

08-25-2000

D

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011(exp. 4/94)

RE
T



101442754

SHEET
NLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): *71200*
Fedele Gourmet Holdings, LLC
660 Madison Avenue, 15th Floor
New York, NY 10021

Individual(s) Merger
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other

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

2. Name and address of receiving party(ies):
Fresh Direct, Inc.
23-30 Borden Avenue
Long Island City, NY 11101


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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 12, 2000**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No



07-12-2000

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
75/777,097

Additional numbers attached: Yes No

B. Trademark Registration No.(s)
 U.S. Patent & TMO/TM Mail Rcpt Dt. #70

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

Name: **Howard J. Shire, Esq.**
 Internal Address: **KENYON & KENYON**

Street Address: **One Broadway**

City: **New York** State: **NY** ZIP: **10004**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
11-0600 (Ref. No.: 11176/5)
 (Attach duplicate copy of this page if paying by deposit account)

08/24/2000 MTHA11 00000010 110600 75777097

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.

Laurie S. Mintzer, Esq.
 Name of Person Signing

Laurie S. Mintzer *July 12, 2000*
 Signature Date

Total number of pages, including cover sheet, attachments and document: 3

CONFIRMATION OF TRADEMARK ASSIGNMENT

WHEREAS, FEDELE GOURMET HOLDINGS, LLC., a limited liability company organized under the laws of the State of Delaware, having a place of business at 660 Madison Avenue, 15th Floor, New York, New York 10021 (hereinafter "Assignor"), owned all right, title and interest in and to the trademark FRESHDIRECT, including the pending application for said mark which is the subject of U.S. Serial No. 75/777,097, as well as all of the goodwill of the business symbolized thereby and associated therewith (the "Trademark");

WHEREAS, FRESH DIRECT, INC, a limited liability company organized under the laws of the State of Delaware, having a place of business at 23-30 Borden Avenue, Long Island City, NY 11101 (hereinafter "Assignee"), acquired any and all rights to the Trademark pursuant to that certain Assignment and Assumption Agreement, dated as of April 12, 2000 between Assignor and Assignee (the "Assignment Agreement").

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in the Assignment Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms and acknowledges that it assigned, sold, and transferred unto Assignee, effective April 12, 2000, all right, title and interest in and to the Trademark, together with the goodwill of the business appurtenant to and symbolized by the Trademark and including, without limitation, all common law rights in and to the Trademark and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or

