

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
IPLM 127T11US01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

T-H Irrigation, Inc.

 Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Nevada
 Other: _____

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

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

The Toro Company
8111 Lyndale Avenue South
Bloomington, Minnesota 55420-1196

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Dissolution

Execution Date: October 23, 1997 and October 24, 1997

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

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

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

2,197,065

Additional numbers attached? Yes No

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 500549

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael L. Mau
Address: IPLM Group, P.A.
Post Office Box 18455
Minneapolis, MN 55418

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 500549

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.

Michael L. Mau
Name of Person Signing


Signature

October 14, 2004
Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

MS Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

GH \$40.00 600649 2197065

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: 002955 FRAME: 0365

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

OCT 27 1997

No. C 11917-90

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

Dean Hill
 CHANCELLER, SECRETARY OF STATE
 The undersigned, respectively the Secretary and President of T-H Irrigation, Inc., a Nevada 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>
I. 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
I. 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)

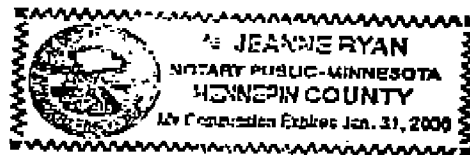
On this 23rd day of October, 1997, before me personally appeared J. Lawrence McIntyre to me personally known, who by me being first duly sworn, did depose and say that he is the Secretary of T-H Irrigation, Inc., a Nevada Corporation and the Corporation named in the foregoing instrument; that said instrument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

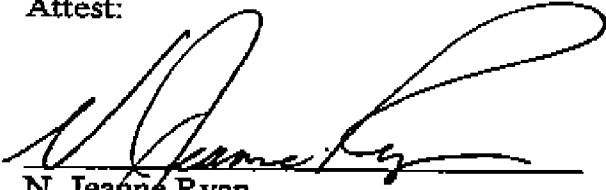
**Plan of Complete Liquidation and Dissolution of
T-H Irrigation, Inc.**

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

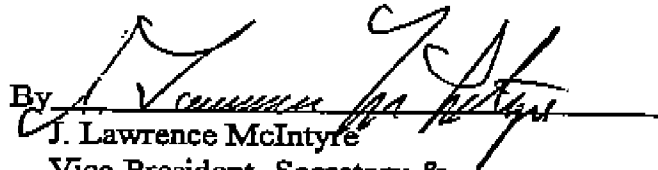
execute, file and record on behalf of the Corporation, all such documents and certificates as are necessary or appropriate to transfer all trademarks, tradenames, service marks and other intellectual property of the Corporation to The Toro Company.

Dated: October 23rd, 1997

Attest:


N. Jeanne Ryan
Assistant Secretary

THE TORO COMPANY

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