

DEERE & CO
Form SC 13G
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No.)

DEERE & COMPANY

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

244199105

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: DEERE & CO - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1 (b)

☐ Rule 13d-1 (c)

☐ Rule 13d-1 (d)

* 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 (the 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.)

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CUSIP No. 244199105

Page 2 of 18 Pages

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 22,884,150 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 22,884,150 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,884,150 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 Not Applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 7.2%
TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON

2 Berkshire Hathaway Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 22,884,150 shares of Common Stock

EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 22,884,150 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,884,150 shares of Common Stock

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 7.2%
TYPE OF REPORTING PERSON

HC, CO

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1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 22,044,285 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 22,044,285 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,044,285 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 7.0%
TYPE OF REPORTING PERSON

IC, CO

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1 NAME OF REPORTING PERSON

2 GEICO Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 2,312,467 shares of Common Stock
7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 2,312,467 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,312,467 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.7%
TYPE OF REPORTING PERSON

HC, CO

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1 NAME OF REPORTING PERSON

2 Government Employees Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,312,467 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 2,312,467 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,312,467 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.7%
TYPE OF REPORTING PERSON

IC, CO

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1 NAME OF REPORTING PERSON

2 National Fire & Marine Insurance Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 120,165 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 120,165 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,165 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

HC, CO

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CUSIP No. 244199105

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1 NAME OF REPORTING PERSON

2 The Buffalo News Drivers/Distributors Pension Plan
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9,000 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 9,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

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1 NAME OF REPORTING PERSON

2 Buffalo News Office Pension Plan
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 46,100 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 46,100 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,100 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

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1 NAME OF REPORTING PERSON

2 Fruit of the Loom Pension Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 150,000 shares of Common Stock

EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 150,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

EP

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1 NAME OF REPORTING PERSON

2 GEICO Corporation Pension Plan Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 292,500 shares of Common Stock

EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 292,500 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,500 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

EP

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1 NAME OF REPORTING PERSON

2 Dexter Pension Plan
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 50,000 shares of Common Stock

EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 50,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

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1 NAME OF REPORTING PERSON

2 Johns Manville Corporation Master Pension Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY ☐ 87,100 shares of Common Stock

EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 87,100 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,100 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

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1 NAME OF REPORTING PERSON

2 Justin Brands, Inc. Pension Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY ☐ 85,000 shares of Common Stock

EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE
8 ☐ SHARED DISPOSITIVE POWER

WITH

9 85,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

85,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

Item 1.

(a) Name of Issuer

Deere & Company

(b) Address of Issuer's Principal Executive Offices

One John Deere Plaza, Moline, IL 61265

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office:

Item 2(c). Citizenship:

Warren E. Buffett	Berkshire Hathaway Inc.
3555 Farnam Street	3555 Farnam Street
Omaha, Nebraska 68131	Omaha, Nebraska 68131
United States Citizen	Delaware corporation
National Indemnity Company	GEICO Corporation
1314 Douglas Street	One GEICO Plaza
Omaha, Nebraska 68102	Washington, DC 20076
Nebraska corporation	Delaware Corporation
Government Employees Insurance Company	The Buffalo News Drivers/Distributors Pension Plan
One GEICO Plaza	c/o The Buffalo News
Washington, DC 20076	One News Plaza
Maryland Corporation	Buffalo, NY 14240
Buffalo News Office Pension Plan	New York
	National Fire & Marine Insurance Company

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c/o The Buffalo News	1314 Douglas Street
One News Plaza	Omaha, Nebraska 68102
Buffalo, NY 14240	Nebraska corporation
New York Corporation	
GEICO Corporation Pension Plan Trust	Fruit of the Loom Pension Trust
c/o GEICO Corporation	c/o Fruit of the Loom Inc.
One GEICO Plaza	One Fruit of the Loom Drive
Washington, DC 20076	Bowling Green, KY 42103
Delaware Corporation	Delaware Corporation
Dexter Pension Plan	Johns Manville Corporation Master Pension Trust
c/o H.H. Brown Shoe Co., Inc.	c/o Johns Manville Corporation
124 West Putnam Avenue	717 17th Street
Greenwich, CT 06830	Denver, CO 80202
Delaware Corporation	Delaware Corporation

Justin Brands, Inc. Pension & Trust

c/o Justin Brands, Inc.

610 West Daggett

Fort Worth, TX 76104

Delaware Corporation

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

244199105

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc. and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company, Government Employees Insurance Company, and National Fire & Marine Insurance Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

The Buffalo News Drivers/Distributors Pension Plan, Buffalo News Office Pension Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust, Johns Manville Corporation Master Pension Trust, Dexter Pension Plan and Justin Brands, Inc. Pension & Trust are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially Owned

See the Cover Pages for each of the Reporting Persons.

(b) Percent of Class

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition of

(iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

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.

Dated this 16th day of February, 2016

/s/ Warren E. Buffett
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett
Warren E. Buffett
Chairman of the Board

NATIONAL INDEMNITY COMPANY,
GEICO CORPORATION, GOVERNMENT
EMPLOYEES INSURANCE COMPANY,
NATIONAL FIRE & MARINE INSURANCE
COMPANY, THE BUFFALO NEWS
DRIVERS/DISTRIBUTORS PENSION
PLAN, THE BUFFALO NEWS OFFICE
PENSION PLAN, FRUIT OF THE LOOM
PENSION TRUST, GEICO CORPORATION
PENSION PLAN TRUST, JOHNS
MANVILLE CORPORATION MASTER
PENSION TRUST, DEXTER PENSION
PLAN AND JUSTIN BRANDS, INC.
PENSION & TRUST

By /s/ Warren E. Buffett
Warren E. Buffett
Attorney-in-Fact

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

National Fire & Marine Insurance Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

The Buffalo News Drivers/Distributors Pension Plan

Buffalo News Office Pension Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

Dexter Pension Plan

Justin Brands, Inc. Pension & Trust

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of Deere & Company may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 16, 2016

/S/ Warren E. Buffett
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 16, 2016

/S/ Warren E. Buffett
By: Warren E. Buffett

Title: Chairman of the Board

National Indemnity Company

Dated: February 16, 2016

/S/ Marc D. Hamburg
By: Marc D. Hamburg

Title: Chairman of the Board

GEICO Corporation

Dated: February 16, 2016

/S/ Michael H. Campbell
By: Michael H. Campbell

Title: Vice President

Government Employees Insurance Company

Dated: February 16, 2016

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President

Dated: February 16, 2016

National Fire & Marine Insurance Company

/s/ Marc D. Hamburg
Chairman of the Board

Dated: February 16, 2016

The Buffalo News Drivers/Distributors Pension Plan

/S/ Warren Colville

By: Warren Colville

Title: President, The Buffalo News

The Buffalo News Office Pension Plan

Dated: February 16, 2016

/S/ Warren Colville

By: Warren Colville

Title: President, The Buffalo News

Fruit of the Loom Pension Trust

Dated: February 16, 2016

/S/ Rick Medlin

By: Rick Medlin

Title: President, Fruit of the Loom, Inc.

GEICO Corporation Pension Plan Trust

Dated: February 16, 2016

/S/ Michael H. Campbell

By: Michael H. Campbell

Title: Senior Vice President, GEICO Corporation

Johns Manville Corporation Master Pension Trust

Dated: February 16, 2016

/S/ Mary Rhinehart

By: Mary Rhinehart

Title: President, Johns Manville Corporation

Dexter Pension Plan

Dated: February 16, 2016

/S/ James Issler

By: James Issler

Title: President, H.H. Brown Shoe Company

Justin Brands, Inc., Pension & Trust

Dated: February 16, 2016

/S/ Randy Watson

By: Randy Watson

Title: President, Justin Brands, Inc.