

05-03-1999



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4-22-99

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

4-22-99
PWA 35-22-9

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment **License**

Security Agreement **Nunc Pro Tunc Assignment**

Merger **Effective Date**
Month Day Year
7 1 1998

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name _____ **Execution Date**
Month Day Year
7 1 1998

Formerly _____

Individual **General Partnership** **Limited Partnership** **Corporation** **Association**

Other _____

Citizenship/State of Incorporation/Organization _____ **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name _____

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____ **456 Montgomery Street**

Address (line 2) _____ **Suite 2200**

Address (line 3) _____ **San Francisco** _____ **California** _____ **94104**
City State/Country Zip Code

Individual **General Partnership** **Limited Partnership** **If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)**

Corporation **Association**

Other _____

Citizenship/State of Incorporation/Organization _____ **Delaware**

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99 APR 22 PM 2:18
COMMERCIAL BRANCH

FOR OFFICE USE ONLY

04/30/1999 JSHABAZZ 00000159 1766456
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

**Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

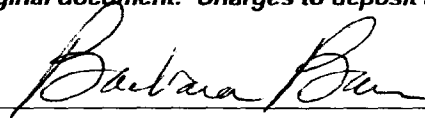
Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Barbara Bauer



4/15/99

Name of Person Signing

Signature

Date Signed

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"AURFOODS OPERATING CO. INC.", A DELAWARE CORPORATION,

"AURORA FOODS HOLDINGS INC.", A DELAWARE CORPORATION,

"VAN DE KAMP'S, INC.", A DELAWARE CORPORATION,

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

WITH AND INTO "AURORA FOODS INC." UNDER THE NAME OF "AURORA FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2911079 8100M

DATE:

9201902

981277592

07-17-98

TRADEMARK

REEL: 1890 FRAME: 0202

FROM RICHARDS, LAYTON#10

(WED) 7. 1 '98. 10:09/ST. 10:09/NO. 3560870097 P 2

STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/01/1998
981256185 - 2911079

CERTIFICATE OF MERGER

OF

AURORA FOODS HOLDINGS INC.,

AURFOODS OPERATING CO. INC.,

VDK HOLDINGS, INC.

AND

VAN DE KAMP'S, INC.

WITH AND INTO

AURORA FOODS INC.

The undersigned corporation does hereby certify that:

FIRST: The constituent corporations to the merger (the "Merger") are Aurora Foods Holdings Inc., a Delaware corporation, AurFoods Operating Co., Inc., a Delaware corporation originally formed under the name Dartford SSC Acquisition Corp., VDK Holdings, Inc., a Delaware corporation, Van de Kamp's, Inc., a Delaware corporation, and Aurora Foods Inc., a Delaware corporation originally formed under the name A Foods Inc.

SECOND: An Agreement of Merger (the "Merger Agreement") was approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Aurora Foods Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of Aurora Foods Inc. shall be the Certificate of Incorporation of the surviving corporation of the Merger.

FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation at 456 Montgomery Street, Suite 2200, San Francisco, California 94104.

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