

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
GRACO INC.,)	
a corporation,)	Docket No. 9350
)	
ILLINOIS TOOL WORKS INC.,)	
a corporation, and)	
)	
ITW FINISHING LLC,)	
a limited liability company.)	

CONSENT TO MODIFIED DECISION AND ORDER

Graco Inc., Illinois Tool Works Inc., and ITW Finishing LLC (collectively, Respondents), by their attorneys, hereby consent and agree to be bound by the terms of the modified Decision and Order and all of its appendices, which Commission staff sent to Respondents by electronic transmission dated August 14, 2014.

Respondents further reaffirm all of their admissions, and their agreement to all statements, representations, waivers and other terms, and their obligation to continue to comply with all requirements set forth in: (1) the Agreement by and between Respondents and Complaint Counsel, dated March 12, 2012; (2) the Agreement Containing Consent Orders in Docket No. 9350, dated March 12, 2012; (3) the Order to Hold Separate and Maintain Assets issued and served by the Commission on March 26, 2012; and (4) the Decision and Order accepted for public comment by the Commission on May 29, 2012 (to the extent its terms are not superseded by the terms of the modified Decision and Order and appendices).

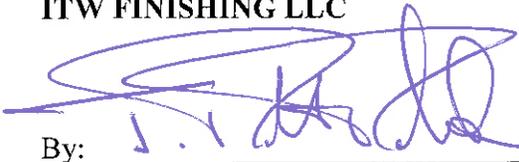
GRACO INC.

By: 

John D. Graubert
Covington & Burling LLP
Counsel for Graco Inc.

Date: August 28, 2014

**ILLINOIS TOOL WORKS INC. and
ITW FINISHING LLC**

By: 

J. Robert Robertson
Hogan Lovells US LLP
Counsel for Illinois Tool Works Inc.
and ITW Finishing LLC

Date: August 28, 2014