

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Maple Grove Farms of Vermont, Inc.		12/26/2007	CORPORATION: VERMONT

RECEIVING PARTY DATA

Name:	Heritage Acquisition Corp.
Street Address:	Four Gatehall Drive
Internal Address:	Suite 110
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2170428	COZY COTTAGE
Registration Number:	0128447	MAPLE GROVE
Registration Number:	1784306	MAPLE GROVE FARMS
Registration Number:	2614593	MAPLE GROVE FARMS
Registration Number:	2297585	MAPLE GROVE FARMS OF VERMONT
Registration Number:	2604164	MAPLE GROVE FARMS OF VERMONT
Registration Number:	2656414	MAPLE GROVE FARMS OF VERMONT
Registration Number:	2642809	MAPLE GROVE FARMS OF VERMONT
Registration Number:	1933973	NEW ENGLAND FARMHOUSE PANCAKE SYRUP
Registration Number:	1835046	VERMONT SUGAR FREE
Registration Number:	2537805	VERMONT SUGAR FREE

CH \$290.00 2170428

CORRESPONDENCE DATA

Fax Number: (312)827-8185
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-807-4350
Email: trademarks@bellboyd.com, shakim@bellboyd.com
Correspondent Name: Sana Hakim
Address Line 1: P.O. Box 1135
Address Line 4: Chicago, ILLINOIS 60690-1135

ATTORNEY DOCKET NUMBER:	109709-4
NAME OF SUBMITTER:	Sana Hakim
Signature:	/sh/
Date:	01/21/2008

Total Attachments: 4
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MAPLE GROVE FARMS OF VERMONT, INC.", A VERMONT CORPORATION,

"ORTEGA HOLDINGS INC.", A DELAWARE CORPORATION,

WITH AND INTO "HERITAGE ACQUISITION CORP." UNDER THE NAME OF "BURNHAM & MORRILL COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 12:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2994388 8100M

071370718

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274285

DATE: 12-31-07

TRADEMARK
REEL: 003700 FRAME: 0916

CERTIFICATE OF MERGER

OF

**MAPLE GROVE FARMS OF VERMONT, INC.,
a Vermont corporation**

AND

**ORTEGA HOLDINGS INC.,
a Delaware corporation**

WITH AND INTO

**HERITAGE ACQUISITION CORP.,
a Delaware corporation**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Maple Grove Farms of Vermont, Inc.	Vermont
Ortega Holdings Inc.	Delaware
Heritage Acquisition Corp.	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of December 26, 2007 (the "Merger Agreement"), by and between Maple Grove Farms of Vermont, Inc., Vermont corporation ("Maple Grove"), Ortega Holdings Inc., a Delaware corporation ("Ortega") and Heritage Acquisition Corp., a Delaware corporation, providing for the merger of Maple Grove and Ortega with and into Heritage Acquisition Corp., has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Sections 251 and 252 of the General Corporation Law of the State of Delaware and Chapter of 11 of the Business Corporation Act of the State of Vermont, as applicable.

THIRD: That the surviving corporation is Heritage Acquisition Corp., which will continue its existence as the surviving corporation under the name Burnham & Morrill Company (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of Heritage Acquisition Corp. shall be the Certificate of Incorporation of the Surviving Corporation, except that the Certificate of Incorporation shall be amended by changing Section 1 thereof so that as amended Section 1 shall be and read as follows:

"1. Name. The name of the corporation is Burnham & Morrill Company (the "Corporation")."

FIFTH: That the Constituent Parties intend that, for U.S. income tax purposes, the transaction contemplated by the Merger Agreement constitutes a reorganization under section 368(a)(1)(A) of the Internal Revenue Code, and the Constituent Parties have adopted the Merger Agreement as a Plan of Reorganization.

SIXTH: That an executed copy of the Merger Agreement is on file at an office of the Surviving Corporation at the following address: Four Gatehall Drive, Suite 110, Parsippany, NJ 07054.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of the Constituent Corporations.

EIGHTH: The authorized capital stock of each Constituent Corporation that is a foreign corporation is as follows:

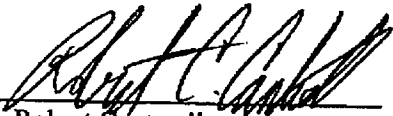
<u>Name</u>	<u>Authorized Capital Stock</u>
Maple Grove Farms of Vermont, Inc.	5,000 shares of Common Stock

NINTH: That this Certificate of Merger shall be effective as of December 29, 2007 at 11:59 p.m. Eastern Time.

[Signature Page Follows]

IN WITNESS WHEREOF, Heritage Acquisition Corp. has caused this Certificate of Merger to be executed this 26th day of December, 2007.

HERITAGE ACQUISITION CORP.

By: 
Name: Robert Cantwell
Title: Executive Vice President of Finance
and Assistant Secretary