

08-24-1998



RECEIVED

100806407

AUG 23 1998

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
04/18/94
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
08/17/98

Name THE TORO COMPANY

Formerly JAMES HARDIE IRRIGATION, INC.

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization NEVADA

Receiving Party

Mark if additional names of receiving parties attached

Name OASE PUMPS, INC.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 17322 Murphy Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Irvine

California

92614

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization CALIFORNIA

FOR OFFICE USE ONLY

08/25/1998 JSHABAZZ 00000002 794420

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 38 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0451-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0551-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1776 FRAME: 0448

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="794,420"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

J. Lawrence McIntyre

August 17, 1998

Name of Person Signing

Signature

Date Signed

## TRADEMARK ASSIGNMENT

1. JAMES HARDIE IRRIGATION, INC. ("HARDIE IRRIGATION") entered into an asset purchase agreement ("Agreement") with OASE PUMPEN WUBKER SOHNE GMBH & CO. ("OASE") on April 18, 1994, by which OASE purchased the assets of HARDIE IRRIGATION's Rain Jet Fountains division. Pursuant to the Agreement, among the assets sold and transferred were certain trademarks including the following trademark (the "subject trademark"):

Mark: BALLERINA  
Registration No.: 794,420  
Date of Registration: August 17, 1965  
Renewed: August 17, 1985

2. HARDIE IRRIGATION never executed a formal assignment of the subject trademark. Accordingly, HARDIE IRRIGATION remains the owner of record of the subject trademark at present.

3. THE TORO COMPANY ("TORO") purchased the stock of HARDIE IRRIGATION on or about September 18, 1996. Following the stock sale, the name of HARDIE IRRIGATION was changed to T-H IRRIGATION, INC. as indicated on the attached Certificate of Name Change.

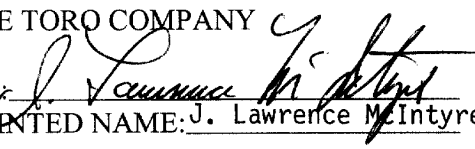
4. On October 23, 1997, T-H IRRIGATION, INC. was dissolved and liquidated and all assets, including all trademarks, tradenames and service marks owned by T-H IRRIGATION, INC. were transferred to THE TORO COMPANY, as indicated on the attached Resolution of the Board of Directors of T-H IRRIGATION, INC., and Resolution of the Sole Stockholder of T-H IRRIGATION, INC.

5. THE TORO COMPANY has agreed to assign the registration for the subject trademark and all rights in the subject trademark to OASE.

6. NOW THEREFORE, in view of good and valuable consideration, the receipt of which is hereby acknowledged, THE TORO COMPANY, a Delaware corporation formerly known as JAMES HARDIE IRRIGATION, INC., having its place of business at 8111 Lyndale Avenue South, Bloomington, Minnesota 55420-1196, does hereby assign unto OASE, having its principal place of business in the United States at 17322 Murphy Avenue, Irvine, California 92614, all right, title and interest in and to the subject trademark and said registration, together with the goodwill of the business symbolized thereby.

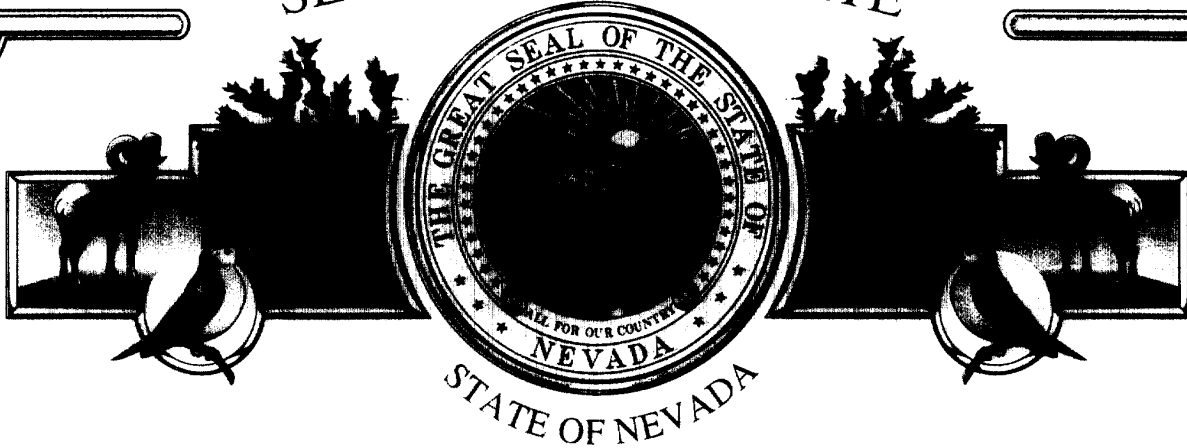
DATED: August 17, 1998

THE TORO COMPANY

BY:   
PRINTED NAME: J. Lawrence McIntyre

TITLE: Vice President, Secretary and General Counsel

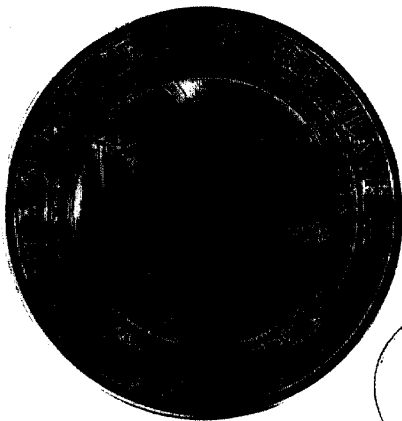
# SECRETARY OF STATE



## CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on May 15, 1997 a Certificate of Amendment to its Articles of Incorporation changing the name to **T-H IRRIGATION, INC.** was filed in this office by **JAMES HARDIE IRRIGATION, INC.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 14, 1998.



*Dean Heller*

Secretary of State

By

*Jacqueline Curry*

Certification Clerk

TRADEMARK

REF: 1776 FRAME 0451

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF T-H IRRIGATION, INC.**

The undersigned, being all of the members of the Board of Directors of T-H Irrigation, Inc. (the "Corporation"), a Nevada corporation, hereby consent to written action in lieu of a meeting, as permitted by Nevada Revised Statutes, section 78.315, and the Restated Bylaws of the Corporation, and hereby adopt the following resolution effective the date hereof:

**RESOLVED**, that the Board of Directors recommends that the sole stockholder of the Corporation approve and adopt the following Plan of Complete Liquidation and Dissolution pursuant to section 332 of the Internal Revenue Code and section 78.580 of the Nevada Revised Statutes:

**Plan of Dissolution and Complete Liquidation  
of T-H Irrigation, Inc.**

1. This Corporation shall be voluntarily dissolved and liquidated out of court pursuant to section 332 of the Internal Revenue Code and section 78.580 of the Nevada Revised Statutes.
2. Effective October 31, 1997, the appropriate officers of this Corporation are hereby authorized and directed to transfer all of the assets of the Corporation, including without limitation, all trademarks, tradenames and service marks owned by the Corporation, subject to the payment of all of the Corporation's liabilities and the expenses of winding up its affairs, which liabilities and expenses The Toro Company shall assume, to The Toro Company, a Delaware corporation, in complete cancellation of all the capital shares of T-H Irrigation, Inc.
3. The appropriate officers of the Corporation are hereby authorized and directed to take all necessary action and to execute, file and record on behalf of the Corporation, all certificates and other documents necessary or appropriate to carry out the foregoing. Specifically, Lawrence Buckley and Donald Trevarthen are hereby authorized, empowered and directed to execute, file and record on behalf of the Corporation, all such documents and certificates as are necessary or appropriate to transfer all trademarks, tradenames, service marks and other intellectual property of the Corporation to The Toro Company.

Dated: October 23 1997

**T-H IRRIGATION, INC.**

By J. David McIntosh  
J. David McIntosh

By Charles B. Lounsbury  
Charles B. Lounsbury

By Kendrick B. Melrose  
Kendrick B. Melrose

**RESOLUTION OF THE SOLE STOCKHOLDER  
OF T-H IRRIGATION, INC.**

The Toro Company, a Delaware corporation, being the sole stockholder of T-H Irrigation, Inc. ("T-H"), a Nevada corporation, hereby consents to written action in lieu of a meeting, as permitted by the Delaware General Corporation Law, the Bylaws of Toro, Nevada Revised Statutes, section 78.320, and the Restated Bylaws of T-H, and hereby adopts the following resolution effective the date hereof:

**WHEREAS**, the Board of Directors of T-H deems it desirable that T-H be dissolved and liquidated into The Toro Company, pursuant to section 332 of the Internal Revenue Code and section 78.580 of the Nevada Revised Statutes,

**RESOLVED**, that the Plan of Complete Liquidation and Dissolution of T-H Irrigation, Inc. set forth below is hereby adopted and approved:

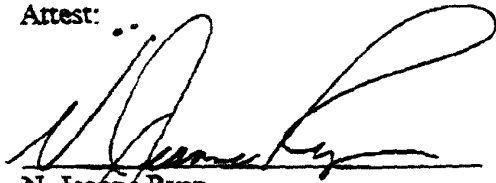
**Plan of Complete Liquidation and Dissolution of  
T-H Irrigation, Inc.**

1. This Corporation shall be voluntarily dissolved and liquidated out of court pursuant to section 332 of the Internal Revenue Code and section 78.580 of the Nevada Revised Statutes.
2. Effective October 31, 1997, the appropriate officers of this Corporation are hereby authorized and directed to transfer all of the assets of the Corporation, including without limitation, all trademarks, tradenames and service marks owned by the Corporation, subject to the payment of all of the Corporation's liabilities and the expenses of winding up its affairs, which liabilities and expenses The Toro Company shall assume, to The Toro Company, a Delaware corporation, in complete cancellation of all the capital shares of T-H Irrigation, Inc..
3. The appropriate officers of the Corporation are hereby authorized and directed to take all necessary action and to execute, file and record on behalf of the Corporation, all certificates and other documents necessary or appropriate to carry out the foregoing. Specifically, Lawrence Buckley and Donald Trevarthen are hereby authorized, empowered and directed to

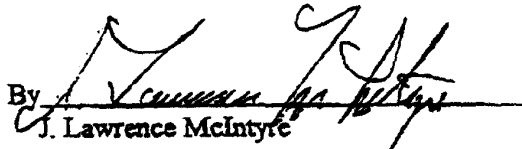
execute, file and record on behalf of the Corporation, all such documents and certificates as are necessary or appropriate to transfer all trademarks, tradenames, service marks and other intellectual property of the Corporation to The Toro Company.

Dated: October 23<sup>rd</sup>, 1997

Attest:

  
N. Jeanne Ryan  
Assistant Secretary

THE TORO COMPANY

By   
J. Lawrence McIntyre  
Vice-President, Secretary &  
General Counsel