

12-7-98

12-22-1998

cket No.: ATM-5752-TC



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

12-07-1998

100926773

U.S. Patent & Trademark Office/TM Mail Report #10 Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

James Hardie 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: _____

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

Name: The Toro Company, Inc.

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)

1,704,686

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: 100 Pacifica, Suite 210

City: Irvine State: CA ZIP: 92618

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: _____

12/18/1998 DNGUYEN 00000234 1704686
01 FC:481 40.00 OP

DO NOT USE THIS SPACE

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

[Handwritten Signature]

Signature

12/2/98

Date


TRADEMARK
REEL: 1828 FRAME: 0012

ASSIGNMENT

WHEREAS, James Hardie 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.

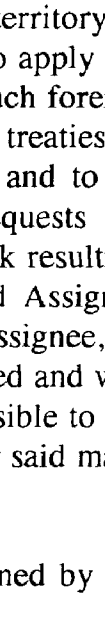
Trademark: IBOC
Registration No.: 1,704,686
Registration Date: August 4, 1992

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 11th day of NOVEMBER 1998.


Richard W. Parod, President
James Hardie Irrigation, Inc.

STATE OF CALIFORNIA;
COUNTY OF RIVERSIDE)

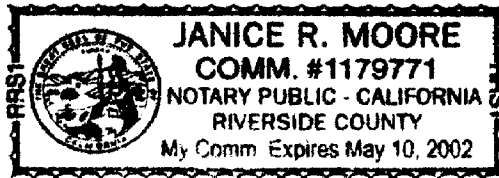
TRADEMARK
Attorney Docket: ATM-5752-TC

On NOVEMBER 11, 1998, before me JANICE R. MOORE, ^{NOTARY}~~PUBLIC~~ personally appeared RICHARD W. PAROD, personally known to me (or ~~proved to me on the basis of satisfactory evidence~~) to be the person~~(s)~~ whose name~~(s)~~ ~~is~~^{are} subscribed to the within instrument and acknowledged to me that ~~he~~^{she}~~they~~ executed the same in ~~his~~^{her}~~their~~ authorized capacity~~(ies)~~, and that by ~~his~~^{her}~~their~~ signature~~(s)~~ 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 Janice R. Moore

SEAL Executed this 11th day of NOVEMBER, 1998.



SEAL

Filing fee:

Receipt

ANNACET

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

(After Issuance of Stock)

Filed by:

11150

James Hardie Irrigation, Inc.

Name of Corporation

We the undersigned Richard W. Parod

President or Vice President

and

J. Lawrence McIntyre

Secretary or Assistant Secretary

of James Hardie Irrigation, Inc.

Name of Corporation

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 5th day of May 19 97 adopted a resolution to amend the original articles as follows:

Article I is hereby amended to read as follows:

The name of the Corporation is T-H Irrigation, Inc.

Article II is hereby amended to read as follows:

The address and location of the registered office of the Corporation in the State of Nevada is 400 West King Street, Carson City, Nevada 89703.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 1,000; that the said change(s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

Richard W. Parod
President
J. Lawrence McIntyre
Secretary

FILED
OFFICE OF THE SECRETARY OF STATE OF THE STATE OF NEVADA
MAY 15 1997
No. C 11917-90
Dean Heller
DEAN HELLER, SECRETARY OF STATE

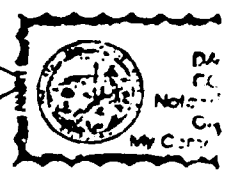
State of CALIFORNIA
County of ORANGE } ss

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.

(NOTARY STAMP OR SEAL)

Signature of Notary
SEE ATTACHED



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 9408

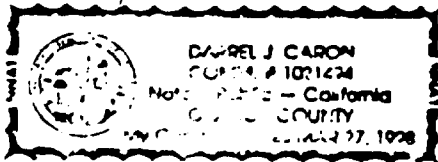
State of CALIFORNIA

County of ORANGE

On 5-8-97 before me, DARREL J. CARON
DATE NAME, TITLE OF OFFICE, E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared RICHARD W. PARLO
NAME(S) OF SIGNER(S)

personally known to me OR proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) were subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his their authorized capacity(ies), and that by his their signature(s) 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)
- TITLE(S)
- PARTNER(S) LIMITED GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(ES)

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.

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

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

**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)

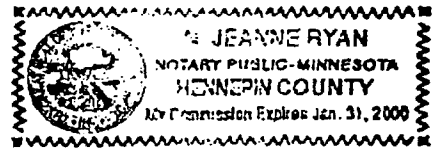
On this 23rd day of October, 1997, before me personally appeared J. Lawrence McIntyre to me personally known, who by me being first duly sworn, did depose and say that he is the Secretary of T-H Irrigation, Inc., a Nevada Corporation and the Corporation named in the foregoing instrument; that said instrument 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.

Jeanne Ryan
Notary Public

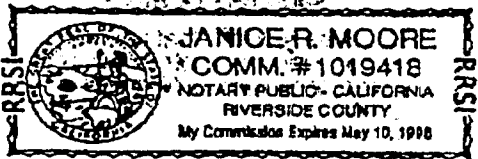
STATE OF CALIFORNIA)

) 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:

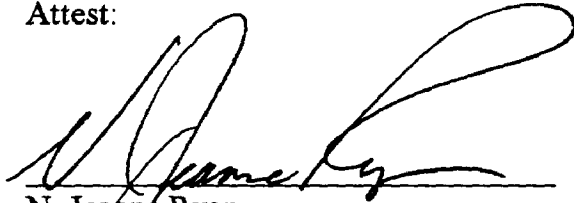
**Plan of Complete Liquidation and Dissolution of
T-H Irrigation, Inc.**

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

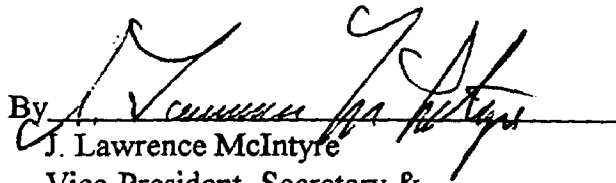
execute, file and record on behalf of the Corporation, all such documents and certificates as are necessary or appropriate to transfer all trademarks, tradenames, service marks and other intellectual property of the Corporation to The Toro Company.

Dated: October 23rd, 1997

Attest:


N. Jeanne Ryan
Assistant Secretary

THE TORO COMPANY

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