

1-11-1973

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**PLAN AND AGREEMENT OF MERGER**

among

**NATIONAL DISTILLERS AND CHEMICAL CORPORATION,**  
a Virginia Corporation,

**EMERY INDUSTRIES, INC.,**  
an Ohio Corporation,

and

**NDCC CORP.,**  
an Ohio Corporation  
which is a wholly-owned subsidiary of  
National Distillers and Chemical Corporation

Dated as of March 23, 1973

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