LEARNING TREE INTERNATIONAL INC Form SC 13D/A February 05, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Learning Tree International, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

522015106

(CUSIP Number)

Mill Road Capital, L.P.

Attn: Thomas E. Lynch

382 Greenwich Avenue

Suite One

Greenwich, CT 06830

203-987-3500

With a copy to:

Peter M. Rosenblum, Esq.

Foley Hoag LLP

155 Seaport Blvd.

Boston, MA 02210

617-832-1151

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 4, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No	o. 522015100	13D	Page 2 of 16 Pages	
1.	Names of Re	eporting Persons.		
	Mill Road C	apital, L.P.		
2.	Check the A	ppropriate Box if a Member of a Group (See Instructions)		
	(a) "			
	(b) x			
3.	SEC Use On	ly		
4.	Source of Fu	nds (See Instructions) WC		
5.	Check if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenship o	or Place of Organization Delaware		
	7.	Sole Voting Power 831,771		
Number Shares Beneficia	s o.	Shared Voting Power 483,778 (1)		
Owned Each	by 9.	Sole Dispositive Power 831,771		
Reporting Person W		Shared Dispositive Power 483,778 (1)		
11.	Aggregate A	mount Beneficially Owned by Each Reporting Person 1,315,549 (1)		

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) PN
(1)	Inti to l def 483 Ros	presents or includes an aggregate of 483,778 shares directly held by the Lane Five Fund and the Pleiades Fund (each, as defined in the roduction below) that the Mill Road Fund and the other Reporting Persons (each, as defined in the Introduction below) may be deemed have the shared power to vote (or direct the vote), or to dispose (or direct the disposal) of, as a result of the Voting Agreement (as fined in the Introduction below). Except to the extent that such Mill Road Fund may be so deemed to have beneficial ownership of thes 3,778 shares, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by such Mill and Fund that it is the beneficial owner of such shares for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended for any other purpose, and such beneficial ownership is expressly disclaimed.
(2)	Per	recentage is 9.953% when rounded to three decimal places.

CUSIP No	o. 52201510 0	13D	Page 3 of 16 Pages	
1. I	Names of Re	porting Persons		
I	Mill Road Ca	apital GP LLC		
2. (Check the A	ppropriate Box if a Member of a Group (See Instructions)		
	(a) " (b) x			
((U) X			
3. 3	SEC Use On	ly		
4. 5	Source of Fu	nds (See Instructions) OO		
5. (Check if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "		
6. (Citizenship c	or Place of Organization Delaware		
	7.	Sole Voting Power 831,771		
Number Shares		Shared Voting Power 483,778 (1)		
Beneficia Owned l Each Reportir	by 9.	Sole Dispositive Power 831,771		
Person W		Shared Dispositive Power 483,778 (1)		

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) HC; OO
(1)	Introdece (as of t	presents or includes an aggregate of 483,778 shares directly held by the Lane Five Fund and the Pleiades Fund (each, as defined in the roduction below) that the Mill Road Fund GP and the other Reporting Persons (each, as defined in the Introduction below) may be used to have the shared power to vote (or direct the vote), or to dispose (or direct the disposal) of, as a result of the Voting Agreement defined in the Introduction below). Except to the extent that such Mill Road Fund GP may be so deemed to have beneficial ownership hese 483,778 shares, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by such Road Fund GP that it is the beneficial owner of such shares for purposes of Section 13(d) of the Securities Exchange Act of 1934, and ended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(2) Percentage is 9.953% when rounded to three decimal places.

CUSIP No. 522015106			13D	Page 4 of 16 Pages	
1.	Names	s of Rep	porting Persons.		
	Thoma	as E. Ly	ynch		
2.	Check	the Ap	propriate Box if a Member of a Group (See Instructions)		
	(a) "				
	(b) x				
3.	SEC U	Jse Onl	y		
4.	Source	e of Fur	nds (See Instructions) OO		
5.	Check	if Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "		
6.	Citizer	nship oi	r Place of Organization USA		
		7.	Sole Voting Power 0		
Numb Shar Benefic	es	8.	Shared Voting Power 1,315,549 (1)		
Owne Eac Repor	d by h	9.	Sole Dispositive Power 0		
Person		10.	Shared Dispositive Power 1,315,549 (1)		

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) HC; IN
(1)	bel vot bel this	cludes an aggregate of 483,778 shares directly held by the Lane Five Fund and the Pleiades Fund (each, as defined in the Introduction ow) that Mr. Lynch and the other Reporting Persons (as defined in the Introduction below) may be deemed to have the shared power to be (or direct the vote), or to dispose (or direct the disposal) of, as a result of the Voting Agreement (as defined in the Introduction ow). Except to the extent that Mr. Lynch may be so deemed to have beneficial ownership of these 483,778 shares, neither the filing of a Schedule 13D nor any of its contents shall be deemed to constitute an admission by Mr. Lynch that he is the beneficial owner of such ares for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial nership is expressly disclaimed.
(2)	Peı	recentage is 9.953% when rounded to three decimal places.

CUSIP No	. 522015106	13D	Page 5 of 16 Pages
1. I	Names of Re	eporting Persons.	
\$	Scott P. Scha	urfman	
2.	Check the A	ppropriate Box if a Member of a Group (See Instructions)	
((a) "		
((b) x		
3. 3	SEC Use On	ly	
4. \$	Source of Fu	nds (See Instructions) OO	
5. (Check if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. (Citizenship c	or Place of Organization USA	
	7.	Sole Voting Power 0	
Number Shares		Shared Voting Power 1,315,549 (1)	
Beneficia Owned l Each		Sole Dispositive Power 0	
Reportir Person W		Shared Dispositive Power 1,315,549 (1)	
11. 4	Aggregate A	mount Beneficially Owned by Each Reporting Person 1,315,549 (1)	

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) HC; IN
(1)	pov Inti nei ber	ludes an aggregate of 483,778 shares directly held by the Lane Five Fund and the Pleiades Fund (each, as defined in the Introduction bow) that Mr. Scharfman and the other Reporting Persons (as defined in the Introduction below) may be deemed to have the shared ver to vote (or direct the vote), or to dispose (or direct the disposal) of, as a result of the Voting Agreement (as defined in the roduction below). Except to the extent that Mr. Scharfman may be so deemed to have beneficial ownership of these 483,778 shares, there the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by Mr. Scharfman that he is the reficial owner of such shares for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other pose, and such beneficial ownership is expressly disclaimed.

	15106	13D	Page 6 of 16 Pages	
Names	s of Rep	porting Persons.		
Lane F	Five Par	rtners LP		
Check	the Ap	propriate Box if a Member of a Group (See Instructions)		
(a) "				
(b) x				
SEC U	Jse Onl	y		
Source	of Fun	nds (See Instructions) WC		
Check	if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
Citizen	iship oi	r Place of Organization Delaware		
	7.	Sole Voting Power 326,236		
er of es	8.	Shared Voting Power 989,313 (1)		
l by h	9.	Sole Dispositive Power 326,236		
With	10.	Shared Dispositive Power 989,313 (1)		
	Names Lane F Check (a) " (b) x SEC U Source Check Citizer r of estally by a ling	Names of Rep Lane Five Par Check the Ap (a) " (b) x SEC Use Onl Source of Fur Check if Disc Citizenship or 7. r of 8. es ially by 9. ing	Names of Reporting Persons. Lane Five Partners LP Check the Appropriate Box if a Member of a Group (See Instructions) (a) " (b) x SEC Use Only Source of Funds (See Instructions) WC Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) " Citizenship or Place of Organization Delaware 7. Sole Voting Power 326,236 r of 8. Shared Voting Power 989,313 (1) sally by 9. Sole Dispositive Power 326,236 ing 18 Shared Voting Power 326,236 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) " Citizenship or Place of Organization Delaware 7. Sole Voting Power 326,236 1. Shared Voting Power 989,313 (1) Sally Shared	

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) PN
(1)	Inti to l Lar its	presents or includes an aggregate of 989,313 shares directly held by the Mill Road Fund and the Pleiades Fund (each, as defined in the roduction below) that the Lane Five Fund and the other Reporting Persons (each, as defined in the Introduction below) may be deemed have beneficial ownership of as a result of the Voting Agreement (as defined in the Introduction below). Except to the extent that such he Five Fund may be so deemed to have beneficial ownership of these 989,313 shares, neither the filing of this Schedule 13D nor any of contents shall be deemed to constitute an admission by such Lane Five Fund that it is the beneficial owner of such shares for purposes Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly claimed.
(2)	Pei	recentage is 9.953% when rounded to three decimal places.

CUSIP No.	522015106	13D	Page 7 of 16 Pages	
1. N	ames of Re	porting Persons		
L	ane Five Pa	rtners GP LLC		
2. C	heck the A	opropriate Box if a Member of a Group (See Instructions)		
(a	ı) "			
(t	o) x			
3. S	EC Use On	ly		
4. S	ource of Fu	nds (See Instructions) OO		
5. C	heck if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6. C	itizenship o	r Place of Organization Delaware		
	7.	Sole Voting Power 326,236		
Number of Shares	0.	Shared Voting Power 989,313 (1)		
Beneficial Owned by Each		Sole Dispositive Power 326,236		
Reporting Person Wi		Shared Dispositive Power 989,313 (1)		
11. A	.ggregate A	mount Beneficially Owned by Each Reporting Person 1,315,549 (1)		

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) HC; OO
(1)	Inti dee tha 13I sha	presents or includes an aggregate of 989,313 shares directly held by the Mill Road Fund and the Pleiades Fund (each, as defined in the roduction below) that the Lane Five Fund GP and the other Reporting Persons (each, as defined in the Introduction below) may be sented to have beneficial ownership of as a result of the Voting Agreement (as defined in the Introduction below). Except to the extent that such Lane Five Fund GP may be so deemed to have beneficial ownership of these 989,313 shares, neither the filing of this Schedule D nor any of its contents shall be deemed to constitute an admission by such Lane Five Fund GP that it is the beneficial owner of such res for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial nership is expressly disclaimed.
(2)	Per	centage is 9.953% when rounded to three decimal places.

CUSIP N	o. 5220	15106	13D	Page 8 of 16 Pages		
1.	Names	of Rep	porting Persons.			
	Lane F	ive Ca	pital Management LP			
2.	Check	the Ap	propriate Box if a Member of a Group (See Instructions)			
	(a) "					
	(b) x					
3.	SEC U	se Onl	y			
4.	Source	of Fur	nds (See Instructions) OO			
5.	Check	if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "			
6.	Citizenship or Place of Organization Delaware					
		7.	Sole Voting Power 483,778			
Number Share	s	8.	Shared Voting Power 831,771 (1)			
Benefici Owned Each	by 1	9.	Sole Dispositive Power 483,778			
Reporti Person V		10.	Shared Dispositive Power 831,771 (1)			

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) PN; IA
(1)	Lai ow ma sha	presents or includes an aggregate of 831,771 shares directly held by the Mill Road Fund (as defined in the Introduction below) that the Five Advisor and the other Reporting Persons (each, as defined in the Introduction below) may be deemed to have beneficial nership of as a result of the Voting Agreement (as defined in the Introduction below). Except to the extent that such Lane Five Advisor be so deemed to have beneficial ownership of these 831,771 shares, neither the filing of this Schedule 13D nor any of its contents all be deemed to constitute an admission by such Lane Five Advisor that it is the beneficial owner of such shares for purposes of cition 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly claimed.
(2)	Per	recentage is 9.953% when rounded to three decimal places.

CUSIP N	o. 522	015106	13D	Page 9 of 16 Page	
1.	Name	s of Rej	porting Persons.		
	Lane l	Five Ca	pital Management, LLC		
2.	Check	the Ap	propriate Box if a Member of a Group (See Instructions)		
	(a) " (b) x				
3.	SEC U	Jse Onl	y		
4.	Source	e of Fui	nds (See Instructions) OO		
5.	Check	if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "		
6.	Citize	nship o	r Place of Organization Maryland		
		7.	Sole Voting Power 483,778		
Numbe Share	es	8.	Shared Voting Power 831,771 (1)		
Benefic Owned Each	by 1	9.	Sole Dispositive Power 483,778		
Report Person V		10.	Shared Dispositive Power 831,771 (1)		

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) HC; OO
(1)	Lar ow GP sha	presents or includes an aggregate of 831,771 shares directly held by the Mill Road Fund (as defined in the Introduction below) that the Five Advisor GP and the other Reporting Persons (each, as defined in the Introduction below) may be deemed to have beneficial nership of as a result of the Voting Agreement (as defined in the Introduction below). Except to the extent that such Lane Five Advisor may be so deemed to have beneficial ownership of these 831,771 shares, neither the filing of this Schedule 13D nor any of its content libe deemed to constitute an admission by such Lane Five Advisor GP that it is the beneficial owner of such shares for purposes of ction 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly claimed.
(2)	Per	recentage is 9.953% when rounded to three decimal places.

CUSIP N	No. 5220	15106	13D	Page 10 of 16 Pages
1.	Names	of Rep	orting Persons.	
	Lisa O	Dell R	tapuano	
2.	Check	the App	propriate Box if a Member of a Group (See Instructions)	
	(a) "			
	(b) x			
3.	SEC U	se Only		
4.	Source	of Fun	ds (See Instructions) OO	
5.	Check	if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "	
6.	Citizen	iship or	Place of Organization USA	
		7.	Sole Voting Power 483,778	
Number Shar Benefic	es	8.	Shared Voting Power 831,771 (1)	
Owned Eac	l by h	9.	Sole Dispositive Power 483,778	
Report Person	ung With	10.	Shared Dispositive Power 831,771 (1)	

	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "
	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) HC; IN
(1)	Ms resu ben	bresents or includes an aggregate of 831,771 shares directly held by the Mill Road Fund (as defined in the Introduction below) that . Rapuano and the other Reporting Persons (as defined in the Introduction below) may be deemed to have beneficial ownership of as a alt of the Voting Agreement (as defined in the Introduction below). Except to the extent that Ms. Rapuano may be so deemed to have reficial ownership of these 831,771 shares, neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute admission by Ms. Rapuano that she is the beneficial owner of such shares for purposes of Section 13(d) of the Securities Exchange Act 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.
(2)	Per	centage is 9.953% when rounded to three decimal places.

CUSIP No.	522015100	13D	Page 11 of 16 Pages
1. N	ames of Re	eporting Persons.	
Pl	eiades Inv	estment Partners LA, L.P.	
2. C	heck the A	ppropriate Box if a Member of a Group (See Instructions)	
(a) "		
(b) x		
3. SI	EC Use On	ly	
4. So	ource of Fu	nds (See Instructions) WC	
5. C	heck if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6. C	itizenship (or Place of Organization Delaware	
	7.	Sole Voting Power 157,542	
Number o	0.	Shared Voting Power 1,158,007 (1)	
Beneficiall Owned by Each	9.	Sole Dispositive Power 157,542	
Reporting Person Wit		Shared Dispositive Power 1,158,007 (1)	
11. A	ggregate A	mount Beneficially Owned by Each Reporting Person 1,315,549 (1)	

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

	13.	Percent of Class Represented by Amount in Row (11) 10.0% (2)
	14.	Type of Reporting Person (See Instructions) PN
(1)	the resi	presents or includes an aggregate of 1,158,007 shares directly held by the Mill Road Fund and the Lane Five Fund (each, as defined in Introduction below) that the Pleiades Fund (as defined in the Introduction below) may be deemed to have beneficial ownership of as ult of the Voting Agreement (as defined in the Introduction below). Except to the extent that such Pleiades Fund may be so deemed to be beneficial ownership of these 1,158,007 shares, neither the filing of this Schedule 13D nor any of its contents shall be deemed to astitute an admission by such Pleiades Fund that it is the beneficial owner of such shares for purposes of Section 13(d) of the Securitic change Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.
(2)	Per	rcentage is 9.953% when rounded to three decimal places.

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This Amendment No. 3 to the joint statement on Schedule 13D with respect to the common stock, \$0.0001 par value, of Learning Tree International, Inc., a Delaware corporation, filed by Mill Road Capital, L.P., a Delaware limited partnership (the Mill Road Fund), Mill Road Capital GP LLC, a Delaware limited liability company (the Mill Road Fund GP), Thomas E. Lynch and Scott P. Scharfman (collectively, the Mill Road Reporting Persons) on October 29, 2012, as amended by the Amendment No. 1 on Schedule 13D filed by the Mill Road Reporting Persons on November 13, 2012, and as amended and restated by Amendment No. 2 on Schedule 13D filed by the undersigned on November 19, 2012 (such filing, as so amended and as amended herein, the Schedule 13D), amends the Schedule 13D as follows:

- 1. Item 4 of the Schedule 13D shall be amended by adding the following paragraph between the second and third paragraphs:

 On February 4, 2013, the Mill Road Fund sent the letter attached hereto as Exhibit 8 to a special committee of the Issuer s board of directors, reiterating its offer from September 2012 to acquire all outstanding shares of the Issuer that it does not own at price equal to \$5.80 per share.
- 2. The introductory paragraph of Item 5 of the Schedule 13D shall hereby be amended and restated in full as follows:

 The percentages of beneficial ownership reported for the Reporting Persons in this Item 5, and on each Reporting Person s cover page to this Schedule 13D, are based on a total of 13,217,484 shares of Common Stock issued and outstanding as of January 22, 2013, as reported in the most recent annual report of the Issuer on Form 10-K/A for the fiscal year ended September 28, 2012. All of the share numbers reported below, and on each Reporting Person s cover page to this Schedule 13D, are as of February 5, 2013, unless otherwise indicated.
 - 3. The paragraphs (a) and (b) of Item 5 of the Schedule 13D shall hereby be amended by replacing each beneficial ownership percentage reported as or approximately 10.0% (9.985% rounded to three decimal places) with or approximately 10.0% (9.953% rounded to three decimal places).
- 4. The paragraph (c) of Item 5 of the Schedule 13D shall hereby be amended and restated in full as follows:

 No Reporting Person or other Pleiades Entity effected any transaction in the shares of Common Stock from December 7, 2012 (the day sixty days before the filing of this Amendment No. 3 to this Schedule 13D) to February 5, 2013.
 - 5. Item 7 of the Schedule 13D is hereby amended to add the following Exhibit to the Schedule 13D:
 - <u>Exhibit</u> 8 Letter from Mill Road Capital, L.P. to the Special Committee of the Board of Directors of Learning Tree International, Inc. dated February 4, 2013.

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6. Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect. [signature pages follow]

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: February 5, 2013

MILL ROAD CAPITAL, L.P.

By: Mill Road Capital GP LLC,

its General Partner

By: /s/ Justin C. Jacobs Justin C. Jacobs Management Committee Director

MILL ROAD CAPITAL GP LLC

By: /s/ Justin C. Jacobs Justin C. Jacobs Management Committee Director

THOMAS E. LYNCH

By: /s/ Justin C. Jacobs Justin C. Jacobs, attorney-in-fact

SCOTT P. SCHARFMAN

By: /s/ Justin C. Jacobs Justin C. Jacobs, attorney-in fact CUSIP No. 522015106 Page 15 of 16 Pages

LANE FIVE PARTNERS LP

By: Lane Five Partners GP LLC,

its general partner

By: /s/ Lisa O Dell Rapuano Lisa O Dell Rapuano Managing Member

LANE FIVE PARTNERS GP LLC

By: /s/ Lisa O Dell Rapuano Lisa O Dell Rapuano Managing Member

LANE FIVE CAPITAL MANAGEMENT LP

By: Lane Five Capital Management, LLC

its general partner

By: /s/ Lisa O Dell Rapuano Lisa O Dell Rapuano Managing Member

LANE FIVE CAPITAL MANAGEMENT, LLC

By: /s/ Lisa O Dell Rapuano Lisa O Dell Rapuano Managing Member

LISA O DELL RAPUANO

/s/ Lisa O Dell Rapuano Lisa O Dell Rapuano CUSIP No. 522015106 Page 16 of 16 Pages

PLEIADES INVESTMENT PARTNERS LA, L.P.

By: Lane Five Capital Management LP

its attorney-in-fact

By: Lane Five Capital Management, LLC

its general partner

By: /s/ Lisa O Dell Rapuano Lisa O Dell Rapuano Managing Member