

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Western Sugar Company		04/30/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Rocky Mountain Sugar Growers Cooperative
Street Address:	216 16th Street
Internal Address:	Suite 1300
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	Cooperative Corporation: COLORADO

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	0598851	GW
Registration Number:	1544719	W
Registration Number:	1852026	GW

CORRESPONDENCE DATA	
Fax Number:	(216)696-0740
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	216-861-7659
Email:	mcorcoran@bakerlaw.com
Correspondent Name:	Melanie S. Corcoran
Address Line 1:	1900 East Ninth Street
Address Line 2:	3200 National City Center
Address Line 4:	Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	27236-00002
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NAME OF SUBMITTER:	Melanie S. Corcoran
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Total Attachments: 2  
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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 30<sup>th</sup> day of April, 2002, by and between Rocky Mountain Sugar Growers Cooperative, a Colorado cooperative corporation ("Rocky Mountain Sugar" or the "Surviving Corporation"), and The Western Sugar Company, a Delaware corporation ("Western Sugar").

WHEREAS, Western Sugar is a wholly-owned subsidiary of Rocky Mountain; and

WHEREAS, the Boards of Directors of Rocky Mountain Sugar and Western Sugar deem it advisable that Western Sugar be merged with and into Rocky Mountain Sugar pursuant to this Agreement and in accordance with applicable law, specifically Section 7-56-604 of the Colorado Cooperative Act, which governs the merger of subsidiary corporations with parent cooperative corporations, and Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties as follows:

1. The name of the parent cooperative corporation is "Rocky Mountain Sugar Growers Cooperative." The name of the subsidiary corporation is "The Western Sugar Company." The name of the surviving party of the merger is "Rocky Mountain Sugar Growers Cooperative."

2. After this Agreement has been duly approved in the manner required by law, Western Sugar shall be merged with and into Rocky Mountain Sugar effective as of the later of the date of filing of the Articles of Merger with the State of Colorado and the Certificate of Ownership and Merger with the State of Delaware, hereinafter referred to in this Agreement as the "Effective Date."

3. Upon the Effective Date, each share of the Common Stock of Western Sugar presently issued and outstanding shall be canceled and retired without any conversion thereof, and no shares of Common Stock or other securities of Rocky Mountain Sugar shall be issued in respect thereof.

4. Rocky Mountain Sugar shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Colorado, but the separate corporate existence of Western Sugar shall cease upon the Effective Date. On the Effective Date all liabilities of Western Sugar shall be assumed by Rocky Mountain Sugar, and all of the rights, privileges, powers, franchises, properties, real and personal, and every other asset of Western Sugar will be vested in Rocky Mountain Sugar without further act or deed. Western Sugar hereby agrees, from time to time, as and when requested by Rocky Mountain Sugar or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds

and instruments and to take or cause to be taken such further or other action as Rocky Mountain Sugar may deem necessary or desirable in order to vest in and confirm to Rocky Mountain Sugar title to and possession of any property of Western Sugar acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof.

5. All rights of creditors and all liens upon the property of either of the Parties shall be preserved unimpaired, and all debts, liabilities and duties of Western Sugar shall thenceforth attach to Rocky Mountain Sugar and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

6. The directors and officers of Rocky Mountain Sugar immediately prior to the Effective Date shall continue as the directors and officers of Rocky Mountain Sugar for the remainder of their respective term.

7. The Articles of Incorporation and Bylaws of Rocky Mountain Sugar in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the surviving corporation except that the Articles of Incorporation shall be amended to change the name of the surviving corporation the "The Western Sugar Cooperative."

IN WITNESS WHEREOF, each of the Parties, pursuant to authority duly granted by its Board of Directors, has caused this Agreement and Plan of Merger to be executed as of the date first above written.

ROCKY MOUNTAIN SUGAR GROWERS  
COOPERATIVE

By: Richard A. Dorn

Name: RICHARD A. DORN

Title: CHAIRMAN

THE WESTERN SUGAR COMPANY

By: Richard A. Dorn

Name: RICHARD A. DORN

Title: PRESIDENT/CEO