

06-02-1999



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5-24-99

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

Change of Name

Other _____

Effective Date
Month Day Year
6 23 98

Conveying Party

Mark if additional names of conveying parties attached

Name Aurora Foods Inc. Execution Date
Month Day Year
6 23 98

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 AurFoods Operating Co., Inc.

DBA/AKA/TA _____

Composed of formerly Aurora Foods Inc. of Delaware

Address (line 1) 445 Hutchinson Avenue

Address (line 2) _____

Address (line 3) Columbus Ohio 43235
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

06/28/1999 ISHABWZZ 00000251 1017556

PG:461 46.00 CP
PG:462 375.00 CP

FOR OFFICE USE ONLY

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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

(212) 207-1377

Name

Barbara Bauer, Legal Assistant

Address (line 1)

Richards & O'Neil, L.L.P.

Address (line 2)

885 Third Avenue, 7th Floor

Address (line 3)

New York, NY 10022-4873

Address (line 4)

Pages

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

#

3

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

See	attached	schedule
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

16

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

415

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:

#

18-1290

Authorization to charge additional fees:

Yes

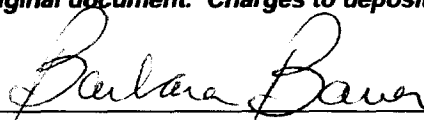
No

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

Name of Person Signing



Signature

5/20/99

Date Signed

TRADEMARKS TO BE ASSIGNED

<u>Trademark</u>	<u>Registration No.</u>	<u>Reg. Date</u>
LOG CABIN	61,962	4/9/1907
WIGWAM	74,056	6/15/1909
COUNTRY KITCHEN	1,017,558	8/5/1975
LOG CABIN LITE	1,679,044	3/10/92
COUNTRY KITCHEN LITE	1,742,433	12/22/92
MISCELLANEOUS DESIGN (Log Cabin)	1,944,425	12/26/95
LOG CABIN	383,316	12/3/1940
LOG CABIN (stylized)	563,478	8/26/1952
WIGWAM (stylized)	566,734	11/11/1952
LOG CABIN	660,202	4/1/1958
TOWLE'S	681,917	7/14/1959
MISCELLANEOUS DESIGN (Log Cabin)	703,621	8/30/1960
WIGWAM & DESIGN	722,893	10/17/61
1887	1,053,030	11/16/76
GUSTO TANTO QUE TODOS SIEMPRE QUIEREN UN POQUITO MAS	1,704,340	7/28/1992
TASTES SO GOOD EVERYBODY ALWAYS WANTS A LITTLE MORE	1,816,441	1/11/1994

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 AMENDMENT OF "AURORA FOODS INC.", CHANGING ITS NAME FROM "AURORA FOODS INC." TO "AURFOODS OPERATING CO. INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 1998, AT 12:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

2687012 8100

DATE: 9166067

981250078

06-26-98

TRADEMARK

REEL: 001904 FRAME: 0411

6-23-98

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AURORA FOODS INC.**

(Under Section 242 of the General Corporation Law)

It is hereby certified that:

1. The name of the corporation is Aurora Foods Inc. (hereinafter referred to as the "Corporation").

2. The certificate of incorporation of the Corporation is hereby amended by deleting Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the Corporation is
AurFoods Operating Co. Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Ray Chung, the Executive Vice President this 22nd day of June, 1998.

AURORA FOODS INC.

By Ray Chung
Ray Chung
Executive Vice President

04555.0011

R&O-395368.1

P. 002

TEL: 212 753 2154

JUN - 23 '98 (TUE) 11:34 RICH & ONEIL

RECORDED: 05/24/1999

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