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To the Director of the U. S. Patent and Trademark Office, please record this assignment at the new address(es) below.

8-1-22-06

1. Name of conveying party(ies):

Jackson & Perkins Company

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: GMAC Commercial Finance LLC, as Collateral

Internal Agent

Address: _____

Street Address: 1290 Avenue of the Americas

City: New York

State: NY

Country: USA Zip: 10104

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other LLC Citizenship Delaware

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) March 20, 2006

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See continuation of Item 4 attached hereto

B. Trademark Registration No.(s)
See continuation of Item 4 attached hereto

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Gayle D. Grocke

Internal Address: Latham & Watkins LLP

Suite 5800

Street Address: 233 S. Wacker Drive

City: Chicago

State: Illinois Zip: 60606

Phone Number: 312-993-2622

Fax Number: 312-993-9767

Email Address: gayle.grocke@lw.com

6. Total number of applications and registrations involved:

30

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 765.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Gayle D Grocke
Signature

Gayle D. Grocke

Name of Person Signing

08/23/2006 LHM/LEP 00000003 7548219

01 FC:8521 Date

02 FC:4522

Total number of pages including cover sheet, attachments and documents 3

40.00 OP
725.00 OP
120.00 OP

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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CONTINUATION OF ITEM 4
SCHEDULE I
 TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

United States Trademark Registrations:

Registrations & Applications:

Owner	Mark Name	Description	Filing Date	App. No.	Reg. Date	Reg. No.	Renewal	Status
Jackson & Perkins Company	ULTIMATE SERIES	live rose plants	3/11/1998	75/448,219	7/27/1999	2,265,748	7/27/2009	Registered
Jackson & Perkins Company	JACKSON & PERKINS LEGENDARY SERIES	live rose plants	3/11/1998	75/448,292	7/27/1999	2,265,751	7/27/2009	Registered
Jackson & Perkins Company	JACKSON & PERKINS ULTIMATE SERIES	live rose plants	3/11/1998	75/448,220	7/27/1999	2,265,749	7/27/2009	Registered
Jackson & Perkins Company	VETERANS' HONOR	live rose plants	2/16/1999	75/643,334	10/9/2001	2,496,741	10/9/2011	Registered
Jackson & Perkins Company	FLORIBUNDA OF THE YEAR	live rose plants	7/28/1999	75/762,739	1/9/2001	2,420,268	1/9/2011	Registered
Jackson & Perkins Company	SELECT STOCK & DESIGN	live rose plants	9/15/2000	76/129,591	9/10/2002	2,618,778	9/10/2012	Registered
Jackson & Perkins Company	DEERESISTIBLE	a selection of plants that are not attractive to deer	5/4/2001	76/253,135	3/25/2003	2,701,179	3/25/2013	Registered
Jackson & Perkins Company	JACKSON & PERKINS	on-line retail services and mail order catalog services for live rose plants and garden-related items	5/16/2002	76/408,773	2/11/2003	2,686,403	2/11/2013	Registered
Jackson & Perkins Company	J&P	on-line and mail order catalog services for live plants and garden-related items	5/21/2002	76/410,302	3/4/2003	2,693,050	3/4/2013	Registered

Owner	Mark Name	Description	Filing Date	App. No.	Reg. Date	Reg. No.	Renewal	Status
Jackson & Perkins Company	JACKSON & PERKINS	growing media for plants and fertilizers for domestic use, in International Class 1 insecticides for agricultural use and fungicides for agricultural use, in International Class 5 hand-operated metal garden hose reels; metal stands for flower pots; and metal bird baths, in International Class 6 gardening tools, namely trowels, weeding forks, spades, hoes, hand pruning saws, and hand pruning shears, in International Class 8 garden hose carts and tool carts for use in gardens, in International Class 12 arbors and trellises made of wood, in International Class 19 gardening gloves, bird baths, cast stone containers for garden use, and holders for flowers and plants, in International Class 21 live plants and flower bulbs, in International Class 31	2/19/2003	76/491,254	2/15/2005	2,926,677	2/15/2015	Registered
Jackson & Perkins Company	GARDENS BY THE NUMBERS	mail order services in the field of plants and garden supplies	12/23/1991	74/233,890	3/30/1993	1,762,191	3/30/2013	Registered

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Jackson & Perkins Company	SIMPLICITY	rose bushes	9/29/1982	73/391,927	8/28/1984	1,292,499	8/28/2014	Registered
Jackson & Perkins Company	THE ROSE REPORT	newsletters in the field of gardening	12/23/1997	75/410,097	3/30/1999	2,236,313	3/30/2009	Registered
Jackson & Perkins Company	GARDENER PROFILE LOGO	mail order services in the horticulture field, including live plants, which are a portion of the services recited in the registration	4/23/1990	74/051,634	3/5/1991	1,636,590	3/5/2011	Registered
Jackson & Perkins Company	HAPPY HOLIDAYS ... DELIVERED!	mail order services in the field of foods, flowers and other gifts	9/15/1997	75/356,741	6/1/1999	2,250,449	6/1/2009	Registered
Jackson & Perkins Company	FLORASCAPE	natural agricultural products	4/14/1986	73/593,085	10/21/1986	1,414,431	10/21/2006	Registered
Jackson & Perkins Company	ROSE OF THE YEAR	rose plants	5/26/1981	73/311,920	11/2/1982	1,215,111	11/2/2012	Registered
Jackson & Perkins Company	J&P AND ROSE DESIGN	plants, insecticide, fertilizer	4/11/1967	72/268,839	8/13/1968	854,397	8/13/2008	Registered
Jackson & Perkins Company	J&P	plants, flowers, fertilizers	4/11/1967	72/268,840	8/6/1968	853,896	8/6/2008	Registered
Jackson & Perkins Company	JACKSON & PERKINS	plants, flowers, strawberries, rose food	4/11/1967	72/268,841	8/6/1968	853,897	8/6/2008	Registered
Jackson & Perkins Company	TULIP OF THE YEAR	tulip bulbs	3/19/1990	73/836,135	6/12/1990	1,601,687	6/12/2010	Registered
Jackson & Perkins Company	NATURALLY THE BEST, FOR OVER 125 YEARS	mail order services in the field of flowers and gifts of garden-related items	1/27/1998	75/424,444	3/21/2000	2,330,756	3/21/2010	Registered
Jackson & Perkins Company	ROGUE ROSES	live rose plants	11/26/1997	75/396,408	8/10/1999	2,269,802	8/10/2009	Registered
Jackson & Perkins Company	LEGENDARY SERIES	live rose plants	3/11/1998	75/448,221	7/27/1999	2,265,750	7/27/2009	Registered
Jackson & Perkins Company	GRAND TRUMPET	Amaryllis plants	7/9/2004	76/601,993	9/6/2005	2,991,521	9/6/2015	Registered

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Jackson & Perkins Company	JP FRESH EXPRESS SERVICE	Expedited delivery service of catalog items by land, air and/or by sea	11/4/2004	76/619,231	12/13/2005	3,026,155	12/13/2015	Registered
Jackson & Perkins Company	BABY BLOOMER	Live rose plants	2/18/2005	78/571,086	2/14/2006	3,058,982	2/14/2016	Registered
Jackson & Perkins Company	GARDEN FRESH EXPRESS	Expedited delivery service of catalog items	3/29/2005	78/596,892				Pending
Jackson & Perkins Company	ULTIMATE ROSE	Live rose plants	8/9/2005	78/689,028				Pending

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of March 20, 2006, by JACKSON & PERKINS COMPANY, a Delaware corporation ("Grantor"), in favor of GMAC Commercial Finance LLC, a Delaware limited liability company, in its capacity as Collateral Agent for the Secured Parties. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement (as defined below).

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof (including all annexes, exhibits or schedules thereto, and as from time to time amended, restated, supplemented, or otherwise modified, the "Credit Agreement") by and among the Harry & David Operations Corp., a Delaware corporation, the Persons named therein as Guarantors, the other Persons signatory thereto from time to time as Lenders, GMAC Commercial Finance LLC, as Collateral Agent (the "Collateral Agent"), UBS Loan Finance LLC, as Swingline Lender, the other Agents party thereto, and UBS, AG, Stamford Branch, as Issuing Bank, Administrative Collateral Agent and Administrative Agent (the "Administrative Agent"), Lenders have agreed to make the Loans and the Issuing Bank has agreed to issue Letters of Credit for the benefit of Borrower and guaranteed by Grantor;

WHEREAS, the Administrative Agent, the Collateral Agent and Lenders are willing to make the Loans and the Issuing Bank is willing to issue Letters of Credit as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Collateral Agent, for the benefit of the Secured Parties, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor authorized the Collateral Agent to file filings with the United States Patent and Trademark Office (or any successor office or any similar office in any other country) or other documents for the purpose of perfecting, confirming, continuing, enforcing or protecting the security interest granted by Grantor thereunder, without the signature of Grantor, naming Grantor, as debtor, and the Collateral Agent, as secured party;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. "Trademark License" means rights under any written agreement now owned or hereafter acquired by Grantor granting any right to use any Trademark.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Collateral Agent, on behalf of the Secured Parties, as security for the Secured Obligations, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired

(collectively, the "Trademark Collateral"), except to the extent such a security interest is prohibited without the consent of third party or would otherwise result in loss by any Loan Party of any material rights therein:

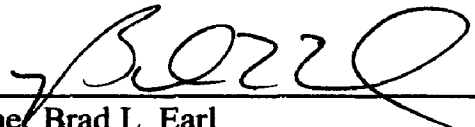
- (a) all of its Trademarks and Trademark Licenses to which it is a party including, without limitation, those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Collateral Agent, on behalf of the Secured Parties, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

JACKSON & PERKINS COMPANY

By: 
Name: Brad L. Earl
Title: Vice President and Treasurer

[Signature Page to Trademark Security Agreement for
Jackson & Perkins Company]

ACCEPTED AND ACKNOWLEDGED BY:

GMAC COMMERCIAL FINANCE LLC,
as Collateral Agent

By: 

Name: Daniel Maresca

Title: Director

[Signature Page to Jackson & Perkins Company
Trademark Security Agreement]

TRADEMARK
REEL: 003375 FRAME: 0213

SCHEDULE I
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