

12-04-1998

ET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalSta
TM05/REV02



100912843

Tab settings

12-2-98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

T-H Irrigation, Inc.

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 30, 1998

2. Name and address of receiving party(ies):

Name: The Toro Company

Internal Address:

Street Address: 5825 Jasmine Street

City: Riverside State: CA ZIP: 92504

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,736,385

1,736,385

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard L. Myers

Internal Address:

Street Address: 650 Town Center Dr., Sixth Floor

City: Costa Mesa State: CA ZIP: 92626

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12/04/1998 TTON11 00000012 1736385

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

9. 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.

Richard L. Myers

Name of Person Signing

Signature

12/1/98

TRADEMARK Date

REEL: 1821 FRAME: 0815

TRADEMARK
Attorney Docket: ATM-2458-TC

ASSIGNMENT

WHEREAS, T-H Irrigation, Inc., a corporation of the State of Nevada, having its place of business at 5825 Jasmine Street, Riverside, California 92504 (hereinafter called "ASSIGNOR"), is sole owner by Certificate of Amendment of Articles of Incorporation of the entire right, title and interest in and to the following described trademark and United States application for registration thereof.

Trademark: WATERSMART
Registration No.: 1,736,385
Registration Date: December 1, 1992

and

WHEREAS, The Toro Company, a corporation of the State of Delaware, having its place of business at 5825 Jasmine Street, Riverside, California 92504 (hereinafter called "ASSIGNEE"), is desirous of acquiring the entire right, title and interest in and to the aforesaid trademark in the United States of America, and in any and all countries foreign thereto;

NOW, THEREFORE, TO WHOM IT MAY CONCERN, be it known that, for and in consideration of the sum of ONE DOLLAR (\$1.00) paid to Assignor by the said Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, by these present does sell, assign and transfer unto said Assignee, its successors, assigns and legal representatives, the full and exclusive right, title and interest for the territory of the United States of America and all countries foreign thereto (including the right to apply for trademarks in foreign countries in its own name and to claim any priority rights for such foreign applications to which such applications are entitled under international conventions, treaties or otherwise), in and to the said trademark as described in said application, and in and to all trademark registrations granted thereon, and Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks to issue all Registrations of said trademark resulting therefrom to said Assignee, as assignee of the entire right, title and interest, and Assignor covenants that it has full right so to do and agrees that it will communicate to said Assignee, or its successors, any and all facts known to it regarding said trademark whenever requested and will testify in any legal proceeding, sign all lawful papers, and generally do everything possible to aid said Assignee, its successors and assigns, to obtain and enforce trademark protection for said mark in all countries.

IN TESTIMONY WHEREOF, Assignor has caused these present to be signed by the president thereunto duly authorized as of the 30th day of November, 1998.



Richard W. Parod, President
T-H Irrigation, Inc.

TRADEMARK
REEL: 1821 FRAME: 0816

TRADEMARK
Attorney Docket: ATM-2458-TC

State of California)
)
County of Riverside)

On November 30, 1998, before me Janice R. Moore, Notary Public, personally appeared Richard W. Parod personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Signature Janice R. Moore



SEAL

[Signature]
Secretary

State of CALIFORNIA }
County of ORANGE } ss

On MAY 8TH 1997, personally appeared before me, a Notary Public,

Names of Persons Appearing and Signing Document: _____, who acknowledged that they executed the above instrument

TRADEMARK

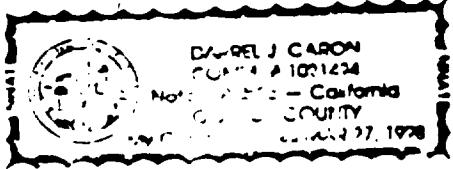
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 948

State of CALIFORNIA
County of ORANGE

On 5-8-97 before me, DARREL J. CARON
DATE NAME, TITLE OF OFFICER - S.A., JUDGE, BOB, NOTARY PUBLIC
personally appeared RICHARD W. CARON
NAME OF SIGNER

Personally known to me OR proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he is the person(s) who executed the same in his authorized capacity (ies), and that by his signature on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
[Signature]
SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though states does not require the Notary to fill in the data below, doing so may prove valuable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)
- PARTNER(S) LIMITED
- ATTORNEY-IN-FACT GENERAL
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER _____

SIGNER IS REPRESENTING:

NAME OF PERSONS OR ENTITIES

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT _____
NUMBER OF PAGES 5 DATE OF DOCUMENT 5-8-97
SIGNER(S) OTHER THAN NAMED ABOVE _____

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

**STATE OF NEVADA
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

OCT 15 '97

Dean Heller
**DEAN HELLER
Secretary of State**

By *[Signature]*

TRADEMARK

REEL: 1821 FRAME: 0820

SECRETARY OF STATE



CERTIFICATE OF DISSOLUTION

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and that I am the proper officer to execute this certificate.

I further certify that T-H IRRIGATION, INC., duly organized and existing under and by virtue of the laws of the State of Nevada, did, on the 27th day of October, 1997, file in the office of Secretary of State a **CERTIFICATE OF DISSOLUTION**, that said action has been endorsed on all records of the same, and that it is hereby dissolved.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 28, 1997.



Dean Heller

Secretary of State

By

J. Garner

Certification Clerk

TRADEMARK

REEL: 1821 FRAME: 0821

**CERTIFICATE OF DISSOLUTION
FOR T-H IRRIGATION, INC.**

OCT 27 1997

No. C 11917-90

The undersigned, respectively the Secretary and President of T-H Irrigation, Inc., a Nevada

Dean Heller
DEAN HELLER, SECRETARY OF STATE

corporation, hereby certify as follows:

1. The dissolution of T-H Irrigation, Inc. has been duly authorized and approved by its board of directors and sole stockholder in accordance with the Nevada General Corporation Law.

2. The following is a list of the names and addresses of the directors of said corporation:

<u>NAME</u>	<u>ADDRESS</u>
J. D. McIntosh	The Toro Company 8111 Lyndale Avenue South Bloomington, MN 5420-1196
C B. Lounsbury	The Toro Company 8111 Lyndale Avenue South Bloomington, MN 5420-1196
K. B. Melrose	The Toro Company 8111 Lyndale Avenue South Bloomington, MN 5420-1196

3. The following is a list of the names and addresses of the officers of said corporation:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
R. W. Parod	President	5825 Jasmine Street Riverside, CA 92504
J. L. McIntyre	Secretary	The Toro Company 8111 Lyndale Avenue South Bloomington, MN 5420-1196
S. P. Wolfe	Treasurer	The Toro Company 8111 Lyndale Avenue South Bloomington, MN 5420-1196

IN WITNESS WHEREOF, this Certificate of Dissolution has been signed on the dates below written:

T-H IRRIGATION, INC.

By J. Lawrence McIntyre
J. Lawrence McIntyre, Secretary

By Richard W. Parod
Richard W. Parod, President

Date: October 23rd, 1997

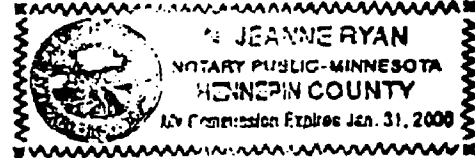
Date: October 24, 1997

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 23rd day of October, 1997, before me personally appeared J. Lawrence McIntyre to me personally known, who by me being first duly sworn, did depose and say that he is the Secretary of T-H Irrigation, Inc., a Nevada Corporation and the Corporation named in the foregoing instrument; that said instrument was signed on behalf of said Corporation by authority of its Board of Directors; and he acknowledges said instrument to be the free act and deed of said Corporation.

[Signature]
Notary Public

STATE OF CALIFORNIA)
) ss.
COUNTY OF RIVERSIDE)



On this 24th day of October, 1997, before me personally appeared Richard W. Parod to me personally known, who by me being first duly sworn, did depose and say that he is the President of T-H Irrigation, Inc., a Nevada Corporation and the Corporation named in the foregoing instrument; that said instrument was signed on behalf of said Corporation by authority of its Board of Directors; and he acknowledges said instrument to be the free act and deed of said Corporation.



Janice R. Moore
Notary Public

**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:

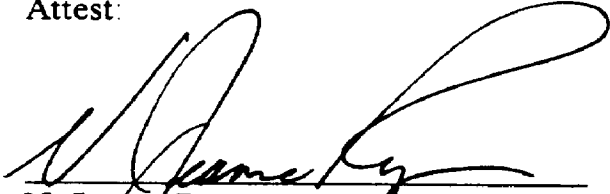
**Plan of Complete Liquidation and Dissolution of
T-H Irrigation, Inc.**

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.

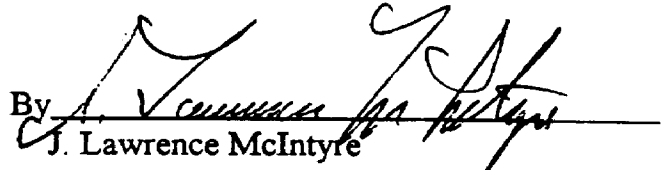
Dated: October 23rd, 1997

Attest:



N. Jeanne Ryan
Assistant Secretary

THE TORO COMPANY

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