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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

FORM PTO-1594

(Rev. 6-93)

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

TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Fedele Gourmet Holdings, LLC 660 Madison Avenue, 15th Floor New York, NY 10021</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Merger <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Fresh Direct, Inc. 23-30 Borden Avenue Long Island City, NY 11101</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: July 12, 2000</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

4. Application number(s) or patent number(s):	
A. Trademark Application No.(s) 75/777,097	B. Trademark Registration No.(s)
Additional numbers attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Howard J. Shire, Esq. Internal Address: KENYON & KENYON</p> <p>Street Address: One Broadway</p> <p>City: New York State: NY ZIP: 10004</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$40.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 11-0600 (Ref. No.: 11176/5) (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Laurie S. Mintzer, Esq. Laurie S. Mintzer July 12, 2000

Name of Person Signing 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").

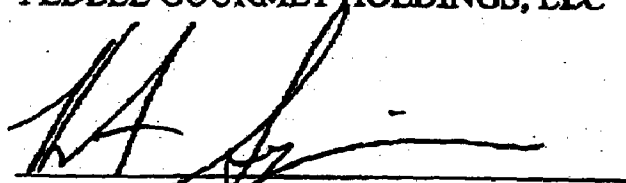
NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in the Assignment Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms and acknowledges that it assigned, sold, and transferred unto 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

dilution of or damage or injury to the Trademark, to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had such assignment not been made.

Assignor assigned the Trademark as part of that portion of the business to which the Trademark pertains as required by Section 10 of the Trademark Act (15. U.S.C. ' 1060).

IN WITNESS WHEREOF, Assignor has executed this Confirmation of Trademark Assignment on this 12th day of July 2000.

FEDELE GOURMET HOLDINGS, LLC



Name: Kenneth B. Squire
Title: Vice President

**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

RECORDED: 12/08/2000

TRADEMARK
REEL: 002204 FRAME: 0589