

9-9-03

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027- (exp. 6/30/2005)

RECOI TR

09-09-2003

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



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Tab settings -> -> ->

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Van de Kamp's, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State (DE)  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: Aurora Foods Inc.

Internal Address: \_\_\_\_\_

Street Address: 445 Hutchinson Avenue

City: Columbus State: OH ZIP: 43235

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: July 1, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,141,406 ; 1,200,559 ; 842,549 ; 734,635 ; 552,927 ; 2,011,744 ; 2,214,796

Additional number(s) attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jason A. Cohen, Esq.

Internal Address: Simpson Thacher & Bartlett LLP

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 7

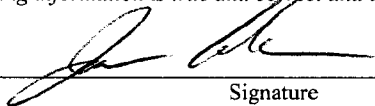
7. Total fee (37 CFR 3.41): ..... 190.00  
 Enclosed  
 Authorized to be charged to deposit account credit card

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Jason A. Cohen, Esq.                                            9/8/03  
Name of Person Signing                      Signature                      Date

09/09/2003 6TON11 00000126 1141406

Total number of pages including cover sheet, attachments, and document: 5

01 FC:8521  
02 FC:8522

40.00 OP Mail documents to be recorded with required cover sheet information to:  
150.00 OP Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002818 FRAME: 0446

## State of Delaware

PAGE 1

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.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION:

2911079 8100M

9201902

DATE:

981277592

07-17-98

TRADEMARK

REEL: 001898 FRAME: 0713

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REEL: 002818 FRAME: 0447

FROM CORPORATION TRUST DOVER 302-674-6340

(TRU) 07.16'98 15:21/ST. 15:16/NO. 3560870097 P 19

FROM RICHARDS, LAYTON#10

(RED) 7. 1'98.10:09/ST. 10:09/NO. 4268798372 P 2  
 STATE OF DELAWARE  
 DIVISION OF CORPORATIONS  
 FILED 09:08 AM 02/01/1998  
 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

L40-97522.1

**TRADEMARK**  
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FROM CORPORATION TRUST DOVER 302-314-8340

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

W RICHARDS LAYTON#10

(WED) 7. 1 '98 10:09/87. 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: *James E. Ardley*  
Name: James E. Ardley  
Title: Vice-Chairman

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- 2 -

RECORDED: 05/20/1999

TRADEMARK  
REEL: 001898 FRAME: 0715

TRADEMARK  
REEL: 002818 FRAME: 0449

**SCHEDULE A**

<b>TITLE</b>	<b>REGISTRATION NO.</b>
COUNTRY SEASONED	1,141,406
VAN DE KAMP'S	1,200,559
DESIGN ONLY	842,549
VAN DE KAMP'S	734,635
VAN DE KAMP'S	552,927
MRS. PAUL'S AND DESIGN	2,011,744
MRS. PAUL'S	2,214,796