

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 Technologies, Inc.		01/03/2004	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Snap-on Incorporated
Street Address:	2801 80th Street
City:	Kenosha
State/Country:	WISCONSIN
Postal Code:	53141-1410
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 166

Property Type	Number	Word Mark
Serial Number:	78332119	2COOL
Serial Number:	76468882	ARAGO
Registration Number:	0917132	ATI
Registration Number:	0921520	ATI
Registration Number:	0824758	BLACKHAWK
Registration Number:	1243611	BLACKHAWK
Registration Number:	0682830	BLACKHAWK
Registration Number:	0424871	BLACKHAWK
Registration Number:	0508354	BLACKHAWK
Registration Number:	1665659	BLACKHAWK
Registration Number:	1471176	BLUE POINT
Registration Number:	1553456	BLUE-POINT
Registration Number:	1112133	BONNEY
Registration Number:	0068202	BONNEY
Registration Number:	0414465	BONNEY TOOLS

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Registration Number:	2009845	BREWCO
Registration Number:	1401036	COUNSELOR
Registration Number:	1143368	CRASHPROFITS
Registration Number:	2600941	CRUD THUG
Registration Number:	0697425	DAMAGE-DOZER
Serial Number:	76468881	DIGISMART
Registration Number:	2678887	DOCKER LOCKER
Serial Number:	78275930	DOCUTORQ
Registration Number:	0811667	DOZER
Registration Number:	2080802	E DATA ELECTRONIC VEHICLE MEASUREMENT DATA
Registration Number:	2029996	EDATA
Registration Number:	1509072	ELECTROTORK
Registration Number:	2119012	EQUIPMENT SOLUTIONS
Registration Number:	2146144	EQUISERV
Serial Number:	78302562	EUROCHECK
Registration Number:	1948283	FAST TRACK
Registration Number:	2689111	FIX QUICK
Registration Number:	1200860	FLANK DRIVE
Registration Number:	2789175	FUSION PAK
Registration Number:	1065192	HEIN-WERNER
Registration Number:	1424605	HEIN-WERNER AUTOMOTIVE
Registration Number:	1329355	INSPECTOR
Registration Number:	2170104	INTEGRITY
Registration Number:	1800519	INTERROGATOR
Registration Number:	2123136	JOHN BEAN
Registration Number:	2035362	JOHN BEAN
Registration Number:	2129999	JOHN BEAN
Registration Number:	2192967	JOHN BEAN
Registration Number:	2170425	
Registration Number:	2280452	KIQ
Registration Number:	0953089	KJ
Registration Number:	0891249	KOREK
Registration Number:	2707449	LIGHTNING
Registration Number:	1982124	LOCK 'N ROLL
Registration Number:	0789030	LOC-RITE

Registration Number:	1334023	LOXOCKET
Registration Number:	1395535	LUMY/MAG II
Registration Number:	1157006	MAGNA RACK
Registration Number:	0849039	MARQUETTE
Serial Number:	76388720	MICROSCAN
Serial Number:	76145130	MINI-T
Registration Number:	2689962	
Registration Number:	2689961	
Registration Number:	2689963	
Serial Number:	78265867	NIGHT SPOT
Registration Number:	1035697	NORTRON
Registration Number:	2149299	PALMSTER
Registration Number:	0731472	PAR-X
Registration Number:	1154509	PORTO-POWER
Registration Number:	0517098	PORTO-POWER
Registration Number:	0922319	POWER POST
Registration Number:	1165257	POWER-CAGE
Registration Number:	1139163	POWER-PAD
Registration Number:	1166136	POWER-TOWER
Registration Number:	2640634	PROCALIBER
Registration Number:	2679736	PROCALIBER
Registration Number:	1892944	Q S
Registration Number:	2289056	QBT 200
Registration Number:	1872249	QUICKSILVER
Registration Number:	1692444	QUIK RACK
Registration Number:	2717021	
Registration Number:	2717020	
Registration Number:	0853611	ROAD-A-MATIC
Registration Number:	2195802	RWD4U
Registration Number:	2469437	S
Registration Number:	1940587	
Registration Number:	1940588	
Registration Number:	1894954	SHARK
Registration Number:	1834459	SHARK
Registration Number:	1996742	

Registration Number:	2164063	SHOPKEY
Registration Number:	2153861	SHOPKEY
Registration Number:	2776435	SNAPCAL
Registration Number:	2707616	SNAP-LINK
Registration Number:	1972718	SNAP-ON
Registration Number:	1372116	SNAP-ON
Serial Number:	78329488	SNAP-ON
Registration Number:	2565234	SNAP-ON
Registration Number:	2024681	SNAP-ON
Registration Number:	1763791	SNAP-ON
Registration Number:	0804474	SNAP-ON
Registration Number:	0869928	SNAP-ON
Registration Number:	0788320	SNAP-ON
Registration Number:	0835768	SNAP-ON
Registration Number:	1610337	SNAP-ON
Registration Number:	1983599	SNAP-ON
Registration Number:	0788618	SNAP-ON
Registration Number:	1961695	SNAP-ON
Registration Number:	1761046	SNAP-ON
Registration Number:	0964404	SNAP-ON
Registration Number:	1961694	SNAP-ON
Registration Number:	0826632	SNAP-ON
Registration Number:	0871795	SNAP-ON
Registration Number:	2464334	SNAP-ON
Registration Number:	0660530	SNAP-ON
Registration Number:	1810439	SNAP-ON
Registration Number:	2221442	SNAP-ON TOOLS
Registration Number:	2221443	SNAP-ON TOOLS WORKSHOP
Registration Number:	0607189	SPEE-D COUPLER
Serial Number:	76468880	SPOOLIGHT
Registration Number:	1942893	STORK
Registration Number:	1942892	
Registration Number:	1129838	SUN
Registration Number:	1467012	SUN
Registration Number:	1105536	SUN

Registration Number:	0596377	SUN
Registration Number:	209075	SUPERRENCH
Registration Number:	1834347	SUPERTORQUE
Registration Number:	1831109	SUPER-WMS.
Registration Number:	2789411	TECHWRENCH
Registration Number:	2282630	TEST WITH THE BEST
Registration Number:	1811823	
Registration Number:	2509080	
Registration Number:	0530116	TORQOMETER
Registration Number:	2679411	
Serial Number:	76185112	TRADEMAX
Serial Number:	76185111	TRADEMAX
Serial Number:	76185110	TRADEMAX
Serial Number:	76140816	TRADEWORKS
Serial Number:	76140815	TRADEWORKS
Serial Number:	76140813	TRADEWORKS
Serial Number:	76335552	TRADEWORKS
Serial Number:	76145127	TRADEWORX
Serial Number:	76145128	TRADEWORX
Serial Number:	76145126	TRADEWORX
Serial Number:	76335553	TRADEWORX
Registration Number:	2445038	TRAINING SOLUTIONS
Registration Number:	2413022	T-REX
Serial Number:	78332015	TRUE-FIT VIP VISIBLE INVENTORY PROGRAM
Registration Number:	1316606	TVA
Registration Number:	2195210	VANTAGE
Serial Number:	76038372	VERSAVOLT
Registration Number:	2792279	VERSADRIVER
Registration Number:	2795568	VERSAMETER
Registration Number:	2237391	VERSATORQ
Registration Number:	551179	VISUALINER
Registration Number:	2428513	VISUALINER 3 D
Registration Number:	104112	W
Registration Number:	331756	W
Registration Number:	500948	"WEDGIE"

Serial Number:	76532772	WHAT A GRIP!
Registration Number:	1380758	WILLIAMS
Registration Number:	1415609	WILLIAMS
Registration Number:	517355	WILLIAMS
Registration Number:	381837	WILLIAMS
Registration Number:	151644	WILLIAMS
Serial Number:	78329473	TORQLOG
Registration Number:	1073526	SUN SUPER TACH
Registration Number:	1780097	SUNPRO
Registration Number:	1173005	SUN PRO
Registration Number:	1163550	SUNTUNE

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: Keith W. Medansky
Address Line 1: P. O. Box 64807
Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	259190-001008
NAME OF SUBMITTER:	Deborah L. Donovan

Total Attachments: 4
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Delaware

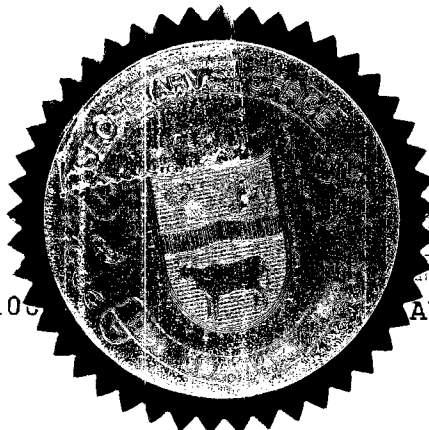
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The First State

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 OWNERSHIP, WHICH MERGES:

"SNAP-ON TECHNOLOGIES, INC.", A ILLINOIS 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 TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 5:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF JANUARY, A.D. 2004, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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040034401

AUTHENTICATION: 2875251

DATE: 01/16/04
REEL: 002788 FRAME: 0737

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SNAP-ON TECHNOLOGIES, INC.
(an Illinois 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 the 19th day of December, 2003, as follows:

FIRST: That Survivor owns all of the currently issued and outstanding shares of the capital stock of Snap-on Technologies, Inc., an Illinois corporation (hereinafter referred to as the "Merging Corporation").

SECOND: In accordance with and pursuant to Section 253(a) of the DGCL, on October 24, 2003, 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 6:00 p.m., Eastern Time, on January 3, 2004.

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: 
Blaine A. Metzger
Vice President - Finance

EXHIBIT A**RESOLUTION REGARDING INTELLECTUAL PROPERTY AND
RESTRUCTURING OF SUBSIDIARIES**

WHEREAS, there has been submitted to the Board a proposal that certain changes be made to the configuration of the Corporation and its subsidiaries related to its legal entities, including those which hold certain intellectual property assets (the "I.P. Assets") used in the Corporation's operations, and which changes provide for the licensing of and other desirable activities with respect to certain of the I.P. Assets, to provide for a more logical and efficient organizational structure (the "Restructuring"); and

WHEREAS, the Board has concluded that the Restructuring and related changes are in the best interests of the Corporation; and

WHEREAS, based on information submitted to the Board, the Board desires to delegate authority to members of the Board to consider and approve any aspects of the Restructuring that may require the specific further approval of the Board, with full authority to make a final determination on the foregoing and all related matters.

NOW THEREFORE, BE IT RESOLVED, that upon due consideration, the Board approves the Restructuring and hereby delegates to each of Bruce Chelberg and Art Kelly (the "Board Delegates"), acting independently, the full authority and power of the Board to consider and make a final determination regarding any aspects of the Restructuring that may require specific approval of the Board and to take any and all actions necessary or appropriate to accomplish any aspects of the Restructuring and all related matters; and

FURTHER RESOLVED, that the Chief Executive Officer, President, and any Senior Vice President or Vice President of the Corporation (collectively the "Appropriate Officers") are, and each of them is, hereby authorized and directed to take, or cause to be taken, such actions as any such Appropriate Officer may determine are necessary, appropriate or desirable to effect the Restructuring, including, without limitation, (i) causing Snap-on Technologies, Inc. to be merged into the Corporation in accordance with Section 253 of the Delaware General Corporation Law or otherwise causing the Corporation to acquire the assets and liabilities of Snap-on Technologies; (ii) causing Snap-on Engineering Services Company to be merged into the Corporation in accordance with Section 253 of the Delaware General Corporation Law or otherwise causing the Corporation to acquire the assets and liabilities of Snap-on Engineering Services Company; (iii) the creation of a new limited liability company, or another legal entity; (iv) causing Snap-on Financial Services, Inc. to merge with and into the newly created limited liability company, or another legal entity, or otherwise causing the newly created limited liability company, or another legal entity, to acquire the assets and liabilities of Snap-on Financial Services, Inc.; (v) contributing the Corporation's ownership in Snap-on Tools International, Ltd. to Snap-on Logistics Company (vi) entering into a license agreement for certain of the Corporation's trademarks; (vii) contributing a license receivable purchase agreement to Snap-on Financial Services, Inc.; and (viii) executing a note and such other financial instruments and transactional documents as are necessary,

EXHIBIT A

appropriate or desirable to effectuate the Restructuring; 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 Restructuring; and

FURTHER RESOLVED, that the Appropriate Officers are, and each of them is, hereby authorized to take, or cause to be taken, all further actions necessary, appropriate or desirable to effectuate the Restructuring, including without limitation such actions, (i) to execute, deliver and file with the appropriate governmental agencies, or cause to be executed, delivered and filed with the appropriate governmental agencies, any and all instruments and documents, in the name of and on behalf of the Corporation, that may be necessary or appropriate to effectuate the Restructuring, (ii) to execute any and all bills of sale or other agreements or instruments evidencing transfers of assets, liabilities and employees contemplated hereby or relating to ongoing intercompany arrangements; and (iii) to delegate such authority as the Appropriate Officers shall determine, as from time to time may be necessary, advisable or proper in the judgment of the Appropriate Officers to consummate the Restructuring and the taking of any such action shall constitute conclusive evidence of their authority.

FURTHER RESOLVED, that all resolutions required by, or deemed by the Appropriate Officers to be appropriate under any agreements to be executed and/or delivered on behalf of the Company, as authorized by and consistent with the foregoing resolutions, shall be deemed to have been adopted by the Board.