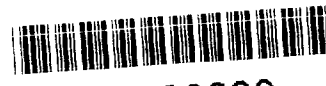


12-03-2002



102299290

Attorney's Docket No. 024001-430

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 11-26-02
 Union Butterfield Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State

Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

Other: _____

Execution Date: April 5, 2002

2. Name and address of receiving party(ies):
 Name: Precision Twist Drill Co.
 Address: One Precision Plaza
Crystal Lake, Illinois 60014

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
126,223
~~780,605~~
 780,606
 780,607
 856,988
 1,488,123
 1,852,212
 1,905,329
 1,986,382

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Adrienne L. White, Esq.
 Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.
P.O. Box 1404
Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00
 Enclosed
 Authorized to be charged to deposit account, if necessary

8. Deposit account number:
02-4800

12/03/2002 LMUELLER 00000295 126223
01 FC:8521 40.00 OP
02 FC:8522 200.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Adrienne L. White Adrienne L. White 11/26/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments

03/27/AZ 14:49 FAX: dsosdc

PG 3

#126223

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Precision Twist Drill Co.
and the name of the corporation being merged into this surviving corporation is Union Butterfield Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Precision Twist Drill Co.
a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The Agreement of Merger is on file at One Precision Plaza
Crystal Lake IL, 60014, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of APRIL, A.D., 2002.

By: David Thompson
Authorized Officer

Name: DAVID THOMPSON
Print or Type

Title: V.P. FINANCE + ADMIN

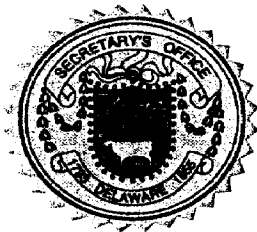
Delaware

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 MERGER, WHICH MERGES:

"UNION BUTTERFIELD CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PRECISION TWIST DRILL CO." UNDER THE NAME OF "PRECISION TWIST DRILL CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0819223 8100M

AUTHENTICATION: 1871755

020428527

DATE: 07-08-02

RECORDED: 11/26/2002

TRADEMARK
REEL: 002625 FRAME: 0701