/s/ Dan T. Bane</u> Dan T. Bane	Director		June 11, 2010
<u>/s/ Linda Chavez</u> Linda Chavez	Director		June 11, 2010
<u>/s/ J. Philip Ferguson</u> J. Philip Ferguson	Director		June 11, 2010
<u>/s/ Anthony G. Fernandes</u> Anthony G. Fernandes	Director		June 11, 2010
<u>/s/ Luke S. Helms</u> Luke S. Helms	Director		June 11, 2010
<u>/s/ Maryellen C. Herring</u> Maryellen C. Herring	Director		June 11, 2010
<u>/s/ Henry L. Kotkins, Jr.</u> Henry L. Kotkins, Jr.	Director		June 11, 2010
<u>/s/ William W. Steele</u> William W. Steele	Director		June 11, 2010

**STATUTORY DISCLOSURES AND ACKNOWLEDGEMENTS FOR INDIVIDUALS  
EXECUTING POWERS OF ATTORNEY IN THE STATE OF NEW YORK**

The statutory disclosures entitled “CAUTION TO THE PRINCIPAL” and “IMPORTANT INFORMATION FOR THE AGENT” are included below solely for the purpose of ensuring compliance with Section 5-1501B of the New York General Obligations Law governing the execution of a power of attorney by an individual, if applicable, and, except for ensuring the validity of this power of attorney, shall not form part of, or in any way affect the interpretation of, this Power of Attorney or this Registration Statement. For the sake of clarity, notwithstanding anything to the contrary herein, this Power of Attorney DOES NOT grant the attorneys-in-fact authority to spend the principal’s money or sell or dispose of the principal’s property during the principal’s lifetime.

**CAUTION TO THE PRINCIPAL:** Your Power of Attorney is an important document. As the “principal,” you give the person whom you choose (your “agent”) authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority.

When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. “Important Information for the Agent” at the end of this document describes your agent’s responsibilities.

Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located.

You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly.

Your agent cannot make health care decisions for you. You may execute a “Health Care Proxy” to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, [www.senate.state.ny.us](http://www.senate.state.ny.us) or [www.assembly.state.ny.us](http://www.assembly.state.ny.us).

If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

**IMPORTANT INFORMATION FOR THE AGENT:**

When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

**Liability of agent:**

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Henrik C. Slipsager, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared James S. Lusk, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Dean A. Chin, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Dan T. Bane, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public



**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Linda Chavez, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared J. Philip Ferguson, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Anthony G. Fernandes, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Luke S. Helms, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Maryellen C. Herringer, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Henry L. Kotkins, Jr., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF PRINCIPAL:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared William W. Steele, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**Acceptance of Authority Granted by Individuals Executing Powers of Attorney in New York**

The undersigned does hereby accept its appointment as attorney-in-fact by each of the individuals who executed the within instrument in the State of New York.

/s/ Sarah H. McConnell

Sarah H. McConnell  
Senior Vice President, General Counsel and  
Corporate Secretary

**Date:** June 11, 2010

The undersigned does hereby accept its appointment as attorney-in-fact by each of the individuals who executed the within instrument in the State of New York.

/s/ Barbara L. Smithers

Barbara L. Smithers  
Vice President, Deputy General Counsel and  
Assistant Secretary

**Date:** June 11, 2010



**ACKNOWLEDGMENT OF AGENT:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Sarah H. McConnell, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public

**ACKNOWLEDGMENT OF AGENT:**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11th day of June in the year 2010 before me, the undersigned, a Notary Public in and for said State, personally appeared Barbara L. Smithers, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Judy Matouk  
Notary Public