

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/15/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wolferman's, LLC		01/15/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Harry and David
Street Address:	2500 South Pacific Highway
City:	Medford
State/Country:	OREGON
Postal Code:	97501
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2243589	WOLFERMAN'S A TRADITION OF FINE FOOD SINCE 1888
Registration Number:	2254234	WOLFERMAN'S A TRADITION OF FINE FOOD SINCE 1888
Registration Number:	1903708	THE BIG DIFFERENCE IN ENGLISH MUFFINS
Registration Number:	2250942	WOLFERMAN'S
Registration Number:	2169739	WOLFERMAN'S
Registration Number:	3257597	WOLFERMAN'S
Registration Number:	2149473	TADPOLE TEA
Registration Number:	2241851	COCOA PLEASURES
Registration Number:	2237163	WAGNER GOURMET FOODS
Registration Number:	2241077	WAGNER GOURMET FOODS SINCE 1847
Registration Number:	1905767	WAGNER'S
Registration Number:	2140193	WAGNER'S

CH \$440.00 2243589

Registration Number:	3213340	WAGNER'S SINCE 1847 EXPERIENCE THE TASTE
Registration Number:	2239636	W
Registration Number:	833756	WAGNER'S
Serial Number:	77103479	WOLFERMAN'S
Serial Number:	77103491	BECAUSE EVERYTHING BEGINS WITH BREAKFAST

CORRESPONDENCE DATA

Fax Number: (212)755-7306

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-326-3717

Email: krsmith@jonesday.com

Correspondent Name: Nancy A. Zoubek, Jones Day

Address Line 1: 222 East 41st Street

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	664382-640001
NAME OF SUBMITTER:	Nancy A. Zoubek
Signature:	/Nancy A. Zoubek/
Date:	02/04/2008

Total Attachments: 8

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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503)986-2200
Fax: (503)378-4381
www.filinginoregon.com

UNISEARCH, INC.
OR

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document ARTICLES OF MERGER	Filed On 01/15/2008		
Name of Survivor HARRY AND DAVID	Reg. No. 043334-15	Type DOM BUS CORP	Juris OR
Name(s) of Non Survivor(s) WOLFERMAN'S LLC	Reg. No.	Type	Juris DE

SALPOO
ACK_M-S
01/15/2008

TRADEMARK
REEL: 003711 FRAME: 0624



Phone: (503) 986-2200
 Fax: (503) 378-4381

Articles of Merger

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

Check the appropriate box below:

- MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
 WITHOUT SHAREHOLDER APPROVAL
—(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED
JAN 15 2008

OREGON
 SECRETARY OF STATE

SURVIVOR
 REGISTRY NUMBER: 043334-15

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
 We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER
Wolferman's LLC	LLC	
Harry and David	Corporation	043334-15

2) NAME AND TYPE OF THE SURVIVING ENTITY HARRY AND DAVID - DBC

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Signature

Printed Name

Title

William H. Williams

WILLIAM H. WILLIAMS

Pres., CEO

11) CONTACT NAME (To resolve questions with this filing.)

Gary Sutton

DAYTIME PHONE NUMBER (include area code.)

415-983-1923

FEES

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5
 Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

OREGON ARTICLES OF MERGER

HARRY AND DAVID – 043334-15

Item 3.

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated as of January 15, 2008 and is by and between HARRY AND DAVID, an Oregon corporation (the "Surviving Corporation"), and WOLFERMAN'S LLC, a Delaware limited liability company (the "Merging Entity").

1. The Merging Entity shall be merged (the "Merger") into the Surviving Corporation.
2. The outstanding limited liability company interests of the Merging Entity shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.
3. The Merging Entity shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.
4. The Articles of Incorporation, Bylaws, directors and officers of the Surviving Corporation immediately following the Merger shall be the Articles of Incorporation, Bylaws, directors and officers of the Surviving Corporation in existence immediately preceding the Merger.
5. The merger shall be effective January 15, 2008 at 11:59 P.M. Eastern Standard Time.
6. The effect of the Merger and the effective time of the Merger are as prescribed by law.
7. The Merger has been approved by the unanimous vote of holders of all outstanding limited liability company interests of the Merging Entity and has been approved by the Surviving Corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

HARRY AND DAVID

By William H. Williams
William H. Williams
President

By Robert E. Bluth
Robert E. Bluth
Secretary

WOLFERMAN'S LLC

By William H. Williams
William H. Williams
President

By Robert E. Bluth
Robert E. Bluth
Secretary

Item 4.

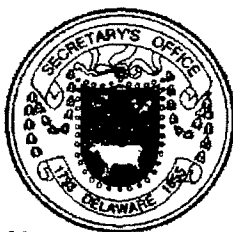
<u>Merged Entities</u>	<u>Sole Stockholder</u>	<u>Issued Limited Liability Interests</u>	<u>Limited Liability Interests Voting in Favor of the Merger</u>
Wolferman's LLC	Harry and David	100	100
Harry and David	Approval of Harry and David's shareholders is not required per ORS 60.487(7)		

Delaware

PAGE

The First State

I, HARRIET SMITH WINDSOR SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ABOVE IS THE TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WOLFERTMAN, S. L. C. L.", A DELAWARE LIMITED LIABILITY COMPANY WITH AN INTENT TO DO BUSINESS UNDER THE NAME OF "HARRY AND DAVID" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, READ HEREON FILED IN THE OFFICE OF THE SECRETARY OF STATE OF DELAWARE, AT DOVER, DELAWARE, THIS 16TH DAY OF JANUARY, 2008.



4490633 8100M

080047591

You may verify this certificate online at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6316573

DATE: 01-16-08

TRADEMARK
REEL: 003711 FRAME: 0628

CERTIFICATE OF MERGER .
OF
WOLFEMAN'S, LLC,
A DELAWARE LIMITED LIABILITY COMPANY
AND
HARRY AND DAVID,
AN OREGON CORPORATION

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (a) Wolfeman's, LLC, which is organized under the laws of the State of Delaware; and
 - (b) Harry and David, which is incorporated under the laws of the State of Oregon.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (b) of Section 18-209 of the Delaware Limited Liability Company Law, and in accordance with the provisions the Oregon Revised Statutes, to wit; by Wolfeman's, LLC and by Harry and David.
3. The name of the surviving corporation in the Merger herein certified is Harry and David, which will continue its existence as said surviving corporation under its present name upon the effective date of said Merger pursuant to the provisions of the Oregon Revised Statutes.
4. The Articles of Incorporation of Harry and David, as now in force and effect, shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Oregon Revised Statutes.
5. The executed Agreement and Plan of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Harry and David
2500 South Pacific Highway
Medford, Oregon 97501
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of Harry and David or any member of Wolfeman's, LLC.
7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of

Wolfertman's, LLC, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: Harry and David, 2500 South Pacific Highway, Medford, Oregon 97501.

Executed on this 15th day of January, 2008.

WOLFERTMAN'S, LLC

By William H. Williams
William H. Williams
President

HARRY AND DAVID

By William H. Williams
William H. Williams
President and
Chief Executive Officer



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for HARRY AND DAVID whose file number is 4490633 on 01/16/2008 under request number 080047591 for authentication number 6316573.



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