

**The Bank of New York**

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***BuyDIRECT***<sup>SM</sup>

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*A Direct Purchase  
and Sale Plan  
for the Common Stock of*

**DEERE & COMPANY**



**JOHN DEERE**

**THE PLAN AND PARTICIPATION IN THE PLAN IS GOVERNED BY THE PLAN BOOKLET IN ITS ENTIRETY. PLEASE CAREFULLY REVIEW ALL SECTIONS PRIOR TO SENDING AN ENROLLMENT FORM OR ANY FUNDS TO THE BANK OF NEW YORK.**

*BuyDIRECT is sponsored and administered solely by The Bank of New York, not by Deere & Company.*

*BuyDIRECT*<sup>SM</sup> is a service mark of The Bank of New York

# ***BuyDIRECT***<sup>SM</sup>

## **Overview**

### **A Direct Purchase & Sale Plan**

### **for the Common Shares of Deere & Company**

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The Bank of New York is pleased to offer a Direct Purchase and Sale Plan (the “Plan”) for the shares of common stock of Deere & Company. The Plan, *BuyDIRECT*, provides both registered holders and interested first-time investors with an affordable alternative for buying, holding and selling Deere & Company common stock.

### ***BuyDIRECT* Plan Features:**

- **Convenient Purchase Option**  
New investors can make their initial purchase directly through The Bank of New York as Transfer Agent for Deere & Company, and Administrator for the *BuyDIRECT* Plan. Once enrolled, Participants can make additional optional cash investments in Deere & Company common stock through the Plan.
- **Automatic Dividend Reinvestment**  
Participants may choose to purchase additional shares of Deere & Company common stock by investing all or a portion of their cash dividends. Alternatively, you may choose to receive cash dividends directly.
- **Certificate or Book-Entry Ownership**  
In lieu of physical certificates, shares will be held in book-entry form. You will receive statements and confirmations reflecting your transaction history. You may, however, request the issuance of

physical certificates at any time via a toll-free number, website or by mail.

- **Deposit of Certificates**

Shares certificates of Deere & Company that you currently hold in physical form may be deposited directly into your Plan account. The Bank of New York will credit these shares to your Plan account in book-entry form. You can withdraw or transfer all or a portion of your shares at any time.

- **Direct Sale**

All or a portion of your shares of Deere & Company that are held through the Plan may be sold directly through the Plan without having to deliver a certificate.

*BuyDIRECT* offers a convenient and flexible way of purchasing and selling shares of Deere & Company. There are fees associated with utilizing certain Plan features. The fees are set forth on page 28, “Costs to Participants.”

***BuyDIRECT***  
**IS SPONSORED AND**  
**ADMINISTERED SOLELY BY**  
**THE BANK OF NEW YORK,**  
**NOT BY**  
**DEERE & COMPANY**

**Shares are not insured by the FDIC or any other government agency, are not deposits or other obligations of, and are not guaranteed by, The Bank of New York, and are subject to investment risks, including possible loss of principal amount invested.**

**The Bank of New York and Deere & Company provide no advice and make no recommendations with respect to purchasing or selling shares of Deere & Company. Any decision to purchase or sell must be made by each individual Plan Participant based on his or her own research and judgment. Nothing herein shall be deemed to constitute an offer to sell or a solicitation to buy shares(s) of Deere & Company.**

**Important Note: Shares held in *BuyDIRECT* are not subject to protection under the Securities Investor Protection Act of 1970.**

*Please retain this brochure  
for future reference.*

# ***BuyDIRECT***

## **Summary of Plan Services**

### **for Shareholders of Deere & Company Common Stock**

#### **Eligibility & Enrollment**

Almost everyone is eligible to enroll in ***BuyDIRECT***. Interested investors may participate in the Plan if they already own Deere & Company common shares or non-holders may make their initial purchase of shares directly through the Plan (see Page 20, “Terms and Conditions”, for further information). If you have any questions or would like to receive an Enrollment Form and ***BuyDIRECT*** Plan brochure, simply contact The Bank of New York at the following toll-free number **1-800-268-7369** or visit our website at **www.stockbny.com**.

#### **Easy, Full Investment Program**

Once enrolled in the Plan you can invest cash dividends when paid and make optional cash investments simply and conveniently. Optional cash investments can be made at any time. With ***BuyDIRECT***, you have the advantage of having your cash fully invested because all shares, both full and fractional, are credited to your account and earn additional dividends when paid.

#### **Deposit of Certificates**

If you already own Deere & Company common shares in certificated form, you may deposit the certificates into your Plan account. The Bank of New York will credit these shares to your Plan account in book-entry form. This feature protects your shares against possible loss, theft or accidental

destruction and may save you the expense of having to replace your certificates.

#### **Convenient Ways To Sell or Transfer Your Shares**

Shares owned by you, whether in book-entry or certificated form, can be easily sold or transferred through the Plan. Transfers may be effected in book-entry or certificated form. You may instruct The Bank of New York to issue a certificate in your name for shares held in the Plan at any time.

#### **Plan Costs**

The costs and fees associated with the Plan, including enrollment costs, administrative service fees and/or brokerage commissions, are set forth on page 28, “Costs to Participants.”

*BuyDIRECT is sponsored and administered solely by The Bank of New York, not by Deere & Company. Please review the “Terms and Conditions” and “Costs to Participants” for specific Plan features and the fee schedule.*

# *BuyDIRECT*

## Frequently Asked Questions and Answers for Shareholders of Deere & Company Common Stock

### **HOW DO I ENROLL IN THE PLAN?**

Registered holders and other interested first-time investors can enroll in *BuyDIRECT* simply by completing, signing, and returning the Enrollment Form. Enrollment Forms and the Plan brochure can be obtained by contacting The Bank of New York (Plan Administrator) at the following toll-free number **1-800-268-7369** or by visiting our website at **www.stockbny.com**. Both existing holders and new investors must complete, sign, and return an Enrollment Form to The Bank of New York. There is a one-time Initial Enrollment Fee of \$7.50 for all non-registered holders to open a Plan account.

If shares are registered jointly or if the Plan account is to be registered in multiple names, all stockholders whose name the shares or Plan account is to be registered in must sign the Enrollment Form.

Once completed, the Enrollment Form and transaction instructions should be mailed to The Bank of New York (see page 18, "How do I Contact The Bank of New York?" for mailing instructions). Enrollment in the Plan is voluntary and may not be available to investors in certain countries. Participation in the Plan continues until terminated by you or by The Bank of New York.

### **HOW CAN I PURCHASE ADDITIONAL SHARES?**

You can easily purchase additional shares at any time by making optional cash investments. Your optional cash investments, less applicable transaction fees and brokerage commissions, are used to purchase shares of Deere & Company common stock for your account. No interest will be paid to investors on optional cash investments held by The Bank of New York pending investment.

You can make an optional cash investment when joining the Plan by enclosing a check with the Enrollment Form. Thereafter, all optional cash investments should be accompanied by the tear-off portion of your account statement or transaction advice.

For first-time share purchases by non-registered holders, the minimum initial investment amount is \$500.00. Participants will also incur a transaction fee of \$7.50 plus a brokerage commission of \$0.05 per share purchased. When opening a Plan account, an investor must either transfer shares, or purchase shares for deposit, into a Participant account. Once becoming a Plan Participant, you may make additional optional cash investments in amounts of at least \$100.00. In addition, Participants may elect to make automated monthly optional cash investments by Electronic Funds Transfer ("EFT"). If the "EFT" option is chosen, a minimum of \$100.00 will be deducted from the Participant's checking or savings account on the 25th day of each month, or if such date is not a business day, the deduction will be made on the preceding business day (see page 8, "Can I Make Automatic Monthly Investments?"). For each optional cash investment by check, Participants will incur a transaction fee of \$3.00 plus a brokerage commission of \$0.05 per share. For each

optional cash investment by EFT, Participants will incur a transaction fee of \$1.00 plus a brokerage commission of \$0.05 per share. The maximum investment amount per transaction is \$10,000.00 and the maximum annual aggregate investment is \$120,000.00 per calendar year.

Optional cash investments must be made either by EFT or check drawn on a US Bank, in US currency, payable to “The Bank of New York – Deere & Company Plan.” To make a payment by check, mail the tear-off portion of your account statement along with your check to The Bank of New York using the address indicated on page 18. **Cash, third party checks, money orders, travelers checks and checks not drawn on a US bank or not in US currency will not be accepted and will be returned to the sender.**

For optional cash investments, purchases are made at least once a week. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may be traded on more than one day.

### **CAN I MAKE AUTOMATED MONTHLY INVESTMENTS?**

Once enrolled in the Plan, Participants may contact The Bank of New York to arrange for automated monthly investments via Electronic Funds Transfer (“EFT”). EFT payments are deducted monthly from the Participant’s designated account at any qualified financial institution that participates in the Automated Clearing House. Deductions are made on the 25th day of each month, or if such date is not a business day, the deduction will be made on the preceding business day. For each automated monthly investment, Participants will incur a transaction fee of \$1.00 plus a brokerage

commission of \$0.05 per share. Such payments are subject to a minimum optional cash investment of \$100.00 per transaction, a maximum investment of \$10,000.00 per transaction and a maximum annual investment of \$120,000.00 per calendar year.

**In the event that a Participant’s optional cash investment check is returned unpaid for any reason, or a Participant’s designated bank account for EFT does not have sufficient funds for his/her authorized monthly deduction, The Bank of New York will immediately remove from the Participant’s account shares which were purchased in anticipation of the collection of such funds. These shares will be sold to recover any uncollected funds. If the net proceeds of the sale of such shares are insufficient to recover in full the uncollected amounts, The Bank of New York reserves the right to sell such additional shares from any of the Participant’s accounts maintained by The Bank of New York as may be necessary to recover in full the uncollected balance.**

It is the responsibility of the Plan Participant to immediately notify The Bank of New York of any changes in EFT information as it relates to the Plan Participant’s authorized monthly deductions. Participants may call **1-800-268-7369** and request a new EFT Enrollment Form. **Participants will be charged a fee of \$20.00 for returned checks and/or failed EFT payments. The Bank of New York reserves the right to sell additional shares from any of the Participant’s accounts maintained by The Bank of New York as may be necessary to recover the service fee at the time the check and/or EFT is returned to The Bank of New York.**

*Participants should be aware that the share price may fluctuate between the time your*

*purchase request is received by The Bank of New York and the time purchase is made on the open market. The Bank of New York may, at its own discretion, accept written requests to revoke instructions.*

### **CAN I INVEST MY DIVIDENDS?**

You may invest all or a portion of the cash dividends paid to you on your Deere & Company common shares. Following your instructions on the Enrollment Form, The Bank of New York will apply all or part of the cash dividend to the purchase of additional common shares. There is a service fee of 5% of the investment amount with a maximum of \$3.00 per dividend payment plus a brokerage commission of \$0.05 per share. Dividends and other cash distributions are paid in US dollars and the payable date is the date on which shareholders are paid. Dividend purchases are invested as promptly as practicable on or following the payable date. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may be traded on more than one day. You may change your reinvestment option at any time by sending in a new Enrollment Form to The Bank of New York. Changes must be received by the Bank on or before the dividend record date to be effective for that dividend.

### **WHAT OPTIONS FOR DIVIDEND INVESTMENT ARE AVAILABLE?**

**A. “Full Dividend Investment.”** If you elect this option, all your cash dividends on all shares now or subsequently registered in your name (including shares previously purchased for your account pursuant to the Plan) will be used to purchase additional shares.

**B. “Partial Dividend Investment.”** If you elect this option, cash dividends on the

number of shares which you designate in the appropriate space on the Enrollment Form, and all of the cash dividends on shares purchased thereafter for your account pursuant to the Plan will be used toward the purchase of additional shares.

### **CAN I ELECT TO HAVE MY CASH DIVIDENDS WIRED TO MY BANK OR OTHER FINANCIAL INSTITUTION?**

If you elect to have all or a portion of your dividend paid in cash, this amount will be paid by check or can be wired directly to your bank account via EFT. In order to take advantage of this option your bank or financial institution must be a member of the Automated Clearing House (“ACH”). If you are interested in this option please call **1-800-268-7369** and request an ACH Fulfillment Kit.

### **HOW ARE SHARES PURCHASED?**

The Bank of New York aggregates all requests to purchase shares and then purchases the total shares on the open market on the exchange on which the shares are traded. The price per share cannot be determined prior to the purchase. The price per share purchased will reflect the brokerage commissions and shall always be the average weighted price for all shares purchased for the Plan on the trade date or dates. Net dividend funds and optional cash investments from all Participants may be commingled to purchase shares. Purchases are usually made through a broker affiliated with The Bank of New York (“Affiliated Broker”).

The Bank of New York will credit your account for all full and fractional shares (to four decimal places) purchased on your behalf. Purchases with respect to optional cash investments are made at least once a week. Purchases with respect to cash dividends are invested as promptly as practicable on or following the dividend

payable date. In either case, depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may be traded on more than one day. The purchase price will not be known until the purchase is complete. A transaction advice will normally be mailed to you by first class mail within two (2) business days following the final trade settlement date showing the purchase price, transaction fees and brokerage commissions and the number of shares credited to your account.

If Deere & Company pays a dividend, a summary account statement showing all year-to-date transactions will be mailed to you, as soon as practicable following each dividend payment date. If no dividends are paid by Deere & Company, a summary account statement showing all year-to-date transaction activity will be mailed to you on an annual basis, usually in January, reflecting the preceding year's activity. You may also request a statement at any time by calling **1-800-268-7369** or you can view your account online directly from our website at **www.stockbny.com**. You should retain these statements for your records. For your convenience, statements and transaction advices have a tear-off portion which can be used to send instructions to The Bank of New York for the issuance of certificates, the sale or purchase of shares, the termination of participation in the Plan or the deposit of certificates (see page 20, "Terms and Conditions" and page 28, "Costs to Participants," for further information).

#### **DOES THE PLAN ALLOW DEPOSITING OF CERTIFICATES?**

If you own Deere & Company common shares in certificated form, you may elect to deposit the share certificates into your Plan account with The Bank of New York. The

Bank of New York will credit these shares to your Plan account in book-entry form. To deposit certificates, send them via registered mail, return receipt requested, to The Bank of New York along with either, at the time of enrollment, your completed, signed Enrollment Form or the tear-off portion of your account statement with your written instructions regarding the deposit. **Please do not sign the stock certificate.** We recommend that you insure the package for 2% of the value of the shares (see page 18, "How Do I Contact The Bank of New York," for mailing instructions and page 28, "Costs to Participants," for fees and costs associated with the deposit of certificates).

#### **HOW CAN I SELL MY SHARES?**

You may instruct The Bank of New York to sell any or all shares held in your Plan account by one of the following methods.

- ***Sale Orders via IVR System***

You may instruct The Bank of New York to sell some or all of your plan shares by placing a sale order via the Interactive Voice Response ("IVR") system. To place a sale order contact The Bank of New York, toll-free, at **1-800-268-7369**. Simply enter your social security number or taxpayer ID at the prompt and select the menu option for sales and follow the instructions provided. For security purposes, you will be asked to enter your plan account number.

- ***Sale Orders via Internet***

You may instruct The Bank of New York to sell some or all of your plan shares by placing a sale order via the Internet. To place a sale order, you will first need to request a PIN by visiting our website at **www.stockbny.com** (see page 18, "How Do I Contact The Bank of New York").

- ***Sale Orders via Mail***

You may instruct The Bank of New York to sell some or all of your plan shares by

completing and signing the tear-off portion of your account statement and mailing the instructions to The Bank of New York. If there is more than one name or owner on the Plan account, all Participants listed on your account must sign the tear-off portion of the account statement.

### **HOW ARE SHARES SOLD?**

As with purchases, The Bank of New York aggregates all requests to sell shares and then sells the total shares on the open market. Sales are usually made through a broker affiliated with The Bank of New York (“Affiliated Broker”). Normally, the shares are sold on the exchange on which the common shares of Deere & Company trade. The price per share sold will reflect the brokerage commission and shall always be the average weighted price for all shares sold for the Plan on the trade date or dates. Participants will also incur a transaction fee of \$10.00 plus a brokerage commission of \$0.05 per share sold.

Sales are made at least once a week. Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day. The selling price will not be known until the sale is complete. A check for the proceeds of the sale of shares less applicable taxes, transactions fees and brokerage commissions will normally be mailed to you by first class mail within two (2) business days after the final trade settlement date. *Participants should be aware that the share price may fluctuate between the time your sale request is received by The Bank of New York and the time sale is made on the open market. The Bank of New York may, at its own discretion, accept written requests to revoke instructions.*

### **CAN I REQUEST A CERTIFICATE?**

You may request that The Bank of New York issue a certificate for some or all of the shares (whole shares only) held in your Plan account. Please note that fractional shares cannot be issued in certificate form. To have a certificate issued, simply complete, sign and return the tear-off portion of the account statement or call The Bank of New York. There is no fee for this service.

### **HOW CAN I TRANSFER SHARES?**

Transfers can be made in book-entry or certificated form at any time. In order to transfer shares, you will need to complete a Transfer Instruction Package. Simply visit The Bank of New York’s Stock Transfer website at [www.stockbny.com](http://www.stockbny.com) to download the form or call **1-800-268-7369** to request one. Remember you must obtain a Medallion Guarantee for any transfer of shares.

A Medallion Guarantee insures that the individual signing the request for transfer is the owner or authorized representative. It can be obtained from financial institutions (including many banks and brokerage firms) participating in one or more of the Medallion Guarantee programs. Book-to-book transfers, which involve transferring shares from an existing Plan account to a new Plan account, should follow the steps listed below.

- Call The Bank of New York’s toll-free telephone number **1-800-268-7369** to request a Plan brochure, Enrollment Form and stock power form. Complete both forms, providing the full registration name, address and social security or taxpayer ID number and Date of Birth of the new Participant. Each new Participant must complete and sign an Enrollment Form for transferred shares to be enrolled in the Plan.
- The completed Enrollment Form together with the stock power form

should be sent along with a written request indicating the number of shares (full and fractional) which should be transferred to the new Participant's account. All existing Participants in the current Plan account should sign the instructions and their signatures should be Medallion Guaranteed as discussed above.

#### **HOW CAN I TERMINATE MY PARTICIPATION IN THE PLAN?**

You may withdraw from the Plan at any time. To withdraw from the Plan, simply complete the tear-off portion of the account statement or transaction advice and mail it to The Bank of New York. Upon receipt of your instructions, a certificate for the full shares held in the Plan account will be issued and any fractional shares held in the Plan account will be sold. You will receive a check for the net proceeds (less transaction fees and brokerage commissions) from the sale of any fractional shares.

#### **WHAT HAPPENS IF DEERE & COMPANY ANNOUNCES A RIGHTS OFFERING?**

In the event that Deere & Company makes available to its shareholders any rights to subscribe for additional Common shares, the right to subscribe will be based on the total number of shares owned, both inside and outside the Plan. Any new shares distributed by Deere & Company resulting from the exercise of the rights will be issued directly to the Participant.

#### **WHAT HAPPENS IF DEERE & COMPANY ISSUES A DIVIDEND PAYABLE IN SHARES OR DECLARES A SHARE SPLIT?**

Any stock dividends or stock-split shares distributed by Deere & Company will be credited directly into the Participant's Plan account. This includes distributions

calculated from shares held in the Plan in book-entry form as well as any shares registered in Participants' names. Processing of purchases, sales and transfers may be temporarily suspended during such distributions.

#### **WHO WILL VOTE THE SHARES HELD IN THE PLAN AT SHAREHOLDERS' MEETINGS?**

To the extent made available by Deere & Company, Participants in the Plan will receive voting materials and have the sole right to vote the Common Shares of Deere & Company represented by whole shares (fractions will not be included) purchased for such Participant which are held by The Bank of New York under the Plan on the record date for a vote. Participants will receive only one proxy card in respect of any shareholders' meeting which will apply to all shares held in such holder's name at The Bank of New York, including whole shares credited to a Participant's account under the Plan.

**HOW DO I CONTACT  
THE BANK OF NEW YORK?**

**BuyDIRECT** is administered by The Bank of New York, as agent for the Deere & Company common shares. **For information regarding the Plan, please contact The Bank of New York at:**

Toll-free number: **1-800-268-7369** or write to:

**The Bank of New York**  
Church Street Station  
P.O. Box 11258  
New York, New York 10286-1258

OR

**Deere & Company**  
c/o The Bank of New York  
Receive and Deliver Dept. – 11W  
P.O. Box 11002, Church Street Station  
New York, NY 10286

**For optional cash investments, sales, transfers, deposits or withdrawals, mail the tear-off portion of your transaction advice or account statement to:**

**Deere & Company – DRP**  
c/o The Bank of New York  
P.O. Box 1958  
Newark, NJ 07101-9774

Or, you may call **1-800-268-7369**, The Bank of New York's toll-free number, with your instructions or visit our website **[www.stockbny.com](http://www.stockbny.com)**.

**HOW DO I ACCESS MY ACCOUNT  
ONLINE?**

Log onto **[www.stockbny.com](http://www.stockbny.com)**

First-time users will have to enter their social security number or taxpayer ID when prompted in order to establish a temporary Personal Identification Number (PIN).

**NOTE:** Your temporary PIN will be sent to the address currently listed on your account within 10 business days of its request. You cannot access your account prior to receiving the PIN.

Upon receiving and entering your temporary PIN, you will be prompted to change it for security reasons.

Please keep your new PIN in a safe place for future account access.

# *BuyDIRECT*

## **Terms and Conditions**

### **of The Plan for**

### **Shareholders of**

### **Deere & Company**

### **Common Stock**

#### **1. Introduction**

The purpose of *BuyDIRECT*, the “Plan,” is to provide registered shareholders of Deere & Company common stock and other interested first-time investors with a simple, economical, and convenient method of investing in Deere & Company common shares. The Plan is administered by The Bank of New York (the “bank” or “the Plan Administrator”).

Enrollment in the Plan is voluntary and may not be available to investors in certain countries. Persons residing outside the United States should determine whether they are subject to any governmental regulation prohibiting their participation.

#### **2. Share Purchases/Optional Cash Investments/Investing Dividends**

All purchases of shares will be made in the open market on the exchange on which the shares are traded. Purchases are usually made through a broker affiliated with The Bank of New York (“Affiliated Broker”). The Affiliated Broker will receive brokerage commissions. The price per share cannot be determined prior to the purchase. The price per share purchased shall always be the average weighted price of all shares purchased for the Plan on that trade date or dates. Depending on the number of shares being purchased and current trading volume in the shares, purchases may be executed in multiple transactions and may be traded on more than one day. The purchase price will not

be known until the purchase is complete.

A transaction advice will normally be mailed to you by first class mail within two (2) business days following the final trade settlement date showing the purchase price, transaction fees and brokerage commissions and the number of shares credited to your account. Optional cash investments must be made either by Electronics Funds Transfer (“EFT”) or check drawn on a US Bank, in US currency, payable to “The Bank of New York – Deere & Company Plan”. **Cash, third party checks, money orders or travelers checks will not be accepted.**

EFT deductions are made on the 25th day of each month, or if such date is not a business day, the deduction will be made on the preceding business day. For each optional cash investment by check, Participants will incur a transaction fee of \$3.00 plus a brokerage commission of \$0.05 per share. For each optional cash investment by EFT, Participants will incur a transaction fee of \$1.00 plus a brokerage commission of \$0.05 per share. Such payments are subject to the minimum optional cash investment of \$100.00 per transaction, a maximum investment of \$10,000.00 per transaction and a maximum annual investment of \$120,000.00 per calendar year. For optional cash investments, purchases are made at least once a week.

Optional Cash investments may be rejected by The Bank of New York if a Participant imposes any restrictions with respect to the number of shares to be purchased, the price at which the shares are to be purchased or the timing of when the purchase is to be made. When Deere & Company pays a dividend, The Bank of New York, in accordance with your chosen dividend investment options, will use all or part of the cash dividend to

purchase additional common shares. Dividends and other cash distributions are paid in US dollars and the dividend payable date is the date on which shareholders are paid. Dividend purchases are invested as promptly as practicable on or following the dividend payable date and may be commingled with the optional cash investments on that trade date. There is a transaction fee of 5% of the investment amount with a maximum of \$3.00 per dividend payment plus a brokerage commission of \$0.05 per share. Shares purchased will be credited to each Participant's account in book-entry form (computed to four decimal places). Dividend investment options can be changed at any time by sending a new Enrollment Form to The Bank of New York. Changes must be received by The Bank of New York on or before the dividend record date to be effective for that dividend (see page 18, "How Do I Contact The Bank of New York").

### **3. Share Sales**

All sales of shares will be made in the open market on the exchange on which the shares are traded. Sales are usually made through a broker affiliated with The Bank of New York ("Affiliated Broker"). The Affiliated Broker will receive brokerage commissions. The price per share cannot be determined prior to the sale. The price per share sold will reflect the brokerage commission and shall always be the average weighted price for all shares sold for the Plan on the trade date or dates. Participants will also incur a transaction fee of \$10.00 plus a brokerage commission of \$0.05 per share sold. Sales are made at least once a week. Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and may be traded on more than one day. The selling price will not be known until the

sale is complete. A check for the proceeds of the sale of shares less applicable taxes, transaction fees and brokerage commissions will normally be mailed to you by first class mail within two (2) business days after the final trade settlement date.

### **4. Requests for Certificates or Transfer of Shares**

Participants may request that The Bank of New York issue a certificate for some or all of the shares (whole shares only) held in the Participant's Plan account at any time. To have a certificate issued, simply complete, sign and return the tear-off portion of the account statement or call The Bank of New York. In addition, Participants may always request transfer of Plan account shares by contacting The Bank of New York. Transfers can be made in book-entry or certificated form at any time. In order to transfer shares, you will need to complete a Transfer Instruction Package. Simply visit The Bank of New York's Stock Transfer website at [www.stockbny.com](http://www.stockbny.com) to download the form or call **1-800-268-7369** to request one. A Medallion Guarantee will be required for any transfer of shares and can be obtained from any financial institution (including many banks and brokerage firms) participating in one or more of the Medallion Guarantee programs. Participants can also request book-to-book transfers, which involve transferring shares from an existing Plan account to a new Plan account (see page 15, "How Can I Transfer My Shares?").

### **5. Deposit of Certificates**

If you own Deere & Company common shares in certificated form, you may elect to deposit the certificates into your Plan account with The Bank of New York. The Bank of New York will credit these shares to your Plan account in book-entry form. To deposit certificates send them via

registered mail, return receipt requested, to The Bank of New York along with either, at the time of enrollment your completed, signed Enrollment Form or, with the tear-off portion of your account statement with your written instructions regarding the deposit. **Please do not sign the stock certificate.** We recommend that you insure the package for 2% of the value of the shares (see page 18, “How Do I Contact The Bank of New York”, for mailing instructions and page 28, “Costs to Participants”, for fees and costs associated with the deposit of certificates).

## 6. Account Statements

If Deere & Company pays a dividend, a summary account statement showing all year-to-date transactions will be mailed to you, as soon as practicable following each dividend payment date. If no dividends are paid by Deere & Company, a summary account statement showing all year-to-date transaction activity will be mailed to you on an annual basis, usually in January, reflecting the preceding year’s activity. You may also request a statement at any time by calling **1-800-268-7369** or you can view your account online directly from our website at **www.stockbny.com**. You should retain these statements for your records.

## Additional Terms and Conditions

Officers and Directors of Deere & Company or Affiliates of Deere & Company may not be eligible to participate in the Plan. The Plan is not intended for use by institutional investors or financial intermediaries. Enrollment in the Plan is voluntary and may not be available to investors in certain countries. Initiation of a transaction(s), including optional cash investments, dividend investment, depositing certificates into the Plan and/or selling or purchasing shares, shall establish an agency relationship by the Participant with The Bank of New York.

## Distribution of Rights/Rights Proceeds

In the event that Deere & Company makes available to its shareholders any rights to subscribe for additional Common Shares, the rights to subscribe will be based on the total number of shares owned, both inside and outside the Plan. Any new shares distributed by Deere & Company resulting from the exercise of the rights will be issued directly to the Participant.

## Distribution of Stock Dividends/Stock Splits

Any stock dividends or stock-split shares distributed by Deere & Company will be credited directly into the Participant’s Plan account. This includes distributions calculated from shares held in the Plan in book-entry form as well as any shares registered in Participants’ names. Processing of purchases, sales and transfers may be temporarily suspended during such distributions.

## Voting/Annual Meetings

To the extent made available by Deere & Company, Participants in the Plan will receive voting materials and have the sole right to vote the Common Shares of Deere & Company represented by whole shares (fractions will not be included) which are held by The Bank of New York for such Participant under the Plan on the record date for a vote. Participants will receive only one proxy card in respect of any shareholders’ meeting which will apply to all shares registered in such holder’s name at The Bank of New York, including whole shares credited to a Participant’s account under the Plan.

## Tax Reporting

Generally, The Bank of New York is required to report to both you and the US Internal Revenue Service information regarding dividend amounts paid by Deere & Company as well as any proceeds you received from the sale of shares, rights or other securities. The tax consequences of participating in the Plan can vary depending on each Participant’s tax situation. Accordingly, you are responsible for

determining the tax effect of Plan participation and should consult with your tax advisor with respect to the current and proposed federal, state, local, foreign and other tax laws.

### **Liability**

The Bank of New York will not be liable for any losses or liability howsoever incurred by Participants arising from, related to or in connection with the administration of the Plan or The Bank of New York's actions or non-actions with respect to the Plan (including by way of example and not by way of limitation any losses or claim of liability arising from (i) the failure to terminate a Participant's account, sell shares in the Plan or invest optional cash investments or dividends without prior receipt of proper documentation and instructions; (ii) the prices at which shares are purchased or sold for the Participant's account, the timing of such purchases and sales, and the fluctuation of prices of shares (a) between the receipt of cash or dividends for investment and such investment, (b) between the receipt of instructions to sell and such sale and (c) after the purchase and sale of shares, and (iii) the transfer of Shares from Participants account to a broker pursuant to the Profile Program of The Depository Trust Company) except for such losses and liabilities caused by the negligence or willful misconduct of The Bank of New York; and Participant shall indemnify and hold harmless The Bank of New York from all losses and liabilities incurred by The Bank of New York (including losses and liabilities arising from disputes with Participant) other than those caused by The Bank of New York's negligence and willful misconduct. In no event shall The Bank of New York be liable for special, consequential or punitive damages or losses due to forces beyond its control (including by way of example and not by way of limitation strikes, work stoppages, acts of war or terrorism, insurrection, revolution, nuclear or natural catastrophes or acts of God, and interruptions, loss or malfunctions of utilities,

communications or computer (software and hardware services).

**These terms and Conditions and the administration of the Plan and The Bank of New York's duties and responsibilities under the Plan shall be governed by the substantive laws (and not the choice of law rules) of the State of New York; all proceedings relating to the Plan shall be brought by Participant only in courts located in the City of New York; and Participants waive their right to trial by jury.**

The Bank of New York reserves the right to modify the Plan including the right to terminate the Plan upon notice to Plan Participants. In addition, The Bank of New York reserves the right to interpret and regulate the Plan as it deems necessary or desirable in connection with its operation.

**Shares are not insured by the FDIC or any other government agency, are not deposits or other obligations of, and are not guaranteed by, The Bank of New York, and are subject to investment risks, including possible loss of principal amount invested. The Bank of New York and Deere & Company provide no advice and make no recommendations with respect to purchasing or selling shares of Deere & Company. Any decision to purchase or sell must be made by each individual Plan Participant based on his or her own research and judgment. Nothing herein shall be deemed to constitute an offer to sell or a solicitation to buy share(s) of Deere & Company.**

**Important Note: Shares held in *BuyDIRECT* are not subject to protection under the Securities Investor Protection Act of 1970.**

## **COSTS TO PARTICIPANTS**

Listed below are the costs incurred by Participants of *BuyDIRECT*. The fees are subject to change at any time. This is considered part of the “Terms and Conditions” of the Plan.

### **Initial Enrollment Fee**

One time charge, per account,  
for first time investors ..... \$7.50

### **Optional Cash Investments By Check**

Transaction fee  
per investment ..... \$3.00

Brokerage commission  
per share purchased ..... \$0.05

### **Optional Cash Investments by EFT**

Transaction fee  
per investment ..... \$1.00

Brokerage commission  
per share purchased ..... \$0.05

### **Reinvestment of Dividends**

Transaction fee  
(maximum of \$3.00  
per dividend payment) ..... 5%

Brokerage commission  
per share purchased ..... \$0.05

### **Sale of Shares**

Transaction fee  
per transaction ..... \$10.00

Brokerage commission  
per share sold ..... \$0.05

**Deposit of Certificates** ..... No Charge

**Certificate Withdrawal** ..... No Charge

**Book to Book Transfers** ..... No Charge

## **Minimum Optional Cash Investments**

Minimum initial investment  
non-registered holders ..... \$500.00

Minimum investment by  
existing registered holders ..... \$ 100.00

## **Maximum Optional Cash Investments**

Maximum amount per  
investment by holders  
(first time non-registered  
and existing registered  
holders) ..... \$10,000.00

## **Maximum Aggregate Investment Per**

**Calendar Year** ..... \$120,000.00

