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FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

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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):

**Fresh Direct, Inc.
23-30 Borden Avenue
Long Island City, NY 11101**

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

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: Amendment to Confirmation of Trademark Assignment (Clarification of Corporate Status)
- Merger
- Change of Name

Execution Date: **As of July 12, 2000**

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

A. Trademark Application No.(s)

75/777,097

B. Trademark Registration No.(s)

Additional numbers attached: Yes No

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

Name: **Dana R. Kaplan, Esq.**
Internal Address: **KENYON & KENYON**
Street Address: **One Broadway**

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

12/29/2000 DNGUYEN 00000297 110600 75777097

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)

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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.

Dana R. Kaplan, Esq.
Name of Person Signing

Signature

December 5, 2000
Date

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

**AMENDMENT TO CONFIRMATION OF
TRADEMARK ASSIGNMENT**

WHEREAS, on July 12, 2000, 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"), signed a Confirmation of Trademark Assignment (the "Confirmation"), a copy of which is annexed hereto as Exhibit A, which was recorded with the United States Patent and Trademark Office (the "PTO") on July 12, 2000 at Reel 2124/Frame 0941;

WHEREAS, by way of the Confirmation, FEDELE GOURMET HOLDINGS, LLC confirmed that as of April 12, 2000, FRESH DIRECT, INC., had acquired from it any and 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. was inadvertently listed in the Confirmation as being a limited liability company, when it is a corporation organized under the laws of the State of Delaware;

WHEREAS, FRESH DIRECT, INC. desires to clarify its corporate status, and to have such clarification recorded at the PTO;

NOW, THEREFORE, FRESH DIRECT, INC. hereby confirms and acknowledges that it is a corporation organized under the laws of the State of Delaware and desires that the PTO record this document to reflect same.

IN WITNESS WHEREOF, FRESH DIRECT, INC. has executed this Amendment to

Confirmation of Trademark Assignment as of the 12th day of July 2000.

FRESH DIRECT, INC.

A handwritten signature in black ink, appearing to read 'K. B. Squire', written over a horizontal line.

Name: Kenneth B. Squire

Title: *Secretary*