

Registration No. 333-

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

FORM S-8

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**HONEYWELL INTERNATIONAL INC.**  
 (Exact Name of Registrant as Specified in Its Charter)

Delaware  
 (State of Incorporation)

22-2640650  
 (I.R.S. Employer Identification No.)

**101 Columbia Road**  
**P.O. Box 4000**  
**Morristown, New Jersey 07962-2497**  
**(973) 455-2000**

(Address of Principal Executive Offices) (Zip Code)

**2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates**  
**(Full Title of the Plan)**

**Thomas F. Larkins, Esq.**  
**Vice President, Corporate Secretary and Deputy General Counsel**  
**101 Columbia Road**  
**P.O. Box 4000**  
**Morristown, New Jersey 07962-2497**  
**(973) 455-2000**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

**With Copies To:**

**Arthur H. Kohn, Esq.**  
**Cleary Gottlieb Steen & Hamilton LLP**  
**One Liberty Plaza**  
**New York, New York 10006**  
**(212) 225-2000**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, par value \$1.00 per share: Shares available for future grants under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates	42,461,300	\$36.08	\$1,532,003,704	\$163,924.40 <sup>(2)</sup>
Common stock, par value \$1.00 per share: Shares covering stock options granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates prior to this Registration Statement	433,200	\$43.16	\$18,696,912	\$2,000.57 <sup>(3)</sup>
	84,500	\$42.98	\$3,631,810	\$388.61 <sup>(3)</sup>
	5,000	\$40.66	\$203,300	\$21.76 <sup>(3)</sup>
	6,000	\$38.48	\$230,880	\$24.71 <sup>(3)</sup>
	10,000	\$36.77	\$367,700	\$39.35 <sup>(3)</sup>
<b>Total</b>	<b>43,000,000</b>			<b>\$166,399.40</b>

- (1) Together with an indeterminate number of ordinary shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates as a result of stock splits, dividends or similar adjustments of the outstanding common stock of Honeywell International Inc.
  - (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act") and based on the average of the high and low prices of Honeywell International Inc. common stock as reported by the New York Stock Exchange Composite Tape on July 21, 2006.
  - (3) With respect to 538,700 shares covered by stock options granted prior to the filing of this Registration Statement, calculated pursuant to Rule 457(h) under the Securities Act, based on the price at which the options may be exercised.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The Registrant will send or give the documents containing the information specified in Part I of Form S-8 to employees as specified by the Securities and Exchange Commission Rule 428(b)(1) under the Securities Act of 1933 as amended (the "Securities Act"). The Registrant does not need to file these documents with the Securities and Exchange Commission either as part of this registration statement or as prospectuses or prospectus supplements under Rule 424 of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant, Honeywell International Inc., a Delaware corporation ("Honeywell" or the "Registrant"), pursuant to the Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this registration statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed pursuant to the Exchange Act on March 1, 2006 (the "Annual Report") as revised in the Registrant's Form 8-K filed on June 1, 2006 to reflect the retrospective application of the Registrant's new accounting policy for Aerospace Sales Incentives, adopted effective the first quarter of 2006;

(b) All other reports filed by the Registrant pursuant to Section 13(a) or Section 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report; and

(c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-3 filed with the Commission on November 25, 2002 pursuant to the Securities Act.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and 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 herein and to be a part hereof from the date of 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.

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Nothing in this registration statement shall be deemed to incorporate information furnished but not filed with the Commission pursuant to Item 2.02 or Item 7.01 of Form 8-K.

**Item 4. Description of Securities.**

Not applicable.

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

The validity of the common stock offered hereby will be passed upon for us by Jacqueline Whorms, Esq., Assistant General Counsel, Corporate Finance, of Honeywell. As of July 27, 2006, Ms. Whorms did not beneficially own shares of Honeywell common stock and had no options to acquire additional shares of Honeywell common stock granted under option plans of Honeywell.

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

Delaware law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, proceedings whether civil, criminal, administrative, or investigative (other than action by or in the right of the corporation - a "derivative action"), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's charter, by-laws, disinterested director vote, shareowner vote, agreement, or otherwise.

Delaware law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareowners for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its shareowners, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) payment of unlawful dividends or unlawful stock purchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit.

Under Article Eleventh of Honeywell's Restated Certificate of Incorporation, each person who is or was a director or officer of Honeywell, and each director or officer of Honeywell who serves or served any other enterprise or organization at the request of Honeywell, shall be indemnified by Honeywell to the full extent permitted by Delaware law.

Under Delaware law, to the extent that such a person is successful on the merits or otherwise in defense of a suit or proceeding brought against such person by reason of the fact that such person is or was a director or officer of Honeywell, or serves or served any other enterprise or organization at the request of Honeywell, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action.

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If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, such a person shall be indemnified under such law against both (1) expenses (including attorneys' fees) and (2) judgments, fines and amounts paid in settlement if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Honeywell, and with respect to any criminal action, had no reasonable cause to believe such person's conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of Honeywell, or if such suit is settled, such a person shall be indemnified under such law only against expenses (including attorneys' fees) actually and reasonably incurred in the defense or settlement of such suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Honeywell except that if such person is adjudged to be liable in such suit to Honeywell, such person cannot be made whole even for expenses unless the court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

In addition, Honeywell maintains directors' and officers' reimbursement and liability insurance pursuant to standard form policies. The risks covered by such policies include certain liabilities under the securities laws.

The Plan provides that no member of the Management Development and Compensation Committee of the Board of Directors of Honeywell (the "Committee"), nor any person acting as a delegate of the Committee with respect to the Plan, will be liable for any losses resulting from any action, interpretation or construction made in good faith with respect to the Plan or any award granted under the Plan. The Plan also provides that Honeywell will indemnify, to the fullest extent permitted by law, each person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that the person, or the executor or administrator of the person's estate is or was a member of the Committee or a delegate of the Committee.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following exhibits are filed with or incorporated by reference into this registration statement (numbering corresponds to Exhibit Table in Item 6.01 of Regulation S-K).

Exhibit No.	Description of Exhibit
4.1	2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (incorporated by reference to Honeywell's Proxy Statement, dated March 13, 2006, filed pursuant to Rule 14a-6 of the Securities and Exchange Act of 1934)

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- 4.2 Honeywell's Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(i) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed on March 1, 2006)
- 4.3 Honeywell's By-laws, as amended (incorporated by reference to Exhibit 3(ii) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed on March 1, 2006)
- 4.4 Form of certificate representing shares of Common Stock (incorporated by reference to our Registration Statement on Form 8-B filed on August 16, 1985 (Registration No. 333-30548))
- 5.1 Opinion of Jacqueline Whorms, Esq., with respect to the legality of the securities being registered hereby (filed herewith)
- 23.1 Consent of PricewaterhouseCoopers LLP (filed herewith)
- 23.2 Consent of Jacqueline Whorms, Esq. is contained in her opinion filed herewith as Exhibit 5.1
- 24.1 Powers of Attorney (filed herewith)

**Item 9. Undertakings.**

- (1) The undersigned Registrant hereby undertakes:
    - (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
      - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
      - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(2) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Township of Morris, State of New Jersey, on this 27<sup>th</sup> day of July, 2006.

Honeywell International Inc.

By: /s/ Thomas A. Szlosek  
Thomas A. Szlosek  
Vice President and Controller

## DIRECTORS:

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities indicated on this 27<sup>th</sup> day of July, 2006.

Name	Title	Date
*David M. Cote	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	July 27, 2006
<u>/s/ David J. Anderson</u> David J. Anderson	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 27, 2006
<u>/s/ Thomas A. Szlosek</u> Thomas A. Szlosek	Vice President and Controller (Principal Accounting Officer)	July 27, 2006
*Gordon M. Bethune	Director	July 27, 2006
*Jaime Chico Pardo	Director	July 27, 2006
*D. Scott Davis	Director	July 27, 2006
*Linnet F. Deily	Director	July 27, 2006
*Clive R. Hollick	Director	July 27, 2006
*James J. Howard	Director	July 27, 2006

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*Bruce Karatz	Director	July 27, 2006
*Michael W. Wright	Director	July 27, 2006
*Russell E. Palmer	Director	July 27, 2006
*Ivan G. Seidenberg	Director	July 27, 2006
*Bradley T. Sheares, Ph.D	Director	July 27, 2006
*Eric K. Shinseki	Director	July 27, 2006
*John R. Stafford	Director	July 27, 2006
*BY: <u>/s/ Thomas F. Larkins</u> Thomas F. Larkins Attorney in Fact		July 27, 2006

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## EXHIBIT INDEX

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5.1	Opinion of Jacqueline Whorms, Esq., with respect to the legality of the securities being registered hereby (filed herewith)
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith)
23.2	Consent of Jacqueline Whorms, Esq. is contained in her opinion filed herewith as Exhibit 5.1
24.1	Powers of Attorney (filed herewith)

Honeywell  
P.O. Box 2245  
Morristown, NJ 07962-2245

July 27, 2006

Honeywell International Inc.  
101 Columbia Road  
Morristown, NJ 07962

Ladies and Gentlemen:

I am Assistant General Counsel, Corporate Finance, of Honeywell International Inc., a Delaware corporation (the "Company"). This opinion is being rendered in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement"), as filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to up to an aggregate of 43,000,000 shares (the "Shares") of common stock, par value \$1.00 per share, of the Company ("Common Stock") which may be issued pursuant to the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "Plan").

As counsel for the Company, I have examined such documents, including the Registration Statement, the restated certificate of incorporation and by-laws of the Company and certain resolutions of the Board of Directors of the Company (the "Board") relating to the issuance of Common Stock. I have also reviewed such questions of law as I have considered necessary and appropriate for the purposes of the opinions set forth below.

Based on the foregoing, I am of the opinion that:

- (1) the Company has been duly incorporated and is a validly existing corporation under the laws of the State of Delaware;
- (2) with respect to the Shares to be issued by the Company pursuant to the terms of the Plan, the Board has taken all necessary corporate action to approve the issuance of the Shares, when issued pursuant to the terms of the Plan, the Shares will be duly authorized, validly issued, fully paid and nonassessable.

My opinion expressed above is limited to the laws of the State of New York, the Delaware General Corporation Law and the federal laws of the United States of America, and I express no opinion as to the laws of any other jurisdiction.

I hereby consent to the inclusion of this opinion letter as an exhibit to the Registration Statement and the reference to me under the caption "Legal Opinions". In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ Jacqueline Whorms

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2006, except for the "Accounting Policy Change for Aerospace Sales Incentives" included as part of Note 1 which is as of May 31, 2006, relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, of Honeywell International Inc., which appears in Honeywell International Inc.'s Current Report on Form 8-K dated May 31, 2006.

PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
July 27, 2006

**POWER OF ATTORNEY**

I, Linnet F. Deily, a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint David M. Cote, Peter M. Kreindler, David J. Anderson, Thomas F. Larkins and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including but not limited to the Honeywell Savings and Ownership Plan, the Honeywell Supplemental Savings Plan, the UK Share Purchase Plan of the Company, the Ireland Employees Share Ownership program of the Company, the Employee Stock Purchase Plan of the Company, the 2006 Stock Plan for Non-Employee Directors of the Company, the 2003 Stock Incentive Plan of Honeywell International Inc., and the 2006 Stock Incentive Plan of Honeywell International Inc., and its affiliates, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

/s/ Linnet F. Deily

Linnet F. Deily

Dated: May 12, 2006

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**POWER OF ATTORNEY**

I, David M. Cote, a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint David J. Anderson, Peter M. Kreindler, Thomas F. Larkins and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan I, Honeywell Savings and Ownership Plan II, the Honeywell Supplemental Savings Plan, the Honeywell Executive Supplemental Savings Plan, the UK Share Purchase Plan of the Company, the Ireland Employees Share Ownership program of the Company, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Honeywell Stock Plan for Employees of the Company and its Affiliates, the 2003 Stock Incentive Plan of Honeywell International Inc., and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

/s/ David M. Cote  
David M. Cote

Dated: December 9, 2005

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**POWER OF ATTORNEY**

Each of the undersigned, as a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint David M. Cote, Peter M. Kreindler, David J. Anderson, Thomas F. Larkins and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(b) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan I, Honeywell Savings and Ownership Plan II, the Honeywell Supplemental Savings Plan, the Honeywell Executive Supplemental Savings Plan, the UK Share Purchase Plan of the Company, the Ireland Employees Share Ownership program of the Company, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Honeywell Stock Plan for Employees of the Company and its Affiliates, the 2003 Stock Incentive Plan of Honeywell International Inc., and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

/s/ Gordon M. Bethune  
Gordon M. Bethune, Director

/s/ Russell E. Palmer  
Russell E. Palmer, Director

/s/ Jaime Chico Pardo  
Jaime Chico Pardo, Director

/s/ Ivan G. Seidenberg  
Ivan G. Seidenberg, Director

/s/ D. Scott Davis  
D. Scott Davis, Director

/s/ Bradley T. Sheares  
Bradley T. Sheares, Director

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/s/ Clive R. Hollick  
Clive R. Hollick, Director

/s/ James J. Howard  
James J. Howard, Director

/s/ Bruce Karatz  
Bruce Karatz, Director

/s/ Eric K. Shinseki  
Eric K. Shinseki, Director

/s/ John R. Stafford  
John R. Stafford, Director

/s/ Michael W. Wright  
Michael W. Wright, Director

Dated: December 9, 2005