

12/18/01

01-04-2002

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2001) Tab settings



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

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

1. Name of conveying party(ies): Rain Bird Sprinkler Mfg. Corp.

2. Name and address of receiving party(ies) Name: Rain Bird Corporation Internal Address:

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

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

Street Address: 145 North Grand Avenue City: Glendora State: CA Zip: 91741

Execution Date: November 27, 2001

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

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

See Attached Exhibit A

Additional numbers attached? Yes No

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

Name: John D. Bauersfeld, Esq. KELLY BAUERSFELD LOWRY & KELLEY LLP

Internal Address:

Street Address: 6320 Canoga Avenue

Suite 1650

City: Woodland Hills State: CA Zip: 91367

6. Total number of applications and patents involved: 8

7. Total fee (37 CFR 3.41): \$ 320.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

John D. Bauersfeld, Esq. Reg. 24,496 Name of Person Signing

Signature

12/18/01 Date

Total number of pages including cover sheet, attachments, and documents: 23

EXHIBIT A  
CORPORATE NAME CHANGE

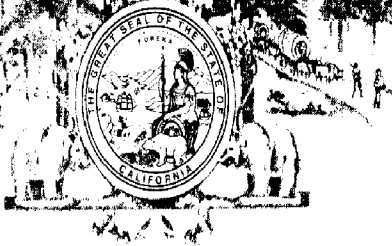
October 2001

From: Rain Bird Sprinkler Mfg. Corp.  
To: Rain Bird Corporation

U.S. PATENTS

<u>Patent No.</u>	<u>Granted</u>	<u>Entitled</u>	<u>Docket No</u>
4,580,724	4-8-86	Impact Drive Sprinkler	22329
4,742,843	5-10-88	Air & Vacuum Relief Valve	30511
D313,339	1-1-91	Nursery Stake	31073
5,111,995	5-12-92	Drip Emitter Tube	32464
D334,333	3-3-93	Ground Support Stake for Irrigation Tubing	32824
5,377,914	1-31-95	Speed Controlled Rotating Sprinkler	33601
D349,752	8-16-94	Rotating Spinner Irrigation Sprinkler	34168
5,820,029	10-13-98	Drip Irrigation Emitter	35846

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 17 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 08 2001



*Bill Jones*

Secretary of State

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**FILED**  
In the Office of the Secretary of State  
of the State of California

SEP 30 2001 PCS

**AGREEMENT OF MERGER**

*Bill Jones*  
**BILL JONES, Secretary of State**

THIS AGREEMENT OF MERGER, dated as of September 28, 2001 ("Merger Agreement"), is made and entered into by and among Rain Bird Sprinkler Mfg. Corp., a California corporation ("RBSMC") and Anthony Manufacturing Corp., a California corporation ("AMC"), Arcadia Industries, Inc., a California corporation ("ACI"), Camsco Manufacturing Corp., a California corporation ("CAM"), Clemar Manufacturing Corp., a California corporation ("CLE"), Rain Bird Corporation, a California corporation ("RBC"), Rain Bird Distribution Corp., a California corporation ("RBDC"), Rain Bird Irrigation Corporation, a California corporation ("RBIC"), T.H. Molding Corp., a California corporation ("THMC"), and Xeric Equipment Corp., a California corporation ("XEC").

A. The Boards of Directors of RBSMC, AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC have approved and deemed it advisable and in the best interests of RBSMC, AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC and their respective shareholders, that RBSMC, AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC consummate the business transaction provided for herein in which AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC would merge with and into RBSMC (the "Merger").

B. RBSMC, AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC have entered into an Agreement and Plan of Reorganization dated as of September 28, 2001 (the "Agreement") providing, among other things, for the execution and filing of this Merger Agreement and the consummation of the Merger.

C. Concurrently with the filing of this Merger Agreement, there shall also be filed that certain Agreement of Merger, dated as of September 28, 2001 ("NMSC Merger Agreement"), by and among RBSMC, NMSC Acquisition Corp., a California corporation ("Merger Sub"), and National Marketing Services Corp., a California corporation ("NMSC"). The NMSC Merger Agreement provides for the merger of Merger Sub with and into NMSC, which shall result in NMSC becoming a wholly-owned subsidiary of RBSMC.

In consideration of the promises and mutual agreements contained in this Merger Agreement and the Agreement, the parties to this Merger Agreement hereby agree that AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC shall be merged with and into RBSMC in accordance with the provisions of the laws of the State of California and upon the terms and subject to the conditions set forth as follows:

**I. The Merger.**

(a) The Merger shall be pursuant to the provisions of, and with the effect provided in, the California General Corporation Law (the "CGCL"), and the Merger shall

become effective on the date (the "Effective Time of the Merger") a copy of this Merger Agreement is filed with the Secretary of State of the State of California.

(b) At the Effective Time of the Merger, AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC (collectively, the "Disappearing Corporations" and individually referred to herein as the "Disappearing Corporation") shall be merged with and into RBSMC, and RBSMC shall be the surviving corporation (the "Surviving Corporation"). RBSMC shall thereupon succeed, without other transfer, to all the rights and properties of each of the Disappearing Corporations, and shall be subject to all the debts and liabilities of each in the same manner as if the Surviving Corporation had itself incurred them, and the separate corporate existence of each of the Disappearing Corporations shall cease.

## 2. Corporate Governance.

From and after the Effective Time of the Merger and until thereafter amended as provided by law, the Articles of Incorporation of RBSMC as in effect immediately prior to the Effective Time of the Merger shall be and continue to be the Articles of Incorporation of the Surviving Corporation, except for the following amendments:

Article I. shall be amended to read: "The name of the Corporation shall be: Rain Bird Corporation."

Article III. shall be amended to read: "The Corporation is authorized to issue only one class of shares which shall be designated as "common" shares. The total number of such shares which the Corporation is authorized to issue is ten million (10,000,000)."

Except as the parties may otherwise agree, at the Effective Time of the Merger, the directors and officers of RBSMC shall be those persons who are the directors and officers of the Surviving Corporation at the Effective Time of the Merger, and they shall continue to hold office from and after the Effective Time of the Merger until they shall have resigned or shall have been legally removed or until respective successors shall have been elected and qualified.

## 3. Effect of Merger on Outstanding Shares.

In and by virtue of the Merger and at the Effective Time of the Merger, pursuant to this Merger Agreement, the shares of common stock of RBSMC ("RBSMC Stock") and the shares of common stock of each of the Disappearing Corporations outstanding prior to the Effective Time of the Merger shall be converted as follows:

(a) Effect on Disappearing Corporation Stock. Each share of common stock of each of the Disappearing Corporations issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into a number of shares of RBSMC Stock equal to the quotient obtained by multiplying:

$1,000,000 \times \frac{A}{B} \times \frac{1}{C}$ , rounded off the nearest whole share. The following definitions shall apply:

“A” shall mean the Fair Market Value (as defined below) of each respective Disappearing Corporation.

“B” shall mean the aggregate Fair Market Value of each of the Disappearing Corporations, RBSMC and NMSC.

“C” shall refer to the number of shares of common stock of each respective Disappearing Corporation outstanding immediately prior to the Effective Time of the Merger.

“Fair Market Value” refers to the fair market value of each of the Disappearing Corporations, RBSMC and NMSC on September 28, 2001 as determined by the independent appraisal of Houlihan Lokey Howard & Zukin Financial Advisors, Inc., dated as of September 28, 2001.

(b) Effect on RBSMC Stock. Each share of RBSMC Stock issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into a number of shares of RBSMC Stock equal to the quotient obtained by multiplying:

$1,000,000 \times \frac{A}{B} \times \frac{1}{C}$ , rounded off the nearest whole share. The following definitions shall apply:

“A” shall mean the Fair Market Value (as defined below) of RBSMC.

“B” shall mean the aggregate Fair Market Value of each of the Disappearing Corporations, RBSMC and NMSC.

“C” shall refer to the number of shares of RBSMC Stock outstanding immediately prior to the Effective Time of the Merger.

“Fair Market Value” refers to the fair market value of each of the Disappearing Corporations, RBSMC and NMSC on September 28, 2001 as determined by the independent appraisal of Houlihan Lokey Howard & Zukin Financial Advisors, Inc., dated as of September 28, 2001.

#### 4. General Provisions.

(a) Termination and Agreement. The obligations of the parties to effect the Merger shall be subject to all the terms and conditions contained in the Agreement. Notwithstanding the approval of this Merger Agreement by the shareholders of AMC, ACI, CAM, CLE, RBC, RBDC, RBIC, THMC, and XEC, this Merger Agreement shall terminate forthwith in the event that the Agreement shall be terminated as therein provided prior to the Effective Time of the Merger.

(b) Successors and Assigns. This Merger Agreement shall be binding upon and enforceable by the parties hereto and their respective successors, assigns and

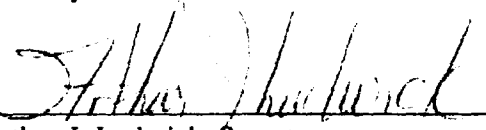
transferees, but this Merger Agreement may not be assigned by any party hereto without the written consent of the other.

(c) Governing Law. This Merger Agreement has been executed in the State of California, and the laws of the State of California shall govern the validity and interpretation hereof and the performance by the parties hereto.

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above.

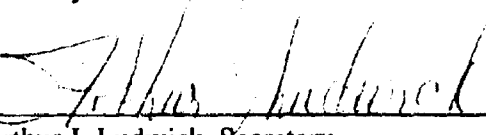
RAIN BIRD SPRINKLER MFG. CORP.

By   
\_\_\_\_\_  
Anthony W. La Fetra, President


By   
\_\_\_\_\_  
Arthur J. Ludwick, Secretary

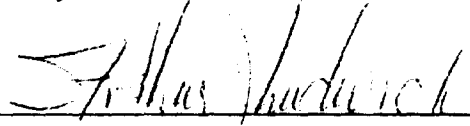
ANTHONY MANUFACTURING CORP.

By   
\_\_\_\_\_  
Anthony W. La Fetra, President


By   
\_\_\_\_\_  
Arthur J. Ludwick, Secretary


ARCADIA INDUSTRIES, INC.

By   
\_\_\_\_\_  
Anthony W. La Fetra, President

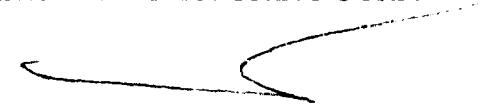
By   
\_\_\_\_\_  
Arthur J. Ludwick, Secretary

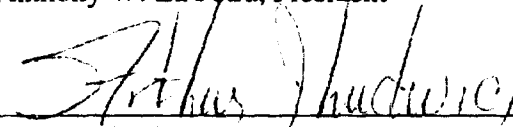
CAMSCO MANUFACTURING CORP.

By   
Anthony W. La Fetra, President


By   
Arthur J. Ludwick, Secretary

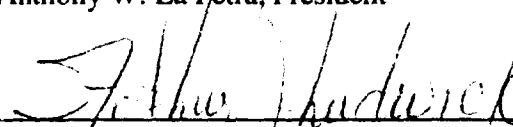
CLEMAR MANUFACTURING CORP.

By   
Anthony W. La Fetra, President

By   
Arthur J. Ludwick, Secretary

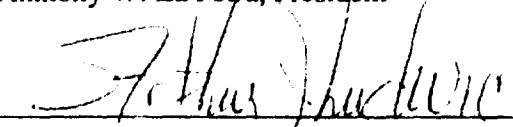
RAIN BIRD CORPORATION

By   
Anthony W. La Fetra, President

By   
Arthur J. Ludwick, Secretary

RAIN BIRD DISTRIBUTION CORP.

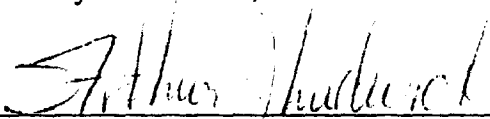
By   
Anthony W. La Fetra, President

By   
Arthur J. Ludwick, Secretary




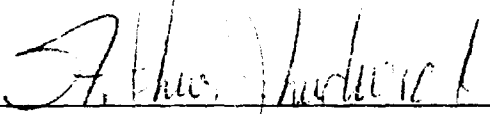
RAIN BIRD IRRIGATION CORPORATION

By   
Anthony W. La Fetra, President

By   
Arthur J. Ludwick, Secretary

XERIC EQUIPMENT CORP.

By   
Anthony W. La Fetra, President

By   
Arthur J. Ludwick, Secretary

T.H. MOLDING CORP

By Arthur Ludwick  
Arthur J. Ludwick, Chairman of the Board

By Arthur Ludwick  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

1. They are the President and the Secretary, respectively, of RAIN BIRD SPRINKLER MFG. CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 187.

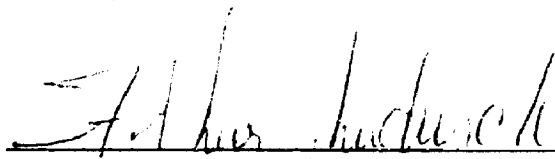
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September 28, 2001.



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Anthony W. La Fetra, President



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Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

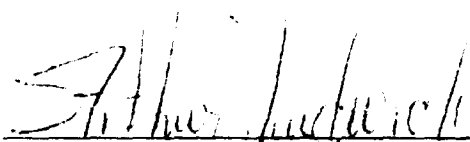
1. They are the President and the Secretary, respectively, of ANTHONY MANUFACTURING CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 79,992.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September <sup>28</sup>\_\_, 2001.



\_\_\_\_\_  
Anthony W. La Fetra, President



\_\_\_\_\_  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

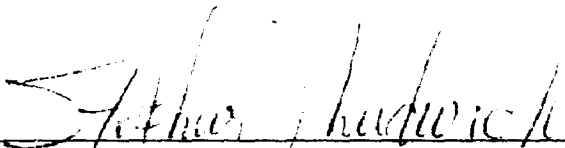
Anthony W. La Fetra and Arthur J. Ludwick certify that:

1. They are the President and the Secretary, respectively, of ARCADIA INDUSTRIES, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 50.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September 28, 2001.

  
\_\_\_\_\_  
Anthony W. La Fetra, President

  
\_\_\_\_\_  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

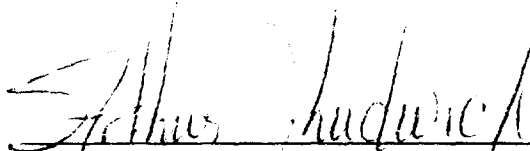
1. They are the President and the Secretary, respectively, of CAMSCO MANUFACTURING CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholder of the corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 610.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September <sup>28</sup> \_\_, 2001.



\_\_\_\_\_  
Anthony W. La Fetra, President



\_\_\_\_\_  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

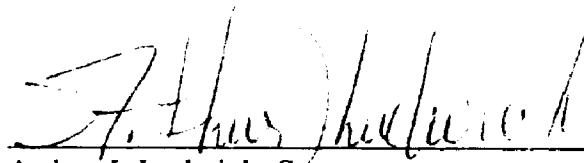
1. They are the President and the Secretary, respectively, of CLEMAR MANUFACTURING CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 348.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September <sup>28</sup>\_\_, 2001.



\_\_\_\_\_  
Anthony W. La Fetra, President



\_\_\_\_\_  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

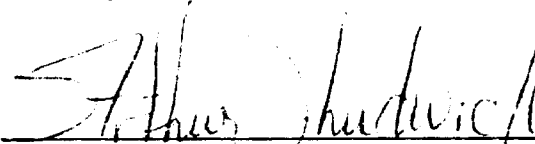
1. They are the President and the Secretary, respectively, of RAIN BIRD CORPORATION, a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholder of the corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 44,295.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September <sup>28</sup>\_\_, 2001.



Anthony W. La Fetra, President



Arthur J. Ludwick, Secretary



**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

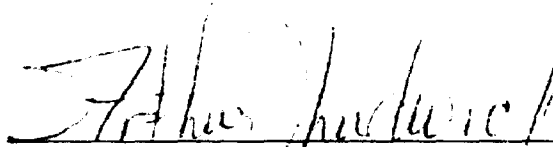
1. They are the President and the Secretary, respectively, of RAIN BIRD DISTRIBUTION CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 244.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September 28, 2001.



\_\_\_\_\_  
Anthony W. La Fetra, President



\_\_\_\_\_  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

1. They are the President and the Secretary, respectively, of RAIN BIRD IRRIGATION CORPORATION, a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 4,700.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September <sup>28</sup> —, 2001.



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Anthony W. La Fetra, President



---

Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

1. They are the President and the Secretary, respectively, of T.H. MOLDING CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,276.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September 28, 2001.



\_\_\_\_\_  
Anthony W. La Fetra, President



\_\_\_\_\_  
Arthur J. Ludwick, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Anthony W. La Fetra and Arthur J. Ludwick certify that:

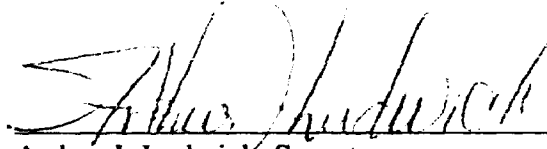
1. They are the President and the Secretary, respectively, of XERIC EQUIPMENT CORP., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 13,500.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: September 28, 2001.



\_\_\_\_\_  
Anthony W. La Fetra, President



\_\_\_\_\_  
Arthur J. Ludwick, Secretary



NOTICE OF CORPORATE NAME CHANGE

From: Rain Bird Sprinkler Mfg. Corp.

To: Rain Bird Corporation

I hereby declare that: Rain Bird Sprinkler Mfg. Corp., a California corporation, owns the entire right, title and interest in and to each of the patent registrations identified below:

See **EXHIBIT A**, attached hereto

I hereby further declare and give notice that: as of October 1, 2001, Rain Bird Sprinkler Mfg. Corp., a corporation of the State of California, has become and is now by official change of its corporation name designated and entitled RAIN BIRD CORPORATION, now a corporation of the State of California, having its principle place of business at 145 North Grand Avenue, Glendora, California 91741. A certified copy of the Agreement of Merger of Rain Bird Sprinkler Mfg. Corp. from the Secretary of State of California, reflecting this change of name to RAIN BIRD CORPORATION is attached hereto.

The Commissioner of Patents and Trademarks is requested to record this "Notice of Corporate Name Change" in the files of the U.S. Patent and Trademark Office relating to each of the registrations identified above, and return confirmation of the same to:

John D. Bauersfeld, Esq.  
KELLY BAUERSFELD LOWRY & KELLEY, LLP.  
6320 Canoga Avenue, Suite 1650  
Woodland Hills, California 91367  
Tel: (818) 347-7900

Dated: NOV. 27<sup>th</sup>, 2001



Anthony W. La Fetra  
President  
Former Name: Rain Bird Sprinkler Mfg. Corp.  
New Name: Rain Bird Corporation