

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Greenfield Industries, Inc.		12/10/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0865290	CLEVELAND

CORRESPONDENCE DATA

Fax Number: (724)539-5903
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 724-539-5485
 Email: Larry.Meenan@kennametal.com
 Correspondent Name: Larry R. Meenan
 Address Line 1: 1600 Technology Way
 Address Line 4: Latrobe, PENNSYLVANIA 15650-0231

ATTORNEY DOCKET NUMBER:	KGTM-286US
NAME OF SUBMITTER:	Larry R. Meenan
Signature:	/Larry R. Meenan/

CH \$40.00 0865290

Date:

02/10/2009

Total Attachments: 6

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

KENNAMETAL INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : 186058

MICROFILM NUMBER : 2004114

MICROFILM START - END : 654 - 658

CT CORPORATION SYSTEM
COUNTER
PA

TRADEMARK
REEL: 003932 FRAME: 0654

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.

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

Filed in the Department of State on DEC 14 2004

Debra C. Cantor

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

671711 41 020 407

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
<i>(see attached page)</i>			

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.