

CPM DEVELOPMENT. CORPORATION

CORPORATE OFFICE • 5111 E BROADWAY • SPOKANE VALLEY, WA 99212
P.O. BOX 3366 • SPOKANE, WA 99220-3366 • OFFICE: (509) 534-6221 • FAX: (509) 534-3839

WA
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DEPARTMENT OF
WATER RESOURCES

November 21, 2006

Deborah J. Gibson
STATE OF IDAHO
Dept. of Water Resources
PO Box 83720
Boise, ID 83720-0098

RE: Permit No. 95-9042 Assignment of Permit

Dear Ms. Gibson,

Enclosed is the proper signatures, fee and documents to finalize the transfer of the above mentioned Permit from ACME Materials & Construction Co. to CPM Development Corp.

If you have any questions or need additional information, please contact me at 509.534.6221 or by email at jana.mcdonald@oldcastlematerials.com.

Sincerely,

CPM Development Corp.



Jana McDonald, P.E.
Environmental Engineer

Enclosures



Central Pre-Mix
Concrete Co.



Central Pre-Mix
Prestress Co.



Inland Asphalt Co.



Interstate Concrete
& Asphalt Co.



ICON Materials



Wenatchee
Sand and Gravel



Central Washington
Concrete

AGREEMENT AND PLAN OF MERGER
OF
ACME MATERIALS & CONSTRUCTION COMPANY
(a Washington corporation)
AND
CPM DEVELOPMENT CORPORATION
(a Washington corporation)

This Agreement of Merger is entered into between Acme Materials & Construction Company, a Washington corporation (the "Company") and CPM Development Corporation, a Washington corporation (the "Parent").

WHEREAS, the respective Boards of Directors of Parent and the Company have approved and deem it advisable and in the best interests of their respective stockholders to consummate the merger of the Company into Parent (the "Merger") on the terms and conditions set forth herein.

WHEREAS, it is intended that the Merger constitute a liquidation of the Company within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the parties hereto agree as follows:

1. **MERGER.** At the Effective Time, the Company shall be merged with and into Parent in accordance with Revised Code of Washington 23B.11.040.
2. **EFFECTIVE TIME.** The Merger shall become effective at such time (the "Effective Time") as the Company and Parent shall file Articles of Merger with the Washington Secretary of State or at such later time as is specified in the Articles of Merger.
3. **SURVIVING CORPORATION.** The Surviving Corporation shall be known as "CPM Development Corporation" and shall continue to be governed by the laws of the State of Washington. From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers and privileges and be subject to all of the obligations, liabilities, restrictions and disabilities of the Company, all as provided under Washington Law.
4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of Parent as in force and effect immediately prior to the Effective Time of the Merger in the State of Washington shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of Washington law.

5. **BYLAWS.** The Bylaws of Parent as in force and effect immediately prior to the Effective Time of the Merger in the State of Washington shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended in accordance with the provisions thereof.
6. **CANCELLATION OF OUTSTANDING STOCK.** Immediately upon the Effective Time, each of the issued and outstanding shares of Common Stock of the Company and all rights in respect thereof shall be cancelled. The outstanding shares of Parent shall remain outstanding and are not affected by the Merger.
7. **DIRECTORS AND OFFICERS.** The directors and officers of the Surviving Corporation shall be as follows after the Merger and shall hold office until the expiration of his or her term of office or the earlier of death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and the provisions of Washington law:

Michael K. Murphy
 Dan W. Murphy
 Ronald E. Cater

Paul D. Salisbury
 Bruce Cyr
 Mike Delaney
 Paul Boysen
 Wayne Kalbfleisch
 Mark Murphy
 Randall E. Wild
 Ronald D. Schlerf
 Kevin E. Anderson
 Charles P. Prussack
 James Radich
 Sue Devaney
 Michael O'Driscoll
 Gary Hickman
 Mark S. Towe
 Glenn Culpepper

Chairman
 President and Director
 Executive Vice President and
 Secretary
 CFO
 Vice President
 Vice President
 Vice President – Central Pre Mix
 Vice President – Central Pre Mix
 Vice President – Central Pre Mix
 Vice President – Inland Asphalt
 Vice President – Prestress
 Vice President – Prestress
 Vice President – Prestress
 Vice President – ICON
 Vice President – Finance
 Assistant Secretary
 Assistant Secretary
 Director
 Director

8. **FURTHER ASSURANCE.** The Company shall, from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this Merger.

9. **TERMINATION.** This Agreement and Plan of Merger may be amended or terminated by the Boards of Directors of the parties hereto at any time prior to the Effective Time.

IN WITNESS WHEREOF, the parties have executed this Agreement as of December 26, 2001.

**ACME MATERIALS & CONSTRUCTION
COMPANY**

By: 
RANDALL E. WILD, President

CPM DEVELOPMENT CORPORATION

By: 
DAN W. MURPHY, President

ARTICLES OF MERGER OF SUBSIDIARY CORPORATION

TO: The Secretary of State of the State of Washington

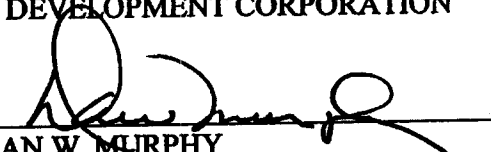
The undersigned Corporation, hereinafter designated the Surviving Corporation, hereby executes the following Articles of Merger of ACME MATERIALS & CONSTRUCTION COMPANY, a wholly owned subsidiary corporation of the Surviving Corporation.

1. The Agreement and Plan of Merger of said subsidiary corporation is attached hereto.
2. Shareholder approval of the merger was not required.
3. This Merger shall be effective at midnight on December 31, 2001.

DATED this 26 day of December, 2001.

CPM DEVELOPMENT CORPORATION

By


DAN W. MURPHY
President

"Surviving Corporation"