

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
The Cleveland Twist Drill Company		06/02/1999	CORPORATION:

RECEIVING PARTY DATA	
Name:	Greenfield Industries, Inc.
Street Address:	470 Old Evans Road
City:	Evans
State/Country:	GEORGIA
Postal Code:	30809
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	0844042	C
Registration Number:	0992241	C
Registration Number:	1025110	C

CORRESPONDENCE DATA	
Fax Number:	(724)539-5903
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7245395485
Email:	esther.novotny@kennametal.com
Correspondent Name:	Larry R. Meenan
Address Line 1:	1600 Technology Way
Address Line 4:	Latrobe, PENNSYLVANIA 15650-0231

ATTORNEY DOCKET NUMBER:	KGTM-358
NAME OF SUBMITTER:	Larry R. Meenan

Total Attachments: 9
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Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

GREENFIELD INDUSTRIES, INC.

If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided.

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(complete)

only if the name of surviving entity is changing through the merger

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Delaware, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

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JUN 04 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

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- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio, under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
The Cleveland Twist Drill Company	Ohio	For Profit Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
Kevin G. Nowe	1600 Technology Way (street and number) Latrobe, PA 15650 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
CT Corporation System	1300 East 9th Street
The Corporation Trust Company	825 Superior Avenue, NB
<small>(complete street address)</small>	<small>(city, village or townships)</small>
Cleveland, OH	44114
<small>(city, village or townships)</small>	<small>(zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



 Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

CT Corporation System 1300 East 9th Street
(name) ~~415 Superior Avenue NE~~
(street and number)
Cleveland, Ohio 44114
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

i. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.



The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

GREENFIELD INDUSTRIES, INC.

THE CLEVELAND TWIST DRILL COMPANY

exact name of entity

exact name of entity

By: [Signature]
Its: PRESIDENT

By: [Signature]
Its: PRESIDENT

Date: JUNE 2, 1999

Date: JUNE 2, 1999

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership. If insufficient space for signatures, a separate sheet should be attached containing such signatures.)

TOTAL P. 07

