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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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To the Honorable Commissioner of F

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original documents or copy thereof.

1. Name of conveying party(ies):

Hein-Werner Corporation

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

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

3. Nature of conveyance:

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

Execution Date: July 1, 2000

2. Name and address of receiving party(ies)

Name: Snap-on Incorporated

Internal Address: 2801 80th Street

Street Address: _____

City: Kenosha State: WI Zip: 53141

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

HEIN-WERNER AUTOMOTIVE
B. Trademark Registration No.(s)

(1,424,605)

Additional number(s) attached Yes No

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

Name: Keith W. Medansky

Internal Address: Piper Marbury Rudnick & Wolfe

Street Address: P.O. Box 64807

City: Chicago State: IL Zip: 0807
60664-

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Additional fees may be charged to authorized to be charged to deposit account

8. Deposit account number:

18-2284

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

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Keith W. Medansky
Name of Person Signing

Keith W. Medansky
Signature

5/25/01
Date

Total number of pages including cover sheet, attachments, and document: 5

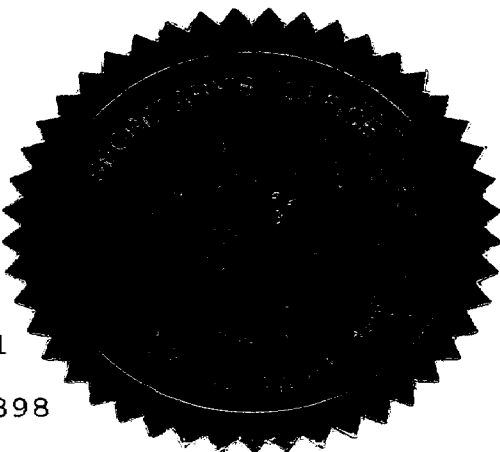
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D. C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEIN-WERNER CORPORATION", A WISCONSIN CORPORATION,
WITH AND INTO "SNAP-ON INCORPORATED" UNDER THE NAME OF
"SNAP-ON INCORPORATED", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 1:30
O' CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY,
A.D. 2000.



Harriet
Harriet Smith Windsor

0280021

AUTHENTICATION: 1007431

010105898

DATE: 03-06-01

TRADEMARK
REEL: 002304 FRAME: 0457

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
HEIN-WERNER CORPORATION
(a Wisconsin corporation)
WITH AND INTO ITS PARENT CORPORATION
SNAP-ON INCORPORATED
(a Delaware corporation)**

In accordance with and pursuant to the provisions of Section 253 of the Delaware General Corporation Law ("DGCL"), Snap-On Incorporated, a Delaware corporation (hereinafter referred to as "Survivor"), does hereby certify as of this 1st day of July, 2000, as follows:

FIRST: That Survivor owns all of the currently issued and outstanding shares of the capital stock of Hein-Werner Corporation, a Wisconsin corporation (hereinafter referred to as the "Merging Corporation").

SECOND: In accordance with and pursuant to Section 253(a) of the DGCL, on June 23, 2000, the Board of Directors of Survivor adopted and approved resolutions providing for, among other matters, the merger of Merging Corporation with and into Survivor, with Survivor continuing as the surviving corporation, all as more particularly set forth in the copy of such resolutions attached hereto as Exhibit A and incorporated herein by reference.

This Certificate of Ownership and Merger shall be effective, and the merger of Merging Corporation with and into Survivor shall take effect, as of 11:46 p.m. on July 1, 2000.

IN WITNESS WHEREOF, the undersigned Survivor has caused this Certificate of Ownership and Merger to be executed as of the day and year first above written.

SNAP-ON INCORPORATED

("Survivor")

By: _____

Donald S. Huml
Senior Vice President-Finance and
Chief Financial Officer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 06/30/2000
001336447 - 0280021

EXHIBIT A**RESOLUTION**

WHEREAS, the Board previously approved Project Simplify to provide for a more logical and efficient organizational structure; and

WHEREAS, in connection with Project Simplify, the Company implemented a restructuring in 1998 (the "1998 Plan") pursuant to which the Company formed and capitalized domestic subsidiaries to conduct various operations of the Company; and

WHEREAS, under the 1998 Plan the Company's assets related to the collision business in the United States, whether tangible or intangible, real or personal (the "Collision Assets") were kept in separate legal entities; and

WHEREAS, the Board believes it is now in the best interest of the Company to transfer the Collision Assets from the separate legal entities into other subsidiaries of the Company to parallel the structure utilized in the 1998 Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall effect and/or facilitate through one or more transactions, the transfer of substantially all of the Collision Assets and related liabilities and employees, whether held directly or indirectly by the Company, to direct or indirect subsidiaries of the Company (the "Collision Plan").

RESOLVED, that the Chief Executive Officer, President, and any Senior Vice President or Vice President of the Company (collectively the "Appropriate Officers") are, and each of them is, authorized and directed to take, or cause to be taken, such actions as any such Appropriate Officer may determine are necessary or appropriate to facilitate or effect the Collision Plan, at such times and in such manner as any such Appropriate Officer determines to be appropriate, including without limitation the following: (i) causing Nu-Tech Industries, Inc. to be merged into the Company in accordance with Section 253 of the Delaware General Corporation Law or otherwise causing the Company to acquire the assets and liabilities of Nu-Tech Industries, Inc.; (ii) causing Hein-Werner Corporation to be merged into the Company in accordance with Section 253 of the Delaware General Corporation Law or otherwise causing the Company to acquire the assets and liabilities of Hein-Werner Corporation; (iii) causing the Company to contribute the stock of any directly-owned foreign entities to a foreign operations subsidiary (the "Global Holdings Subsidiary"), in return for any capital stock of Global Holdings Subsidiary or as a contribution to capital; (iv) effecting the transfer of all Collision Assets other than the assets comprised of intellectual property related to the collision business (the "Collision IP") held directly by the Company, related liabilities and employees, to Snap-on Tools Company in return for any capital stock of Snap-on Tools Company or as a contribution to capital, except as otherwise provided herein; (v) effecting the transfer of the Collision IP held directly by the Company and related liabilities, to Snap-on Technologies, Inc. in return for any capital stock of Snap-on Technologies, Inc. or as a contribution to capital, except as otherwise provided herein; (vi) causing the Company to retain such assets as any of the Appropriate Officers determines to be necessary or desirable, together with related liabilities and

EXHIBIT A

employees; provided, however, that the Appropriate Officers are, and each of them is, authorized to modify, or choose not to take, any of the foregoing specifically enumerated actions if any Appropriate Officer shall determine that any such modification or inaction is necessary or appropriate to enable the Company to realize the benefits sought to be achieved through the Collision Plan.

FURTHER RESOLVED, that the Appropriate Officers are, and each of them is, hereby authorized to take, or cause to be taken, all further actions and to execute and deliver, or cause to be executed and delivered, any and all instruments and documents, in the name of and on behalf of the Company, that may be necessary or appropriate to effectuate the Collision Plan, including without limitation the execution and delivery of agreements and instruments evidencing transfers of assets, liabilities and employees contemplated hereby or relating to ongoing intercompany arrangements.

FURTHER RESOLVED, that the Executive Committee of the Board, in furtherance and not in limitation of its powers and authority under the By-Laws of the Company and resolutions of this Board, is hereby given all powers of this Board to modify the foregoing authorizations and/or to determine any and all matters relating to implementation of the Collision Plan that are reserved to the Board under the Collision Plan and are not authorized hereby.