

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Snap-on Technologies, Inc.		01/03/2004	CORPORATION: ILLINOIS

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

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1715336	SUPERGUIDE

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(312)236-7516
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	312/368-4000
<b>Email:</b>	ch.tm@piperrudnick.com
<b>Correspondent Name:</b>	Keith W. Medansky
<b>Address Line 1:</b>	P. O. Box 64807
<b>Address Line 4:</b>	Chicago, ILLINOIS 60664-0807

<b>ATTORNEY DOCKET NUMBER:</b>	259190-001008
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<b>NAME OF SUBMITTER:</b>	Deborah L. Donovan
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<b>Total Attachments: 4</b>
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# Delaware

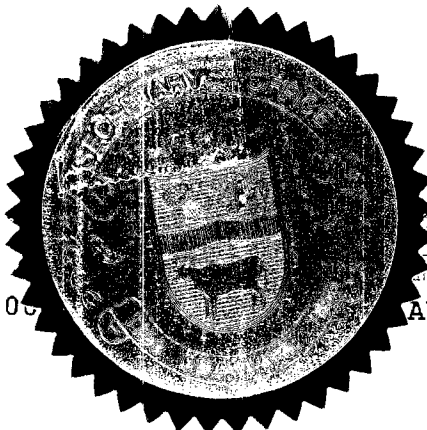
PAGE 1

*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

0280021 8106

AUTHENTICATION: 2875251

040034401

DATE: 01/10/04  
REEL: 002859 FRAME: 0251

**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.