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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

Name THE TORO COMPANY

08/17/98

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

City

California

State/Country

92614

Zip Code

- 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

08/26/1998 JSHABAZZ 00000007 793990

01 FC:481

40.00 DP

Public Burden reporting for this collection of information is estimated to average approximately 30 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 (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practices. 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: 0459

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)

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: DANCING JEWELS
Registration No.: 793,990
Date of Registration: August 10, 1965
Renewed: August 10, 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.

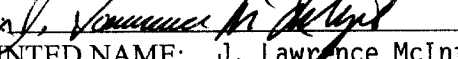
4. On October 23, 1997, T-H IRRIGATION, INC. was dissolved and liquidated and all assets, including all trademarks, tradenames and service marks owned by T-H IRRIGATION, INC. were transferred to THE TORO COMPANY, as indicated on the attached Resolution of the Board of Directors of T-H IRRIGATION, INC.,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

5. THE TORO COMPANY has agreed to assign the registration of 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.

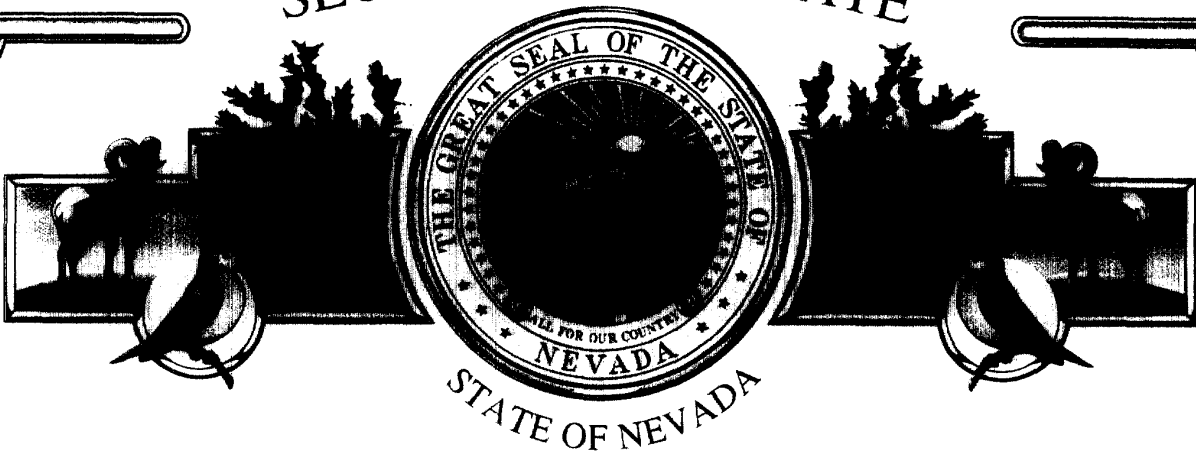
DATED: August 17, 1998

THE TORO COMPANY

BY: 
PRINTED NAME: J. Lawrence McIntyre

TITLE: Vice President, Secretary and General Counsel

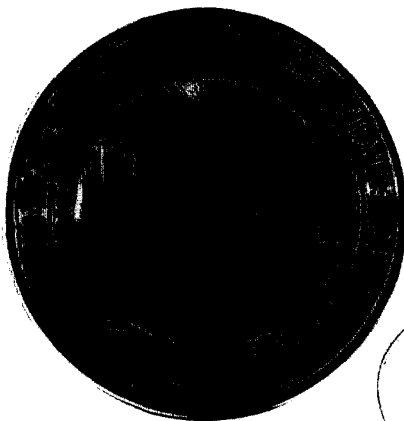
SECRETARY OF STATE



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

Sacquelina Curry

Certification Clerk

TRADEMARK

REEL: 1776 FRAME: 0462

**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 23rd, 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

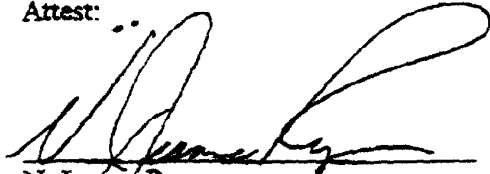
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TRADEMARK
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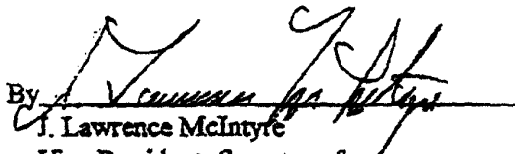
execute, file and record on behalf of the Corporation, all such documents and certificates as are necessary or appropriate to transfer all trademarks, tradenames, service marks and other intellectual property of the Corporation to The Toro Company.

Dated: October 23rd, 1997

Attest:


N. Jeanne Ryan
Assistant Secretary

THE TORO COMPANY

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