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

TRADEMARK

REEL: 003700 FRAME: 0914

900096952

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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TRADEMARK REEL: 003700 FRAME: 0915

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

Warriet Smith Windon

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274285

DATE: 12-31-07

TRADEMARK REEL: 003700 FRAME: 0916 State of Delaware Secretary of State Division of Corporations Delivered 12:46 PM 12/28/2007 FTLED 12:21 PM 12/28/2007 SRV 071370718 - 2994388 FILE

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:

Name

State of Incorporation

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").

TRADEMARK REEL: 003700 FRAME: 0917 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:

Name

Authorized Capital Stock

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