TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
1-800-Flowers.com, Inc.		08/28/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 136

Property Type	Number	Word Mark
Registration Number:	3151429	ADVENTURERS'
Registration Number:	3292240	APPLE MARTINI BOUQUET
Registration Number:	3210040	BLOOMLINK
Serial Number:	76520131	CELEBRATIONS.COM
Serial Number:	77380372	CONNECTAGONS
Registration Number:	3300000	COSMOPOLITAN BOUQUET
Serial Number:	77287810	CRISPY JOYS
Serial Number:	77248730	EXPRESSIONS OF FLOWERS
Registration Number:	3207265	FIELDS OF THE WORLD
Registration Number:	3124031	FLOWER COUNTRY
Registration Number:	3403790	FRESH FROM OUR GROWERS
Registration Number:	3165694	GIFT WELL LIVE WELL
Registration Number:	3298578	HAPPY HOUR BOUQUETS
Serial Number:	77418509	HS ACTIVE

OP $3415.00 3151429

Registration Number:	3231982	JULEP CUP BOUQUET
Registration Number:	3152318	JUNGLE BEASTIES
Registration Number:	3323538	KEY TO MY HEART
Registration Number:	3337678	KUDOS BOUQUET
Serial Number:	77522693	KULTURAL KUDOS
Registration Number:	3247073	LOVE POTION
Registration Number:	3169248	LUCKY HORSESHOE
Serial Number:	76660444	MADISON LIVING
Serial Number:	76660443	MADISON PLACE
Registration Number:	3312323	MAGNUTS
Registration Number:	3317994	MAGNUTS
Registration Number:	3302308	MARGARITA BOUQUET
Registration Number:	3373502	MINI MARGARITA BOUQUET
Registration Number:	3487661	PLANTING TWO FOR ONE
Serial Number:	77301846	REWARDING OTHERS
Registration Number:	3251324	STRAWBERRY FLORAL MARGARITA
Registration Number:	2639398	AMBROSIA
Registration Number:	2385846	THE ONE 888 NUMBER FOR FLOWERS
Registration Number:	2446630	AIR-RANGEMENT
Registration Number:	1856468	AMERICA'S BUSINESS FLORIST
Registration Number:	2213896	BALLOON BOUTIQUE
Registration Number:	2179953	BIRTHDAY FLOWER CAKE
Registration Number:	1981331	BLOOMLINK
Registration Number:	1751517	BLOOMNET
Registration Number:	2887891	BLOOM OF THE MONTH
Registration Number:	2831335	BRING YOUR MOM TO WORK DAY
Registration Number:	2617290	CAFE BOUQUET
Registration Number:	1761641	CALL 1-800-FLOWERS
Registration Number:	2605451	CELEBRATIONS
Registration Number:	3033508	CHILDHOOD'S PUREST TREASURES
Registration Number:	1529051	CONROY'S FLOWERS
Registration Number:	1530282	CONROY'S FLOWERS
Registration Number:	2046357	CONROY'S 1-800-FLOWERS
Registration Number:	1797353	COOK IT! CLUB
Registration Number:	3080948	CUSHION FINDER

Registration Number:	1751591	800-BASKETS
Registration Number:	1755761	800-CANDIES
Registration Number:	1826561	800-FLORIST
Registration Number:	1398787	800-FLOWERS
Registration Number:	1751588	800-GOODIES
Registration Number:	1816163	800-GROWERS
Registration Number:	2748153	E-MMEDIATE GIFT
Registration Number:	3008036	EXPRESSIONS EXCHANGE
Registration Number:	1768774	FINGERMAJIG
Registration Number:	2507698	FLEUR DE CHOCOLATE
Registration Number:	2010543	FLORAVERSITY
Registration Number:	2402317	FLOWER COUNTRY USA
Registration Number:	2985722	FRESH
Registration Number:	2460102	FRESH CONNECTION
Registration Number:	3185364	FRESH FLOWER HAPPY HOUR
Registration Number:	2802947	FRESH FORUM
Registration Number:	2302484	FRESH REWARDS
Registration Number:	2041262	FRESH TALK
Registration Number:	2022594	FRESH THOUGHTS
Registration Number:	2633186	FRESH UNIVERSITY
Registration Number:	2089646	FRESHNESS CARE SYSTEM
Registration Number:	2483564	GARDENWORKS
Registration Number:	2940973	GET TOGETHERS & CELEBRATIONS
Registration Number:	2046294	GIFT CONCIERGE SERVICE
Registration Number:	1490406	GREETING CANS
Registration Number:	1532035	GREETING CANS
Registration Number:	2816836	HAPPYVILLE BLOCKS
Registration Number:	2930357	HAPPYVILLAGERS
Registration Number:	3060756	HEARTH HEADQUARTERS
Registration Number:	1455274	HEARTHSONG
Registration Number:	1460401	HEARTHSONG
Registration Number:	2442195	HEARTHSONG
Registration Number:	2776979	HEARTHSOURCE
Registration Number:	2312603	HOLIDAY FLOWER TREE
Registration Number:	3257434	HOLIDAY FLOWER TREE

Registration Number:	2743584	IT'S YOUR DAY BOUQUET
Registration Number:	1911701	JUST CALL OUR NAME
Registration Number:	3113413	LOTSA LOVE
Registration Number:	2780434	MAGIC CABIN
Registration Number:	2052763	MAGIC CABIN DOLLS
Registration Number:	2959197	MAGIC CABIN FAIRIES
Registration Number:	2037576	MAKING SCENTS
Registration Number:	2940509	MAMA MOORE'S BAKESHOP
Registration Number:	2465872	MUGABLES
Registration Number:	1892480	O!CCASIONS
Registration Number:	2782517	1-800-BASKETS.COM
Registration Number:	2976683	1-800-CANDIES.COM
Registration Number:	1912766	1-800-FLEURISTE
Registration Number:	1009717	1-800-FLOWERS
Registration Number:	3155701	1-800-FLOWERS
Registration Number:	2776333	1800FLOWERS.BIZ
Registration Number:	2776332	1-800-FLOWERS.BIZ
Registration Number:	2825367	1800FLOWERS.COM
Registration Number:	2434592	1-800-FLOWERS.COM
Registration Number:	3161360	1-800-FLOWERS.COM
Registration Number:	3161361	1-800-FLOWERS.COM
Registration Number:	2594342	MOM 1-800-FLOWERS.COM
Registration Number:	2782516	1-800-GOODIES.COM
Registration Number:	2728287	1-800-GREETINGS.COM
Registration Number:	2719893	1-800-GROWERS.COM
Registration Number:	1941414	1-800-LAS-FLORES
Registration Number:	2690337	1-800-LAS FLORES.COM
Registration Number:	2685859	1-800-LAS FLORES.COM
Registration Number:	2492874	1-800-THE-ROSE
Registration Number:	2530031	1-888-FLOWERS
Registration Number:	2771406	PRACTICAL SOLUTIONS FOR EVERYDAY LIVING
Registration Number:	2781644	PROBLEM SOLVERS
Registration Number:	3245847	PURCHASENET
Serial Number:	76634212	SEND-A-MESSAGE
Registration Number:	1661834	SNACK OF THE MONTH

Registration Number:	1625092	SNACK TO SCHOOL
Registration Number:	2072106	TELEVERSITY
Registration Number:	1811143	THE ONE 800 NUMBER FOR FLOWERS
Registration Number:	2434347	THE PINK RIBBON BOUQUET
Registration Number:	1110635	THE POPCORN FACTORY
Registration Number:	1371547	THE POPCORN FACTORY
Registration Number:	1902060	THE POPCORN FACTORY
Registration Number:	2759568	TIMELESS TULIPS
Registration Number:	1714548	TOYS YOU'LL FEEL GOOD ABOUT GIVING
Registration Number:	3167161	
Registration Number:	1810889	TUMBLING GNOMES
Registration Number:	2236301	WIND & WONDER
Registration Number:	2703556	WORLD'S FAVORITE FLORIST
Registration Number:	2442235	WWW.HEARTHSONG.COM
Registration Number:	3075369	YOUR FLORIST OF CHOICE
Registration Number:	2632883	YOUR TRUSTED GUIDE TO GIFTING
Registration Number:	2948380	PICK-UP PIZZAS

CORRESPONDENCE DATA

Fax Number: (212)455-2502

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

Phone: (212) 455-7976

Email: ksolomon@stblaw.com

Correspondent Name: Mindy M. Lok, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1422
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	10/03/2008

Total Attachments: 8

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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of August 28, 2008 is made by 1-800-Flowers.com, Inc., a Delaware corporation, located at One Old Country Road, Suite 500, Carle Place, NY 11514 (the "Borrower"), in favor of JPMorgan Chase Bank, N.A., a national banking association, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Amended and Restated Credit Agreement, dated as of August 28, 2008 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the Lenders and the Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Borrower has executed and delivered an Amended and Restated Security Agreement, dated as of August 28, 2008, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Borrower pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Borrower has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Borrower agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

SECTION 2. Grant of Security Interest. The Borrower hereby pledges and grants a continuing security interest in and to all of the Borrower's right, title and interest in, to and under the Trademarks and Trademark licenses listed on Schedule A hereto (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations. Notwithstanding the foregoing, the Collateral does not and shall not include any Trademark that would be rendered invalid, abandoned, void or unenforceable by reason of it being included as part of the Collateral.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrower for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

1-800-FLOWERS.COM, INC.

By: _____
Name: Gerard M Gallagher
Title: Corp Secy
Date: 8/28/08

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: _____
Name:
Title:
Date:

TRADEMARK
REEL: 003864 FRAME: 0988

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

1-800-FLOWERS.COM, INC.

By:_____
Name:
Title:
Date:

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By:
Name: ALICIA T. SCHREIBSTEIN
Title: VICE PRESIDENT
Date: Sept. 23, 2008

SCHEDULE A

U.S. Trademark Registrations and Applications

Title	App./Reg. No.
ADVENTURERS'	3,151,429
APPLE MARTINI BOUQUET	3,292,240
BLOOMLINK AND DESIGN	3,210,040
CELEBRATIONS.COM	76/520,131
CONNECTAGONS	77/380,372
COSMOPOLITAN BOUQUET	3,300,000
CRISPY JOYS	77/287,810
EXPRESSIONS OF FLOWERS	77/248,730
FIELDS OF THE WORLD	3,207,265
FLOWER COUNTRY	3,124,031
FRESH FROM OUR GROWERS	3,403,790
GIFT WELL LIVE WELL	3,165,694
HAPPY HOUR BOUQUETS	3,298,578
HS ACTIVE AND DESIGN	77/418,509
JULEP CUP BOUQUET	3,231,982
JUNGLE BEASTIES	3,152,318
KEY TO MY HEART	3,323,538
KUDOS BOUQUET	3,337,678
KULTURAL KUDOS	77/522,693
LOVE POTION	3,247,073
LUCKY HORSESHOE	3,169,248
MADISON LIVING	76/660,444
MADISON PLACE	76/660,443
MAGNUTS	3,312,323
MAGNUTS AND DESIGN	3,317,994
MARGARITA BOUQUET	3,302,308
MINI MARGARITA BOUQUET	3,373,502
PLANTING TWO FOR ONE AND DESIGN	3,487,661
REWARDING OTHERS	77/301,846
STRAWBERRY FLORAL MARGARITA	3,251,324
AMBROSIA	2,639,398
THE ONE 888 NUMBER FOR FLOWERS	2,385,846
AIR-RANGEMENT	2,446,630
AMERICA'S BUSINESS FLORIST	1,856,468
BALLOON BOUTIQUE	2,213,896
BIRTHDAY FLOWER CAKE	2,179,953
BLOOMLINK	1,981,331
BLOOMNET	1,751,517
BLOOM OF THE MONTH	2,887,891

Title	App./Reg. No.
BRING YOUR MOM TO WORK DAY	2,831,335
CAFÉ BOUQUET	2,617,290
CALL 1-800-FLOWERS	1,761,641
CELEBRATIONS	2,605,451
CHILDHOOD'S PUREST TREASURES	3,033,508
CONROY'S FLOWERS AND DESIGN	1,529,051
CONROY'S FLOWERS	1,530,282
CONROY'S 1-800-FLOWERS AND DESIGN	2,046,357
COOK IT! CLUB AND DESIGN	1,797,353
CUSHION FINDER	3,080,948
800-BASKETS	1,751,591
800-CANDIES	1,755,761
800-FLORIST	1,826,561
800-FLOWERS	1,398,787
800-GOODIES	1,751,588
800-GROWERS	1,816,163
E-MMEDIATE GIFT	2,748,153
EXPRESSIONS EXCHANGE	3,008,036
FINGERMAJIG	1,768,774
FLEUR DE CHOCOLATE	2,507,698
FLORAVERSITY	2,010,543
FLOWER COUNTRY USA	2,402,317
FRESH	2,985,722
FRESH CONNECTION	2,460,102
FRESH FLOWER HAPPY HOUR	3,185,364
FRESH FORUM	2,802,947
FRESH REWARDS	2,302,484
FRESH TALK	2,041,262
FRESH THOUGHTS	2,022,594
FRESH UNIVERSITY	2,633,186
FRESHNESS CARE SYSTEM	2,089,646
GARDENWORKS	2,483,564
GET TOGETHERS & CELEBRATIONS	2,940,973
GIFT CONCIERGE SERVICE	2,046,294
GREETING CANS	1,490,406
GREETING CANS	1,532,035
HAPPYVILLE BLOCKS	2,816,836
HAPPYVILLAGERS	2,930,357
HEARTH HEADQUARTERS	3,060,756
HEARTHSONG	1,455,274
HEARTHSONG	1,460,401
HEARTHSONG	2,442,195
HEARTHSOURCE	2,776,979

Title	App./Reg. No.
HOLIDAY FLOWER TREE	2,312,603
HOLIDAY FLOWER TREE	3,257,434
IT'S YOUR DAY BOUQUET	2,743,584
JUST CALL OUR NAME	1,911,701
LOTSA LOVE	3,113,413
MAGIC CABIN	2,780,434
MAGIC CABIN DOLLS	2,052,763
MAGIC CABIN FAIRIES	2,959,197
MAKING SCENTS	2,037,576
MAMA MOORE'S BAKESHOP	2,940,509
MUGABLES	2,465,872
O!CCASIONS	1,892,480
1-800-BASKETS.COM	2,782,517
1-800-CANDIES.COM	2,976,683
1-800-FLEURISTE	1,912,766
1-800-FLOWERS	1,009,717
1-800-FLOWERS AND DESIGN	3,155,701
1800FLOWERS.BIZ	2,776,333
1-800-FLOWERS.BIZ	2,776,332
1800FLOWERS.COM	2,825,367
1-800-FLOWERS.COM	2,434,592
1-800-FLOWERS.COM AND DESIGN	3,161,360
1-800-FLOWERS.COM AND DESIGN	3,161,361
MOM 1-800-FLOWERS.COM AND DESIGN	2,594,342
1-800-GOODIES.COM	2,782,516
1-800-GREETINGS.COM	2,728,287
1-800-GROWERS.COM	2,719,893
1-800-LAS-FLORES	1,941,414
1-800-LAS-FLORES.COM	2,690,337
1-800-LAS-FLORES.COM AND DESIGN	2,685,859
1-800-THE ROSE	2,492,874
1-888-FLOWERS	2,530,031
PRACTICAL SOLUTIONS FOR EVERYDAY LIVING	2,771,406
PROBLEM SOLVERS	2,781,644
PURCHASENET	3,245,847
SEND-A-MESSAGE	76/634,212
SNACK OF THE MONTH	1,661,834
SNACK TO SCHOOL	1,625,092
TELEVERSITY	2,072,106
THE ONE 800 NUMBER FOR FLOWERS	1,811,143
THE PINK RIBBON BOUQUET	2,434,347
THE POPCORN FACTORY	1,110,635
THE POPCORN FACTORY	1,371,547

Title	App./Reg. No.
THE POPCORN FACTORY	1,902,060
TIMELESS TULIPS	2,759,568
TOYS YOU'LL FEEL GOOD ABOUT GIVING	1,714,548
DESIGN ONLY	3,167,161
TUMBLING GNOMES	1,810,889
WIND & WONDER	2,236,301
WORLD'S FAVORITE FLORIST	2,703,556
WWW.HEARTHSONG.COM	2,442,235
YOUR FLORIST OF CHOICE	3,075,369
YOUR TRUSTED GUIDE TO GIFTING	2,632,883
PICK-UP PIZZAS	2,948,380