

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONVERSION

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	SNAP-ON TOOLS COMPANY LLC
Street Address:	2801 80TH STREET
City:	KENOSHA
State/Country:	WISCONSIN
Postal Code:	53141-1410
Entity Type:	LIMITED PARTNERSHIP: 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: 2

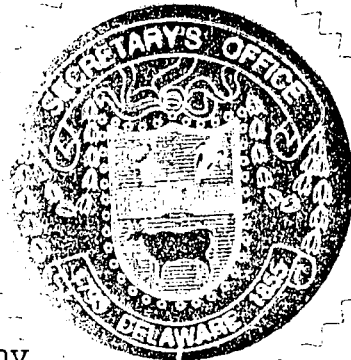
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SNAP-ON TOOLS COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SNAP-ON TOOLS COMPANY" TO "SNAP-ON TOOLS COMPANY LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 4:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2001, AT 12:50 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3471873 8100V

AUTHENTICATION: 2212337

030036176

DATE: 01-17-03

TRADEMARK
REEL: 002657 FRAME: 0102

**CERTIFICATE OF CONVERSION
OF
SNAP-ON TOOLS COMPANY**

The undersigned corporation, pursuant to Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act, DOES HEREBY CERTIFY:

FIRST: That the name of the corporation is "Snap-on Tools Company", a Delaware corporation ("SOTD").

SECOND: That SOTD's original certificate of incorporation was filed with the Secretary of State of the State of Delaware on December 30, 2001.

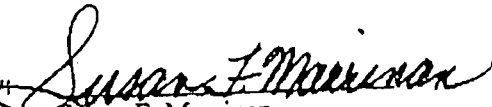
THIRD: That the name of the limited liability company into which SOTD is being converted is "Snap-on Tools Company LLC".

FOURTH: That the conversion of SOTD into a limited liability company has been approved in accordance with Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

FIFTH: That this Certificate of Conversion shall be effective at 12:50 p.m., Central Time, on December 30, 2001.

Dated December 21, 2001.

SNAP-ON TOOLS COMPANY,
a Delaware corporation

By: 
Susan F. Marrinan
Secretary

CertConversion.doc

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:35 PM 12/21/2001
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