

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the Quarterly Period Ended May 4, 2007**

**THE TORO COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**1-8649**  
(Commission File Number)

**41-0580470**  
(I.R.S. Employer Identification Number)

**8111 Lyndale Avenue South**  
**Bloomington, Minnesota 55420**  
**Telephone number: (952) 888-8801**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of Common Stock outstanding as of June 1, 2007 was 39,676,011.

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# THE TORO COMPANY

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**PART I. FINANCIAL INFORMATION**  
**Item 1. FINANCIAL STATEMENTS**  
**THE TORO COMPANY AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Earnings (Unaudited)**  
**(Dollars and shares in thousands, except per share data)**

	Three Months Ended		Six Months Ended	
	May 4, 2007	May 5, 2006	May 4, 2007	May 5, 2006
Net sales	\$ 686,653	\$ 659,004	\$ 1,065,741	\$ 1,028,644
Cost of sales	441,937	428,748	680,960	666,514
Gross profit	244,716	230,256	384,781	362,130
Selling, general, and administrative expense	125,843	124,309	238,124	231,514
Earnings from operations	118,873	105,947	146,657	130,616
Interest expense	(5,789)	(5,177)	(10,276)	(9,420)
Other income, net	1,476	2,446	3,867	3,332
Earnings before income taxes	114,560	103,216	140,248	124,528
Provision for income taxes	39,594	33,134	46,832	40,167
Net earnings	<u>\$ 74,966</u>	<u>\$ 70,082</u>	<u>\$ 93,416</u>	<u>\$ 84,361</u>
Basic net earnings per share of common stock	<u>\$ 1.82</u>	<u>\$ 1.62</u>	<u>\$ 2.27</u>	<u>\$ 1.94</u>
Diluted net earnings per share of common stock	<u>\$ 1.77</u>	<u>\$ 1.56</u>	<u>\$ 2.21</u>	<u>\$ 1.87</u>
Weighted-average number of shares of common stock outstanding – Basic	41,098	43,375	41,119	43,494
Weighted-average number of shares of common stock outstanding – Diluted	42,253	44,957	42,255	45,000

See accompanying notes to condensed consolidated financial statements.

**THE TORO COMPANY AND SUBSIDIARIES**  
**Condensed Consolidated Balance Sheets (Unaudited)**  
(Dollars in thousands, except per share data)

	May 4, 2007	May 5, 2006	October 31, 2006
<b>ASSETS</b>			
Cash and cash equivalents	\$ 40,797	\$ 27,240	\$ 55,523
Receivables, net	577,223	546,413	294,833
Inventories, net	247,906	248,134	238,544
Prepaid expenses and other current assets	12,904	18,688	9,437
Deferred income taxes	58,042	56,554	55,846
Total current assets	<u>936,872</u>	<u>897,029</u>	<u>654,183</u>
Property, plant, and equipment	562,220	520,839	540,339
Less accumulated depreciation	<u>393,097</u>	<u>357,110</u>	<u>374,016</u>
	169,123	163,729	166,323
Deferred income taxes	1,861	-	1,862
Other assets	11,057	8,355	10,011
Goodwill	81,665	81,346	81,469
Other intangible assets, net	5,683	5,175	5,225
Total assets	<u>\$ 1,206,261</u>	<u>\$ 1,155,634</u>	<u>\$ 919,073</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current portion of long-term debt	\$ 75,000	\$ 23	\$ -
Short-term debt	45,825	121,078	320
Accounts payable	120,642	126,201	89,673
Accrued liabilities	280,069	278,462	252,636
Total current liabilities	<u>521,536</u>	<u>525,764</u>	<u>342,629</u>
Long-term debt, less current portion	223,141	175,000	175,000
Deferred revenue and other long-term liabilities	9,681	10,228	9,415
Stockholders' equity:			
Preferred stock, par value \$1.00, authorized 1,000,000 voting and 850,000 non-voting shares, none issued and outstanding	-	-	-
Common stock, par value \$1.00, authorized 100,000,000 shares, issued and outstanding 40,109,017 shares as of May 4, 2007 (net of 13,923,203 treasury shares), 42,371,599 shares as of May 5, 2006 (net of 11,660,621 treasury shares), and 40,355,714 shares as of October 31, 2006 (net of 13,676,506 treasury shares)	40,109	42,372	40,356
Retained earnings	416,692	413,569	358,522
Accumulated other comprehensive loss	<u>(4,898)</u>	<u>(11,299)</u>	<u>(6,849)</u>
Total stockholders' equity	<u>451,903</u>	<u>444,642</u>	<u>392,029</u>
Total liabilities and stockholders' equity	<u>\$ 1,206,261</u>	<u>\$ 1,155,634</u>	<u>\$ 919,073</u>

See accompanying notes to condensed consolidated financial statements.

**THE TORO COMPANY AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows (Unaudited)**  
**(Dollars in thousands)**

	Six Months Ended	
	May 4, 2007	May 5, 2006
<b>Cash flows from operating activities:</b>		
Net earnings	\$ 93,416	\$ 84,361
Adjustments to reconcile net earnings to net cash used in operating activities:		
Equity losses from investments	125	839
Provision for depreciation and amortization	20,393	21,053
Gain on disposal of property, plant, and equipment	(99)	(11)
Stock-based compensation expense	3,828	4,465
(Increase) decrease in deferred income taxes	(1,982)	202
Changes in operating assets and liabilities:		
Receivables, net	(282,982)	(251,863)
Inventories, net	(5,628)	(10,839)
Prepaid expenses and other assets	(2,322)	(809)
Accounts payable, accrued expenses, and deferred revenue	54,941	61,903
Net cash used in operating activities	<u>(120,310)</u>	<u>(90,699)</u>
<b>Cash flows from investing activities:</b>		
Purchases of property, plant, and equipment	(21,752)	(17,155)
Proceeds from disposal of property, plant, and equipment	117	787
Increase in investment in affiliates	-	(371)
(Increase) decrease in other assets	(48)	6,192
Acquisition, net of cash acquired	(1,088)	-
Net cash used in investing activities	<u>(22,771)</u>	<u>(10,547)</u>
<b>Cash flows from financing activities:</b>		
Increase in short-term debt	45,455	120,722
Issuance of long-term debt, net of costs	121,436	-
Repayments of long-term debt	-	(23)
Excess tax benefits from stock-based awards	5,464	15,625
Proceeds from exercise of stock-based awards	6,992	7,376
Purchases of Toro common stock	(41,912)	(49,286)
Dividends paid on Toro common stock	(9,865)	(7,842)
Net cash provided by financing activities	<u>127,570</u>	<u>86,572</u>
Effect of exchange rates on cash	<u>785</u>	<u>512</u>
Net decrease in cash and cash equivalents	(14,726)	(14,162)
Cash and cash equivalents as of the beginning of the fiscal period	55,523	41,402
Cash and cash equivalents as of the end of the fiscal period	<u>\$ 40,797</u>	<u>\$ 27,240</u>

See accompanying notes to condensed consolidated financial statements.

**THE TORO COMPANY AND SUBSIDIARIES**  
**Notes to Condensed Consolidated Financial Statements (Unaudited)**  
**May 4, 2007**

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. Unless the context indicates otherwise, the terms "company" and "Toro" refer to The Toro Company and its subsidiaries. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments, consisting primarily of recurring accruals, considered necessary for a fair presentation of the financial position and results of operations. Since the company's business is seasonal, operating results for the six months ended May 4, 2007 cannot be annualized to determine the expected results for the fiscal year ending October 31, 2007. Certain amounts from prior period's financial statements have been reclassified to conform to this period's presentation.

The company's fiscal year ends on October 31, and quarterly results are reported based on three month periods that generally end on the Friday closest to the quarter end. For comparative purposes, however, the company's second and third quarters always include exactly 13 weeks of results so that the quarter end date for these two quarters is not necessarily the Friday closest to the quarter end.

For further information, refer to the consolidated financial statements and notes included in the company's Annual Report on Form 10-K for the fiscal year ended October 31, 2006. The policies described in that report are used for preparing quarterly reports.

**Accounting Policies**

In preparing the consolidated financial statements in conformity with U.S. generally accepted accounting principles, management must make decisions that impact the reported amounts and the related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and the assumptions on which to base accounting estimates. In reaching such decisions, management applies judgments based on its understanding and analysis of the relevant circumstances, historical experience, and actuarial valuations. Actual amounts could differ from those estimated at the time the consolidated financial statements are prepared. Note 1 to the consolidated financial statements in the company's most recent Annual Report on Form 10-K provides a summary of the significant accounting policies followed in the preparation of the financial statements. Other footnotes to the consolidated financial statements in the company's Annual Report on Form 10-K describe various elements of the financial statements and the assumptions made in determining specific amounts.

**Comprehensive Income**

Comprehensive income and the components of other comprehensive income (loss) were as follows:

(Dollars in thousands)	Three Months Ended		Six Months Ended	
	May 4, 2007	May 5, 2006	May 4, 2007	May 5, 2006
Net earnings	\$ 74,966	\$ 70,082	\$ 93,416	\$ 84,361
Other comprehensive income (loss):				
Cumulative translation adjustments	2,765	1,364	3,324	1,795
Unrealized loss on derivative instruments, net of taxes	(1,274)	(1,177)	(1,373)	(1,513)
Comprehensive income	<u>\$ 76,457</u>	<u>\$ 70,269</u>	<u>\$ 95,367</u>	<u>\$ 84,643</u>

## Stock-Based Compensation

The company accounts for stock-based compensation awards in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 123 (Revised 2004), "Share-Based Payment." During the first two quarters of fiscal 2007, option awards were granted with an exercise price equal to the market price of the company's common stock as of the date of grant. For certain non-officer employees, the options vest after two years from the date of grant and have a five-year contractual term. Other options granted during the first quarter of fiscal 2007 vest one-third each year over a three-year period and have a ten-year contractual term. Compensation expense equal to the grant date fair value is recognized for these awards over the vesting period. The company also issues Performance Shares to key employees. The company determines the fair value of these Performance Shares as of the date of grant and recognizes the expense over the vesting period. Total compensation expense for option awards and Performance Shares for the second quarter of fiscal 2007 and 2006 was \$1.9 million and \$2.0 million, respectively. Year-to-date compensation expense for option awards and Performance Shares through the second quarter of fiscal 2007 and 2006 was \$3.8 million and \$4.1 million, respectively.

The fair value of each share-based option is estimated on the date of grant using a Black-Scholes valuation method that uses the assumptions noted in the following table. The expected life is a significant assumption as it determines the period for which the risk-free interest rate, volatility, and dividend yield must be applied. The expected life is the average length of time over which the employee groups will exercise their options, which is based on historical experience with similar grants. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. Expected volatilities are based on the movement of the company's stock over the most recent historical period equivalent to the expected life of the option. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury rate over the expected life at the time of grant. Dividend yield is estimated over the expected life based on the company's dividend policy, historical dividends paid, expected increase in future cash dividends, and expected increase in the company's stock price. The following table illustrates the assumptions for options granted in the following fiscal periods.

	Fiscal 2007	Fiscal 2006
Expected life of option in years	3 – 6.5	2.5 – 6.5
Expected volatility	24.96% - 26.44%	25.26% - 26.96%
Weighted-average volatility	25.65%	26.12%
Risk-free interest rate	4.420% - 4.528%	4.399% - 4.526%
Expected dividend yield	0.78%- 0.90%	0.65%- 0.70%
Weighted-average dividend yield	0.84%	0.67%

The weighted-average fair value of options granted during the first two quarters of fiscal 2007 was \$12.32 per share and during the first quarter of fiscal 2006 was \$10.90 per share. The fair value of Performance Shares granted during the first quarters of fiscal 2007 and 2006 was \$44.90 per share and \$41.44 per share, respectively. No Performance Shares were granted during the second quarters of fiscal 2007 and 2006.

## Inventories

Inventories are valued at the lower of cost or net realizable value, with cost determined by the last-in, first-out (LIFO) method for most inventories and first-in, first-out (FIFO) method for all other inventories. The company establishes a reserve for excess, slow-moving, and obsolete inventory that is equal to the difference between the cost and estimated net realizable value for that inventory. These reserves are based on a review and comparison of current inventory levels to the planned production as well as planned and historical sales of the inventory.

Inventories were as follows:

(Dollars in thousands)	May 4, 2007	May 5, 2006	October 31, 2006
Raw materials and work in process	\$ 67,298	\$ 69,276	\$ 67,976
Finished goods and service parts	240,531	237,008	229,137
	<u>307,829</u>	<u>306,284</u>	<u>297,113</u>
Less: LIFO	40,860	40,011	40,860
Other reserves	19,063	18,139	17,709
Total	<u>\$ 247,906</u>	<u>\$ 248,134</u>	<u>\$ 238,544</u>

## Per Share Data

Reconciliations of basic and diluted weighted-average shares of common stock outstanding are as follows:

(Shares in thousands)	Three Months Ended		Six Months Ended	
	May 4, 2007	May 5, 2006	May 4, 2007	May 5, 2006
<i>Basic</i>				
Weighted-average number of shares of common stock	41,098	43,375	41,078	43,418
Assumed issuance of contingent shares	-	-	41	76
Weighted-average number of shares of common stock and assumed issuance of contingent shares	<u>41,098</u>	<u>43,375</u>	<u>41,119</u>	<u>43,494</u>
<i>Diluted</i>				
Weighted-average number of shares of common stock and assumed issuance of contingent shares	41,098	43,375	41,119	43,494
Effect of dilutive securities	1,155	1,582	1,136	1,506
Weighted-average number of shares of common stock, assumed issuance of contingent shares, and effect of dilutive securities	<u>42,253</u>	<u>44,957</u>	<u>42,255</u>	<u>45,000</u>

## Segment Data

The presentation of segment information reflects the manner in which management organizes segments for making operating decisions and assessing performance. On this basis, the company has determined it has two reportable business segments: Professional and Residential. The Other segment consists of company-owned distributor operations in the United States and corporate activities, including corporate financing activities and elimination of intersegment revenues and expenses.

The following table shows the summarized financial information concerning the company's reportable segments:

(Dollars in thousands)				
<u>Three months ended May 4, 2007</u>				
	Professional	Residential	Other	Total
Net sales	\$ 447,857	\$ 228,204	\$ 10,592	\$ 686,653
Intersegment gross sales	17,185	2,514	(19,699)	-
Earnings (loss) before income taxes	108,490	27,430	(21,360)	114,560
<u>Three months ended May 5, 2006</u>				
	Professional	Residential	Other	Total
Net sales	\$ 439,098	\$ 210,293	\$ 9,613	\$ 659,004
Intersegment gross sales	18,947	3,517	(22,464)	-
Earnings (loss) before income taxes	104,177	18,136	(19,097)	103,216
<u>Six months ended May 4, 2007</u>				
	Professional	Residential	Other	Total
Net sales	\$ 719,999	\$ 330,062	\$ 15,680	\$ 1,065,741
Intersegment gross sales	23,040	3,245	(26,285)	-
Earnings (loss) before income taxes	156,850	31,809	(48,411)	140,248
Total assets	577,430	303,855	324,976	1,206,261
<u>Six months ended May 5, 2006</u>				
	Professional	Residential	Other	Total
Net sales	\$ 692,703	\$ 318,478	\$ 17,463	\$ 1,028,644
Intersegment gross sales	26,537	4,187	(30,724)	-
Earnings (loss) before income taxes	145,837	23,285	(44,594)	124,528
Total assets	545,760	288,270	321,604	1,155,634



The following table presents the details of the Other segment operating loss before income taxes:

(Dollars in thousands)	Three Months Ended		Six Months Ended	
	May 4, 2007	May 5, 2006	May 4, 2007	May 5, 2006
Corporate expenses	\$ (22,704)	\$ (22,669)	\$ (48,293)	\$ (47,927)
Finance charge revenue	240	539	861	1,240
Elimination of corporate financing expense	4,424	5,435	7,106	8,917
Interest expense, net	(5,789)	(5,177)	(10,276)	(9,420)
Other	2,469	2,775	2,191	2,596
Total	<u>\$ (21,360)</u>	<u>\$ (19,097)</u>	<u>\$ (48,411)</u>	<u>\$ (44,594)</u>

### Goodwill

The changes in the net carrying amount of goodwill for the first six months of fiscal 2007 were as follows:

(Dollars in thousands)	Professional Segment	Residential Segment	Total
Balance as of October 31, 2006	\$ 70,948	\$ 10,521	\$ 81,469
Translation adjustment	97	99	196
Balance as of May 4, 2007	<u>\$ 71,045</u>	<u>\$ 10,620</u>	<u>\$ 81,665</u>

### Other Intangible Assets

The components of other amortizable intangible assets were as follows:

(Dollars in thousands)	May 4, 2007		October 31, 2006	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Patents	\$ 6,553	\$ (6,085)	\$ 6,553	\$ (5,964)
Non-compete agreements	1,000	(898)	1,000	(885)
Customer related	1,393	(313)	1,336	(234)
Other	3,166	(1,918)	2,363	(1,615)
Total	<u>\$ 12,112</u>	<u>\$ (9,214)</u>	<u>\$ 11,252</u>	<u>\$ (8,698)</u>
Total other intangible assets, net	<u>\$ 2,898</u>		<u>\$ 2,554</u>	

Amortization expense for intangible assets during the first six months of fiscal 2007 was \$504,000. Estimated amortization expense for the remainder of fiscal 2007 and succeeding fiscal years is as follows: 2007 (remainder), \$524,000; 2008, \$859,000; 2009, \$515,000; 2010, \$241,000; 2011, \$175,000; 2012, \$175,000 and after 2012, \$409,000.

The company also has \$2.8 million of non-amortizable intangible assets related to the Hayter brand name.

### Senior Notes

On April 26, 2007, the company issued \$125.0 million in aggregate principal amount of 6.625% senior notes due May 1, 2037. The notes were priced at 98.513% of par value, and the resulting discount of \$1.9 million associated with the issuance of these notes is being amortized over the term of the notes using the effective interest rate method. The underwriting fee and direct debt issue costs totaling \$1.5 million will be amortized over the life of the notes. Although the coupon rate of the notes is 6.625%, the effective interest rate is 6.741% after taking into account the issuance discount. Interest on the notes is payable semi-annually, on May 1 and November 1 of each year. The notes are unsecured senior obligations of the company and rank equally with the company's other unsecured and unsubordinated indebtedness from time to time outstanding. The company may redeem some or all of the notes at any time at the greater of the full principal amount of the notes being redeemed, or the present value of the remaining scheduled payments of principal and interest discounted to the redemption date on a semi-annual

basis at the treasury rate plus 30 basis points, plus, in both cases, accrued and unpaid interest. The company intends to use the proceeds from the issuance of the notes to pay at maturity \$75.0 million outstanding principal amount of 7.125% notes due June 15, 2007 as well as for general corporate uses.

### Warranty Guarantees

The company's products are warranted to ensure customer confidence in design, workmanship, and overall quality. Warranty coverage ranges from a period of six months to seven years, and generally covers parts, labor, and other expenses for non-maintenance repairs, provided operator abuse, improper use, or negligence did not necessitate the repair. An authorized Toro distributor or dealer must perform warranty work. Distributors, dealers, and contractors submit claims for warranty reimbursement and are credited for the cost of repairs, labor, and other expenses as long as the repairs meet prescribed standards. Warranty expense is accrued at the time of sale based on the estimated number of products under warranty, historical average costs incurred to service warranty claims, the trend in the historical ratio of claims to sales, the historical length of time between the sale and resulting warranty claim, and other minor factors. Special warranty reserves are also accrued for major rework campaigns. The company also sells extended warranty coverage on select products for a prescribed period after the factory warranty period expires.

Warranty provisions, claims, and changes in estimates for the first six-month periods in fiscal 2007 and 2006 were as follows:

(Dollars in thousands) Six Months Ended	Beginning Balance	Warranty Provisions	Warranty Claims	Changes in Estimates	Ending Balance
May 4, 2007	\$ 65,235	\$ 26,061	\$ (17,657)	\$ (1,448)	\$ 72,191
May 5, 2006	\$ 61,385	\$ 23,533	\$ (15,221)	\$ 343	\$ 70,040

### Postretirement Benefit Plans

The following table presents the components of net periodic benefit costs:

(Dollars in thousands)	Three Months Ended		Six Months Ended	
	May 4, 2007	May 5, 2006	May 4, 2007	May 5, 2006
Service cost	\$ 95	\$ 95	\$ 189	\$ 190
Interest cost	123	128	247	256
Prior service cost	(48)	(48)	(96)	(96)
Amortization of losses	54	68	108	136
Net expense	<u>\$ 224</u>	<u>\$ 243</u>	<u>\$ 448</u>	<u>\$ 486</u>

As of May 4, 2007, approximately \$250,000 of contributions had been made. The company presently expects to contribute a total of \$500,000 to its postretirement health-care benefit plan in fiscal 2007, including contributions made through May 4, 2007.

The company maintains The Toro Company Investment, Savings and Employee Stock Ownership Plan for eligible employees. The company's expenses under this plan were \$4.2 million and \$9.9 million for the second quarter and year-to-date periods in fiscal 2007, respectively, and \$4.2 million and \$8.3 million for the second quarter and year-to-date periods in fiscal 2006, respectively.

During the first quarter of fiscal 2007, the company began to offer participants in the company's deferred compensation plans the option to invest their deferred compensation in multiple investment options. At the same time, the company elected to fund the majority of the deferred compensation plans, which amounted to \$18 million. The fair value of the investment in the deferred compensation plans as of May 4, 2007 was \$18.5 million, which reduced the company's deferred compensation liability reflected in accrued liabilities on the condensed consolidated balance sheet.

### Derivative Instruments and Hedging Activities

The company uses derivative instruments to assist in the management of exposure to currency exchange and interest rates. The company uses derivative instruments only to limit underlying exposure to currency and interest rate fluctuations, and not for trading purposes. The company documents relationships between hedging instruments and the hedged items, as well as its

risk-management objective and strategy for undertaking various hedge transactions. The company assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of the hedged item.

The company enters into foreign currency exchange contracts to hedge the risk from forecasted settlements in local currencies of trade sales and purchases. These contracts are designated as cash flow hedges and are reported at fair value as a hedge asset or liability in prepaid expenses or accrued liabilities, as applicable. Changes in the fair value of these contracts are reported in accumulated other comprehensive loss until the hedged transaction occurs. Once the forecasted transaction has been recognized as a sale or inventory purchase and a related asset or liability recorded in the balance sheet, the related fair value of the derivative hedge contract is reclassified from accumulated other comprehensive loss into earnings. During the three and six months ended May 4, 2007, the amount of losses reclassified to earnings for such cash flow hedges was \$0.1 million and \$0.2 million, respectively. For the six months ended May 4, 2007, the losses treated as a reduction to net sales for contracts to hedge trade sales were \$0.6 million and the gains treated as a reduction of cost of sales for contracts to hedge inventory purchases were \$0.4 million. As of May 4, 2007, the notional amount of such contracts outstanding was \$38.8 million. The unrecognized after-tax loss portion of the fair value of the contracts recorded in accumulated other comprehensive loss as of May 4, 2007 was \$0.8 million.

The company also enters into other foreign currency exchange contracts. These contracts are intended to hedge intercompany financing transactions and other activities and are not designed as hedging instruments under the accounting criteria of SFAS No. 133; therefore, changes in fair value of these instruments are recorded in other income, net.

During the second quarter of fiscal 2007, the company entered into three treasury lock agreements based on a 30-year US Treasury security with a principal balance of \$30 million for two of the agreements and \$40 million for the third agreement. These treasury lock agreements were entered into as hedges against changes in market interest rates in anticipation of our April 2007 note offering and provided for a single payment at their maturity, which was April 23, 2007, based on the change in value of the reference treasury security. These agreements were designated as cash flow hedges and resulted in a net settlement of \$0.2 million. This loss is recorded in accumulated other comprehensive loss, which will be amortized to interest expense over the 30 year term of the debt.

## Contingencies

On June 3, 2004, eight individuals who claim to have purchased lawnmowers in Illinois and Minnesota filed a lawsuit in Illinois state court against the company and eight other defendants alleging that the horsepower labels on the products the plaintiffs purchased were inaccurate. On May 17, 2006, the plaintiffs filed an amended complaint to add 84 additional plaintiffs and an engine manufacturer as an additional defendant. The amended complaint asserts violations of the federal Racketeer Influenced and Corrupt Organizations (RICO) Act and statutory and common law claims arising from the laws of 48 states. The plaintiffs seek certification of a class of all persons in the United States who, beginning January 1, 1994 through the present, purchased a lawnmower containing a two-stroke or four-stroke gas combustible engine up to 30 horsepower that was manufactured or sold by the defendants. The amended complaint seeks an injunction, unspecified compensatory and punitive damages, treble damages under the RICO Act and attorneys' fees. In late May 2006, the case was removed to Federal court in the Southern District of Illinois. On August 1, 2006, all of the defendants, except MTD Products Inc., filed motions to dismiss claims in the amended complaint. On August 4, 2006, the plaintiffs filed a motion for preliminary approval of a settlement agreement with MTD Products Inc. and certification of a settlement class. All remaining non-settling defendants have filed counterclaims against MTD Products Inc. for potential contribution amounts, and MTD Products Inc. has filed cross claims against the non-settling defendants. On December 21, 2006, another defendant, American Honda Motor Company, notified us that it had reached an agreement of settlement with the plaintiffs. On March 30, 2007, the court entered an order dismissing plaintiffs' complaint, subject to the ability to re-plead certain claims pursuant to a detailed written order to follow. As of the date hereof, the court has not yet entered the detailed written order. We continue to evaluate this lawsuit and are unable to reasonably estimate the likelihood of loss or the amount or range of potential loss that could result from this litigation. Therefore, no accrual has been established for potential loss in connection with this lawsuit. We are also unable to assess at this time whether the lawsuit will have a material adverse effect on our annual consolidated operating results or financial condition, although an unfavorable resolution could be material to our consolidated operating results for a particular period.

In July 2005, Textron Innovations Inc., the patent holding company of Textron, Inc., filed a lawsuit in Delaware Federal District Court against the company for patent infringement. Textron alleges that we willfully infringe certain claims of three Textron patents by selling our Groundsmaster® commercial mowers. Textron seeks damages for our past sales and an injunction against future infringement. In August and November 2005, we answered the complaint, asserting defenses and counterclaims of non-infringement, invalidity and equitable estoppel. Following the Court's order in October 2006 construing the claims of Textron's patents, discovery in the case was closed in February 2007. In March 2007, following unsuccessful attempts to mediate the case, we filed with the United States Patent and Trademark Office (USPTO) to have Textron's patents

reexamined. Our reexamination requests are pending in the USPTO. In April 2007, the Court granted our motion to stay the litigation and, in June 2007, denied Textron's motion for reconsideration of the Court's order staying the proceedings. We continue to evaluate this lawsuit and are unable to reasonably estimate the likelihood of loss or the amount or range of potential loss that could result from the litigation. Therefore, no accrual has been established for potential loss in connection with this lawsuit. While we do not believe that the lawsuit will have a material adverse effect on our consolidated financial condition, an unfavorable resolution could be material to our consolidated operating results for a particular period.

In the ordinary course of business, in addition to that described above, the company may become liable with respect to pending and threatened litigation for product liability, tax, patent, environmental, and other matters. While the ultimate results of current claims, investigations, and lawsuits involving the company are unknown at this time, management believes that, except for the lawsuits discussed above, the outcomes of these cases are unlikely to have a material adverse effect on the consolidated operating results, liquidity, or financial position of the company.

## **Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Nature of Operations**

The Toro Company is in the business of designing, manufacturing, and marketing professional turf maintenance equipment and services, turf and agricultural irrigation systems, landscaping equipment, and residential yard products worldwide. We sell our products through a network of distributors, dealers, hardware retailers, home centers, mass retailers, and over the Internet, mainly through Internet retailers. Our businesses are organized into two segments: professional and residential. A third segment called "other" consists of domestic distribution companies and corporate activities. Our emphasis is to provide well-built, dependable, and innovative products supported by an extensive service network. A significant portion of our revenues has historically been attributable to new and enhanced products. As part of our "GrowLean" initiative, we are focusing our efforts on revenue growth, profit improvement, and asset management, while maximizing our use of Lean methods to reduce costs and improve quality and efficiency in our manufacturing facilities and corporate offices. The goals of this initiative are to grow revenues at an average annual rate of 8 percent or more and achieve a consistent after-tax annual return on net sales of 7 percent or more over the three-year period ending October 31, 2009. We have added a long-term asset management goal to reduce average net working capital as a percent of net sales below 20 percent, or in the "teens." We define average net working capital as accounts receivable plus inventory less trade payables.

### **RESULTS OF OPERATIONS**

#### **Overview**

Our results for the second quarter of fiscal 2007 were positive with a net sales growth of 4.2 percent and a net earnings growth rate of 7.0 percent compared to the second quarter of fiscal 2006. Year-to-date net earnings rose 10.7 percent in fiscal 2007 compared to the same period last fiscal year on a year-to-date sales growth rate of 3.6 percent. Continued strong international performance contributed to the sales increase along with strong shipments of new residential segment products, which more than offset a decline in sales of landscape contractor equipment products. International sales continued its growth momentum with an increase of 12.2 percent and 11.5 percent for the second quarter and year-to-date period of fiscal 2007, respectively, compared to the same periods last fiscal year. Net earnings as a percentage of net sales rose from 8.8 percent and 8.2 percent in the second quarter and year-to-date period of fiscal 2006, respectively, to 10.9 percent and 10.6 percent in the second quarter and year-to-date period of fiscal 2007, respectively. Higher gross margins and leveraging of selling, general, and administrative expenses contributed to the earnings improvement while a higher effective tax rate and increase in interest expense somewhat hampered the earnings growth rate. We also increased our second quarter cash dividend by 33 percent compared to the quarterly cash dividend paid in the second quarter of fiscal 2006.

In April 2007, we issued \$125 million in aggregate principal amount of 6.625% senior notes due in 2037. The proceeds will be used to retire \$75 million in debt due in June 2007 and for general corporate purposes.

Our fiscal 2007 second quarter financial results were solid, and we are optimistic that our results for the full fiscal year of 2007 will end strong. We continue to keep a cautionary eye on the weather, field inventory levels, retail demand, world economies, commodity prices, competitive actions, and other factors identified below under the heading "Forward-Looking Information," which could cause our actual results to differ from our outlook.

## Net Earnings

Net earnings for the second quarter of fiscal 2007 were \$75.0 million or \$1.77 per diluted share compared to \$70.1 million or \$1.56 per diluted share for the second quarter of fiscal 2006, a net earnings per diluted share increase of 13.5 percent. Year-to-date net earnings in fiscal 2007 were \$93.4 million or \$2.21 per diluted share compared to \$84.4 million or \$1.87 per diluted share last fiscal year, a net earnings per diluted share increase of 18.2 percent. The primary factors contributing to these increases were higher sales volumes, an increase in gross margins, and leveraging of selling, general, and administrative costs, somewhat offset by a higher effective tax rate and an increase in interest expense. In addition, second quarter and year-to-date fiscal 2007 net earnings per diluted share were benefited by approximately \$0.10 per share and \$0.13 per share, respectively, compared to the same periods in fiscal 2006 as a result of reduced shares outstanding due to the repurchase of our common stock.

The following table summarizes the major operating costs and other income as a percentage of net sales:

	Three Months Ended		Six Months Ended	
	May 4, 2007	May 5, 2006	May 4, 2007	May 5, 2006
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	(64.4)	(65.1)	(63.9)	(64.8)
Gross profit	35.6	34.9	36.1	35.2
Selling, general, and administrative expense	(18.3)	(18.9)	(22.3)	(22.5)
Interest expense	(0.8)	(0.8)	(1.0)	(0.9)
Other income, net	0.2	0.4	0.4	0.3
Provision for income taxes	(5.8)	(5.0)	(4.4)	(3.9)
Net earnings	10.9%	10.6%	8.8%	8.2%

## Net Sales

Worldwide consolidated net sales for the second quarter and year-to-date period of fiscal 2007 were up 4.2 percent and 3.6 percent, respectively, from the same periods in the prior fiscal year. Favorable currency exchange rates accounted for approximately 29 percent and 37 percent of the sales growth for the second quarter and year-to-date period of fiscal 2007, respectively. Disregarding currency exchange effects, international sales for the second quarter and year-to-date period of fiscal 2007 increased 7.5 percent and 6.7 percent, respectively, compared to the same periods in fiscal 2006. Professional segment products worldwide were strong as a result of continued demand in international markets, particularly in the golf market, and the successful introduction of new products. Residential segment net sales were also up for the second quarter and year-to-date periods of fiscal 2007 compared to the same periods in fiscal 2006 as a result of the introduction of our new innovative riding and walk power mower products. However, the year-to-date results were somewhat hampered by lower snow thrower product sales due to the lack of snowfall during the winter season of 2006-2007 in key markets. In addition, worldwide sales of landscape contractor equipment products were down for the second quarter and year-to-date periods of fiscal 2007 compared to the same periods last fiscal year due mainly to our customers' efforts to reduce field inventory levels by ordering product closer to retail demand. Other segment net sales were up for the second quarter of fiscal 2007 compared to the second quarter of fiscal 2006 but were down for the year-to-date period of fiscal 2007 compared to the year-to-date period of fiscal 2006 due to lower sales at a company-owned distributorship.

## Gross Profit

Gross profit for the second quarter and year-to-date period of fiscal 2007 increased 6.3 percent compared to the same respective periods in the prior fiscal year due to increased sales. As a percentage of net sales, gross profit for the second quarter and year-to-date period of fiscal 2007 increased to 35.6 percent and 36.1 percent, respectively, compared to 34.9 percent and 35.2 percent for the second quarter and year-to-date period of fiscal 2006, respectively. The increase in gross profit as a percentage of net sales was the result of the following factors: (i) increased sales of higher-margin products; (ii) cost reduction efforts, including benefits from past and continuing profit improvement initiatives; (iii) favorable foreign currency exchange rates compared to the U.S. dollar; and (iv) price increases on some products. Somewhat offsetting those positive factors were: (i) higher manufacturing costs from lower plant utilization as we curtailed production levels in an effort to lower inventory levels and (ii) higher commodity costs.

## **Selling, General, and Administrative Expense**

Selling, general, and administrative expense (SG&A) increased for the second quarter and year-to-date period of fiscal 2007 by 1.2 percent and 2.9 percent, respectively, from the same periods in the prior fiscal year. SG&A as a percentage of net sales for the second quarter and year-to-date period of fiscal 2007 decreased to 18.3 percent and 22.3 percent, respectively, compared to 18.9 percent and 22.5 percent for the second quarter and year-to-date period of fiscal 2006, respectively. The decrease in SG&A expense as a percentage of net sales was due primarily to lower spending for marketing, leveraging the fixed portion of SG&A costs over higher sales volumes, and a decline in warranty expense due to the reversal of a special warranty provision.

## **Interest Expense**

Interest expense for the second quarter and year-to-date period of fiscal 2007 increased by 11.8 percent and 9.1 percent, respectively, from the same periods in the prior fiscal year. These increases were due primarily to higher average short-term debt levels and slightly higher interest rates.

## **Other Income, Net**

Other income, net for the second quarter of fiscal 2007 decreased \$1.0 million compared to the second quarter of fiscal 2006. This decline was due mainly to a litigation settlement recovery we received last fiscal year. Other income, net for the year-to-date period of fiscal 2007 was up \$0.5 million compared to the same period last fiscal year. This increase was due mainly to higher interest income and lower losses on investments in fiscal 2007 compared to fiscal 2006, somewhat offset by the litigation settlement recovery we received last fiscal year.

## **Provision for Income Taxes**

The effective tax rate for the second quarter of fiscal 2007 was 34.6 percent compared to 32.1 percent in the second quarter of fiscal 2006. The effective tax rate for the year-to-date period of fiscal 2007 was 33.4 percent compared to 32.3 percent for the same period in the prior fiscal year. The increase in the effective tax rate was due to the accelerated phase-out of benefits for foreign export incentives as compared to the phase-in benefit for the domestic manufacturing credit as well as a favorable resolution of tax matters from prior years' tax returns that we received last fiscal year.

## **BUSINESS SEGMENTS**

As described previously, we operate in two reportable business segments: professional and residential. A third reportable segment called "other" consists of company-owned distributorships in the United States, corporate activities, and financing functions. Operating earnings for each of our two business segments is defined as earnings from operations plus other income, net. Operating loss for our third "other" segment includes earnings (loss) from operations, corporate activities, including corporate financing activities, other income, net, and interest expense.

The following table summarizes net sales by segment:

(Dollars in thousands)	Three Months Ended			
	May 4, 2007	May 5, 2006	\$ Change	% Change
Professional	\$ 447,857	\$ 439,098	\$ 8,759	2.0%
Residential	228,204	210,293	17,911	8.5
Other	10,592	9,613	979	10.2
Total *	\$ 686,653	\$ 659,004	\$ 27,649	4.2%
* Includes international sales of:	\$ 188,861	\$ 168,290	\$ 20,571	12.2%

(Dollars in thousands)	Six Months Ended			
	May 4, 2007	May 5, 2006	\$ Change	% Change
Professional	\$ 719,999	\$ 692,703	\$ 27,296	3.9%
Residential	330,062	318,478	11,584	3.6
Other	15,680	17,463	(1,783)	(10.2)
Total *	\$ 1,065,741	\$ 1,028,644	\$ 37,097	3.6%
* Includes international sales of:	\$ 321,474	\$ 288,349	\$ 33,125	11.5%

The following table summarizes operating earnings (loss) before income taxes by segment:

(Dollars in thousands)	Three Months Ended			
	May 4, 2007	May 5, 2006	\$ Change	% Change
Professional	\$ 108,490	\$ 104,177	\$ 4,313	4.1%
Residential	27,430	18,136	9,294	51.2
Other	(21,360)	(19,097)	(2,263)	(11.9)
Total *	\$ 114,560	\$ 103,216	\$ 11,344	11.0%

(Dollars in thousands)	Six Months Ended			
	May 4, 2007	May 5, 2006	\$ Change	% Change
Professional	\$ 156,850	\$ 145,837	\$ 11,013	7.6%
Residential	31,809	23,285	8,524	36.6
Other	(48,411)	(44,594)	(3,817)	(8.6)
Total *	\$ 140,248	\$ 124,528	\$ 15,720	12.6%

### Professional

**Net Sales.** Worldwide net sales for the professional segment in the second quarter and year-to-date period of fiscal 2007 were up 2.0 percent and 3.9 percent, respectively, compared to the same periods last fiscal year. This increase was due primarily to strong international professional segment net sales, which were up 11.5 percent and 14.9 percent in the second quarter and year-to-date period of fiscal 2007, respectively, compared to the same periods last fiscal year due to continued demand and growth in international markets, particularly in the golf market, and the success of new products introduced within the past two years. Domestic sales of most professional segment products were also up due mainly to the introduction of new products and strong early season stocking orders from our customers in anticipation of strong retail demand during fiscal 2007. This resulted in higher field inventory levels for some product lines in this segment as of the end of the second quarter of fiscal 2007 compared to the end of the second quarter of fiscal 2006. However, worldwide sales of landscape contractor equipment were down for the

second quarter and year-to-date period of fiscal 2007 compared to the same periods last fiscal year due mainly to our customers' efforts to reduce field inventory levels by ordering product closer to retail demand.

Operating Earnings. Operating earnings for the professional segment in the second quarter and year-to-date period of fiscal 2007 increased 4.1 percent and 7.6 percent, respectively, compared to the same periods last fiscal year. Expressed as a percentage of net sales, professional segment operating margins increased to 24.2 percent compared to 23.7 percent in the second quarter of fiscal 2006, and the fiscal 2007 year-to-date professional segment operating margins increased to 21.8 percent compared to 21.1 percent last fiscal year. This profit improvement was the result of higher gross margins in the fiscal 2007 periods compared to the fiscal 2006 periods due to the same factors discussed previously in the Gross Profit section above. However, higher SG&A expense as a percentage of net sales hampered the operating earnings growth, which was due mainly to increased warranty expense and engineering spending.

## **Residential**

Net Sales. Worldwide net sales for the residential segment in the second quarter and year-to-date period of fiscal 2007 were up 8.5 percent and 3.6 percent, respectively, compared to the same periods last fiscal year. This increase was due primarily to strong worldwide demand for our new generation zero-turn radius riding mowers and the successful introduction of a new line of walk power mowers that resulted in strong early season retail demand. However, net sales growth for the year-to-date period of fiscal 2007 compared to the same period last fiscal year was not as strong because shipments of snow thrower products were down due to the lack of snowfall during the winter season of 2006-2007 in key markets.

Operating Earnings. Operating earnings for the residential segment in the second quarter of fiscal 2007 increased 51.2 percent compared to the second quarter of fiscal 2006, and fiscal 2007 year-to-date operating earnings were up by 36.6 percent compared to the same period last fiscal year. Expressed as a percentage of net sales, residential segment operating margin increased to 12.0 percent compared to 8.6 percent in the second quarter of fiscal 2006, and fiscal 2007 year-to-date residential segment operating margin increased to 9.6 percent compared to 7.3 percent last fiscal year. Those increases were primarily from lower SG&A expense as a percentage of net sales due to leveraging the fixed portion of SG&A costs over higher sales volumes, lower warranty costs as a result of the reversal of a special warranty provision, and lower spending for marketing.

## **Other**

Net Sales. Net sales for the other segment include sales from our wholly owned domestic distribution companies less sales from the professional and residential segments to those distribution companies. In addition, elimination of the professional and residential segments' floor plan interest costs from Toro Credit Company are also included in this segment. Net sales for the other segment were up \$1.0 million for the second quarter of fiscal 2007 compared to the second quarter of fiscal 2006 due to a decline in the sales elimination as a result of lower sales from the professional and residential segments to the company-owned distribution companies. However, net sales for the year-to-date period of fiscal 2007 compared to the same period last fiscal year were down by 10.2 percent due mainly to lower sales at a company-owned distributorship.

Operating Losses. Operating losses for the other segment were up for the second quarter and year-to-date period of fiscal 2007 by \$2.3 million or 11.9 percent and \$3.8 million or 8.6 percent, respectively, compared to the same periods last fiscal year. The increased losses were due primarily to increased legal expenses, higher spending for investments in information systems, and higher interest expense.

## **FINANCIAL POSITION**

### **Working Capital**

As part of our GrowLean initiative, we have placed additional emphasis on asset management, with a focus on: (i) ensuring strong profitability of our products and services all the way through the retail sale; (ii) minimizing the amount of working capital in the supply chain; and (iii) maintaining or improving order replenishment and service levels to end users. Our long-term goal is to reduce average net working capital (accounts receivable plus inventory minus trade payables) as a percentage of net sales to below 20 percent, or "in the teens." The average net working capital for the twelve months ended May 4, 2007 was 29.8 percent compared to 29.4 percent for the twelve months ended May 5, 2006.



Average receivables for the first half of fiscal 2007 increased 4.5 percent compared to the first half of fiscal 2006 on a sales increase of 4.2 percent. Our average days sales outstanding for receivables were slightly up to 74.9 days based on sales for the last twelve months ended May 4, 2007, compared to 74.4 days for the twelve months ended May 5, 2006. This increase was due mainly to a higher proportion of international sales that have longer payment terms. Average inventory levels also increased by 8.2 percent for the first half of fiscal 2007 compared to the first half of fiscal 2006. However, inventory levels were slightly down by 0.1 percent as of May 4, 2007 compared to May 5, 2006, as we curtailed production levels in an effort to lower inventory levels.

## **Liquidity and Capital Resources**

Our businesses are seasonally working capital intensive and require funding for purchases of raw materials used in production, replacement parts inventory, capital expenditures, expansion and upgrading of existing facilities, as well as for financing receivables from customers. We believe that cash generated from operations, together with our fixed rate long-term debt, bank credit lines, and cash on hand, will provide us with adequate liquidity to meet our operating requirements. We believe that the funds available through existing or anticipated financing arrangements and forecasted cash flows, will be sufficient to provide the necessary capital resources for our anticipated working capital, capital expenditures, investments, acquisitions, debt repayments, dividend payments, and stock repurchases for at least the next twelve months.

Our Board of Directors approved a cash dividend of \$0.12 per share for the second quarter of fiscal 2007 paid on April 12, 2007, which was an increase over our cash dividend of \$0.09 per share for the second quarter of fiscal 2006.

On May 22, 2007, the company's Board of Directors also authorized the repurchase of an additional 3,000,000 shares of the company's common stock in open-market or in privately negotiated transactions.

**Cash Flow.** Cash used in operating activities for the first six months of fiscal 2007 was 32.6 percent higher than the first six months of fiscal 2006 due primarily to a higher increase in receivables, somewhat offset by higher net earnings and a lower increase in inventory levels for the first six months of fiscal 2007 compared to the first six months of fiscal 2006. Cash used in investing activities was higher by \$12.2 million compared to the first six months of fiscal 2006, due mainly to an increase of purchases of property, plant, and equipment in the first half of fiscal 2007 compared to the first half of fiscal 2006 as well as cash received last fiscal year for payments of note receivables. Cash provided by financing activities was higher by 47.4 percent compared to the first six months of fiscal 2006. This change of \$41.0 million was due to proceeds received from the issuance of 30-year senior notes in April 2007 and lower levels of our common stock repurchased in the first six months of fiscal 2007 compared to the first six months of fiscal 2006, somewhat offset by a lower increase in short-term debt and lower tax benefits from stock-based awards in the first six months of fiscal 2007 compared to the first six months of fiscal 2006.

**Credit Lines and Other Capital Resources.** Our business is seasonal, with accounts receivable balances historically increasing between January and April as a result of higher sales volumes and extended payment terms made available to our customers, and decreasing between May and December when payments are received. The seasonality of production and shipments causes our working capital requirements to fluctuate during the year. Our peak borrowing usually occurs between February and May. Seasonal cash requirements are financed from operations and with short- and medium-term financing arrangements, including a \$175.0 million unsecured senior five-year revolving credit facility, which expires in January 2012. In March 2007, we also added a \$75 million line of credit from a domestic bank to address seasonal cash needs, which expires in June 2007. Interest expense on these credit lines is determined based on a LIBOR rate plus a basis point spread defined in the credit agreements. In addition, our non-U.S. operations and a domestic subsidiary also maintain unsecured short-term lines of credit of approximately \$14 million. These facilities bear interest at various rates depending on the rates in their respective countries of operation. We also have a letter of credit subfacility as part of our credit agreements. Average short-term debt was \$95.1 million in the first six months of fiscal 2007 compared to \$62.7 million in the first six months of fiscal 2006, an increase of 51.7 percent. This increase was primarily due to funding a majority of our deferred compensation plans during the first quarter of fiscal 2007 and additional working capital requirements as a result of higher average receivable and inventory levels in the first half of fiscal 2007 compared to the first half of fiscal 2006. As of May 4, 2007, we had \$218.5 million of unutilized availability under our credit agreements.

On April 26, 2007, we issued \$125.0 million in aggregate principal amount of 6.625% senior notes due May 1, 2037. The notes were priced at 98.513% of par value, and the resulting discount of \$1.9 million associated with the issuance of these notes is being amortized over the term of the notes using the effective interest rate method. The underwriting fee and direct debt issue costs totaling \$1.5 million will be amortized over the life of the notes. Although the coupon rate of the notes is 6.625%, the effective interest rate is 6.741% after taking into account the issuance discount. Interest on the notes is payable semi-annually, on May 1 and November 1 of each year. The notes are unsecured senior obligations of the company and rank equally with our other unsecured and unsubordinated indebtedness from time to time outstanding. The indentures under which

the notes were issued contain customary covenants and event of default provisions. We may redeem some or all of the notes at any time at the greater of the full principal amount of the notes being redeemed, or the present value of the remaining scheduled payments of principal and interest discounted to the redemption date on a semi-annual basis at the treasury rate plus 30 basis points, plus, in both cases, accrued and unpaid interest. In the event of the occurrence of both (i) a change of control of our company and (ii) a downgrade of the notes below an investment grade rating by both Moody's Investors Service, Inc. and Standard & Poor's Ratings Services within a specified period, we would be required to make an offer to purchase the notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest to the date of repurchase. We intend to use the proceeds from the issuance of the notes to pay at maturity \$75.0 million outstanding principal amount of 7.125% notes due June 15, 2007 as well as for general corporate uses.

Significant financial covenants in our credit agreements are interest coverage and debt to capitalization ratios. We were in compliance with all covenants related to our credit agreements as of May 4, 2007, and expect to be in compliance with all covenants during fiscal 2007. If we were out of compliance with any covenant required by our credit agreements following the applicable period, the banks could terminate their commitments unless we could negotiate a covenant waiver from the banks. In addition, our long-term public notes and debentures could become due and payable if we were unable to obtain a covenant waiver or refinance our medium-term debt under our credit agreements. If our credit rating falls below investment grade, the interest rate we currently pay on outstanding debt under the credit agreements could increase, but the credit commitments could not be cancelled by the banks based only on a ratings downgrade. Our debt rating for long-term unsecured senior, non-credit enhanced debt has been unchanged for the second quarter of fiscal 2007 by Standard and Poor's Ratings Group at BBB- and by Moody's Investors Service at Baa3.

### **Off-Balance Sheet Arrangements and Contractual Obligations**

Our off-balance sheet arrangements generally relate to customer financing activities, inventory purchase commitments, operating lease commitments, and currency contracts. See our most recently filed Annual Report on Form 10-K for further details regarding our off-balance sheet arrangements and contractual obligations. There has been no material change in this information.

### **Inflation**

We are subject to the effects of inflation and changing prices. In the first half of fiscal 2007, average prices paid for most commodities were slightly higher compared to the first half of fiscal 2006, which resulted in a slight negative impact on our gross profit and net earnings. We expect average commodity prices to continue to trend slightly higher for the remainder of fiscal 2007 compared to fiscal 2006. We will continue to attempt to mitigate the impact of commodity prices and other inflationary pressures by actively pursuing internal cost reduction efforts, introducing moderate price increases on some products, and vendor negotiations.

### **Critical Accounting Policies and Estimates**

In preparing our consolidated financial statements in conformity with U.S. generally accepted accounting principles, we must make decisions that impact the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and the assumptions on which to base accounting estimates. In reaching such decisions, we apply judgments based on our understanding and analysis of the relevant circumstances, historical experience, and actuarial valuations. Actual amounts could differ from those estimated at the time the consolidated financial statements are prepared.

Our significant accounting policies are described in Note 1 to the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2006. Some of those significant accounting policies require us to make difficult subjective or complex judgments or estimates. An accounting estimate is considered to be critical if it meets both of the following criteria: (i) the estimate requires assumptions about matters that are highly uncertain at the time the accounting estimate is made, and (ii) different estimates reasonably could have been used, or changes in the estimate that are reasonably likely to occur from period to period, would have a material impact on the presentation of our financial condition, changes in financial condition or results of operations. Our critical accounting estimates include the following:

Warranty Reserve. Warranty coverage on our products ranges from a period of six months to seven years, and covers parts, labor, and other expenses for non-maintenance repairs, provided operator abuse, improper use or negligence did not necessitate the repair. At the time of sale, we accrue a warranty reserve by product line for estimated costs in connection with future

warranty claims. We also establish reserves for major rework campaigns. The amount of our warranty reserves is based primarily on the estimated number of products under warranty, historical average costs incurred to service warranty claims, the trend in the historical ratio of claims to sales, and the historical length of time between the sale and resulting warranty claim. We periodically assess the adequacy of our warranty reserves based on changes in these factors and record any necessary adjustments if actual claim experience indicates that adjustments are necessary. Actual claims could be higher or lower than amounts estimated, as the amount and value of warranty claims are subject to variation due to such factors as performance of new products, significant manufacturing or design defects not discovered until after the product is delivered to customers, product failure rates, and higher or lower than expected service costs for a repair. We believe that analysis of historical trends and knowledge of potential manufacturing or design problems provide sufficient information to establish a reasonable estimate for warranty claims at the time of sale. However, since we cannot predict with certainty future warranty claims or costs associated with servicing those claims, our actual warranty costs may differ from our estimates. An unexpected increase in warranty claims or in the costs associated with servicing those claims would result in an increase in our warranty accrual and a decrease in our net earnings.

*Sales Promotions and Incentives.* At the time of sale to a customer, we record an estimate for sales promotion and incentive costs, which are classified as a reduction from gross sales or as a component of selling, general, and administrative expense. Examples of sales promotion and incentive programs include rebate programs on certain professional products sold to distributors, volume discounts, retail financing support, floor planning, cooperative advertising, commissions, and other sales discounts and promotional programs. The estimates for sales promotion and incentive costs are based on the terms of the arrangements with customers, historical payment experience, field inventory levels, volume purchases, and expectations for changes in relevant trends in the future. Actual results may differ from these estimates if competitive factors dictate the need to enhance or reduce sales promotion and incentive accruals or if the customer usage and field inventory levels vary from historical trends. Adjustments to sales promotions and incentive accruals are made from time to time as actual usage becomes known in order to properly estimate the amounts necessary to generate consumer demand based on market conditions as of the balance sheet date.

*Inventory Valuation.* We value our inventories at the lower of the cost of inventory or net realizable value, with cost determined by either the last-in, first-out (LIFO) method for most U.S. inventories or the first-in, first-out (FIFO) method for all other inventories. We establish reserves for excess, slow moving, and obsolete inventory based on inventory levels, expected product lives, and forecasted sales demand. Valuation of inventory can also be affected by significant redesign of existing products or replacement of an existing product by an entirely new generation product. In assessing the ultimate realization of inventories, we are required to make judgments as to future demand requirements compared with inventory levels. Reserve requirements are developed according to our projected demand requirements based on historical demand, competitive factors, and technological and product life cycle changes. It is possible that an increase in our reserve may be required in the future if there is a significant decline in demand for our products and we do not adjust our manufacturing production accordingly.

We also record a reserve for inventory shrinkage. Our inventory shrinkage reserve represents anticipated physical inventory losses that are recorded based on historical loss trends, ongoing cycle-count and periodic testing adjustments, and inventory levels. Though management considers reserve balances adequate and proper, changes in economic conditions in specific markets in which we operate could have an effect on the reserve balances required.

*Accounts and Notes Receivable Valuation.* We value accounts and notes receivable, net of an allowance for doubtful accounts. Each quarter, we prepare an analysis of our ability to collect outstanding receivables that provides a basis for an allowance estimate for doubtful accounts. In doing so, we evaluate the age of our receivables, past collection history, current financial conditions of key customers, and economic conditions. Based on this evaluation, we establish a reserve for specific accounts and notes receivable that we believe are uncollectible, as well as an estimate of uncollectible receivables not specifically known. Portions of our accounts receivable are protected by a security interest in products held by customers, which minimizes our collection exposure. A deterioration in the financial condition of any key customer or a significant slow down in the economy could have a material negative impact on our ability to collect a portion or all of the accounts and notes receivable. We believe that an analysis of historical trends and our current knowledge of potential collection problems provide us with sufficient information to establish a reasonable estimate for an allowance for doubtful accounts. However, since we cannot predict with certainty future changes in the financial stability of our customers or in the general economy, our actual future losses from

uncollectible accounts may differ from our estimates. In the event we determined that a smaller or larger uncollectible accounts reserve is appropriate, we would record a credit or charge to selling, general, and administrative expense in the period that we made such a determination.

### **New Accounting Pronouncements to be Adopted**

In October 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans." SFAS No. 158 requires employers to recognize on their balance sheets the funded status of pension and other postretirement benefit plans. In addition, employers will recognize, as a component of other comprehensive income, changes in the funded status of pension and other postretirement benefit plans, such as actuarial gains and losses and prior service costs that arise during the year but are not recognized as components of net periodic benefit cost. SFAS No. 158 will require the measurement date of plan assets and benefit obligations to be as of the end of the employer's fiscal year. We will adopt the provisions of SFAS No. 158, which requires the funded status of pension and other postretirement benefit plans to be recorded on the balance sheet as of October 31, 2007, as required, and we will adopt the provisions that require the measurement date of plan assets and benefit obligations to be the same as our fiscal year end as of October 31, 2009, as required. This new pronouncement is not expected to have a material impact on our financial condition, and will have no impact on our consolidated results of operations.

In August 2006, the FASB issued Staff Position No. AUG AIR-1, "Accounting for Planned Major Maintenance Activities." This Staff Position prohibits the use of the accrue-in-advance method of accounting for planned major maintenance activities in annual and interim financial reporting periods. We will adopt the provisions of this Staff Position as of November 1, 2007, as required. We are currently evaluating the requirements of Staff Position No. AUG AIR-1 and do not expect that the adoption of this Staff Position will have a material impact on our consolidated results of operations or financial condition.

In July 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN No. 48). This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." It prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. We will adopt the provisions of this interpretation in the first quarter of fiscal 2008, as required. We are currently evaluating the requirements of FIN No. 48 and we do not expect this new pronouncement will have a material impact on our consolidated financial condition or results of operations.

### **Forward-Looking Information**

*This Quarterly Report on Form 10-Q contains not only historical information, but also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and that are subject to the safe harbor created by those sections. In addition, we or others on our behalf may make forward-looking statements from time to time in oral presentations, including telephone conferences and/or web casts open to the public, in press releases or reports, on our Internet web sites, or otherwise. Statements that are not historical are forward-looking and reflect expectations and assumptions. We try to identify forward-looking statements in this report and elsewhere by using words such as "expect", "looking ahead", "plan", "anticipate", "estimate", "believe", "should", "may", "intend", and similar expressions. Our forward-looking statements generally relate to our future performance, including our anticipated operating results and liquidity requirements, our business strategies and goals, and the effect of laws, rules, regulations, and new accounting pronouncements and outstanding litigation on our business, operating results, and financial condition.*

Forward-looking statements involve risks and uncertainties. These risks and uncertainties include factors that affect all businesses operating in a global market as well as matters specific to Toro. The following are some of the factors known to us that could cause our actual results to differ materially from what we have anticipated in our forward-looking statements:

- Changes in economic conditions in the United States and around the world, including but not limited to worldwide economic growth rates; slow downs or reductions in home ownership, construction, and home sales; consumer spending levels; employment rates; interest rates; inflation; and consumer confidence in the United States and the foreign countries in which we conduct business.
- Weather conditions may reduce demand for some of our products and adversely affect our net sales.
- Increases in the cost and availability of raw materials and components that we purchase and increases in our other costs of doing business, such as transportation costs, may adversely affect our profit margins and business.

- Our professional segment net sales are dependent upon the level of growth in the residential and commercial construction markets, growth of homeowners who outsource lawn care, the amount of investment in golf course renovations and improvements, new golf course development, and the amount of government spending.
- Our residential segment net sales are dependent upon the amount of product placement at retailers, changing buying patterns of customers, and The Home Depot, Inc. as a major customer.
- If we are unable to continue to enhance existing products and develop and market new products that respond to customer needs and achieve market acceptance, we may experience a decrease in demand for our products, and our business could suffer.
- We face intense competition in all of our product lines, including some competitors that have greater resources than us. We may not be able to compete effectively against competitors' actions, which could harm our business and operating results.
- A significant percentage of our consolidated net sales is generated outside of the United States, and we intend to continue to expand our international business. Our international operations require significant management attention and financial resources, expose us to difficulties presented by international economic, political, legal, accounting, and business factors, and may not be successful or produce desired levels of net sales.
- Fluctuations in foreign currency exchange rates could result in declines in our reported net sales and net earnings.
- We manufacture and purchase our products at and distribute our products from several locations in the United States and internationally. Any disruption at any of these facilities or our inability to cost-effectively expand existing and move production between manufacturing facilities could adversely affect our business and operating results.
- We intend to grow our business in part through additional acquisitions, alliances, and joint venture arrangements, which are risky and could harm our business.
- We rely on our management information systems for inventory management, distribution, and other functions. If our information systems fail to adequately perform these functions or if we experience an interruption in their operation, our business and operating results could be adversely affected.
- A significant portion of our net sales are financed by third parties. Some Toro dealers and Exmark distributors and dealers finance their inventories with third party financing sources. The termination of our agreements with these third parties, any material change to the terms of our agreements with these third parties or in the availability or terms of credit offered to our customers by these third parties, or any delay in securing replacement credit sources, could adversely affect our sales and operating results.
- Our reliance upon patents, trademark laws, and contractual provisions to protect our proprietary rights may not be sufficient to protect our intellectual property from others who may sell similar products.
- Our business, properties, and products are subject to governmental regulation with which compliance may require us to incur expenses or modify our products or operations and may expose us to penalties for non-compliance. Governmental regulation may also adversely affect the demand for some of our products and our operating results.
- We are subject to product liability claims, product quality issues, and other litigation from time to time that could adversely affect our operating results or financial condition, including without limitation the pending litigation against the company and other defendants that challenges the horsepower ratings of lawnmowers, of which the company is currently unable to assess whether the litigation would have a material adverse effect on the company's consolidated operating results or financial condition, although an adverse result might be material to operating results in a particular period.
- If we are unable to retain our key employees, and attract and retain other qualified personnel, we may not be able to meet strategic objectives and our business could suffer.
- Our business is subject to a number of other factors that may adversely affect our operating results, financial condition, or business, such as natural disasters that may result in shortages of raw materials, higher fuel costs, and an increase in insurance premiums; financial viability of some distributors and dealers, changes in distributor ownership, our success in partnering with new dealers, and our customers' ability to pay amounts owed to us; and continued threat of terrorist acts and war that may result in heightened security and higher costs for import and export shipments of components or finished goods, reduced leisure travel, and contraction of the U.S. and world economies.

For more information regarding these and other uncertainties and factors that could cause our actual results to differ materially from what we have anticipated in our forward-looking statements or otherwise could materially adversely affect our business, financial condition, or operating results, see our most recent filed Annual Report on Form 10-K.

*All forward-looking statements included in this report are expressly qualified in their entirety by the foregoing cautionary statements. We wish to caution readers not to place undue reliance on any forward-looking statement which speaks only as of*

the date made and to recognize that forward-looking statements are predictions of future results, which may not occur as anticipated. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results, due to the risks and uncertainties described above, as well as others that we may consider immaterial or do not anticipate at this time. The foregoing risks and uncertainties are not exclusive and further information concerning the company and our businesses, including factors that potentially could materially affect our financial results or condition, may emerge from time to time. We assume no obligation to update forward-looking statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. We advise you, however, to consult any further disclosures we make on related subjects in our future annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K we file with or furnish to the Securities and Exchange Commission.

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk stemming from changes in foreign currency exchange rates, interest rates, and commodity prices. Changes in these factors could cause fluctuations in our net earnings and cash flows. See further discussions on these market risks below.

**Foreign Currency Exchange Rate Risk.** In the normal course of business, we actively manage the exposure of our foreign currency market risk by entering into various hedging instruments, authorized under company policies that place controls on these activities, with counterparties that are highly rated financial institutions. Our hedging activities involve the primary use of forward currency contracts. We use derivative instruments only in an attempt to limit underlying exposure from currency fluctuations and to minimize earnings and cash flow volatility associated with foreign currency exchange rate changes, and not for trading purposes. We are exposed to foreign currency exchange rate risk arising from transactions in the normal course of business, such as sales and loans to wholly owned subsidiaries as well as sales to third party customers, and purchases from suppliers. Because our products are manufactured or sourced primarily from the United States, a stronger U.S. dollar generally has a negative impact on results from operations outside the United States while a weaker dollar generally has a positive effect. Our primary currency exchange rate exposures are with the Euro, the Japanese yen, the Australian dollar, the Canadian dollar, the British pound, and the Mexican peso against the U.S. dollar.

We enter into various contracts, principally forward contracts that change in value as foreign currency exchange rates change, to protect the value of existing foreign currency assets, liabilities, anticipated sales, and probable commitments. Decisions on whether to use such contracts are made based on the amount of exposures to the currency involved, and an assessment of the near-term market value for each currency. Worldwide foreign currency exchange rate exposures are reviewed monthly. The gains and losses on these contracts offset changes in the value of the related exposures. Therefore, changes in market values of these hedge instruments are highly correlated with changes in market values of underlying hedged items both at inception of the hedge and over the life of the hedge contract. During the three and six months ended May 4, 2007, the amount of losses reclassified to earnings for such cash flow hedges was \$0.1 million and \$0.2 million, respectively. For the six months ended May 4, 2007, the losses treated as a reduction to net sales for contracts to hedge trade sales were \$0.6 million and the gains treated as a reduction of cost of sales for contracts to hedge inventory purchases were \$0.4 million.

The following foreign currency exchange contracts held by us have maturity dates in fiscal 2007. All items are non-trading and stated in U.S. dollars. Some derivative instruments we enter into do not meet the hedging criteria of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities;" therefore, changes in their fair value are recorded in other income, net. The average contracted rate, notional amount, pre-tax value of derivative instruments in accumulated other comprehensive loss (AOCL), and fair value impact of derivative instruments in other income, net for the six months ended May 4, 2007 were as follows:

Dollars in thousands (except average contracted rate)	Average Contracted Rate	Notional Amount	Value in Accumulated Other Comprehensive Income (Loss)	Fair Value Impact Gain (Loss)
Buy US dollar/Sell Australian dollar	0.7908	\$ 32,107.6	\$ (1,038.8)	\$ (768.4)
Buy US dollar/Sell Canadian dollar	0.8979	2,761.2	(2.6)	132.0
Buy US dollar/Sell Euro	1.3372	86,484.0	(756.4)	(1,356.4)
Buy US dollar/Sell British pound	1.9910	25,285.7	-	15.2
Buy Mexican peso/Sell US dollar	11.6469	9,444.6	573.0	359.7

**Interest Rate Risk.** We are exposed to interest rate risk arising from transactions that are entered into during the normal course of business. Our short-term debt rates are dependent upon LIBOR plus a basis point spread defined in our credit agreements. See our most recently filed Annual Report on Form 10-K (Item 7A). There has been no material change in this information.

During the second quarter of fiscal 2007, the company entered into three treasury lock agreements based on a 30-year US Treasury security with a principal balance of \$30 million for two of the agreements and \$40 million for the third agreement. These treasury lock agreements provided for a single payment at the maturity, which was April 23, 2007, based on the change in value of the reference treasury security. These agreements were designated as cash flow hedges and resulted in a net settlement of \$0.2 million. This loss is recorded in accumulated other comprehensive loss, which will be amortized to interest expense over the 30 year term of the debt.

**Commodity Price Risk.** Some raw materials used in our products are exposed to commodity price changes. The primary commodity price exposures are with steel, aluminum, fuel, petroleum-based resin, and linerboard. Further information regarding rising prices for commodities is presented in Item 2, section entitled "Inflation."

We enter into fixed-price contracts for future purchases of natural gas in the normal course of operations as a means to manage natural gas price risks. These contracts meet the definition of "normal purchases and normal sales" and, therefore, are not considered derivative instruments for accounting purposes.

## **Item 4. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) that are designed to reasonably ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and we are required to apply our judgment in evaluating the cost-benefit relationship of possible internal controls. Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered in this Quarterly Report on Form 10-Q. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of such period to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that material information relating to our company and our consolidated subsidiaries is made known to management, including our Chief Executive Officer and Chief Financial Officer, particularly during the period when our periodic reports are being prepared. There was no change in our internal control over financial reporting that occurred during our fiscal second quarter ended May 4, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. LEGAL PROCEEDINGS**

On June 3, 2004, eight individuals who claim to have purchased lawnmowers in Illinois and Minnesota filed a lawsuit in Illinois state court against the company and eight other defendants alleging that the horsepower labels on the products the plaintiffs purchased were inaccurate. On May 17, 2006, the plaintiffs filed an amended complaint to add 84 additional plaintiffs and an engine manufacturer as an additional defendant. The amended complaint asserts violations of the federal Racketeer Influenced and Corrupt Organizations (RICO) Act and statutory and common law claims arising from the laws of 48 states. The plaintiffs seek certification of a class of all persons in the United States who, beginning January 1, 1994 through the present, purchased a lawnmower containing a two-stroke or four-stroke gas combustible engine up to 30 horsepower that was manufactured or sold by the defendants. The amended complaint seeks an injunction, unspecified compensatory and punitive damages, treble damages under the RICO Act and attorneys' fees. In late May 2006, the case was removed to Federal court in the Southern District of Illinois. On August 1, 2006, all of the defendants, except MTD Products Inc., filed motions to dismiss claims in the amended complaint. On August 4, 2006, the plaintiffs filed a motion for preliminary approval of a settlement agreement with MTD Products Inc. and certification of a settlement class. All remaining

non-settling defendants have filed counterclaims against MTD Products Inc. for potential contribution amounts, and MTD Products Inc. has filed cross claims against the non-settling defendants. On December 21, 2006, another defendant, American Honda Motor Company, notified us that it had reached an agreement of settlement with the plaintiffs. On March 30, 2007, the court entered an order dismissing plaintiffs' complaint, subject to the ability to re-plead certain claims pursuant to a detailed written order to follow. As of the date hereof, the court has not yet entered the detailed written order. We continue to evaluate this lawsuit and are unable to reasonably estimate the likelihood of loss or the amount or range of potential loss that could result from this litigation. Therefore, no accrual has been established for potential loss in connection with this lawsuit. We are also unable to assess at this time whether the lawsuit will have a material adverse effect on our annual consolidated operating results or financial condition, although an unfavorable resolution could be material to our consolidated operating results for a particular period.

In July 2005, Textron Innovations Inc., the patent holding company of Textron, Inc., filed a lawsuit in Delaware Federal District Court against the company for patent infringement. Textron alleges that we willfully infringe certain claims of three Textron patents by selling our Groundsmaster® commercial mowers. Textron seeks damages for our past sales and an injunction against future infringement. In August and November 2005, we answered the complaint, asserting defenses and counterclaims of non-infringement, invalidity and equitable estoppel. Following the Court's order in October 2006 construing the claims of Textron's patents, discovery in the case was closed in February 2007. In March 2007, following unsuccessful attempts to mediate the case, we filed with the United States Patent and Trademark Office (USPTO) to have Textron's patents reexamined. Our reexamination requests are pending in the USPTO. In April 2007, the Court granted our motion to stay the litigation and, in June 2007, denied Textron's motion for reconsideration of the Court's order staying the proceedings. We continue to evaluate this lawsuit and are unable to reasonably estimate the likelihood of loss or the amount or range of potential loss that could result from the litigation. Therefore, no accrual has been established for potential loss in connection with this lawsuit. While we do not believe that the lawsuit will have a material adverse effect on our consolidated financial condition, an unfavorable resolution could be material to our consolidated operating results for a particular period.

We are a party to litigation in the ordinary course of business. Litigation occasionally involves claims for punitive as well as compensatory damages arising out of use of our products. We are also subject to administrative proceedings with respect to claims involving the discharge of hazardous substances into the environment. Some of these claims assert damages and liability for remedial investigations and clean up costs. We are also typically involved in commercial disputes, employment disputes, and patent litigation cases in the ordinary course of business, both as a plaintiff and as a defendant. While the ultimate results of the current cases are unknown at this time, management believes that, except for the lawsuits discussed above, the outcomes of these cases are unlikely to have a material adverse effect on our consolidated operating results or financial position. Further, although we are self-insured to some extent, we maintain insurance against certain product liability losses.



## Item 1A. RISK FACTORS

We are affected by risks specific to us as well as factors that affect all businesses operating in a global market. The significant factors known to us that could materially adversely affect our business, financial condition, or operating results are described in our most recently filed Annual Report on Form 10-K (Item 1A). Except for the revised risk factor below, there has been no material change in those risk factors.

***Our reliance upon patents, trademark laws, and contractual provisions to protect our proprietary rights may not be sufficient to protect our intellectual property from others who may sell similar products. Our products may infringe the proprietary rights of others.***

We hold patents relating to various aspects of our products and believe that proprietary technical know-how is important to our business generally as well as many of our products. Proprietary rights relating to our products are protected from unauthorized use by third parties only to the extent that they are covered by valid and enforceable patents or are maintained in confidence as trade secrets. We cannot be certain that we will be issued any patents from any pending or future patent applications owned by or licensed to us or that the claims allowed under any issued patents will be sufficiently broad to protect our technology. In the absence of enforceable patent protection, we may be vulnerable to competitors who attempt to copy our products or gain access to our trade secrets and know-how. Our competitors may initiate litigation to challenge the validity of our patents, or allege that we infringe their patents, or they may use their resources to design comparable products that do not infringe our patents. We may incur substantial costs if our competitors initiate litigation to challenge the validity of our patents, or allege that we infringe their patents, or if we initiate any proceedings to protect our proprietary rights, and if the outcome of any such litigation is unfavorable to us, our business and operating results could be adversely affected. We also cannot be certain that our products or technologies have not infringed or will not infringe the proprietary rights of others. Any such infringement could cause third parties, including our competitors, to bring claims against us, resulting in significant costs, possible damages and substantial uncertainty. We could also be forced to develop an alternative, which could be costly and time-consuming, or acquire a license, which we might not be able to do on terms favorable to us, or at all.

In addition, we rely on trade secrets and proprietary know-how that we seek to protect, in part, by confidentiality agreements with our employees and consultants. These agreements may be breached, and we may not have adequate remedies for any such breach. Even if these confidentiality agreements are not breached, our trade secrets may otherwise become known or be independently developed by competitors.

## Item 2. CHANGES IN SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

The following table shows our second quarter of fiscal 2007 stock repurchase activity.

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1) (2)
February 3, 2007 through March 2, 2007	20,000	\$ 50.76	20,000	825,497
March 3, 2007 through March 30, 2007	-	-	-	825,497
March 31, 2007 through May 4, 2007	<u>235,949</u> (3)	50.71	<u>234,100</u>	591,397
<b>Total</b>	<u><u>255,949</u></u>	<u>\$ 50.71</u>	<u><u>254,100</u></u>	

(1) On July 18, 2006, the company's Board of Directors authorized the repurchase of 3,000,000 shares of the company's common stock in open-market or in privately negotiated transactions. This program has no expiration date but may be terminated by the company's Board of Directors at any time. The company purchased an aggregate of 254,100 shares during the periods indicated above under this program. There are 591,397 shares remaining for repurchase under this program.

(2) On May 22, 2007, the company's Board of Directors authorized the repurchase of an additional 3,000,000 shares of the company's common stock in open-market or in privately negotiated transactions. This program has no expiration date but may be terminated by the company's Board of Directors at any time.

(3) Includes 1,849 units (shares) of the company's common stock purchased in open-market transactions at an average price of \$51.74 per share on behalf of a rabbi trust formed to pay benefit obligations of the company to participants in deferred compensation plans. These 1,849 shares were not repurchased under the company's repurchase program described in footnote (1) above.

## Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The Annual Meeting of Stockholders was held on March 13, 2007.

(b) The results of the stockholder votes were as follows:

	For	Against/ Withheld	Abstain	Broker Non-Votes
1. Election of Directors – for terms expiring in March 2010				
Robert C. Buhmaster	36,016,369	1,086,006	0	0
Winslow H. Buxton	36,608,311	494,064	0	0
Robert H. Nassau	35,847,970	1,254,405	0	0
Christopher A. Twomey	36,594,103	508,272	0	0
2. Re-approve The Toro Company Performance Share Plan	35,474,936	911,788	715,650	0
3. Ratify Selection of Independent Registered Public Accounting Firm	36,196,657	681,102	224,614	0

Ronald O. Baukol, Katherine J. Harless, and Michael J. Hoffman continue to serve as directors of the company for terms expiring in March 2008.

Janet K. Cooper, Gary L. Ellis, and Gregg W. Steinhafel continue to serve as directors of the company for terms expiring in March 2009.

## Item 6. EXHIBITS

- (a) Exhibits
- 3(i) and 4(a) The Toro Company Amended and Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3(i) and 4(a) to Registrant's Current Report on Form 8-K dated March 15, 2005, Commission File No. 1-8649).
- 3(ii) and 4(b) Bylaws of Registrant (incorporated by reference to Exhibit 3 to Registrant's Current Report on Form 8-K dated November 30, 2005, Commission File No. 1-8649).
- 4(c) Specimen Form of Common Stock Certificate (incorporated by reference to Exhibit 4(c) to Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 2006).
- 4(d) Rights Agreement dated as of May 20, 1998, between Registrant and Wells Fargo Bank Minnesota, National Association relating to rights to purchase Series B Junior Participating Voting Preferred Stock, as amended (incorporated by reference to Registrant's Current Report on Form 8-K dated May 27, 1998, Commission File No. 1-8649).
- 4(e) Certificate of Adjusted Purchase Price or Number of Shares dated April 14, 2003 filed by Registrant with Wells Fargo Bank Minnesota, N.A., as Rights Agent, in connection with Rights Agreement dated as of May 20, 1998 (incorporated by reference to Exhibit 2 to Registrant's Amendment No. 1 to Registration Statement on Form 8-A/A as filed with the Securities and Exchange Commission on April 14, 2003, Commission File No. 1-8649).
- 4(f) Certificate of Adjusted Purchase Price or Number of Shares dated April 12, 2005 filed by Registrant with Wells Fargo Bank Minnesota, N.A., as Rights Agent, in connection with Rights Agreement dated as of May 20, 1998 (incorporated by reference to Exhibit 2 to Registrant's Amendment No. 2 to Registration Statement on Form 8-A/A as filed with the Securities and Exchange Commission on March 21, 2005, Commission File No. 1-8649).
- 4(g) Indenture dated as of January 31, 1997, between Registrant and First National Trust Association, as Trustee, relating to the Registrant's 7.125% Notes due June 15, 2007 and its 7.80% Debentures due June 15, 2027 (incorporated by reference to Exhibit 4(a) to Registrant's Current Report on Form 8-K dated June 24, 1997, Commission File No. 1-8649).
- 4(h) Indenture dated as of April 20, 2007, between Registrant and The Bank of New York Trust Company, N.A., as Trustee, relating to the Registrant's 6.625% Notes due May 1, 2037 (incorporated by reference to Exhibit 4.3 to Registrant's Registration Statement on Form S-3 as filed with the Securities and Exchange Commission on April 23, 2007, Registration No. 333-142282).
- 4(i) First Supplemental Indenture dated as of April 26, 2007, between Registrant and The Bank of New York Trust Company, N.A., as Trustee, relating to the Registrant's 6.625% Notes due May 1, 2037 (incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K dated April 23, 2007, Commission File No. 1-8649).
- 4(j) Form of The Toro Company 6.625% Note due May 1, 2037 (incorporated by reference to Exhibit 4.2 to Registrant's Current Report on Form 8-K dated April 23, 2007, Commission File No. 1-8649).
- 10(a) Amendment No. 2 to Credit Agreement dated as of January 10, 2007, among The Toro Company, Toro Credit Company, Toro Manufacturing LLC, Exmark Manufacturing Company Incorporated, and certain subsidiaries, as Borrowers, the lenders from time to time party thereto, Bank of America, N.A., as Administrative Agent, Swingline Lender and Letter of Credit Issuer (incorporated by reference to Exhibit 10(a) to Registrant's Current Report on Form 8-K dated January 10, 2007, Commission File No. 1-8649).
- 10(b) Revolving Credit Facility Letter Loan Agreement, dated as of March 5, 2007, entered into by and between The Toro Company, as borrower, and Bank of America, N.A., as lender (incorporated by reference to Exhibit 10(a) to Registrant's Current Report on Form 8-K dated March 5, 2007, Commission File No. 1-8649).

- 10(c) Amendment No. 3 to Credit Agreement executed and delivered on April 10, 2007 but effective as of February 28, 2007, by and among The Toro Company, Toro Credit Company, Toro Manufacturing LLC, Exmark Manufacturing Company Incorporated, and certain subsidiaries, as Borrowers, the lenders from time to time party thereto, Bank of America, N.A., as Administrative Agent, Swingline Lender and Letter of Credit Issuer (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K dated April 10, 2007, Commission File No. 1-8649).
- 10(d) Underwriting Agreement, dated as of April 23, 2007, between Registrant and Banc of America Securities LLC, as representative of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to Registrant's Current Report on Form 8-K dated April 23, 2007, Commission File No. 1-8649).
- 31(a) Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002) (filed herewith).
- 31(b) Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002) (filed herewith).
- 32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TORO COMPANY  
(Registrant)

Date: June 11, 2007

By /s/ Stephen P. Wolfe

Stephen P. Wolfe

Vice President Finance

and Chief Financial Officer

(duly authorized officer and principal financial officer)



**Certification pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Michael J. Hoffman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Toro Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 11, 2007

/s/ Michael J. Hoffman

Michael J. Hoffman

President and Chief Executive Officer

(Principal Executive Officer)

**Certification pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Stephen P. Wolfe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Toro Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 11, 2007

/s/ Stephen P. Wolfe

Stephen P. Wolfe

Vice President Finance and

Chief Financial Officer

(Principal Financial Officer)



CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of The Toro Company (the "Company") on Form 10-Q for the quarterly period ended May 4, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Michael J. Hoffman, President and Chief Executive Officer of the Company, and Stephen P. Wolfe, Vice President Finance and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Hoffman  
Michael J. Hoffman  
President and Chief Executive Officer  
June 11, 2007

/s/ Stephen P. Wolfe  
Stephen P. Wolfe  
Vice President Finance and  
Chief Financial Officer  
June 11, 2007