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: 1

Property Type	Number	Word Mark
Registration Number:	3160100	B&M BURNHAM & MORRILL NEW ENGLAND'S FINEST

CORRESPONDENCE DATA

Fax Number: (312)827-8185
Phone: 312-807-4350
Email: chicago.trademarks@klgates.com, sana.hakim@klgates.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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/

CH $40.00 3160100

Date:	11/09/2011

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: 004658 FRAME: 0928

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

TRADEMARK
RECORDED: 11/09/2011 REEL: 004658 FRAME: 0929