

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SNAP-ON TOOLS COMPANY		12/21/2001	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	SNAP-ON TOOLS COMPANY
Street Address:	2801 80th Street
City:	Kenosha
State/Country:	WISCONSIN
Postal Code:	53141-1410
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number
Registration Number:	1173005
Registration Number:	1780097
Registration Number:	1163550
Registration Number:	1073526

CORRESPONDENCE DATA

Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312/368-4000
 Email: ch.tm@piperrudnick.com
 Correspondent Name: PIPER RUDNICK
 Address Line 1: P. O. BOX 64807
 Address Line 4: CHICAGO, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	259190-001007
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CH \$115.00 1173005

NAME OF SUBMITTER:

KEITH W. MEDANSKY

Total Attachments: 3

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Delaware

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The First State

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 MERGER, WHICH MERGES:

"SNAP-ON TOOLS COMPANY", A WISCONSIN CORPORATION,
WITH AND INTO "SNAP-ON TOOLS COMPANY" UNDER THE NAME OF "SNAP-ON TOOLS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3471873 8100M

AUTHENTICATION: 2212328

030036176

DATE: 01-17-03
TRADEMARK

REEL: 002657 FRAME: 0097

**CERTIFICATE OF MERGER
OF**

**SNAP-ON TOOLS COMPANY
(a Wisconsin corporation)**

INTO

**SNAP-ON TOOLS COMPANY
(a Delaware corporation)**

The undersigned corporations DO HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger (the "Merger") are Snap-on Tools Company, a Delaware corporation ("SOTD"), and Snap-on Tools Company, a Wisconsin corporation ("SOTW").

SECOND: That an agreement and plan of merger between SOTD and SOTW ("Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the surviving corporation of the Merger is SOTD (hereinafter sometimes referred to as the "Surviving Corporation") and the name of the Surviving Corporation is "Snap-on Tools Company".

FOURTH: That the Certificate of Incorporation of SOTD shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 2801 80th Street, Kenosha, Wisconsin 53141.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of the constituent corporations.

SEVENTH: That the authorized number of shares of SOTW is 1,500, consisting of one class only, designated as "Common Stock", with each share of Common Stock having no par value.

EIGHTH: That this Certificate of Merger shall be effective at 12:30 p.m., Central Time, on December 30, 2001.

Certmerg.doc

Dated December 21, 2001.

SNAP-ON TOOLS COMPANY,
a Delaware corporation,

By: 
Susan F. Marrinan
Secretary

SNAP-ON TOOLS COMPANY,
a Wisconsin corporation

By: 
Susan F. Marrinan
Secretary

This document was drafted by, and a copy hereof should be returned to, Jason D. Bartel, Snap-on Incorporated, 2801 80th Street, Kenosha, Wisconsin 53141.

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