

05-20-1999



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5-20-99

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
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

FOR OFFICE USE ONLY

05/24/1999 DNGUYEN 00000177 1136344

1 FC:481 40.00 OP  
2 FC:482 150.00 OP

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

TRADEMARK  
REEL: 001898 FRAME: 0711

**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

(212) 207-1377

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,136,344	1,766,856	1,805,466
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,202,912	663,544	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	945,494	949,434	<input type="text"/>

**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

May 18, 1999

Name of Person Signing

Signature

Date Signed

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.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9201902

07-17-98

TRADEMARK

REEL: 001898 FRAME: 0713

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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.

FROM RICHARDS. LAYTON#10

(WED) 7. 1' 98 10:09/ST. 10:08/NO. 4260596392 P 3

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the constituent corporations.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1st day of July, 1998.

AURORA FOODS INC.

By:   
Name: James B. Ardrey  
Title: Vice-Chairman

04555.0011

140-375222

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