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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	February 28, 2009
Estimated average burden hours per response.	4.00

TEMPORARY

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

09003385

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
Fresh Direct Holdings Inc. - Series E Preferred Stock

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☑ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)
Fresh Direct Holdings, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
23-30 Borden Avenue, Long Island City, NY 11101	(718) 433-0982
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)

Brief Description of Business
Manufacturing, processing and sale of food and grocery products over the Internet.

Type of Business Organization
☑ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 0 3 Year 0 0 ☑ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) D E

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exception under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that addrss.

Where To File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
   - Each promoter of the issuer, if the issuer has been organized within the past five years;
   - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
   - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
   - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ackerman, Peter

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ryan, Brendan

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Manzi, Jim P.

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Abrahams, Riad

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ackerman, Jason

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☑ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Braddock, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Marram, Ellen

Business or Residence Address (Number and Street, City, State, Zip Code)

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Chong, F.T.

Business or Residence Address (Number and Street, City, State, Zip Code)

AIG Global Investment Corp., 599 Lexington Avenue, 25th Floor, New York, NY 10022

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Moore, James

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

AIG Horizon Partners Fund, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

AIG Global Investment Corp., 599 Lexington Avenue, 25th Floor, New York, NY 10022

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

AIG Horizon Side-by-Side Fund, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

AIG Global Investment Corp., 599 Lexington Avenue, 25th Floor, New York, NY 10022

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Crown Fresh Direct, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Rockport Capital, 1919 Pennsylvania Avenue NW, Suite 725, Washington, DC 20006

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Crown Fresh Direct II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Rockport Capital, 1919 Pennsylvania Avenue NW, Suite 725, Washington, DC 20006

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Maverick Fund II, Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

Maverick Capital, Ltd., 300 Crescent Court, 18th Floor, Dallas, TX 75201

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Maverick Fund, L.D.C.

Business or Residence Address (Number and Street, City, State, Zip Code)

Maverick Capital, Ltd., 300 Crescent Court, 18th Floor, Dallas, TX 75201

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Maverick Fund USA, Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

Maverick Capital, Ltd., 300 C~rescent Court, 18th Floor, Dallas, TX 75201

Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

P.A. Consulting LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Rockport Capital, 1919 Pennsylvania Avenue NW, Suite 725, Washington , DC 20006

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	☐	☑

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? $ 1,000.00

	Yes	No
3. Does the offering permit joint ownership of a single unit?	☑	☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
Not Applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	$ 0.00	$ 0.00
Equity	$ 15,000,000.00	$ 7,060,000.00
☐ Common ☑ Preferred		
Convertible Securities (including warrants)	$ 0.00	$ 0.00
Partnership Interests	$ 0.00	$ 0.00
Other (Specify _____)	$ 0.00	$ 0.00
Total	$ 15,000,000.00	$ 7,060,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4	$ 7,060,000.00
Non-accredited Investors	0	$ 0.00
Total (for filings under Rule 504 only)		$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		$
Regulation A		$
Rule 504		$
Total		$

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	☐	$ 0.00
Printing and Engraving Costs	☐	$ 0.00
Legal Fees	☑	$ 100,000.00
Accounting Fees	☐	$ 0.00
Engineering Fees	☐	$ 0.00
Sales Commissions (specify finders' fees separately)	☐	$ 0.00
Other Expenses (identify) _____	☐	$ 0.00
Total	☑	$ 100,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... $ 14,900,000.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	☐ $ 0.00	☐ $ 0.00
Purchase of real estate	☐ $ 0.00	☐ $ 0.00
Purchase, rental or leasing and installation of machinery and equipment	☐ $ 0.00	☐ $ 0.00
Construction or leasing of plant buildings and facilities	☐ $ 0.00	☐ $ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	☐ $ 0.00	☐ $ 0.00
Repayment of indebtedness	☐ $ 0.00	☐ $ 0.00
Working capital	☐ $ 0.00	☑ $ 14,900,000.00
Other (specify): _____	☐ $ 0.00	☐ $ 0.00
_____	☐ $ 0.00	☐ $ 0.00
Column Totals	☐ $ 0.00	☑ $ 14,900,000.00
Total Payments Listed (column totals added)	☑ $ 14,900,000.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Fresh Direct Holdings, Inc.		2.13.09
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
James Moore	Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

FORM U-2

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Fresh Direct Holdings, Inc. (a corporation duly organized under the laws of the state of Delaware), for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

James Moore
Fresh Direct Holdings, Inc.
23-30 Borden Avenue
Long Island City, NY 11101

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

____ ALABAMA	Secretary of State
____ ALASKA	Administrator (Commissioner of Department of Community and Economic Development)
____ ARIZONA	The Corporation Commission
____ ARKANSAS	Commissioner of Securities Department
____ CALIFORNIA	Commissioner of Corporations
____ COLORADO	Securities Commissioner
____ CONNECTICUT	Banking Commissioner of Department of Banking

____DELAWARE	Securities Commissioner
___X__DISTRICT OF COLUMBIA	Commissioner of Department of Insurance and Securities Regulation
____FLORIDA	Director of Office of Financial Regulation of Financial Services Commission
____GEORGIA	Commissioner of Securities
____GUAM	Administrator, Department of Revenue and Taxation
____HAWAII	Commissioner of Securities
____IDAHO	Director, Department of Finance
____ILLINOIS	Secretary of State
____INDIANA	Secretary of State
____IOWA	Administrator (Commissioner of Insurance)
____KANSAS	Secretary of State
____KENTUCKY	Commissioner of Department of Financial Institutions
____LOUISIANA	Commissioner of Securities
____MAINE	Securities Administrator
____MARYLAND	Securities Commissioner
____MASSACHUSETTS	State Secretary
____MICHIGAN	Commissioner, Office of Financial and Insurance Services
____MINNESOTA	Commissioner of Commerce
____MISSISSIPPI	Secretary of State
____MISSOURI	Commissioner of Securities
____MONTANA	Securities Commissioner
____NEBRASKA	Director of Department of Banking and Finance
____NEVADA	Administrator of Securities Division
____NEW HAMPSHIRE	Secretary of State
____NEW JERSEY	Chief, Bureau of Securities
____NEW MEXICO	Director, Securities Division
____NEW YORK	Secretary of State

NORTH CAROLINA	Secretary of State
NORTH DAKOTA	Securities Commissioner
OHIO	Secretary of State
OKLAHOMA	Securities Administrator
OREGON	Director, Department of Consumer and Business Affairs
PENNSYLVANIA	Not required
PUERTO RICO	Commissioner of Financial Institutions
RHODE ISLAND	Director of Department of Business Regulation
SOUTH CAROLINA	Attorney General
SOUTH DAKOTA	Director of Division of Securities
TENNESSEE	Commissioner of Commerce and Insurance
TEXAS	Securities Commissioner
UTAH	Director, Division of Securities
VERMONT	Commissioner of Banking, Insurance, Securities and Health Care Administration
VIRGINIA	Clerk, State Corporation Commission
WASHINGTON	Director of Department of Financial Institutions
WEST VIRGINIA	Commissioner (Auditor of the State)
WISCONSIN	Division of Securities
WYOMING	Secretary of State

Dated this 13th day of February, 2009

FRESH DIRECT HOLDINGS, INC.

By: _____
Name: James Moore
Title: Secretary

[CORPORATE SEAL]

CORPORATE ACKNOWLEDGMENT

State of NEW YORK)
) ss.
County of QUEENS)

On this 13TH day of February, 2009, before me, JAMES MOORE, the undersigned officer, personally appeared James Moore known personally to me to be the Secretary of the above named corporation and acknowledged that he, as an officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

_____
Notary Public

(SEAL)

My Commission Expires: MARCH 27, 2011

WILLIAM J. VAZOULAS
NOTARY PUBLIC, State of New York
No. 4948883
Qualified in Nassau County
Term Expires March 27, 2011

LA\1945183.1

END