

07-12-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7-8-99
7-8-99

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

Corporation

Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

07/09/1999 TTOM11 00000104 181290 1230161

01 FC:481 40.00 CH
02 FC:482 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 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: 001925 FRAME: 0696

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, LLP

Address (line 2)

885 Third Avenue

Address (line 3)

New York, New York 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)

1,230,161	<input type="text"/>	<input type="text"/>
1,606,597	<input type="text"/>	<input type="text"/>
904,414	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

90

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

July 2, 1999

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.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE

9201902

07-17-98

2911079 8100M

981277592

TRADEMARK

REEL: 001925 FRAME: 0698

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 CORPORATION TRUST DOVER 302-674-8340

(THU) 07. 16' 98 15:21/... 15:16/NO. 3560870097 P 20

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. Ardity
Title: Vice-Chairman

04555.0011

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