



## ARTICLE I GENERAL PRINCIPLES

1.06 **Delegations.** Anyone to whom authority is granted by the Policy, or by another resolution of the Board, may delegate all or part of his or her authority, unless specifically limited within the Policy or such resolution. Delegations to approve transactions may be made to another person or persons within the Company or the global business organization. Delegations to execute transactions or grant shareholder consent, subject to Section 1.05, may only be made to another person or persons in the Company. Any delegation may be redelegated, unless specifically limited by the Policy, separate Board resolution or the delegation. The authority to exercise judgment and discretion is inherent in any delegation of authority. All delegations shall be in writing and state the expiration date of the delegation. Delegations shall also state (i) whether the authority is subject to further delegation; (ii) whether there are any limits on the authority delegated; and (iii) that the delegation is in effect until the earlier of a written modification or revocation by the individual making the delegation or his or her successor and the expiration date. The Secretary or Assistant Secretary may certify, under appropriate circumstances, delegations made pursuant to the Policy.

## ARTICLE II CAPITAL TRANSACTIONS

2.06 **Capital Transactions Within the Authority of Certain Officers.** Any Capital Transaction above \$5,000,000 but not more than \$15,000,000 may be approved by the President or jointly by any two members of the Executive Committee. Any member of the Executive Committee may approve any Capital Transaction involving \$5,000,000 or less.

## ARTICLE X EXECUTION OF DOCUMENTS AND OTHER ACTS ON BEHALF OF THE COMPANY

10.01 **General Rule.** A manager is authorized to manage parts of the Company and the global business organization within the scope of his or her business role. A manager need not be an officer. Authority to manage a part of a business includes authority to:

- (a) Approve the execution, delivery, modification, performance, and enforcement of contracts that are incidental to such business, are usually made in it, or are reasonably necessary in conducting it;
- (b) Procure, maintain, dispose of, and deal in and with equipment and supplies reasonably necessary for the proper conduct of such business;
- (c) Manage employees as may be appropriate;
- (d) Acquire and dispose of goods and services in the ordinary course of the business; and
- (e) Otherwise direct and conduct the operations of that business.

10.10 **Powers of Attorney Generally.** Subject to the provisions of the Policy, whenever an officer or employee is authorized to execute and deliver a power of attorney with respect to any matter or class of matters, such officer or employee is also authorized to expand, restrict, revoke or renew any power of attorney in respect of such matter or class of matters previously authorized. All powers of attorney shall be in writing and state an expiration date. The Secretary or Assistant Secretary may certify, under appropriate circumstances, powers of attorney issued pursuant to the Policy.

QUITCLAIM DEED

THE DOW CHEMICAL COMPANY, a Delaware corporation, having a mailing address of 2030 Dow Center, Midland, Michigan 48674-2030 in consideration of ONE MILLION SEVEN HUNDRED THOUSAND AND 00/100 DOLLARS (\$1,700,000.00) paid, grants to the Town of Wayland, with QUITCLAIM COVENANTS, a parcel of registered land and a parcel of unregistered land in Wayland, Middlesex County bounded and described as follows:

See Exhibit A attached hereto for property description and encumbrances.

This conveyance constitutes all or substantially all of the assets of the Dow Chemical Company within the Commonwealth of Massachusetts. It does not constitute all or substantially all of the assets of the company.  
Property address: 412 Commonwealth Road, Wayland

Executed as a sealed instrument this 2<sup>nd</sup> day of May, 2000.

THE DOW CHEMICAL COMPANY

By: M. J. Lehman  
M. J. Lehman, Manager of Real Estate

STATE OF VIRGINIA )  
                          ) SS.  
COUNTY OF JAMES CITY )

May 2, 2000

Then personally appeared the above-named M. J. Lehman, Manager of Real Estate of The Dow Chemical Company and acknowledged the foregoing instrument to be the free act and deed of The Dow Chemical Company, before me.

Sharon Hurl  
NOTARY PUBLIC  
My Commission Expires: 8/31/03

APPROVED FOR REGISTRATION  
BY THE COURT.

Tracy A. Cramer  
CHIEF TITLE EXAMINER

EXHIBIT AI. REGISTERED LAND

A parcel of land situated in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts, bounded and described as follows:

Northwesterly and Northerly by the middle line of Pond Street, sixteen hundred twenty-six and 73/100 feet;

Easterly by land now or formerly of Elizabeth W. Stevenson, sixty-six and 72/100 feet;

Southerly by land now or formerly of Walter E. Johnson et al., fifteen hundred nine and 09/100 feet; and

Southwesterly by land now or formerly of William F. Smith, seventy-six and 18/100 feet.

Said parcel is shown as lot 2 on plan hereinafter mentioned.

All of said boundaries are determined by the Court to be located as shown on a subdivision plan as approved by the Court, filed in the Land Registration Office, a copy of which is filed in the Registry of Deeds for the South Registry District of Middlesex County in Registration Book 688, Page 169, with Certificate No. 111719 and is designated on Plan 18387C. The above-described land is subject to the reservation more particularly set forth in Document 394588.

Said parcel of registered land is subject to or has the benefit of the following matters of record:

Easement for highway purposes:	Documents 344162 and 346122
Notice of Variance	Document 441933
Grant of Easement and Reservations:	Document 488925
Decision of Board of Appeals:	Document 720258
Decision of Board of Appeals:	Document 836155
Order of Conditions:	Document 863396
Decision of Board of Appeals:	Documents 910610, 912253 and 946108
Release of Easement (Document 488925)	Document 947499
Grant of Easement	Document 947500
Extension Permit (re Document 863396)	Document 960419

Being the same premises described in Certificate No. 201533.

## II. UNREGISTERED LAND

A parcel of land situated in Wayland, in the County of Middlesex, in the Commonwealth of Massachusetts show as Lots B and C on a plan entitled "Plan of Land in Wayland and Natick, Mass." dated October 10, 1962, prepared by Everett M. Brooks Co., and recorded with Middlesex South District Registry of Deeds in Book 10146, Page 486, said lots containing 2.1 acres more or less and 21.5 acres, more or less, respectively, according to said plan.

Together with the right to enter said Lot A as shown on said plan, for the purposes of installing, repairing, replacing and maintaining one or more lines of poles, wires, pipes, and the like, for the transmission of electricity, sewage, water, gas and other utilities, and one or more access roads between the granted premises and Rice Road and Commonwealth Road East, and subject to an easement of the Shell Oil Company located as shown on said plan (See Book 6391, Page 480).

Said premises are conveyed subject to the restrictions, to the extent now in force and applicable, which were imposed for the benefit of Lot A as shown on said plan by deed recorded with said Deeds in Book 10146, Page 486.

Said parcel is also subject to or has the benefit of the following matters, recorded as follows:

- (a) Book 10503, Page 69
- (b) Book 11304, Page 260
- (c) Book 12060, Page 316
- (d) Book 14494, Page 201
- (e) Book 18898, Page 60
- (f) Notice of Variance in Book 10134, Page 404.
- (g) Notice of Variance in Book 10535, Page 146.
- (h) Notice of Variance in Book 12760, Page 280.

All of the foregoing premises (both registered and unregistered land) as set forth in this Exhibit A are hereby conveyed subject to the restriction that they shall not be used for the sale, lease, rental or use as a single family, multi-family, or other type of temporary or permanent residence. This restriction shall be for the benefit of, and shall be enforceable by, The Dow Chemical Company and its successors and shall run with the land. The above-named grantee, by its acceptance and recording and registration of this deed, agrees to accept the premises subject to the foregoing restriction. The foregoing restriction shall be enforceable in the manner set forth in Massachusetts General Laws Chapter 184, Section 27. Any party entitled to enforce the foregoing restriction may record and file for registration a notice of the restrictions before the expiration of thirty (30) years from the date of recording and registration of this deed and may thereafter record and file for registration successive notices of the restrictions each within twenty (20) years of the date of recording and registration of the previous notice.

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All of the foregoing premises (both registered and unregistered land) as set forth in this Exhibit A are hereby conveyed with the limitation that the premises be used only for recreation and conservation purposes.

Title Reference: Middlesex South District Registry of Deeds, Book 25175, Page 174.

1 1 3 8 9 0 9

RECEIVED & ENTERED  
MIDDLESEX COUNTY  
REGISTRY OF DEEDS  
SOUTHERN DISTRICT  
ATTEST  
  
REGISTRAR

RECEIVED  
MAY 13 2009

DOCUMENT 1138909

SO. MIDDLESEX LAND COURT  
REGISTRY DISTRICT  
RECEIVED FOR REGISTRATION

ON 05/09/09 AT 12:42:33 70.00 CAD

NOTED ON:

CERT 0201533 BK 1137 PG 183

NEW CERTIFICATE(S) CREATED:

CERT 0218188 BK 1221 PG 38