

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Heritage Acquisition Corp.		12/29/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Burnham & Morrill Company
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: 53

Property Type	Number	Word Mark
Serial Number:	71666629	B & M
Serial Number:	78457968	B&M BURNHAM & MORRILL NEW ENGLAND'S FINEST
Serial Number:	72322325	
Serial Number:	71221739	
Serial Number:	71423696	
Serial Number:	75241997	COZY COTTAGE
Serial Number:	77028984	CREAM OF OATS
Serial Number:	71400154	CREAM OF RICE
Serial Number:	71060158	CREAM OF WHEAT
Serial Number:	71221740	CREAM OF WHEAT
Serial Number:	71423695	CREAM OF WHEAT
Serial Number:	71221738	CREAM OF WHEAT
Serial Number:	71423694	CREAM OF WHEAT

CH \$1340.00 71666629

Serial Number:	75208676	CREMA DE ARROZ
Serial Number:	73740761	JOAN OF ARC
Serial Number:	71536691	JOAN OF ARC
Serial Number:	72146056	JOAN OF ARC
Serial Number:	74450019	LAS PALMAS
Serial Number:	71642994	LAS PALMAS
Serial Number:	71427558	LAS PALMAS
Serial Number:	72385133	LAS PALMAS
Serial Number:	76506190	LAS PALMAS
Serial Number:	71119241	MAPLE GROVE
Serial Number:	74308068	MAPLE GROVE FARMS
Serial Number:	76221064	MAPLE GROVE FARMS
Serial Number:	75465311	MAPLE GROVE FARMS OF VERMONT
Serial Number:	76220904	MAPLE GROVE FARMS OF VERMONT
Serial Number:	76364526	MAPLE GROVE FARMS OF VERMONT
Serial Number:	76364525	MAPLE GROVE FARMS OF VERMONT
Serial Number:	75541739	MEXICAN MEALS MADE EASY
Serial Number:	75539893	MEXICAN MEALS MADE EASY
Serial Number:	74474993	NEW ENGLAND FARMHOUSE PANCAKE SYRUP
Serial Number:	78456806	NEW ENGLAND'S FINEST
Serial Number:	74503825	ORTEGA
Serial Number:	73056527	ORTEGA
Serial Number:	74348596	ORTEGA
Serial Number:	74660631	ORTEGA
Serial Number:	75311963	ORTEGA
Serial Number:	75222090	ORTEGA
Serial Number:	75305651	ORTEGA
Serial Number:	77000825	ORTEGA
Serial Number:	77200608	ORTEGA
Serial Number:	77000833	ORTEGA
Serial Number:	75549467	ORTEGA
Serial Number:	71670169	ORTEGA
Serial Number:	72107833	ORTEGA
Serial Number:	75558870	ORTEGA
Serial Number:	75549469	ORTEGA

Serial Number:	75757169	
Serial Number:	72239273	
Serial Number:	72239272	
Serial Number:	74349789	VERMONT SUGAR FREE
Serial Number:	76039480	VERMONT SUGAR FREE

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-
NAME OF SUBMITTER:	Sana Hakim
Signature:	/sh/
Date:	01/28/2008

Total Attachments: 4

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Delaware

PAGE 1

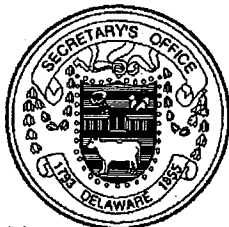
The First State

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.



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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: 003705 FRAME: 0449

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:

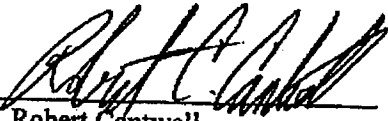
<u>Name</u>	<u>Authorized Capital Stock</u>
Maple Grove Farms of Vermont, Inc.	5,000 shares of Common Stock

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