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.		04/16/2010	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: UNITED STATES

PROPERTY NUMBERS Total: 118

Property Type	Number	Word Mark
Registration Number:	2446630	AIR-RANGEMENT
Registration Number:	2639398	AMBROSIA
Registration Number:	1856468	AMERICA'S BUSINESS FLORIST
Registration Number:	3292240	APPLE MARTINI BOUQUET
Registration Number:	2213896	BALLOON BOUTIQUE
Registration Number:	2179953	BIRTHDAY FLOWER CAKE
Registration Number:	3639019	BLOOMIN' CUPCAKES
Registration Number:	1981331	BLOOMLINK
Registration Number:	3210040	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

OP $2965.00 2446630

Registration Number:	3622834	CELEBRATE...DELICIOUSLY!
Registration Number:	2605451	CELEBRATIONS
Serial Number:	76520131	CELEBRATIONS.COM
Registration Number:	1529051	CONROY'S FLOWERS
Registration Number:	1530282	CONROY'S FLOWERS
Registration Number:	2046357	CONROY'S 1-800-FLOWERS
Registration Number:	3300000	COSMOPOLITAN BOUQUET
Registration Number:	3609555	CRISPY JOYS
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
Serial Number:	77704211	EVERY MOM COUNTS
Registration Number:	3008036	EXPRESSIONS EXCHANGE
Registration Number:	3507226	EXPRESSIONS OF FLOWERS
Registration Number:	3207265	FIELDS OF THE WORLD
Registration Number:	2507698	FLEUR DE CHOCOLATE
Registration Number:	2010543	FLORAVERSITY
Serial Number:	85009285	FLORIOLOGY
Registration Number:	3124031	FLOWER COUNTRY
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:	3403790	FRESH FROM OUR GROWERS
Registration Number:	2302484	FRESH REWARDS
Registration Number:	3634791	FRESH REWARDS
Registration Number:	2041262	FRESH TALK
Registration Number:	2022594	FRESH THOUGHTS
Registration Number:	2633186	FRESH UNIVERSITY
Registration Number:	2089646	FRESHNESS CARE SYSTEM

Serial Number:	85009317	FROSTY THE SNOW PLANT
Registration Number:	2940973	GET TOGETHERS & CELEBRATIONS
Registration Number:	2046294	GIFT CONCIERGE SERVICE
Registration Number:	3165694	GIFT WELL LIVE WELL
Registration Number:	2367258	GREATFOOD.COM
Registration Number:	2401093	GREAT FOOD ONLINE
Registration Number:	1490406	GREETING CANS
Registration Number:	1532035	GREETING CANS
Registration Number:	3298578	HAPPY HOUR BOUQUETS
Registration Number:	2312603	HOLIDAY FLOWER TREE
Registration Number:	3257434	HOLIDAY FLOWER TREE
Registration Number:	2743584	IT'S YOUR DAY BOUQUET
Registration Number:	3231982	JULEP CUP BOUQUET
Registration Number:	1911701	JUST CALL OUR NAME
Registration Number:	3323538	KEY TO MY HEART
Registration Number:	3337678	KUDOS BOUQUET
Registration Number:	3765915	KULTURAL KUDOS
Registration Number:	3113413	LOTSA LOVE
Registration Number:	3760422	LOTSA LOVE
Registration Number:	3247073	LOVE POTION
Registration Number:	2940509	MAMA MOORE'S BAKESHOP
Registration Number:	3302308	MARGARITA BOUQUET
Registration Number:	3373502	MINI MARGARITA BOUQUET
Registration Number:	2465872	MUGABLES
Registration Number:	1892480	O!CCASIONS
Registration Number:	2782517	1-800-BASKETS.COM
Serial Number:	77963261	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:	2014298	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
Serial Number:	85009522	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:	2001757	1-800-GIFTHOUSE
Registration Number:	2782516	1-800-GOODIES.COM
Registration Number:	2728287	1800GREETINGS.COM
Registration Number:	3611187	1800GREETINGS.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:	3245847	PURCHASENET
Registration Number:	3507480	REWARDING OTHERS
Registration Number:	3552207	SEND-A-MESSAGE
Registration Number:	1661834	SNACK OF THE MONTH
Registration Number:	1625092	SNACK TO SCHOOL
Serial Number:	77704166	SPOT A MOM
Registration Number:	1811143	THE ONE 800 NUMBER FOR FLOWERS
Registration Number:	2385846	THE ONE 888 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:	3167161	
Registration Number:	2703556	WORLD'S FAVORITE FLORIST
Registration Number:	3075369	YOUR FLORIST OF CHOICE
Registration Number:	2632883	YOUR TRUSTED GUIDE TO GIFTING
Registration Number:	3251324	STRAWBERRY FLORAL MARGARITA
Registration Number:	2072106	TELEVERSITY

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:	05/24/2010

Total Attachments: 14
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of April 16, 2010 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., as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Second Amended and Restated Credit Agreement, dated as of April 16, 2010 (as modified and supplemented and in effect from time to time, the "Credit Agreement"), among Borrower, each of the other grantors party thereto, the Lenders, and the Agent, and parties to the Amended and Restated Credit Agreement, dated as of August 28, 2008 (as amended, the "Existing Credit Agreement"), among Borrower, the Existing 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 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 a Security Agreement, dated as of April 16, 2010, 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 all of the Borrower's right, title and interest in, to and under the Trademarks 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 its 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.

(Remainder of the page intentionally left blank)

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: Gerald M Gabelman
Title: Corp Sec
Date: 4/15/10

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

By: _____
Name:
Title:
Date:

[Signature Page to Grant of Security Interest in Trademark Rights]

ACKNOWLEDGMENT OF BORROWER

STATE OF)
) ss
COUNTY OF)

On the 15th day of April, 2010, before me personally came GERARD M GALLAGHER, who is personally known to me to be the CORPORATE SECRETARY of 1-800-FLOWERS.COM, INC., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the CORPORATE SECRETARY in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

COLLEEN M. KEARNEY
Notary Public, State of New York
No. 02KE6202774
Qualified in Nassau County
Commission Expires March 23, 2013

(PLACE STAMP AND SEAL ABOVE)

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: April 15, 2010

[Signature Page to Grant of Security Interest in Trademark Rights]

ACKNOWLEDGMENT OF ADMINISTRATIVE AGENT

STATE OF **New York**)
) ss
COUNTY OF **Suffolk**)

On the 15th day of April, 2010, before me personally came Alicia Schreibstein, who is personally known to me to be the Vice President of JPMORGAN CHASE BANK, N.A., a national banking association; who, being duly sworn, did depose and say that she/he is the Vice President in such national banking association, the national banking association described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such national banking association; and that she/he acknowledged said instrument to be the free act and deed of said national banking association.

Notary Public

STEPHEN ZAJAC
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN SUFFOLK COUNTY
REG. #01ZA5020625
MY COMM. EXP. JAN. 10, ~~2010~~ 2014

Schedule A

U.S. Trademark Registrations and Applications

Mark	Serial No./ Reg. No.
AIR-RANGEMENT (329-94)	75/179,728 2,446,630
AMBROSIA (329-764)	76/358,847 2,639,398
AMERICA'S BUSINESS FLORIST (329-21)	74/396,459 1,856,468
APPLE MARTINI BOUQUET (329-819)	78/893,937 3,292,240
BALLOON BOUTIQUE (329-60)	75/285,507 02,213,896
BIRTHDAY FLOWER CAKE (329-95)	75/187,056 2,179,953
BLOOMIN' CUPCAKES (329-1103)	77/614,927 3,639,019
BLOOMLINK (329-16)	74/359,355 1,981,331
BLOOMLINK (& DESIGN) (329-809) (w/ colors)	76/659,304 3,210,040
BLOOMNET (329-17)	74/283,746 1,751,517
BLOOM OF THE MONTH (329-272-DIV)	75/983,460 2,887,891
BRING YOUR MOM TO WORK DAY (329-647)	76/418,719 2,831,335
CAFE BOUQUET (329-102)	76/218,768 2,617,290
CALL 1-800-FLOWERS (329-20)	74/283,727 1,761,641

Mark	Serial No./ Reg. No.
CELEBRATE…DELICIOUSLY! (329-1073)	77/592,003 3,622,834
CELEBRATIONS (329-692)	75/982,363 2,605,451
CELEBRATIONS.COM (329-694)	76/520,131
CONROY'S FLOWERS (& FLOWER BOX DESIGN) (329-53)	73/737,877 1,529,051
CONROY'S FLOWERS (329-10)	73/737,878 1,530,282
CONROY'S 1-800-FLOWERS (& FLOWER BOX DESIGN WITH "CONROY'S" IN BOX) (329-12)	74/598,603 2,046,357
COSMOPOLITAN BOUQUET (329-818)	78/889,845 3,300,000
CRISPY JOYS (329-926(b))	77/287,810 3,609,555
800-BASKETS (329-22)	74/283,900 1,751,591
800-CANDIES (329-11)	74/283,899 1,755,761
800-FLORIST (329-13)	74/287,802 1,826,561
800-FLOWERS (329-15)	73/565,380 1,398,787
800-GOODIES (329-69)	74/283,896 1,751,588
800-GROWERS (329-54)	74/375,217 1,816,163
E-MMEDIATE GIFT (329-575)	76/268,107 2,748,153
EVERY MOM COUNTS (320-1082)	77/704,211

Mark	Serial No./ Reg. No.
EXPRESSIONS EXCHANGE (329-716)	3,008,036
EXPRESSIONS OF FLOWERS (329-1003)	77/248,730 3,507,226
FIELDS OF THE WORLD (329-807)	76/659,039 3,207,265
FLEUR DE CHOCOLATE (329-364)	75/734,675 2,507,698
FLORAVERSITY (329-52)	74/514,809 2,010,543
FLORIOLOGY	85009285
FLOWER COUNTRY (329-679)	76/582,915 3,124,031
FLOWER COUNTRY USA (329-56)	75/287,786 2,402,317
FRESH (STYLIZED) (329-605)	76/294,229 2,985,722
FRESH CONNECTION (329-292)	75/581,346 2,460,102
FRESH FLOWER HAPPY HOUR (329-295)	76/651,786 3,185,364
FRESH FORUM (329-613)	76/266,256 2,802,947
FRESH FROM OUR GROWERS (329-945)	77/119,466 3,403,790
FRESH REWARDS (329-26)	75/284,148 2,302,484
FRESH REWARDS (& DESIGN) (329-1076)	77/606,478 3,634,791
FRESH TALK (329-74)	74/675,588 2,041,262

Mark	Serial No./ Reg. No.
FRESH THOUGHTS (329-84)	74/675,582 2,022,594
FRESH UNIVERSITY (329-579)	76/259,754 2,633,186
FRESHNESS CARE SYSTEM (329-35)	74/675,586 2,089,646
FROSTY THE SNOW PLANT	85009317
GET TOGETHERS & CELEBRATIONS (329-720)	76/562,818 2,940,973
GIFT CONCIERGE SERVICE (329-14)	74/554,430 2,046,294
GIFT WELL LIVE WELL (329-731)	76/609,330 3,165,694
GREATFOOD.COM (329-482)	75/691,333 2,367,258
GREAT FOOD ONLINE (329-481)	75/693,092 2,401,093
GREETING CANS (329-655)	73/685,639 1,490,406
GREETING CANS (329-656)	73/752,420 1,532,035
HAPPY HOUR BOUQUETS (329-805)	76/655,657 3,298,578
HOLIDAY FLOWER TREE (SR) (329-83)	75/020,626 2,312,603
HOLIDAY FLOWER TREE (PR) (329-83b)	76/652,980 3,257,434
IT'S YOUR DAY BOUQUET (329-393)	76/254,669 2,743,584
JULEP CUP BOUQUET (329-820)	78/893,972 3,231,982

Mark	Serial No./ Reg. No.
JUST CALL OUR NAME (329-50)	74/474,796 1,911,701
KEY TO MY HEART (329-998)	77/111,378 3,323,538
KUDOS BOUQUET (329-808)	76/659,038 3,337,678
KULTURAL KUDOS (329-1061)	77/522,693 3,765,915
LOTSA LOVE (329-200)	76/557,892 3,113,413
LOTSA LOVE (329-200(a))	77/768,850 3,760,422
LOVE POTION (329-817)	78/903,665 3,247,073
MAMA MOORE'S BAKESHOP (329-651)	76/450,988 2,940,509
MARGARITA BOUQUET (329-815)	78/903,501 3,302,308
MINI MARGARITA BOUQUET (329-937)	77/007,015 3,373,502
MUGABLES (329-43)	75/077,084 2,465,872
O!CCASIONS (329-659)	74/521,411 1,892,480
1-800-BASKETS.COM (329-602)	76/266,257 2,782,517
1•800 BASKETS.COM (& DESIGN) (329-1100)	77/963,261
1-800-CANDIES.COM (329-603)	76/266,258 2,976,683
1-800-FLEURISTE (329-70)	74/395,354 1,912,766

Mark	Serial No./ Reg. No.
1-800-FLOWERS (formerly DIAL 1-800-FLOWERS) (329-51a)	72/443,371 1,009,717
1-800-FLOWERS (& FLOWER BOX DESIGN) (329-5a)	74/598,605 2,014,298
1-800-FLOWERS (& TULIP DESIGN) (329-738)	76/634,124 3,155,701
1800FLOWERS.BIZ (329-606)	76/274,949 2,776,333
1-800-FLOWERS.BIZ (329-614)	76/274,948 2,776,332
1800FLOWERS.COM (329-331)	75/687,723 2,825,367
1-800-FLOWERS.COM (329-300)	75/629,781 2,434,592
1·800 FLOWERS.COM	85009522
1-800-FLOWERS.COM (& STACKED LOGO in color) (329-630)	76/634,121 3,161,360
1-800-FLOWERS.COM (& TULIP LOGO in color) (329-360)	76/634,123 3,161,361
1-800-FLOWERS.MOM (329-610)	76/326,869 2,594,342
1-800-GIFTHOUSE (329-39)	74/461,645 2,001,757
1-800-GOODIES.COM (329-604)	76/266,254 2,782,516
1800GREETINGS.COM (329-573)	76/164,414 2,728,287
1800GREETINGS.COM (& design - in color) (329-1024)	77/418,540 3,611,187
1-800-GROWERS.COM (329-589)	76/268,108 2,719,893

Mark	Serial No./ Reg. No.
1-800-LAS-FLORES (329-88)	74/365,380 1,941,414
1-800-LAS FLORES.COM (329-612)	76/343,324 2,690,337
1-800-LAS FLORES.COM (& TULIP DESIGN) (329-619)	76/343,351 2,685,859
1-800-THE-ROSE (329-57)	75/287,787 2,492,874
1-888-FLOWERS (329-55)	74/667,594 2,530,031
PURCHASENET (329-791)	76/652,870 3,245,847
REWARDING OTHERS (329-1023)	77/301,846 3,507,480
SEND-A-MESSAGE (329-756)	76/634,212 3,552,207
SNACK OF THE MONTH (329-658)	74/020,154 1,661,834
SNACK TO SCHOOL (329-657)	74/020,157 1,625,092
SPOT A MOM (320-1081)	77/704,166
STRAWBERRY FLORAL MARGARITA (329-816)	78/903,606 3,251,324
TELEVERSITY (329-3)	74/514,814 2,072,106
THE ONE 800 NUMBER FOR FLOWERS (329-96)	74/359,183 1,811,143
THE ONE 888 NUMBER FOR FLOWERS (329-32)	75/088,771 2,385,846
THE PINK RIBBON BOUQUET (329-31)	75/618,167 2,434,347

Mark	Serial No./ Reg. No.
THE POPCORN FACTORY (329-653)	73/144,648 1,110,635
THE POPCORN FACTORY (329-654)	73/536,787 1,371,547
THE POPCORN FACTORY (329-660)	74/527,186 1,902,060
TIMELESS TULIPS (329-136)	76/203,099 2,759,568
TULIP LOGO (329-629)	76/634,122 3,167,161
WORLD'S FAVORITE FLORIST (329-41)	76/110,774 2,703,556
YOUR FLORIST OF CHOICE (329-763)	76/631,909 3,075,369
YOUR TRUSTED GUIDE TO GIFTING (329-580)	76/164,413 2,632,883