
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

UNITED TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-0570975
(I.R.S. Employer
Identification No.)

10 Farm Springs Road
Farmington, Connecticut 06032
(Address, including zip code, of principal executive offices)

UTC PUERTO RICO SAVINGS PLAN
(Full title of the Plan)

PETER J. GRABER-LIPPERMAN, Esq.
Secretary
10 Farm Springs Road
Farmington, Connecticut 06032
(860) 728-7000
(Name, address and telephone number of agent for service)

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

Large accelerated filer
Non-accelerated filer

Smaller reporting company

Accelerated filer

Emerging growth company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, par value \$1.00 per share	1,000,000	\$135.12	\$135,115,500	\$16,376.00

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock, par value \$1.00 per share ("Common Stock"), of United Technologies Corporation (the "Company") that become issuable by reason of any stock split, stock dividend, recapitalization or other similar transaction that results in an increase in the number of outstanding shares of Common Stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the UTC Puerto Rico Savings Plan.
- (2) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rules 457(c) and 457(h) under the Securities Act, on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on September 23, 2019.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with Rule 428 under the Securities Act, and the introductory note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference:

- (1) the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on [February 7, 2019](#), as amended by Amendment No. 1 on Form 10-K/A for the year ended December 31, 2018, filed with the Commission on [April 5, 2019](#);
- (2) the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, filed with the Commission on [April 26, 2019](#) and [July 26, 2019](#), respectively;
- (3) the Company’s Current Reports on Form 8-K filed with the Commission on [May 2, 2019](#), [June 3, 2019](#), [June 10, 2019](#), [June 12, 2019](#), [June 25, 2019](#), [September 5, 2019](#) (Item 8.01 only) and [September 27, 2019](#);
- (4) the Company’s Annual Report on Form 11-K for the year ended December 31, 2018, filed with the Commission on [June 26, 2019](#); and
- (5) the description of the Company’s capital stock contained in the Company’s Registration Statement on Form S-3ASR filed with the Commission on September 27, 2019 or any registration statement or report subsequently filed for the purpose of updating that description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby 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 filing of such documents.

Any statement contained in this Registration Statement or 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 or incorporated by reference herein or in any subsequently filed document that is 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 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.5 of the Company's bylaws requires the Company to indemnify and hold harmless, to the full extent permitted from time to time under the General Corporation Law of the State of Delaware (the "DGCL"), each person who is made or threatened to be made a party to (or, in the case of directors and officers, otherwise involved in) any threatened, pending or completed action, suit, arbitration, alternative dispute resolution procedure, legislative hearing or inquiry or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, employee or officer of the Company. Such indemnification will cover all expenses, liabilities and losses reasonably incurred by such individuals.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person 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 the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Subsection (d) of Section 145 of the DGCL provides that any indemnification under subsections (a) and (b) of Section 145 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by the majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders.

Section 145 of the DGCL further provides that to the extent a present or former director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith and that such expenses may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in Section 145 of the DGCL; that any indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; that indemnification and advancement of expenses provided by, or granted pursuant to, Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; and empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

As authorized in accordance with the Company's bylaws, the Company has purchased and maintains at its expense on behalf of directors and officers insurance, within certain limits, covering liabilities which may be incurred by them in such capacities.

Any agreements that the Company enters into with respect to the sale of securities may also provide for indemnification provisions.

Article TENTH of the Restated Certificate of Incorporation of the Company provides that a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Company or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL for payment of unlawful dividends or unlawful stock repurchases or redemption, or (4) for any transaction from which the director derived an improper personal benefit..

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit Title</u>
4.1	Restated Certificate of Incorporation, restated as of April 25, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on April 25, 2016).
4.2	Bylaws, as amended and restated effective October 20, 2018 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on October 10, 2018).
15.1	Awareness Letter of PricewaterhouseCoopers LLP (independent registered public accounting firm).*
23.1	Consent of PricewaterhouseCoopers LLP (independent registered public accounting firm).*
24.1	Powers of Attorney.*

* Filed herewith

Pursuant to the instruction to Item 8 of Form S-8, no opinion of counsel as to the legality of the shares of Common Stock registered by this Registration Statement is furnished because no original issuance securities are being registered.

The Puerto Rico Department of the Treasury has delivered a letter dated February 7, 2018 indicating that the UTC Puerto Rico Savings Plan is qualified under the Puerto Rico Internal Revenue Code as of 2011, as amended. The Company will make all changes required by the Puerto Rico Department of the Treasury in order to maintain the qualification of the UTC Puerto Rico Savings Plan.

ITEM 9. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(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 (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant: Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Farmington, State of Connecticut, on this 27th day of September, 2019.

UNITED TECHNOLOGIES CORPORATION

By /s/ Akhil Johri
Akhil Johri
Senior Vice President & Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 27th day of September 2019.

Signature	Title
* _____ Gregory J. Hayes	Director, Chairman, President and Chief Executive Officer (principal executive officer)
/s/ AKHIL JOHRI _____ Akhil Johri	Executive Vice President & Chief Financial Officer (principal financial officer)
/s/ ROBERT J. BAILEY _____ Robert J. Bailey	Corporate Vice President, Controller (principal accounting officer)
* _____ Lloyd J. Austin III	Director
* _____ Diane M. Bryant	Director
* _____ John V. Faraci	Director
* _____ Jean-Pierre Garnier	Director
* _____ Christopher J. Kearney	Director
* _____ Ellen J. Kullman	Director
* _____ Marshall O. Larsen	Director
* _____ Harold W. McGraw III	Director
* _____ Margaret L. O'Sullivan	Director
* _____ Denise L. Ramos	Director
* _____ Fredric G. Reynolds	Director
* _____ Brian C. Rogers	Director

* Charles D. Gill, by signing his name hereto, does hereby sign this Registration Statement on behalf of the directors of the registrant above whose name asterisks appear, pursuant to powers of attorney duly executed by such directors and filed with the SEC.

By: /s/ CHARLES D. GILL
Charles D. Gill
Executive Vice President &
General Counsel,
as Attorney-in-Fact

The Plan: Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator of the UTC Puerto Rico Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Farmington, State of Connecticut, on September 27, 2019.

UTC Puerto Rico Savings Plan

By /s/ Peter Holowesko

Peter Holowesko

Vice President, Global Benefits, Human Resources Planning

September 27, 2019

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We are aware that our reports dated April 26, 2019 and July 26, 2019 on our reviews of interim financial information of United Technologies Corporation (the "Company"), which are included in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019 are incorporated by reference in this Registration Statement on Form S-8.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Hartford, Connecticut
September 27, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of United Technologies Corporation of our report dated February 7, 2019 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2018 Annual Report to Shareowners, which is incorporated by reference in United Technologies Corporation's Annual Report on Form 10-K for the year ended December 31, 2018. We also consent to the incorporation by reference of our report dated February 7, 2019 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K. We also consent to the incorporation by reference in this Registration Statement of our report dated June 26, 2019 relating to the financial statements, which appears in the Annual Report of the UTC Puerto Rico Savings Plan on Form 11-K for the year ended December 31, 2018.

/s/PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Hartford, Connecticut
September 27, 2019

UNITED TECHNOLOGIES CORPORATIONPOWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned director or officer, or both, of UNITED TECHNOLOGIES CORPORATION, a Delaware corporation (the "Corporation"), hereby constitutes and appoints Charles D. Gill, Gregory J. Hayes, and David R. Whitehouse, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and things and execute any and all instruments which the said attorneys and agents may deem necessary or advisable to effect

- (i) the registration of up to 20,000,000 shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Employee Savings Plan;
- (ii) the registration of up to 10,000,000 shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Represented Employee Savings Plan; and
- (iii) the registration of up to 1,000,000 shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Puerto Rico Savings Plan;

including, with respect to such registration, signing and filing a registration statement on Form S-8 or on such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments (including post-effective amendments) and supplements to such registration statement, and any registration statement relating to the offering made pursuant to such registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and any and all instruments and documents filed as part of or in connection with said registration statement or any amendments or supplements thereto; granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the said attorneys-in-fact and agents, or any one of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents this 11th day of September, 2019.

/s/ LLOYD J. AUSTIN III
Lloyd J. Austin III

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 11th day of September, 2019.

/s/ DIANE M. BRYANT
Diane M. Bryant

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 11th day of September, 2019.

/s/ JOHN V. FARACI
John V. Faraci

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 11th day of September, 2019.

/s/ JEAN-PIERRE GARNIER
Jean-Pierre Garnier

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 11th day of September, 2019.

/s/ GREGORY J. HAYES
Gregory J. Hayes

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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including, with respect to such registration, signing and filing a registration statement on Form S-8 or on such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments (including post-effective amendments) and supplements to such registration statement, and any registration statement relating to the offering made pursuant to such registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and any and all instruments and documents filed as part of or in connection with said registration statement or any amendments or supplements thereto; granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the said attorneys-in-fact and agents, or any one of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents this 11th day of September, 2019.

/s/ CHRISTOPHER J. KEARNEY
Christopher J. Kearney

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned director or officer, or both, of UNITED TECHNOLOGIES CORPORATION, a Delaware corporation (the "Corporation"), hereby constitutes and appoints Charles D. Gill, Gregory J. Hayes, and David R. Whitehouse, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and things and execute any and all instruments which the said attorneys and agents may deem necessary or advisable to effect

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/s/ ELLEN J. KULLMAN
Ellen J. Kullman

UNITED TECHNOLOGIES CORPORATION

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/s/ MARSHALL O. LARSEN
Marshall O. Larsen

UNITED TECHNOLOGIES CORPORATION

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/s/ HAROLD W. MCGRAW III
Harold W. McGraw III

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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/s/ MARGARET L. O'SULLIVAN
Margaret L. O'Sullivan

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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/s/ DENISE L. RAMOS
Denise L. Ramos

UNITED TECHNOLOGIES CORPORATION

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/s/ FREDRIC G. REYNOLDS
Fredric G. Reynolds

UNITED TECHNOLOGIES CORPORATION

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/s/ BRIAN C. ROGERS
Brian C. Rogers
