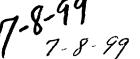
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 07-12-1999

U.S. Department of Commerce Patent and Trademark Office TRADEMARK



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## 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	Conveyance Type			
X New	Assignment License			
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment  Effective Date			
Correction of PTO Error	X Merger Month Day Year			
Reel # Frame #	7/1/1998			
Corrective Document	Change of Name			
Reel # Frame #	Other			
Conveying Party	Mark if additional names of conveying parties attached  Execution Date  Month Day Year			
Name Van de Kamp's Inc.				
Formerly				
Individual General Partnership	Limited Partnership X Corporation Association			
Other				
X Citizenship/State of Incorporation/Organization Delaware				
Receiving Party  Mark if additional names of receiving parties attached				
Name Aurora Foods Inc.				
DBA/AKA/TA				
	The state of the s			
Composed of Aurora Foods Operating Co., Aurora Foods Holdings, Van de Kamp's, VDK Holdings				
Address (line 1) 456 Montgomery Street				
Address in the coope				
Address (line 2) Suite 2200				
Address (line 3) San Francisco	California 94104			
Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an			
X Corporation Association	assignment and the receiving party is not domiciled in the United States, an appointment of a domestic			
	representative should be attached.			
Other	(Designation must be a separate document from Assignment.)			
X Citizenship/State of Incorporation/Organization Delaware				
TOR OFFICE USE ONLY				
9/1999 TTON11 00000104 181290 1230161 )				
C:481 40.00 CH				
C1482 50.00 CH				
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 ing this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington,			

Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

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REEL: 001925 FRAME: 0696

FORM PTO Expires 06/30/99 OMB 0651-0027	-1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
	Representative Name and	Address Enter for the first Rec	eiving Party only.		
Name	·				
Address (line 1)					
Address (line 2)					
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Correspondent Name and Address Area Code and Telephone Number 212-207-1377					
Name	Barbara Bauer, Legal As	sistant			
Address (line 1)	Richards & O'Neil, LLP				
Address (line 2)	885 Third Avenue				
Address (line 3)	New York, New York 1002	22-4873			
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).					
Tra	ademark Application Number(s		ation Number(s)		
		1,230,161			
		1,606,597			
		904,414			
Number of Properties Enter the total number of properties involved. # 3					
Fee Amount for Properties Listed (37 CFR 3.41): \$ 90					
	of Payment: Enclos Account	Sed Deposit Account X			
(Enter for payment by deposit account or if additional fees can be charged to the account.)  Deposit Account Number: # 18-1290					
	Au	sthorization to charge additional fees:	Yes X 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.					
Barbar	a Bauer	_Borbara Sauce	لا <sub>July 2, 1999</sub>		
	e 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:

C. L. A DELAWARE CORPORATION, "AURORA FOODS HOLDINGS "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.

**AUTHENTICATION:** 

DATE

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07-17-98

TRADEMARK REEL: 001925 FRAME: 0698 FROM RICHARDS, LAYTON \$10

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## 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 cosporation does hereby certify that:

FIRST: The constituent corporations to the merger (the "Merger") are Autora 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 Autora Foods Inc., a Delaware corporation.

FOURTH: The Cartificate of Incorporation of Aurora Foods Inc. shall be the Cartificate 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.

140-117522

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FROM RICHARDS. LAYTON#10

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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 WHERBOF, the undersigned has executed this Certificate this lat day of July, 1998.

AURORA FOODS INC.

Name: James B. Ardiey Title: Vice-Chairman

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PAO-197522.3

**RECORDED: 07/08/1999** 

- 2 -

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