

09-09-1999



101139043

9/7/99

**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
 7 1 1998

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

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

09/08/1999 JSHABRZZ 00000034 835567

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 375.00 DP

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)

<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)

<input type="text" value="see"/>	<input type="text" value="attached"/>	<input type="text" value="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.

#

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

Name of Person Signing

Barbara Bauer

Signature

September 3, 1999

Date Signed

TRADEMARK SCHEDULE

<u>Trademark</u>	<u>Appl/Reg. No.</u>	<u>Appl/Reg. Date</u>
DUNCAN HINES	835,567	5/9/66
DUNCAN HINES	1,299,761	4/11/83
DUNCAN HINES	1,484,309	8/24/87
DUNCAN HINES	1,942,711	1/10/95
DUNCAN HINES ANGEL CUPS	74/620,746	1/13/95
DUNCAN HINES CHOCOLATE LOVERS	1,788,936	2/27/92
DUNCAN HINES CHOCOLATE LOVERS' EXXTRA	1,907,900	9/10/93
DUNCAN HINES CHOCOLATE AFFAIRS	73/624,460	10/6/86
DUNCAN HINES CHOCOLATE GOURMET	1,432,138	6/26/86
DUNCAN HINES DELIGHTS	1,643,774	11/13/89
DUNCAN HINES KIDS CUPS	2,001,914	1/13/95
DUNCAN HINES RECIPES & MORE	1,658,958	6/20/90
DUNCAN HINES TIARA	1,473,398	3/19/87
DUNCAN HINES TRADITIONS	73/666,055	6/11/87
DUNCAN HINES WINTER WONDERLAND	74/125,671	2/24/90
YOU'RE WHY I BAKE A DUNCAN HINES CAKE	75/556,015	9/21/98

FROM RICHARDS, LAYTON#10

(WED) 7. 1' 98. 10:09/ST. 10:08/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. Ardity
Title: Vice-Chairman

04555.0011

110-175211

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:

9201902

DATE:

2911079 8100M

981277592

RECORDED: 09/07/1999

07-17-98
TRADEMARK
REEL: 001955 FRAME: 0035