

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Aurora Foods Inc.		03/19/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Pinnacle Foods Group Inc.
<b>Street Address:</b>	One Old Bloomfield Avenue
<b>City:</b>	Mountain Lakes
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07046-1429
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 40**

Property Type	Number	Word Mark
Serial Number:	78355523	AVALON BAY
Serial Number:	78304823	SIGNATURE DESSERTS
Serial Number:	78275122	BAKERY DELUXE
Serial Number:	78275107	FISH 'N DIPS
Serial Number:	78247176	LENDER'S
Serial Number:	78203037	FUN FROSTERS
Serial Number:	78185498	BAGEL STUFFERS
Serial Number:	78182370	LENDER'S AUTHENTIC BAGELS SINCE 1927
Serial Number:	78126761	CANDY FACTORY
Serial Number:	78110251	LENDER'S
Serial Number:	78102827	ALWAYS THE FINEST. SPECIALLY PREPARED. ONLY MRS. PAUL'S
Serial Number:	78102808	ONLY MRS. PAUL'S
Serial Number:	78101527	MRS. BUTTERWORTH'S
Serial Number:	78100764	MRS. BUTTERWORTH'S

CH \$1015.00 78355523

Serial Number:	78093548	MOIST DELUXE
Serial Number:	78091208	VAN DE KAMP'S
Serial Number:	78088857	CREATE YOUR OWN
Serial Number:	76242572	AURORA FOODS INC. AMERICA'S BRANDS
Serial Number:	76242548	AURORA FOODS INC.
Serial Number:	75761800	COUNTRY CABIN
Serial Number:	75749273	MRS. BUTTERWORTH'S
Serial Number:	75556917	YOU'RE WHY I BAKE
Serial Number:	75517197	
Serial Number:	75470124	CRISP & HEALTHY
Serial Number:	75454044	MRS. PAUL'S
Serial Number:	75441743	IN THE HEART OF EVERY HOME, THERE'S A LITTLE LOG CABIN
Serial Number:	75436736	READY TO COOK MEALS
Serial Number:	75708958	LOG CABIN PREMIUM BLENDS
Serial Number:	75126114	GET IT ALL
Serial Number:	74723266	MRS. PAUL'S
Serial Number:	74320409	
Serial Number:	74294532	OCEAN'S ORIGINAL
Serial Number:	74089203	COUNTRY KITCHEN LITE
Serial Number:	74055954	MOIST DELUXE
Serial Number:	74051207	LOG CABIN LITE
Serial Number:	73731751	LENDER'S BAGELS
Serial Number:	73728328	SINCE 1927, BAKERS OF BETTER BAGELS
Serial Number:	73675304	BIG 'N CRUSTY
Serial Number:	73499659	
Serial Number:	73479439	BAKE 'N SELL

**CORRESPONDENCE DATA**

Fax Number: (248)594-0610

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 248-594-0600

Email: [tmdocketing@raderfishman.com](mailto:tmdocketing@raderfishman.com)

Correspondent Name: Michael D. Fishman

Address Line 1: 39533 Woodward Avenue; Suite 140

Address Line 4: Bloomfield Hills, MICHIGAN 48304

**NAME OF SUBMITTER:**

Michael D. Fishman

**TRADEMARK**

**REEL: 003030 FRAME: 0112**

Signature:	/mdf/
Date:	02/15/2005
<b>Total Attachments: 6</b> source=PINNACLE#page1.tif source=PINNACLE#page2.tif source=PINNACLE#page3.tif source=PINNACLE#page4.tif source=PINNACLE#page5.tif source=PINNACLE#page6.tif	

# Delaware

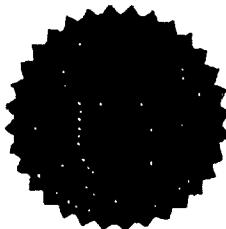
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AURORA FOODS INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "PINNACLE FOODS GROUP INC.", THE NINETEENTH DAY OF MARCH, A.D. 2004, AT 3:33 O'CLOCK P.M.

2911079 8320

040390432



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3135109

DATE: 05-26-04

TRADEMARK

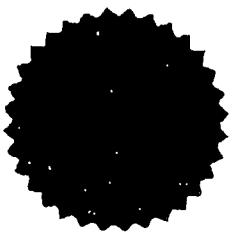
REEL: 003030 FRAME: 0114

# Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AURORA FOODS INC.", CHANGING ITS NAME FROM "AURORA FOODS INC." TO "PINNACLE FOODS GROUP INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2004, AT 3:33 O'CLOCK P.M.



2911079 8100

040390432

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3135105

DATE: 05-26-04

TRADEMARK  
REEL: 003030 FRAME: 0115

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:33 PM 03/19/2004  
FILED 03:33 PM 03/19/2004  
SRV 040206257 - 2911079 FILE

**FIRST AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AURORA FOODS INC.**

(Pursuant to Sections 242 and 245 of the Delaware  
General Corporation Law of the State of Delaware)

The original name of Aurora Foods Inc. was "A Foods Inc." and it was originally incorporated in the State of Delaware on June 19, 1998.

**ARTICLE I**

**NAME**

The name of the corporation (herein called the "Corporation") is: Pinnacle Foods  
Group Inc.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Delaware is 9 East Loockerman Street, Suite 1B, City of Dover, County of Kent 19901. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

## ARTICLE IV

### CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 shares, all of which shall be of one class, shall be designated Common Stock and shall have a par value of \$0.01 per share. With respect to matters to be voted on by holders of shares of Common Stock, each share of Common Stock shall entitle the holder thereof to one vote.

Notwithstanding any other provisions contained herein to the contrary, the Corporation shall not issue non-voting equity securities. This prohibition on the issuance of non-voting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)).

## ARTICLE V

### DIRECTORS

The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-laws so require.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE VI

### MANAGEMENT OF THE CORPORATION

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

(a) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered:

(i) to make, alter, amend or repeal the By-laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation;

(ii) without the assent or vote of the stockholders, to authorize and issue securities and obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the Corporation, real or personal, including after-acquired property;

(iii) to determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net profits or such surplus; and

(iv) to fix from time to time the amount of net profits of the Corporation or of its surplus to be reserved as working capital or for any other lawful purpose.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation.

(b) Any director or any officer elected or appointed by the stockholders or by the Board may be removed at any time in such manner as shall be provided in the By-laws of the Corporation.

(c) From time to time any of the provisions of this Certificate of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this paragraph (c).



**IN WITNESS WHEREOF**, I, the undersigned, being a Senior Vice President of Aurora Foods Inc., **DO HEREBY CERTIFY**, under penalties of perjury, that this is my act and deed and that the facts hereinabove stated are truly set forth and, accordingly, I have hereunto set my hand as of March 19, 2004.

*K. Maggs*  
Name: *Kathryn Maggs*  
Title: *SVP*

*[Faint, illegible text]*