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12-22-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

RECORD 100939514

U.S. 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:

Handwritten: MLD 12/22/98

1. Name and address of conveying party(ies):

Name: C&H-HAWAII, INC.

Address: 830 Loring Avenue
Crockett, California 94525

Individual Association
 General Partnership Limited Partnership
 Corporation, State of Hawaii
 Other: _____

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC.

Address: 830 Loring Avenue
Crockett, California 94525

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation, State of Hawaii
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) of receiving party(ies) attached?
 Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: December 21, 1994

4. Application Number(s) or Registration Number(s):

A. Trademark Application Number(s):

Additional numbers attached? Yes No

B. Trademark Registration Number(s): See Attachment "A"

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:

Name: Suzanne A. Williams

Address: McCutchen, Doyle, Brown & Enersen
Three Embarcadero Center
San Francisco, California 94111

6. Total applications and registrations involved: 8

7. Total fee (37 C.F.R. § 3.41)(\$40.00 per assignment): \$215.00

Enclosed
 Authorized to be charged to deposit account.
 The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 13-0257.

8. Deposit Account Number: 13-0257

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 A. Williams Suzanne A. Williams December 22, 1998
 Name Signature Date

Total number of pages including cover sheet, attachments and document: 4

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

Handwritten: 40.00 DF
175.00 DF
00000911499823
JWATKINS

ATTACHMENT "A"

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
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 HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Honolulu

CERTIFICATE OF MERGER

I, BENJAMIN I. FUKUMOTO, Deputy Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that CALIFORNIA AND HAWAIIAN SUGAR COMPANY, a California corporation has been merged with and into C&H-HAWAII, INC., a Hawaii corporation; that the name of the surviving corporation is C&H-HAWAII, INC., whose name has, pursuant to the Articles of Merger and Agreement and Plan of Merger been changed to CALIFORNIA AND HAWAIIAN SUGAR COMPANY, INC.; that the Articles of Merger and Agreement and Plan of Merger in conformity with Chapter 415, Hawaii Revised Statutes, were filed in the Department of Commerce and Consumer Affairs on December 21, 1994, and that the merger became effective on December 31, 1994 at 12:01 a.m., Hawaiian Standard Time.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, State of Hawaii, this 3rd day of January, 1995.

BENJAMIN I. FUKUMOTO

Deputy Director of Commerce and
Consumer Affairs

By 
Commissioner of Securities

TRADEMARK
REEL: 1836 FRAME: 0287

Nonrefundable Filing Fee: \$100.00

Submit Original and One True Copy

PROFIT

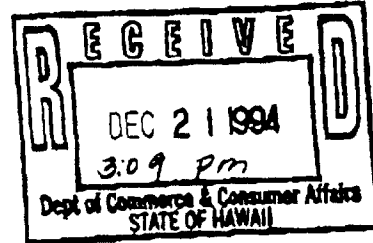
EVERY CERTIFY that this is a true and correct copy of the original recorded in this office.

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

Clifford K. Higgins
DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS

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

Amy Isha
BUSINESS REGISTRATION ASSISTANT
Date: *December 28, 1994*



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.

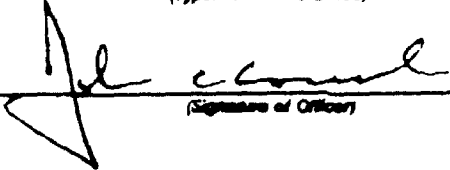
We certify under the penalties of Section 415-136, Hawaii Revised Statutes, that we have read the above statements and that they are true and correct.

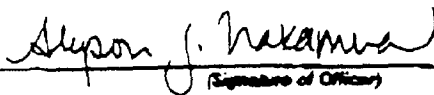
Witness our hands this 21st day of December, 1994.

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)

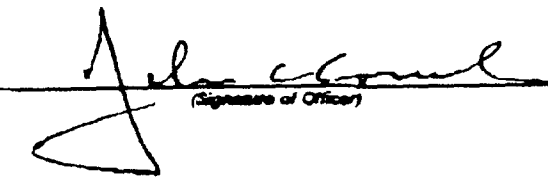

(Signature of Officer)

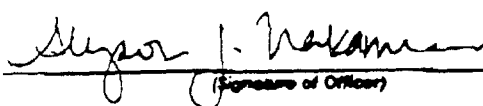

(Signature of Officer)

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: