

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 01/01/2005 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|--------------|
| Circle Machine Company | | 12/10/2004 | CORPORATION: |

RECEIVING PARTY DATA

| | |
|-----------------|---------------------|
| Name: | Kennametal Inc. |
| Street Address: | 1600 Technology Way |
| City: | Latrobe |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 15650-0231 |
| Entity Type: | CORPORATION: |

PROPERTY NUMBERS Total: 6

| Property Type | Number | Word Mark |
|----------------------|---------|-------------|
| Registration Number: | 3002325 | QUADRA LOCK |
| Registration Number: | 2790725 | GROOVIT |
| Registration Number: | 1701420 | CM-1 |
| Registration Number: | 1644970 | CIRCLE |
| Registration Number: | 1523027 | ALO |
| Registration Number: | 1524024 | TN7 |

CORRESPONDENCE DATA

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

CH \$165.00 3002325

| | |
|--|-------------------|
| ATTORNEY DOCKET NUMBER: | M1644 |
| NAME OF SUBMITTER: | Larry R. Meenan |
| Signature: | /Larry R. Meenan/ |
| Date: | 06/18/2008 |
| Total Attachments: 5 source=Merger Document#page1.tif source=Merger Document#page2.tif source=Merger Document#page3.tif source=Merger Document#page4.tif source=Merger Document#page5.tif | |

2004114-654

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number

186058

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Address

CT CORP-COUNTER

City

State

Zip Code

Document will be returned to the name and address you enter to the left.

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Fee: \$150 plus \$40 additional for each Party in addition to two

Filed in the Department of State on DEC 14 2004

Perth C. Conte's

Secretary of the Commonwealth

[Signature]

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
Kennametal Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

| | | | | |
|-----------------------|---------|-------|-------|--------------|
| (a) Number and Street | City | State | Zip | County |
| 1600 Technology Way | Latrobe | PA | 15650 | Westmoreland |

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

_____ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

| | | | | |
|-----------------------|------|-------|-----|--------|
| (a) Number and Street | City | State | Zip | County |
|-----------------------|------|-------|-----|--------|

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

_____ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

| | | | |
|-------------------|------|-------|-----|
| Number and Street | City | State | Zip |
|-------------------|------|-------|-----|

RECORDED

64:7111-11 0301007

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

| Name | Registered Office Address | Commercial Registered Office Provider | County |
|---------------------|---------------------------|---------------------------------------|--------|
| (see attached page) | | | |
| | | | |
| | | | |

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: January 1, 2005 at 12:00 a.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

| Name | Manner of Adoption |
|-----------------|---|
| Kennametal Inc. | Adopted by action of the Board of Directors of the parent corporation pursuant to |

15 P.a.C.S. subsection 1924 (b)(3).

6. *Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.*

The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

| Number and street | City | State | Zip | County |
|-------------------|------|-------|-----|--------|
| | | | | |

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

10th day of December,
2004.

Kennametal Inc.

 Name of Corporation/Limited Partnership

David W. Greenfield

 Signature

Vice President, Secretary and General Counsel

 Title

 Name of Corporation/Limited Partnership

 Signature

 Title

3.

Merging Entities:

| Name | Registered Office/Commercial Registered Office Provider | PA County |
|-----------------------------|---|---------------------|
| Adaptive Technologies Corp. | 985 Troy Court Troy, MI 48083 | Not qualified in PA |
| Circle Machine Company | 1323 South Shamrock Ave. Monrovia, CA 91016 | Not qualified in PA |
| Conforma Clad Inc. | The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801 | Not qualified in PA |
| Greenfield Industries, Inc. | The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801 | Not qualified in PA |
| Rogers Tool Works, Inc. | The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801 | Not qualified in PA |

PLAN OF MERGER

1. Kennametal Inc., which is a business corporation of the Commonwealth of Pennsylvania and is the direct owner of all of the outstanding shares of Adaptive Technologies Corp., a Michigan corporation, Circle Machine Corporation, a California corporation, Conforma Clad Inc., a Delaware corporation, and Greenfield Industries, Inc., a Delaware corporation, hereby merges Adaptive Technologies Corp., Circle Machine Company, Conforma Clad Inc. and Greenfield Industries, Inc. into Kennametal Inc. pursuant to the provisions of the Pennsylvania Business Corporation Law.

Kennametal Inc., which is the indirect owner of all of the outstanding shares of Rogers Tool Works, Inc., a Delaware corporation (which is directly owned by Greenfield Industries, Inc., a Delaware corporation) hereby merges Rogers Tool Works, Inc. into Kennametal Inc. pursuant to the provisions of the Pennsylvania Business Corporation Law.

2. The separate existence of Adaptive Technologies Corp., Circle Machine Company, Conforma Clad Inc., Greenfield Industries, Inc., and Rogers Tool Works, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Pennsylvania Business Corporation Law; and Kennametal Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Pennsylvania Business Corporation Law.

3. The Articles of Incorporation of Kennametal Inc. which is surviving the merger, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

4. The issued shares of Adaptive Technologies Corp., Circle Machine Company, Conforma Clad Inc., Greenfield Industries, Inc., and Rogers Tool Works, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Kennametal Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.