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
Burnham & Morrill Company		12/31/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	B&G Foods North America, Inc.
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: 95

Property Type	Number	Word Mark
Serial Number:	71693247	ALL-CRISP
Serial Number:	74665589	B & G
Serial Number:	74664919	B & G
Serial Number:	73815049	B&G BLOCH GUGGENHEIMER
Serial Number:	75013292	B & G SANDWICH TOPPERS
Serial Number:	75314772	B & G SANDWICH TOPPERS
Serial Number:	72322325	
Serial Number:	71221739	
Serial Number:	71423696	
Serial Number:	73224378	CHES-DEL
Serial Number:	78327703	GRANDMA'S
Serial Number:	73822965	NEW YORK DELI STYLE PICKLES
Serial Number:	71343918	REGINA

CH $2390.00 71693247

Serial Number:	73012257	REGINA
Serial Number:	71662428	EB REGINA
Serial Number:	72193213	
Serial Number:	75115621	
Serial Number:	75120449	
Serial Number:	73201841	BRER RABBIT
Serial Number:	73201767	
Serial Number:	71119459	VERMONT MAID
Serial Number:	73422738	
Serial Number:	73549382	WRIGHT'S
Serial Number:	73441672	WRIGHT'S
Serial Number:	74308068	MAPLE GROVE FARMS
Serial Number:	74349789	VERMONT SUGAR FREE
Serial Number:	76039480	VERMONT SUGAR FREE
Serial Number:	74474993	NEW ENGLAND FARMHOUSE PANCAKE SYRUP
Serial Number:	75241997	COZY COTTAGE
Serial Number:	75465311	MAPLE GROVE FARMS OF VERMONT
Serial Number:	74450019	LAS PALMAS
Serial Number:	71642994	LAS PALMAS
Serial Number:	71666629	B & M
Serial Number:	73740761	JOAN OF ARC
Serial Number:	72146056	JOAN OF ARC
Serial Number:	72239273	
Serial Number:	72239272	
Serial Number:	76221064	MAPLE GROVE FARMS
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:	76506190	LAS PALMAS
Serial Number:	72426475	DULCITO
Serial Number:	72426476	TORRIDO
Serial Number:	72226868	TORRIDO
Serial Number:	73000379	INDI-PEP
Serial Number:	71245762	MEXI-PEP
Serial Number:	73409431	CHEF MAGIC

Serial Number:	72262822	TRAPPEY'S
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:	77000825	ORTEGA
Serial Number:	75757169	
Serial Number:	75549467	ORTEGA
Serial Number:	71670169	ORTEGA
Serial Number:	72107833	ORTEGA
Serial Number:	75549469	ORTEGA
Serial Number:	75541739	MEXICAN MEALS MADE EASY
Serial Number:	75558870	ORTEGA
Serial Number:	72270438	
Serial Number:	78456806	NEW ENGLAND'S FINEST
Serial Number:	78783921	R
Serial Number:	72151470	GRANDMA'S
Serial Number:	77000833	ORTEGA
Serial Number:	71221738	CREAM OF WHEAT
Serial Number:	71423694	CREAM OF WHEAT
Serial Number:	71400154	CREAM OF RICE
Serial Number:	77028984	CREAM OF OATS
Serial Number:	71060158	CREAM OF WHEAT
Serial Number:	71221740	CREAM OF WHEAT
Serial Number:	71423695	CREAM OF WHEAT
Serial Number:	75208676	CREMA DE ARROZ
Serial Number:	78980246	R
Serial Number:	77674436	GET YOUR GRANDMA OUT MORE OFTEN!
Serial Number:	77844070	VELVET LIGHTLY SWEETENED WINE VINEGAR SMOOTH & SWEET
Serial Number:	77848772	JOAN OF ARC
Serial Number:	77929383	WHERE FLAVOR & HEAT MEET!
Serial Number:	77946162	MEXICAN MEALS MADE EASY

Serial Number:	85150377	VIOLET FOODS
Serial Number:	72190769	VIOLET
Serial Number:	75083217	SCLAFANI
Serial Number:	77675138	ANNESE
Serial Number:	77752262	FATTORIA FRESCA
Serial Number:	75090062	DONPEPINO
Serial Number:	72328210	DON PEPINO
Serial Number:	75083203	SCLAFANI
Serial Number:	74223216	SCLAFANI
Serial Number:	74223215	
Serial Number:	72026029	DON PEPINO
Serial Number:	72169087	DON PEPINO
Serial Number:	77223722	SCLAFANI

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: chicago.trademarks@klgates.com, sana.hakim@klgates.com

Correspondent Name: Sana Hakim c/o K&L Gates LLP

Address Line 1: P.O. Box 1135

Address Line 4: Chicago, ILLINOIS 60690-1135

ATTORNEY DOCKET NUMBER:	3709483-20
NAME OF SUBMITTER:	Sana Hakim
Signature:	/sh/
Date:	02/01/2011

Total Attachments: 4

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Delaware

The First State

I, JEFFREY W. BULLOCK, 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:

"BGH HOLDINGS, INC.", A DELAWARE CORPORATION,

"BLOCH & GUGGENHEIMER, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BURNHAM & MORRILL COMPANY" UNDER THE NAME OF "B&G FOODS NORTH AMERICA, INC.", 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. 2010, AT 3:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.

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

Jeffrey W. Bullock, Secretary of State

2994388 8100M

AUTHENTICATION: 8466832

101238938

DATE: 01-03-11

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:03 PM 12/28/2010
FILED 03:03 PM 12/28/2010
SRV 101238938 - 2994388 FILE

CERTIFICATE OF MERGER

OF

BGH HOLDINGS, INC.,
a Delaware corporation

AND

BLOCH & GUGGENHEIMER, INC.,
a Delaware corporation

WITH AND INTO

BURNHAM & MORRILL COMPANY,
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:

Name	State of Incorporation
BGH Holdings, Inc.	Delaware
Bloch & Guggenheimer, Inc.	Delaware
Burnham & Morrill Company	Delaware

SECOND: That an Agreement and Plan of Merger, dated as of December 28, 2010 (the "Merger Agreement"), by and between BGH Holdings, Inc., a Delaware corporation ("BGH"), Bloch & Guggenheimer, Inc., a Delaware corporation ("B&G") and Burnham & Morrill Company, a Delaware corporation, providing for the merger of BGH and B&G with and into Burnham & Morrill Company, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation is Burnham & Morrill Company, which will continue its existence as the surviving corporation under the name B&G Foods North America, Inc. (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of Burnham & Morrill Company 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 B&G Foods North America, Inc. (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: That this Certificate of Merger shall be effective as of December 31, 2010 at 11:59 p.m. Eastern Time.

[*Signature Page Follows*]

TRADEMARK
REEL: 004465 FRAME: 0262

IN WITNESS WHEREOF, Burnham & Morrill Company has caused this Certificate of Merger to be executed this 28th day of December, 2010.

BURNHAM & MORRILL COMPANY

By: _____

Name: Scott E. Lerner
Title: Executive Vice President,
General Counsel and Secretary