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FRESH AMERICA CORP
Form NT 10-Q
May 14, 2001

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U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Commission File
Number 000-24124

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One):

Form 10-K and Form 10-KSB Form 11-K Form 20-F Form 10-Q and Form 10-QSB Form N-SAR

For Period Ended: March 30, 2001

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Attached Instruction Sheet Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Items(s) to which the notification relates:

PART I--REGISTRANT INFORMATION

Full Name of Registrant: Fresh America Corp.

Former Name if Applicable: Not Applicable

6600 LBJ Freeway, Suite 180

Address of Principal Executive Office (Street and Number)
Dallas, Texas 75240

City, State and Zip Code

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PART II--RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K of Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III--NARRATIVE

State below in reasonable detail the reasons why Form 10-K and Form 10-KSB, 11-K, 20-F, 10-Q and Form 10-QSB, N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

The Registrant is in the process of negotiating extensions and waivers from its principal lenders as well as exploring alternative sources of capital. There have been severe demands on the Registrant's accounting staff due to their involvement in this process. Management of the Registrant believes that the outcome of this process is material to the disclosures contained in the Registrant's Quarterly Report on Form 10-Q and expects the situation to be sufficiently resolved within the time period prescribed by Rule 12b-25 to permit filing of the Registrant's Quarterly Report on Form 10-Q. However, there can be no assurance that the Registrant will be able to arrange alternative sources of capital or obtain extensions and waivers from its principal lenders.

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PART IV--OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Cheryl Taylor

(469)

791-5777

(Name)

(Area Code)

(Telephone Number)

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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[] Yes [X] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[X] Yes [] No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Fresh America Corp.

(Name of Registrant as specified in charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 14, 2001 By: /s/ COLON WASHBURN

Colon Washburn,
Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

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IV. (2) OTHER INFORMATION

The Registrant has yet to file its Annual Report on Form 10-K for the period ended December 29, 2000.

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IV. (3) OTHER INFORMATION

The Registrant anticipates that it will report a loss for the quarter ended March 30, 2001, that is significantly more than the \$(.36) loss per share reported for the same period in the previous fiscal year. For the reasons discussed in Part III above, the Registrant is unable to quantify the magnitude of this quarter's loss at this point.