



12-31-1998

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12-21-1998



U.S. Patent & TMOFc/TM Mail Rcpt Dt. #61

RECORDATION

100932535

Department of Commerce

TRADEMARKS ONLY

Patent and Trademark Office

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

<p>1. Name and address of conveying party(ies):</p> <p>Name: <u>CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC.</u></p> <p>Address: <u>830 Loring Avenue</u> <u>Crockett, California 94525</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation, State of <u>California</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>C&H-HAWAII, INC.</u></p> <p>Address: <u>830 Loring Avenue</u> <u>Crockett, California 94525</u></p> <p>____ Individual(s) citizenship: _____ ____ Association: _____ ____ General Partnership: _____ ____ Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>Hawaii</u> ____ Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) of receiving party(ies) attached? ____ Yes ____ No</p>
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3. Nature of Conveyance:

<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
	<input type="checkbox"/> Other: _____

Execution Date: December 21, 1994

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s).</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s): See attachment "A"</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Suzanne Williams</u></p> <p>Address: <u>McCutchen, Doyle, Brown & Enersen</u> <u>Three Embarcadero Center</u> <u>San Francisco, California 94111</u></p>	<p>6. Total applications and registrations involved: <u>8</u></p> <p>7. Total fee (37 C.F.R. § 3.41)(\$40.00 per assignment): <u>\$215.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 13-0257.</p> <p>8. Deposit Account Number: <u>13-0257</u></p>
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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.

Suzanne Williams *Suzanne A. Williams* December 21, 1998
Name Signature Date

Total number of pages including cover sheet, attachments and document: 14

12/31/1998 NGUYEN 00000054 1499823

01 FC:481
02 FC:482

40.00 DP
175.00 DP

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

ATTACHMENT "A"

TRADEMARK

REGISTRATION NO.

C & H

1,499,823

C & H and Design

1,496,946

DRIVERT

340,729

EASY-FOND

1,789,562

GOLDEN-C

976,452

KLEENRAW

734,667

LIQUICANE

1,583,842

YELLOW D

976,453

State of California

SECRETARY OF STATE

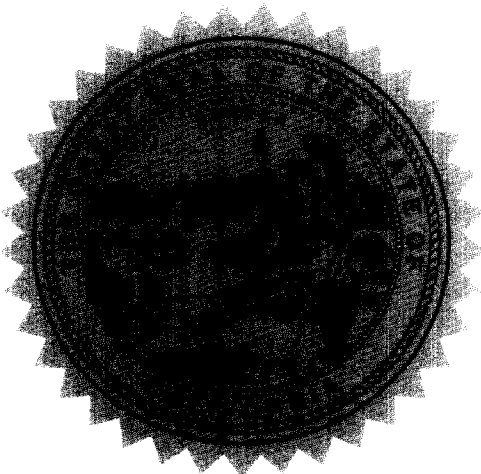


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 10 1998



Bill Jones

Secretary of State

D485647

Nonrefundable Filing Fee: \$100.00
Submit Original and One True Copy

PROFIT

0094433 out

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
1010 Richards Street
Mailing Address: P. O. Box 40, Honolulu, Hawaii 96810

FILED *mv*
In the office of the Secretary of State
of the State of California
DEC 31 1994

ARTICLES OF MERGER
(Section 415-74, Hawaii Revised Statutes)

Tony Miller
Acting Secretary of State

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporations submitting these Articles of Merger, certify as follows:

1. The names and state of incorporation of the corporations proposing to merge are:

<u>California and Hawaiian Sugar Company</u> <small>(Type/Print Corporate Name)</small>	<u>California</u> <small>(State)</small>
<u>C&H-Hawaii, Inc.</u> <small>(Type/Print Corporate Name)</small>	<u>Hawaii</u> <small>(State)</small>

2. The name and state of incorporation of the surviving corporation is:

<u>C&H-Hawaii, Inc.</u> <small>(Type/Print Corporate Name)</small>	<u>Hawaii</u> <small>(State)</small>
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3. The Plan of Merger is attached.

4. Vote of the shareholders of the surviving corporation:

Number of Shares Outstanding	Class/Series	Number Voting For the Merger	Number Voting Against the Merger
151,785	Common	151,785	0

5. Vote of the shareholders of the merging corporation:

Number of Shares Outstanding	Class/Series	Number Voting For the Merger	Number Voting Against the Merger
151,785	Common	151,785	0

6. The merger is effective on the date and time of filing or at a later date and time, no more than 30 days after the filing, if so stated. Check only one of the following statements:

- Merger is effective on the date and time of filing.
- Merger is effective on December 31, 1994 at 12:01 a.m.
Hawaiian Standard Time, which date is not later than 30 days after filing.

821 (Fee)

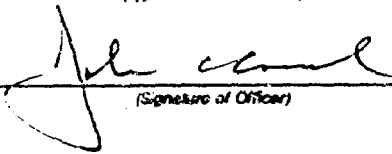
We certify under the penalties of Section 415-136, Hawaii Revised Statutes, that we have read the above statements and that they are true and correct.

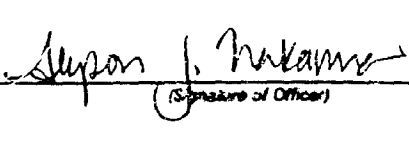
Witness our hands this 21st day of December, 1994.

Surviving corporation: C&H-Hawaii, Inc.
(Type/Print Corporate Name)

JOHN C. COUCH, CHAIRMAN
(Type/Print Name & Title)

ALYSON J. NAKAMURA, SECRETARY
(Type/Print Name & Title)

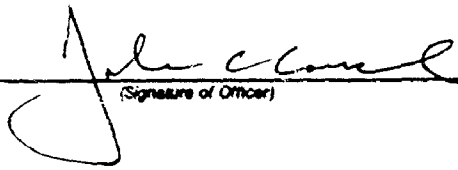

(Signature of Officer)


(Signature of Officer)

Merging corporation: California and Hawaiian Sugar Company
(Type/Print Corporate Name)

JOHN C. COUCH, CHAIRMAN
(Type/Print Name & Title)

ALYSON J. NAKAMURA, SECRETARY
(Type/Print Name & Title)


(Signature of Officer)


(Signature of Officer)

(See Reverse Side for Instructions)

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
CALIFORNIA AND HAWAIIAN SUGAR COMPANY
AND
C&H-HAWAII, INC.**

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 1, 1994, made and entered into by and between C&H-HAWAII, INC. (hereinafter referred to as "CHHI" or the "Surviving Corporation"), a corporation duly organized and existing under the laws of the State of Hawaii, and CALIFORNIA AND HAWAIIAN SUGAR COMPANY (hereinafter called "C&H" or the "Merging Corporation"), a corporation duly organized and existing under the laws of the State of California, each of which corporations is herein sometimes referred to as a "Constituent Corporation" and which corporations are herein sometimes collectively referred to as the "Constituent Corporations";

W I T N E S S E T H:

WHEREAS, CHHI is a corporation duly organized and existing under the laws of the State of Hawaii, and has an authorized capital stock of 200,000 shares of common stock, of which 151,785 shares are issued and outstanding; and

WHEREAS, C&H is a corporation duly organized and existing under the laws of the State of California, having an authorized capital stock of 200,000 shares of common stock, of which 151,785 shares are issued and outstanding; and

WHEREAS, C&H owns all of the issued and outstanding shares of common stock of CHHI, and A&B-HAWAII, INC. and MCBRYDE SUGAR COMPANY, LIMITED own all of the issued and outstanding shares of common stock of C&H; and

WHEREAS, the respective boards of directors of the Constituent Corporations have adopted a plan of reorganization to effect a change in the place of organization of C&H by merging C&H with and into CHHI, as permitted by, pursuant to and in compliance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the laws of the States of Hawaii and California;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the Constituent Corporations hereby agree that, in accordance with, pursuant to and in compliance with the applicable laws of the States of Hawaii and California, C&H be merged, at the effective time and date of the merger, with and into CHHI, which shall be the Surviving Corporation, so as to form a single corporation, and that the terms and conditions of the merger and the mode of carrying the same into effect shall be as follows:

ARTICLE I

Upon the effective time and date of the merger, the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation by substituting the name "CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC." for the name "C&H-HAWAII, INC." wherever it appears in said Articles of Incorporation. From and after the effective date and time of the merger, and until thereafter amended as permitted by law, the Articles of Incorporation and the Bylaws of CHHI, as amended hereby and in force on the effective date and time of the merger, shall be and become the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE II

The names and addresses of the first officers and directors of the Surviving Corporation, who are the present officers and directors of CHHI, and who shall serve as officers and directors of the Surviving Corporation until the annual meeting of the stockholders of the Surviving Corporation, next following the effective date and time of the merger, and thereafter until their successors are elected, are as follows:

DIRECTORS

<u>Name</u>	<u>Residence Address</u>
Richard F. Cameron	P. O. Box 266 Puunene, HI 96784
John C. Couch	1350 Ala Moana Blvd. #1502 Honolulu, HI 96814
W. Allen Doane	4758 Aukai Avenue Honolulu, HI 96916
G. Stephen Holaday	4959 Kalaniana'ole Hwy. Honolulu, HI 96821
Miles B. King	1221 Jones St., Apt #B1 San Francisco, CA 94109
David G. Koncelik	78 Emerald Drive Danville, CA 94526
Michael J. Marks	3056 Kalakaua Avenue Honolulu, HI 96815
C. Bradley Mulholland	132 Guilford Road Piedmont, CA 94611

<u>Name</u>	<u>Residence Address</u>
Glenn R. Rogers	72 Inverleith Terrace Piedmont, CA 94611
Harold R. Somerset	19 Donald Drive Orinda, CA 94563
Judith A. Williams	P. O. Box 1203 Kalaheo, HI 96741

OFFICERS

<u>Name and Office</u>	<u>Residence Address</u>
John C. Couch Chairman of the Board	1350 Ala Moana Blvd. #1502 Honolulu, HI 96814
David G. Koncelik President and Chief Executive Officer	78 Emerald Drive Danville, CA 94526
Michael L. Carnahan Vice President	3313 Shadow Hill Lane Napa, CA 94558
Rudy E. Ceragioli Vice President	245 Vallecito Lane Walnut Creek, CA 94596
Richard A. DeTata Vice President	27 La Crescenta Way San Rafael, CA 94901
Jerrold D. Dotson Vice President, Chief Financial Officer and Treasurer	5480 Greenfield Way Pleasanton, CA 94566
Jaime O. Rovelo Vice President	44 Dunbar Court Pleasant Hill, CA 94523
Thomas J. Wilson Vice President	844 St. George Road Danville, CA 94526
Jon A. Wolthuis Vice President	41 Standish Court Crockett, CA 94525
Alyson J. Nakamura Secretary	99-831 Mea'ala Street Aiea, HI 96701
Timothy S. Ernst Assistant Secretary	692 Rock Oak Road Walnut Creek, CA 94598

Name and Office

Residence Address

Michael J. Marks
Assistant Secretary

3056 Kalakaua Avenue
Honolulu, HI 96815

G. Stephen Holaday
Assistant Treasurer

4959 Kalaniana'ole Hwy.
Honolulu, HI 96821

If, prior to the effective date and time of the merger, any one or more of the directors named above shall die, resign, be removed, become incapacitated, or cease to be a director of CHHI for any other reason, the remaining directors of CHHI may (but shall not be required to) fill the vacancy or vacancies thereby created in accordance with the Articles of Incorporation and Bylaws of CHHI, and upon the merger, the person or persons named to fill such vacancy or vacancies shall be and become a director or directors of the Surviving Corporation, as fully and effectively as if named above.

If, prior to the effective date and time of the merger, any one or more of the officers named above shall cease, for any reason, to be an officer of CHHI, then the board of directors of CHHI may (but shall not be required to) appoint another person or other persons to the office or offices so vacated, and upon the merger, the person or persons so appointed shall be and become an officer or officers of the Surviving Corporation, holding the office or offices to which he or they are so appointed.

ARTICLE III

The amount of the authorized capital stock of the Surviving Corporation shall be 200,000 shares of common stock. The manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

A&B-HAWAII, INC. and McPRYDE SUGAR COMPANY, LIMITED each shall receive one share of the capital stock of the Surviving Corporation for each share of the capital stock of C&H held by it. All certificates for shares of the capital stock of CHHI held by C&H shall be canceled. All of the shares of the capital stock of C&H shall be canceled.

As soon as practicable after the effective date and time of the merger, the holders of the outstanding certificates theretofore representing shares of capital stock of C&H shall, upon presentation and surrender of all of such certificates to the Surviving Corporation or its agents, be entitled to receive in exchange therefor certificates representing shares of fully paid and nonassessable stock of the Surviving Corporation to which such holders shall be entitled upon the aforesaid basis of exchange.

ARTICLE IV

The merger shall be effective on December 31, 1994, at and as of 12:01 o'clock a.m., Hawaiian Standard Time, which date and time throughout this Agreement is referred to as "the effective date and time of the merger."

ARTICLE V

Upon the effective date and time of the merger, the separate existence of C&H shall cease and CHHI shall continue in existence and such merger shall in all respects have the effect provided for in Section 1109 of the Corporations Code of the State of California, and Section 415-76 of the Hawaii Revised Statutes.

If, at any time, the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary to vest in the Surviving Corporation the title to any property or rights of C&H, the proper officers or directors of either of said corporations shall and will execute and make all such assignments and assurances, and do all things necessary, proper or desirable to vest title to such property or rights in the Surviving Corporation.

ARTICLE VI

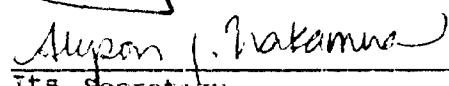
Any terms or conditions of this Agreement may be waived at any time prior to the effective date and time of the merger by the party which is, or the shareholder which is, entitled to the benefit thereof, upon authority of the board of directors of such party.

Any of the terms or provisions of this Agreement may be amended or modified at any time prior to the effective date and time of the merger by agreement in writing executed upon the sole authority of the board of directors of each party.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed all as of the day and year first above written.

CALIFORNIA AND HAWAIIAN
SUGAR COMPANY

By 
Its Chairman

By 
Its Secretary

C&H-HAWAII, INC.

By *[Signature]*
Its Chairman

By *Almon J. Pukama*
Its Secretary

STATE OF HAWAII)
) SS:
CITY AND COUNTY OF HONOLULU)

On this 19th day of December, 1994, before me appeared John C. Couch and Alyson J. Nakamura, to me personally known, who, being by me duly sworn, did say that they are Chairman and Secretary, respectively, of CALIFORNIA AND HAWAIIAN SUGAR COMPANY, a California corporation; that the seal affixed to the foregoing instrument is the corporate seal of such corporation and that such instrument was signed and sealed on behalf of such corporation by authority of its Board of Directors; and said officers acknowledged such instrument to be the free act and deed of such corporation.

Suzanne K. M. [Signature]
Notary Public, State of Hawaii

LS

My commission expires: 2/18/97

STATE OF HAWAII)
) SS:
CITY AND COUNTY OF HONOLULU)

On this 19th day of December, 1994, before me appeared John C. Couch and Alyson J. Nakamura, to me personally known, who, being by me duly sworn, did say that they are Chairman and Secretary of C&H-HAWAII, INC., a Hawaii corporation; that such instrument was signed on behalf of such corporation by authority of its Board of Directors; and said officers acknowledged such instrument to be the free act and deed of such corporation.

LS

Angela K. McRae
Notary Public, State of Hawaii

My commission expires: 2/18/97



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

December 22, 1994

EXPIRATION DATE: January 13, 1995

CALIFORNIA LENDERS' 7 ATTORNEYS' SERVICES
ATTN ANDREA STARK
STE. 225
1000 G ST
SACRAMENTO CA 95814

ISSUED TO: CALIFORNIA AND HAWAIIAN SUGAR COMPANY
Corporate Number 0094433 CACHS

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1230 J Street, Sacramento, CA 95814. The telephone number is (916) 445-0620.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

FRANCHISE TAX BOARD

By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124



COPY

FTB 2370 MEOH 6/1/89

TRADEMARK
REEL: 1833 FRAME: 0398



12-21-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #61

December 21, 1998

Direct: (415) 393-2127
swilliams@mdbe.com

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
Box ASSIGNMENTS
Washington, D.C. 20231

**California and Hawaiian Sugar Company, Inc.
Recordation of Merger Certificate
Conveying Party: California and Hawaiian Sugar Company, Inc.,
a California corporation
Receiving Party: C&H-Hawaii, Inc.,
a Hawaii Corporation
Our File: 12307-900**

Dear Sir/Madam:

Please find enclosed a certified copy of a merger certificate evidencing the merger of CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC., a California corporation with and into C&H-HAWAII, INC., a Hawaiian corporation.

Please record the merger documents and return a copy of the recordation to my attention, including the appropriate Reel and Frame numbers.

A check for \$215.00 to cover your recordation fees is enclosed.

If you have any questions regarding the above, please call me.

Very truly yours,

Suzanne A. Williams
Trademark Administrator

Enclosures

ATTORNEYS AT LAW

Three Embarcadero Center
San Francisco, California 94111-4067
Tel. (415) 393-2000 Fax (415) 393-2286
www.mccutchen.com

San Francisco
Los Angeles
Walnut Creek

Palo Alto
Taipei

RECORDED: 12/21/1998

TRADEMARK
REEL: 1833 FRAME: 0399