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

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
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>MLM CORPORATION</u></p> <p>Address: <u>344 Pendleton Way</u> <u>Oakland, California</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><i>MRS 12-21-98</i></p>	<p>2. Name and address of receiving 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(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>Hawaii</u> <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: September 14, 1998

<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): <u>746,993</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>YOE</i></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>1</u></p> <p>7. Total fee (37 C.F.R. § 3.41)(\$40.00 per assignment): <u>\$40.00</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 *[Signature]* December 21, 1998
 Name Signature Date

Total number of pages including cover sheet, attachments and document: 11

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

State of California

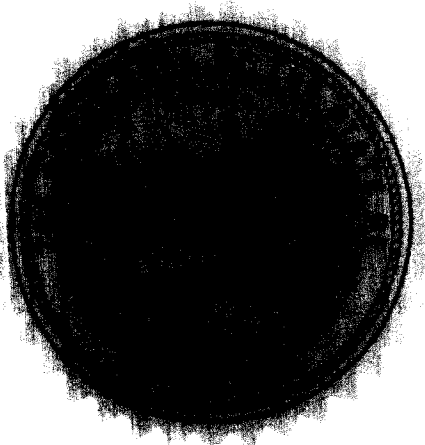


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 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

6th day of June



Bill Jones

Secretary of State

00774612 (oct)
STATE OF HAWAII

00578778

DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

Honolulu

CERTIFICATE OF MERGER

FILED
In the office of the Secretary of State
of the State of California

OCT 13 1998

Bill Jones
BILL JONES, Secretary of State

I, KATHRYN S. MATAYOSHI, Director of Commerce and Consumer Affairs

of the State of Hawaii, do hereby certify that pursuant to the Articles of Merger and Plan of Merger of CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC., a Hawaii corporation, filed in this Department on September 28, 1998, in accordance with the provisions of Section 415-75 of the Hawaii Revised Statutes, MLM CORPORATION, a California corporation, was merged with and into CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC. on September 30, 1998, at 5:00 p.m., Hawaiian Standard Time.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the seal of the
Department of Commerce & Consumer
Affairs, at Honolulu, State of Hawaii, this
2nd day of October, 1998.

Kathryn S. Matayoshi
Director of Commerce and Consumer
Affairs

By *Amy Shea*
Commissioner of Securities

TRADEMARK

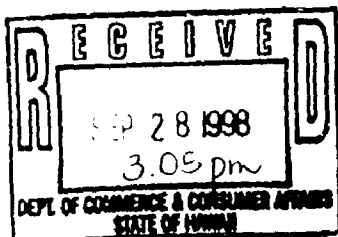
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STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS



THE DIRECTOR'S OFFICIAL CERTIFICATION
APPEARS ON THE BACK OF THE FIRST PAGE OF THE
ATTACHED DOCUMENT.

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



ARTICLES OF MERGER
(Subsidiary into Parent)
(Section 415-75, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

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

1. The name and state of incorporation of the parent or surviving corporation is:

California and Hawaiian Sugar Company, Inc. Hawaii
(Type/Print Corporate Name) *(State)*

2. The name and state of incorporation of the merging or subsidiary corporation is:

MLM Corporation California
(Type/Print Corporate Name) *(State)*

3. The surviving corporation owns at least 90% of the issued and outstanding shares of the merging corporation

4. The Plan of Merger is attached

5. A copy of the Plan of Merger was mailed to all of the shareholders of the subsidiary corporation on
(Month) (Day) (Year) * MLM Corporation is a wholly-owned subsidiary of California and Hawaiian Sugar Company, Inc.

Number of Outstanding Shares of the Subsidiary Corporation	Class/Series	Number of Outstanding Shares of the Subsidiary, owned by the Parent Corporation
200	Common Stock	200

7. 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 September 30, 1998 at 5:00 p.m.
Hawaiian Standard Time, which date is not later than 30 days after filing.

OFFICE OF THE
REGISTERAR
1945

I HEREBY CERTIFY that this is a true and correct
copy of the original recorded in this office.



William J. Strickland

DIRECTOR OF COMMERCE AND
CONSUMER AFFAIRS

By *Joyce King*
REGISTERAR ASSISTANT
October 2, 1945

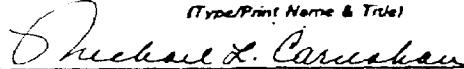
We certify under the penalties of Section 415-136, Hawaii Revised Statutes, that we have read the above statements and that the same are true and correct.

Witness our hands this 14th day of September, 1998.

Parent or Surviving corporation: California and Hawaiian Sugar Company, Inc.

Michael L. Carnahan
Vice President Human Resources

(Type/Print Name & Title)



(Signature of Officer)

(Type/Print Corporate Name)

David G. Koncelik
President and CEO

(Type/Print Name & Title)



(Signature of Officer)

(See Reverse Side For Instructions)

PLAN OF MERGER

THIS PLAN OF MERGER was adopted on September 14, 1998 by CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC. ("C&H"), a Hawaii corporation, and by its Board of Directors on said date, and on September 14, 1998 by MLM Corporation ("MLM"), a California corporation and a wholly-owned subsidiary of C&H, and by its Board of Directors on said date.

1. MLM shall, pursuant to the provisions of the Hawaii Business Corporation Act, be merged with and into C&H, with C&H continuing to exist as the surviving corporation upon the effective date of the merger under its present name pursuant to the provisions of the laws of the jurisdiction of its incorporation. (C&H is sometimes hereinafter referred to as the "surviving corporation.") The separate existence of MLM, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Hawaii Business Corporation Act.

2. The number of outstanding shares of the terminating corporation is 200 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 151,785 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger will be adopted and duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, and the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the

State of Hawaii and of the State of California and will further cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are 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.

9. The effective date in the states of Hawaii and California of the merger herein provided for shall be September 30, 1998.

CK/KT