

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE CLEVELAND TOOL COMPANY		06/30/2009	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	GREENFIELD INDUSTRIES, INC.
Street Address:	470 OLD EVANS ROAD
City:	EVANS
State/Country:	GEORGIA
Postal Code:	30809
Entity Type:	CORPORATION: SOUTH CAROLINA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	0750105	CHICAGO-LATROBE
Registration Number:	0707179	CLE-FORGE
Registration Number:	1572948	Q-PM
Registration Number:	0912989	VERS-O-TOOL C

CORRESPONDENCE DATA

Fax Number: (801)534-0058
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 801-532-3333
 Email: ndeforge@vancott.com
 Correspondent Name: Nicole M. Deforge, Van Cott, Bagley
 Address Line 1: 36 S. State Street
 Address Line 2: Suite 1900
 Address Line 4: SALT LAKE CITY, UTAH 84111

CH \$115.00 0750105

ATTORNEY DOCKET NUMBER:	GREENFIELD
NAME OF SUBMITTER:	NICOLE M. DEFORGE
Signature:	/NICOLE M. DEFORGE/
Date:	11/06/2009
Total Attachments: 3 source=ctc-greenfield merger#page1.tif source=ctc-greenfield merger#page2.tif source=ctc-greenfield merger#page3.tif	

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Karen C. Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 06/30/2009. Attached is a true and correct copy of the said filing.

Surviving Entity:

GREENFIELD INDUSTRIES, INC., a South Carolina Profit Corporation

Nonsurviving Entity/Entities:

THE CLEVELAND TOOL COMPANY, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on June 30, 2009



A handwritten signature in cursive script that reads 'Karen C. Handel'.

Karen C Handel
Secretary of State

CERTIFICATE OF MERGER
OF
THE CLEVELAND TOOL COMPANY
(Subsidiary Corporation)
WITH AND INTO
GREENFIELD INDUSTRIES, INC.
(Parent Corporation)

Pursuant to the provisions of Section 14-2-1105 of the Georgia Business Corporation Code (the "Code"), Greenfield Industries, Inc., a South Carolina corporation (the "Parent Corporation"), hereby executes the following Certificate of Merger:

1. Pursuant to a Plan of Merger, dated as of June 30, 2009, at the effective time set forth in paragraph 6 of this Certificate of Merger, The Cleveland Tool Company, a Georgia corporation (the "Subsidiary Corporation"), shall merge with and into the Parent Corporation (the "Merger").
2. The Parent Corporation shall be the surviving corporation resulting from the Merger.
3. The executed Plan of Merger is on file at the Parent Corporation's principal place of business located at 3435 East Oakview Drive, Salt Lake City, Utah 84124. A copy of the Plan of Merger will be furnished by the Parent Corporation, on request and without cost, to the sole shareholder of the Subsidiary Corporation and the Parent Corporation.
4. The Plan of Merger was adopted by the sole Director of the Parent Corporation on June 30, 2009. The Plan of Merger was not required to be adopted by the sole Director of the Subsidiary Corporation. Shareholder approval of the Merger was not required.
5. The surviving corporation hereby undertakes to deliver the request for publication of a notice of filing of this Certificate of Merger, together with payment therefor, as required by Section 14-2-1105.1(b) of the Code.
6. The Merger shall be effective at 5:00 p.m. EDT on June 30, 2009.

[Signature on following page]

06/30/09 1:00:03

State of Georgia
Merger 2 Page(s)




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TRADEMARK

REEL: 004092 FRAME: 0701

IN WITNESS WHEREOF, Greenfield Industries, Inc. has caused this Certificate of Merger to be executed by a duly authorized officer this 26th day of June 2009.

GREENFIELD INDUSTRIES, INC.,
a South Carolina corporation


Dale Erkkila, President

2009 JUN 30 PM 4: 17
SECRETARY OF STATE
CORPORATIONS DIVISION